The value of achievement lies in achieving...

23rd ANNUAL REPORT

2016-2017

FSL

FRONTLINE
SECURITIES LIMITED

23rd

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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
• Ms. Richa Arora	Company Secretary & Whole Time Director

KEY MANAGERIAL PERSONNEL:

• Mr. Gauri Shanker Pandey	Whole Time Director
• Ms. Richa Arora	Company Secretary , Compliance officer and Whole Time Director
• CA. Swarna Gowri S.	Chief Financial Officer

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:	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 44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Naraina, New Delhi-110028

23rd Annual General Meeting
09:45a.m, Wednesday, August 9th, 2017
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 the 23rd (Twenty Third) Annual General Meeting of **Frontline Securities Limited** for the Financial Year 2016-17 will be held on Wednesday, the 9thday of August, 2017 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 business:

ORDINARY BUSINESS:

1) To receive, consider and adopt the Financial Statements for the Financial Year ended 31st March, 2017 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 2017.

3) 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.

4) **Regularisation and Appointment of Statutory 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(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Walecha Inder & Associates, Chartered Accountants, Delhi, (Firm Registration No. 014205N) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. J. Jain & Company , Chartered Accountant to hold the office till the conclusion of ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT pursuant to the provisions of Section 139 ,142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s Walecha Inder & Associates, Chartered Accountants (ICAI Firm Registration No. 014205N), be and are hereby appointed as the Statutory Auditors of the Company for the term of Five years commencing from the company's financial year 01st 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 (Subject to the ratification of their appointment by the Members at every intervening Annual General Meeting) at such remuneration plus service tax, out-of-pocket, traveling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

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

SPECIAL BUSINESS

5) **Review of salary of Mr. Gauri Shanker Pandey, Whole Time Director of the Company.**

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

"RESOLVED THAT pursuant the 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 revise the remuneration payable to Mr. Gauri Shanker Pandey, Whole Time Director w.e.f April 01st, 2017 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 or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution".

6. **Appointment of Ms. Richa Arora as Whole Time Director of the Company**

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

"RESOLVED THAT Ms. Richa Arora, who was appointed as an Additional Director w.e.f. 29th May, 2017 in terms of Section 161 of the Companies Act, 2013 and Article 101 of the Articles of Association of the Company, to hold office till the conclusion of the ensuing General Meeting, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to provision of Section 203 & 196 and other applicable provisions if any, of the Companies Act, 2013, the approval of Members be and is hereby accorded to the appointment of Ms. Richa Arora as a Whole Time Director of the Company w.e.f. 29th May, 2017 for the period of 5 years.

RESOLVED FURTHER THAT if appointed, the term of office of Ms. Richa Arora shall not be liable to retire by rotation.

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

7. **To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 20 of Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, of the said Act, whereby a document may be served on any shareholder(s) by the Company by sending it to him/her by speed post or by registered post or by courier or by delivery to his/her address or by such electronic or other mode as may be prescribed, the consent of the Shareholders of the Company be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post, speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the company atleast 10 days in advance of dispatch of documents by the company to the shareholder.

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

8. **To consider and if thought fit, to pass, with or without modification, as may be deemed fit, the following resolution as Special Resolution:**

   "RESOLVED THAT pursuant to the Provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 & Rules made there under, approval of members be and is hereby granted to, inserting the following clause as New Clause 145A under the heading "Inspection of Books of Accounts and Register" in the Articles of Association of the Company after Clause 145 :

   "145A Subject to the Provisions of these Articles and Act, Members of the Company entitled thereto may apply for and be supplied with a copy of any such register or Statutory records, where required, on such fees as may be fixed by the Board, However in no case the fee fixed by the board shall exceed the maximum amount as Prescribed under the Act or Rules."

   RESOLVED FURTHER THAT Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution including but not limited to the filing of necessary forms, returns, documents etc with the Registrar of Companies and to comply with all other requirements in this regard".

9. **To adopt a new set of Articles of Association of the company**

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

   "RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force, New Set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in total exclusion, substitution and superseding of the existing Articles of the Company.

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deed, matters and things as may be necessary, proper or desirable to give effect to the resolution".

10. **To recast and rearrange the provisions of the Objects Clause of the Memorandum of Association of the Company and also to bring contents of Memorandum in line with draft suggested in Table A of Schedule I of the Act.**

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force), the words at the beginning of the Memorandum of Association and before Clause I "(THE COMPANIES ACT, 1956)" be and are hereby substituted by the words "(THE COMPANIES ACT, 1956 AND THE COMPANIES ACT, 2013, TO THE EXTENT IN FORCE)".

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force), Clause III of the Memorandum of Association of the company be and is hereby amended as under:-

i. Heading of the Part A of Clause III of Memorandum of Association i.e. "MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:" substituted with the Heading "OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE".

ii. Heading of Part B of Clause III of Memorandum of Association i.e. "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE" substituted with the Heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE".

iii. Sub-clause 14 of Part B of Clause III of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:

"14 Subject to Sections 179, 180, 185, 186 & Chapter V of the Companies Act, 2013, and the Regulations made there under and the directions issued by Reserve Bank of India, to receive money on deposits or loans and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, debenture-stock, (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owning by mortgage, charge or lien upon all or any of the properties or assets of revenues and profits of the company, (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other such person or company of any obligation under taken by the company."

iv. Sub-clause 22 of Part B of Clause III of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:

"22. Subject to Sections 391 to 394 of the Companies Act 1956/ Sections 230 to 232 and Chapter XV of the Companies Act, 2013, as may be applicable, to amalgamate or to enter into partnership or any arrangement for sharing profits, union of interest, co-operation, Joint Venture, reciprocal concession with any person or persons, company or Companies, carrying on or about to carry on, or engage in any business or transaction which this Company is authorized to carry on or to engage in any business or transaction capable of being conducted so as to benefit this Company."

v. Part B of Clause III of Memorandum of Association, be and is hereby amended with the insertion of following Sub-clause(s) after clause 33 viz.:

34. To do all things either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by it through agents, sub-contractors, trustees or otherwise.

35. To engage in research and provide technical know-how into all aspects of personnel, industrial and business management and administration, to collect, prepare and distribute information and statistics relating to any type of business or industry and to provide, propose and carry out such methods, procedures and measures.

36. To acts as agents or managers in carrying on any business, concerns and undertaking and to employ experts to investigate and examine into the condition, management, prospects, value and circumstances, of any business, concerns and undertaking and of any assets, property or rights of any kind to carry on all or any of the business of mechanical, electrical and general engineer, manufactures and merchants of agents for and dealers in engineering specialties of every description.

37. To carry on the business as advertising agents, travelling agents, brokers, underwriters and estate agents.

38. To carry on in any mode, the business of storekeepers in all its branches and in particulars to buy, sell, manufacture and deal in goods, stores, consumables articles, chattels and effects of all kinds, both wholesale or retail.

39. To carry on the business as traders, agents, suppliers and commission agents, of products and commodities and materials in any form or shape manufactured or supplied by any company, firm, association of persons, body whether incorporate or not, individuals, government, semi-government, or any local authority.

40. To carry on the business of manufacture of and dealers in automobile parts, accessories, ancillaries, stores and spares and to engineer, develop, design, assemble, manufacture, produce, import and export, buy, sell and otherwise deal in industrial, mining, agricultural and other machines and all type of tools, plants, equipments, instrument appliances and hardware of all kinds, general fittings, accessories and appliances of all description made of metal, alloy, glass, synthetic and other fibers, chemicals and PVC compounds and plastics.
41. To carry on the business of electrical engineers, electricians, engineers, contractors, manufacturers, constructors, suppliers of and dealers in electrical and other appliances, cables, wire-lines, dry- cells , accumulators, lamps and works.
42. To manufacture and/or produce and/or otherwise engage in the manufacture or production of or dealing in electrical kilowatt hour meters, magnets, electromagnets, power cables, industrial jewels, ammeters, voltmeters and other types of measuring instruments, electrical or non-electrical, die, casting, screws, nuts and bolts, tungset, filament, transformers of all types, circuit-breakers punched card machines, computers and calculators and their accessories hoists, elevators, trolleys and coaches, winches, power generators, magnetic separators, winder, air composers, welders, fans of all types, switches and motors of all types, drills, electric grinders, air conditioners, refrigerators, washing machine, televisions and wireless apparatus, video cassette recorders, video cassette players including radio receivers and transmitters, electronic instruments, diodes, transistors and allied items watches and clocks.
43. To carry on the business of mechanical engineers, machinists, fitters, mill wrights, founders, wire drawers, tube makers, metallurgists, saddlers, galvanizers, japanners, annealers, enamellers, electroplaters and painters.
44. To carry on a general business of providing comparative information about the characteristics, interest or other attributes of individuals, communities, organizations, countries of other social units and of any articles or Commodities or economic trends or persons or design, invent, prepare, own, make use of lease, sell or otherwise dispose off and to deal in and with computers, data processing machines, tapes, cards, memory equipment or any other equipment and materials of every kind description useful in connection with this business to license or otherwise authorize others to engage in the foregoing and to engage in research and development in areas related to or involving the foregoing.
45. To grow, take on lease, acquire, develop, deal in plantations and forests, and to process in all aspects timber, wood, plywood and all kinds of wood and to make products wherein wood is a constituent part and to design, develop, fabricate any products involving the substantial use of wood.
46. To manufacture and process petroleum and petro-chemicals and their bye-products.

47. To manufacture, produce, refine, prepare, purchase, store, sell and to trade and deal in all kinds of minerals oils and all products and by- products thereof including wax, paraffin, soap, paints, varnish, washing and toilet soap, lubricants, illuminant and butter substitutes, oil, cloth candles, glycerin styrene.
48. To carry on business of manufacturers and dealers, importers and exporters of natural synthetic resins, molding, powders, adhesives and cements, oil paints, distempers, cellular paints, colors, varnishes, enamels, gold and silver leaf and enamels, and spirit.
49. To carry on development and research work and to manufacture calcine, refine, process, import, export, buy, sell and deal in petroleum coke, calcined coke and coal tar, anthracite coal and to draw out, manufacture and deal in coal tar, canlion products and other by-products as may be possible and to utilize waste gases for industrial uses and purposes.
50. To manufacture, prepare, import, export, buy, sell and otherwise deal in all kinds of glass, glassware, glass good, mirrors, looking glass goods, scientific glass, wares, sheet and plate glass, bangles false, pearls, bottles, phials and all kinds of articles prepared of glass and to carry on the business of glass patent solvers, glass embossers, ecclesiastical lead workers, tablet, show card and show case manufacturers.
51. To manufacture, produce, assemble, distribute, stock, barter, exchange, pledge, repair, use, buy, sell import and export and otherwise deal in all types of scientific instruments and their accessories, testing instruments, process control instruments, electrical and electronic instruments, nautical, aeronautical, and survey instruments, optical and opthalmic instruments, general laboratory medical and surgical instruments, apparatuses, scientific laboratory, glassware photographical, chemical and other instrument, apparatuses, appliances, equipments, devices, contrivances, their accessories and components.
52. To engineer, develop, design, assemble, manufacture, produce, import, export, buy sell, operate, run, let on hire and otherwise deal in all kinds of earth moving and agriculture machines, petrol and diesel engines, tools, plants, tractor, equipments, spares, appliances, implements, accessories, mobile or otherwise and heavy vehicles and machines for agricultural and land reclamation, drainage, irrigation water works, engineering, forest clearing, pumping and other purposes spraying machines, vehicles and equipments, whether mobile or otherwise mobile workshops and garage equipment for repair and services and tube wells, pumps, floating or otherwise, motors and irrigation machinery and transportation equipment for movement of its products or stores, machines or personnel and as general purpose freight carriers.
53. To undertake the business of distribution and application of chemical fertilizers pesticides, aerial or otherwise.

54. To construct a cinema theatre, and other building and works and conveniences, for the purposes thereof and to manage, maintain and carry on the said theatre and to let out other buildings when so erected or constructed; to carry on the business of proprietors and managers of the theatre (Cinemas, picture places and concert halls) and to provide for the Production, representation and performances (whether by mechanical means or otherwise) of operas, stage plays, operettas, burlesques, vaudevilles, revues, ballets, pantomimes, spectacular pieces, promenade and other concerts and other musical and dramatic performances and entertainments, to manufacture films and other appliances and machines in connection with mechanical reproduction or transmission of pictures, movement, music and sounds, and to organize and conduct theatrical production and entertainment of all kinds.
55. To carry on business as tourists, agent and contractors, and to facilitates travelling and to provide conveniences for tourists and travelers and promote the provision of conveniences of all kinds in the way of through tickets, circulars tickets, sleeping cars or berths reserved places, hotel and lodging accommodation; guides, safe deposits, inquiry bureaus, libraries, lavatories, reading room, baggage transport and otherwise.
56. To carry on business of hotel, restaurant, café, tavern, beer house restaurant room, boarding and loadging house keepers, licensed victualiers, wine, beer and spirit merchant, maltsters, manufacturers of aerated minerals and artificial, waters and other drinks, purveyors, caterers for public amusements, generally coach cab, carriage and motorcar proprietors, livery, staple and garage keepers, jobmaster, importers and brokers of food, live and dead stock, hairdressers, perfumers, chemists, proprietors of clubs, baths dressing room, laundries, reading writing and newspaper rooms, libraries grounds and places of amusements and recreation, sport, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railways, road, air and shipping companies and carriers.
57. To carry on all or any of the business of architects, builders, contractors, decorators, electricians, wood workers and paviours and to acquire, develop, buy, sell, real estate multi-storied or other building and group housing schemes.
58. To purchase, sell, develop, take in exchange, or on lease, hire or otherwise acquire, whether for investment or sale or working the same any real or personal estate including lands, mines, business building, factories, mills, houses, cottages, shops, depots, warehouses, machinery, plant, stock in trade, minerals rights, concessions, privileges, licences, easement or interest in or with respect to such property in consideration for gross sum or rent or partly in one way and partly in other or for any other consideration ; to carry on business as proprietor of flats and buildings and to let on lease or otherwise apartments therein, and to provide for the conveniences commonly provided in flats, suites and residential and business quarters.

59. To carry on all or any of the business of transport, cartage, and haulage contractors, garage proprietors, owners and charters of road vehicles, aircraft, ship, tugs, barge and boat of every description, ligterman, carriers of good and passengers by road, rail, water, ropeway or air carmen, cartage contractors stevedores, wharfingers, cargo superintendents, packers, hauliers warehousemen, storekeepers and job- masters.
60. To carry on the business of manufacturers, processors, designers, buyers, sellers, exporters, importers and/or otherwise, dealers in all kinds of cardboard packing, corrugated packing, pillow packing, plastic packing, plastic, polythene packing, gunny bags, polythene films, containers, bottles, hollow wares etc. Whether made of plastic or any man-made fiber, leather, paper, wood or of other material including high and low density polythene polypropeline, plastic, P.V.C chemical and other man-made fibrous materials, used in manufacture of cardboard packing, corrugate packing, plastic packing, polythene packing, gunny bags, containers, bottles, hollow wares etc to manufacture, process, buy, sell, import-export or otherwise deal in all or any of such products, the raw materials, stores, stores packing materials, products and allied commodities.
61. To carry on the business of farming, horticulture, floriculture, sericulture, dairies, cultivators of all kinds of food grains, seeds, fruits, proprietors of orchards and traders, exporters, dealers and sellers, of the products of farming, dairy, horticulture, floriculture, sericulture and pisciculture and fishing and manufacturers of drinks alcoholic or otherwise, including beverages produced from such products or otherwise, to carry on the business of cultivators, growers, manufacturers, millers, grinders, rollers, processors, cold stores, cannery and preservers and dealers of food grains and other agricultural, dairy, horticultural and poultry products, fruits, vegetables, herbs, medicines flower, drinks, fluids, gas and fresh and preservables, product and to extract by-products and derivatives whether edibles pharmaceuticals medicines or any other kind and food preparations of every kind and description and generally to carry on the business of manufacturer of and trading in preserved, dehydrated, canned or converted agricultural products, fruits and vegetables, provisions, foods, dairy and poultry products and articles and other derivatives of all kinds and descriptions to set up and run machinery for processing and preserving the same.
62. To establish experimental farms and research stations for conducting experiments, test and research for developing better qualities of food grains and agricultural products and for developing milch strain in cattle by cross breeding or otherwise and increasing egg laying capacity in poultry and also for finding outways and means of improving other agricultural crops, produce, seeds, fodder crops and cattle feed of all kinds.

63. To manufacture, process, chemically, electrically or any other means, refine, extract hydrolyze, manipulate, mix deodorize, grind bleach, hydrogenate, buy, sell, import, export, produce or otherwise deal in, seeds and agricultural products, food, food products, dietetic products and preparations, patents drugs and proprietary articles of all kinds, whether basic or derived and all forms and in particular protein food of all kinds.

64. To carry on all or any of the business of manufacturers, processors, importers, exporters of and of dealers in all kinds of ferrous and non-ferrous materials meant for any industrial or non-industrial use whatsoever and to carry on the business in cold or hot rolling, re-rolling, slitting, edge-milling, sheeting, stamping, pressing, extruding, forging, drawing, flattering, straightening, heat treatment of all kinds of steel and such other metals or /any other kind of strips, sheets fails, taper, wires, wire products, rods, plates and any other redione, shaped or forms.

65. To buy, sell, design, manufacture, process and deal in any product relating to optics, including fiber, glass optics, lenses and laser equipment.

66. To erect, build, maintain and let out on hire or rent, cold storage rooms and provide for refrigeration and to carry on the undertake, storage, packing, removal, carrying delivery, purchases, sales and exchange of the fruits and vegetables including potatoes and all kinds of agricultural and other goods and generally to carry on the business of cold storage company in all its branches.

67. To carry on the business of manufacturers of, and dealers in all kinds and classes of paper and pulp including as sulfate and sulfite wood pulp, mechanical pulp and soda pulp and papers including transparent, vellum, writing, printing, glazed, absorbent, new printing, wrapping, tissue, cover, blotting, filter, bank or bond, badami, brown, buff, or colored lined, azure laid, grass, or water proof, handmade parchment, drawing, craft, carton, envelope, and of straw duplex and triplex boards and all kinds of articles in the manufacture of which in any form of pulp, paper or board is used and also to deal in or manufacture artificial leather of all varieties, grades and color.

68. To acquire from or sell to any person or body corporate or unincorporated whether in India or elsewhere technical and managerial information, know–how, processes, engineering, manufacturing, operating and commercial data, plans, layouts and blue/prints useful for the design, erection and operation of any plant or process of manufacture and to acquire and grant licence or other rights and benefits in the field of chemicals, fertilizers and other agricultural inputs and to render any kind of management and consultancy services.

69. To promote, establish, acquire and run or otherwise carry on the business of any plastic or any rubber industry or business of manufacture of materials for use in such industries or business such as wax, paper, bakelite, plywood, celluloid, products, chemicals of all sorts and such other articles or things and similar or allied products or process and to sell, purchase or otherwise acquire or deal in materials or things in connection with such trade and industry.
70. To erect, acquire, purchase, take on lease or tendency and run a steel foundry and to carry on the business of running a steel foundry based on electric furnace or any type of furnace used for the manufacture of steels, alloy steel or special steels from iron, iron scrap or any other raw material, and to manufacture in the foundry such castings or ingots from steel, alloy steels or special steels and to sell such castings or ingots as may required by any industry or industries or as deemed necessary.
71. To carry on the business as financiers and for the purpose to give and take loans with or without security and on such terms and conditions as the company may in its absolute discretion deem fit, to any person or persons to enable them to purchase either by themselves or jointly with other person or persons.
72. To carry on the business of manufacturing, processing, buying, refining, selling, importing, exporting and dealing in wholesale and retail in all kinds of oils seed, vegetables, ghee, oleagenous and saponaceous substances and all kinds of by products or ingredients thereof.
73. To establish, install and run flour mills and oil processes. Mills and solvent extraction plants and store, sell, buy or deal in grains of all kinds, rice ,cereals and other produce of every description. To erect, construct and maintain granaries and store houses.
74. To carry on the business or businesses of manufacturers, importers and exporters and dealers in tanks, drums, Tin containers and other articles for carrying or storing vanspati oils, waters and other materials solid or liquid.
75. To carry the business of the manufacturers of refractories, bricks, tiles, pottery, earthenware and ceramic products of all kinds.
76. To manufacture and deal in all chemical products such as coal tar products and their intermediates dyes, drugs, medicines and pharmaceuticals, petroleum and its products and derivatives, all types of heavy chemicals such as sulfuric and other acids, caustic soda, soda ash, all type of textiles chemicals and sizing and finishing materials, cement and allied products, photographic, chemicals, clay and boards, including straw boards, glycerin and allied products, all industrial and pharmaceutical, organic and inorganic chemical, fertilizers, pesticides, manures, fungicides and allied products, fats, waxes and their products, hides, skins and leather.

77. To manufacture, buy, sell or deal in laminates, whether decorative or industrial laminates sheets, cotton fabrics impregnated with epoxy coating for electrical industry, cotton fabrics with plastisol coating for furnishings and polyester fabrics.

78. To carry on the business of manufacture, fabricates assemble and deal in automobile parts and agricultural implements of all kinds descriptions, automotives and other gears, transmission axles, universal joints, springs, spring leaves, head lamps, sealed, beams, clutch, facing and brake lining, components, parts spare parts, accessories and fittings of all kinds for the said articles and things used in connection with the manufacture thereof, alloy springs, steel billets, flats and bars, pressed and other engineering items and other related items for motor cars, motor trucks, buses, tractors, vans, jeeps, lorries, motor launches, aeroplanes, sea planes, motor cycles, cycles, and vehicles and conveyance of all kinds.

79. To carry on all or any of the business of manufacturers of and dealers and workers in cement, Cement Machineries, lime, plaster, whiting, clay gravel, sand, minerals, earth, coke, stone builder, requisites.

80. To purchase, hold acquire mines, mining lease, licenses, rights claims and metaliferous, lands, real estate and to explore, search, work, exercise, develop, treat, refine and to turn to account ores, all sorts of minerals, working deposits, sub soil minerals and to crush, win, set, quarry, smelt, calcine, reline, dress preserve, manufacture and prepare for market, ore, metal and mineral substances of all kinds and to carry on metallurgical operations in all its branches.

81. To purchase, sell, import, export, produce or otherwise deal in, preserved vegetables, tinned fruits and all types of food product, food grains, develop and exploit farms, horticulture, agricultural, animal husbandry, dairy, poultry and allied farming lines which can be conveniently carried on in farming business or to assist anyone in this business and to carry on the business of farming and aerial spraying.

82. To cultivate tea, coffee, cocoa, cinchona, rubber and other produce and to carry on the business of planters in all its branches to carry on and do the business of cultivators, Winners and buyers of every kind of vegetables mineral or other products of the soil, prepare, manufacture and render marketable any such product, and to sell, dispose of and deal in any such produce, either in its prepared, manufactured, or raw state, and either by wholesale or retail.

83. To carry on business as brewers, distillers and manufacturers of and merchants and dealers in vinegar, acetic acid, glucose, wines, spirits, porter, malts, hops, grain, meal yeast, aerated water, carbonic acid gas, mustard, pickles, sauces, condiments of all kinds, cocoa, coffee, cocoa butter preserves all or any other commodities and things which may be conveniently used or manufactured in connection with the above business.
84. To issue shares, stocks, debentures, debenture stocks, bonds, obligations, and securities of all kinds and to frame, stocks, bonds obligations and securities of all kinds and to frame, constitute and secure the same, as may seem expedient with full power to make same transferable by delivery or by instrument of transfer or otherwise, and either, perpetual or terminable and either redeemable or otherwise and to charges or secure the same by trust deed or otherwise on the undertaking of the company or upon any specific property and rights present and future of the company (including, if thought fit, uncalled capital).
85. To manufacture, export and import, sell and to carry on business in tyres, and tubes and vehicles.
86. To carry on business as importers and exporters of goods or merchandise of any description or to act as shippers, commission agents, forwarding and clearing agents.
87. To carry on all or any of the businesses as buyers, sellers, importers, exporters, distributors, agents, brokers, stockists, commission agents, auctioneers and valuers, and dealers of postage stamps, investment portfolios and related philatelic materials for collection and to process loose stamps into made up display packets for sale and services related therewith.
88. To manufacture stamp albums, stock books tweezers, watermarks detectors, stamps hinges, color guide, perforation gauge, stamp mounts and other related philatelic accessories.
89. To carry on the business of a company established with the object of financing industrial or other enterprises and to make loans, give guarantees and provide securities to any other company or other persons whether promoted and/or managed by this company or not and to carry on the business as financiers and for that purpose to give and take loans, with or without security and on such terms and conditions as the company may in its absolute discretion deem fit, to any person or persons to enable them to purchase either by themselves or jointly with other person or persons. To acquire to take over with or without consideration and/or carry on the business of financial advisors and management consultants by themselves or in partnership with other companies or person.

90. To act as investors, financiers, traders, agents, factors, brokers, wharfingers, exporters, importers, shippers, surveyors, liquidator, builders, underwriters or in any other capacity in India or elsewhere.

91. To carry on the business as buyers, sellers, importers, exporters, distributors, agents, brokers, stockiest, commission agents and dealers of Chewing Tobacco, Tobacco Tender Leaves, Betelnut, Spices, Pan Masala, Silver Leaves, Saffron, Perfumes and perfumery compounds, attars, (rose or Kewra) (natural), Essences, Handicrafts, Carpets Garments, Marble, Granite, Brasswares, Engineering Goods, Machine Tools, Hand tools, Small Tools, Metals alloys, iron pipe fittings, nuts and bolts, bicycles and accessories, automobile parts, steel and stainless and iron products, metallurgical residues, hides leather goods, furs, bristle, tobacco (raw and manufactured), hemp, Seeds, oil and cakes, Vanaspati, textile fiber and wastes coir and jute and products thereof, wood and timber, bones (crushed and uncrushed), industrial diamonds, coal and charcoal, glue gums and resins, ivory, lac, shellac, manures pulp or wood rags, rubber training substances, wax, crystal chemicals and chemical preparations plastic and linoleum articles glass and glassware, toys, precious stones, ornaments, jewellery, pearls, drugs and medicines, soaps, paints, instruments, apparatus and appliances machinery and mill work and parts thereof, paper and stationery, sport goods, textile such as decorative hand and machine made, ready-made garments, carpets, rugs, artificial silk fabrics, cotton woolen cloth and all sorts of apparels, dressing materials, cosmetics, wigs, belts, belting cinematograph films exposed, gramophone records, rubber, plastic goods, starch, umbrellas, crown corks, batteries, surgical and musical instruments, marble and hardware items, traditional calendars, all kinds of books and manufacscripts, electric and electronic products of all kinds, sanitary ware and fittings, woolen textiles, natural fiber products, cellulose products, mixed blended products, nylon polyester fibers, yarn, hosiery and mixed fabrics, natural silk fabrics and garments, fish and fish products, fruits, nuts cashew nuts, kernels, grains, pulses, flour, confectionery, provisions, alcohol, beverages, perfumes, spirits, spices and tea, coffee, sugar and molasses, rice and edible items, vegetables and vegetables products foods and packed foods products.

92. To carry on the business of consultancy and advisors in all branches such as production research management and operations and office administration and to advise on matters relating to installation, maintenance and utilization of plants and machineries and any other such matter pertaining to any industry, business or enterprise in India or abroad.

93. To render all kinds of consultancy and advisory services in India or abroad to any industry, business or enterprise and to render technical know-how and expertise so as to advice in productions and project studies, arrange collaborations, foreign collaborations, technical assistance and consultancy services, prepare industrial or non-industrial schemes, arrange management agreements, provide management consultancy services, production techniques, finding markets or promoting sales of the goods manufactures/dealt with by any person advise in the purchase of materials required for manufacture of plants and machineries, secure investments of foreign and/or Indian Capital in undertaking and enterprises functioning in India, promote technical training schemes and help in passing on to entrepreneurs of industries as well as to those who are already established in Industry of various kinds in India and abroad, to suggest methods and suggestions for improving techniques of production, business methods, to the best advantage of an undertaking or enterprise.
94. To act as consultants in the field of industrial, business, productivity, management, administration, marketing, export, import, purchase, sales, rationalization, and publication consultants or advisors and to advise on matters relating to promotion, planning, establishment, development, organization, personnel sales, imports and exports, purchase, marketing and market research management and administration of any industry, business or enterprise whether in India or abroad.
95. To act as financial consultants advisors to public issue, preparation of project reports, feasibility reports in financing, Assets Management Company, leasing of equipments, machineries and other assets and to act as consultant in the field of computer software for processor and microprocessor based system and system software, development of computer languages, application of software and allied computer services, data processing, computer training and impart training and education in Computer Sciences.
96. To buy, sell, assemble, fabricate, exchange, import, export wire, let on hire, manufacture, repair or otherwise deal in all kind of electrical and electronics equipments, components and spares whether used independently or as an original equipment or for use as components for repair and replacements.
97. To act as consultant writer and to hold seminars or workshop on all field such as taxations, accounting, company law matters, excise laws and financial matters.
98. To operate computer training centre.

99. To carry on the business as Travel Agents, Tour Operators, Clearing and Forwarding Agents and the business of booking and reserving accommodation, seats, compartments and berths on ships, boats, aeroplanes, omnibuses, motor cars, motor buses and to issue tickets for the same and to hire or own, operate air taxies, taxies, motor cars and all kinds of transports/vehicles.

100. To carry on the business as general, commercial, color craft and process printers, lithographers, photographers, engravers, die-makers, publishers of newspapers, books, magazines, art and musical production, plan and chart printers, press and advertising agents, contractors, ink dye, color and chemical manufacturers, manufacturers of metal and other signs and manufacturers of and dealers of containers and components and machinery and manufacturers of and dealers in printing machinery, type and all printers supplies, book binders, and stationers and dealers in all kind of supplies and equipment for mercantile and such other uses thereof.

101. To carry on the business of all and every kind of hire purchase finance, lease, lease finance, deferred payment finance and/or to finance all kind of purchasing, selling, hiring of all kinds of plant machinery ,equipments, computers, consumer goods, articles, commodities, movable or immovable properties including land and building.

102. To manufacture develop import, export, buy, sell, distribute and deal in computer software for processor and microprocessor based system and system software, development of computer languages, applications software and allied computer services and to own and/or operate data processing centres and to impart training and education in computer sciences.

103. To carry on the business of designing, engineering, planning and application or electronic equipment and devices and data processing machines of all types and to manufacture, assemble, import, export, distribute, repair, service, install or trade in all kinds of telephone and telecommunication equipment, equipment for manufacturing of electronic, components, machinery instruments ,appliances required for use in conjunction with all such things and generally all kinds of electric, magnetic, galvanic, electronic, telephonic, telegraphic, power supply apparatus and equipment and electric magnetic, electronic components.

104. To purchase, otherwise acquire and to carry on the business or businesses of steamship owner, ship-owners, smack owners, trawlers, deep-seal fishers, fishers, fish curers, fish salesmen, wholesale and retail fish merchants, wholesale and retail game and poultry merchants, ice manufacturers, cold storages keepers, warehousemen cod-liver oil manufacturers, oil merchants and refiners, utilisers of fish refuse, manure manufacturers, anchor and chain

makers, wire rope makers, rope makers, mast and block makers, ship chandeliers, marine store keepers, compass and nautical instrument makers, marine engineers, engineers, dry dock keepers, ship keepers, boat builders, ship and boat repairers, ship and boat outfitters, ship breakers, ship agents, salvers, wreck, removers, wreck removers, wreck raisers, divers, auctioneers, valuers, assessor, stevedores, wharfingers, carriers and forwarding agents.

105. To manufacture, assemble, fabricate, import, export, buy, sell, distribute or otherwise deal in electrical and similar equipments and appliances, components and devices such as transformers, power supplies, chargers, voltage regulators, voltage testing sets, battery eliminators, fittings, switches and other articles instruments and things required for or cable or being used for or in connection with wire or wireless signaling, lighting, heating, cables, lines and signaling, apparatus, transmission of electricity, communication, and computer.

106. To manufacture of high tension and low tension transformers of all types and design voltages and wattages alternators of all types and capacities, high voltage electrical porcelain busing and insulation material, electrical switch gear.

vi. Part C of Clause III of Memorandum of Association i.e. "THE OTHER OBJECTS" be and is hereby deleted (all Sub- clauses 1 to 73).

vii. Clause IV of Memorandum of Association of the company be and is hereby amended and substituted with the following Clause:

"IV the liability of the Member(s) is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deed, matters and things as may be necessary, proper or desirable to give to the resolution".

By Order of the Board of Directors
For Frontline Securities Limited
Richa Arora
COMPANY SECRETARY
& WHOLE TIME DIRECTOR
M.No. A42906

Place: Noida
Date: 24.06.2017

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 &10 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 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.
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 **Thursday, August 3rd, 2017**, to **Wednesday, August 9th, 2017**, (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 23rd Annual General Meeting, will be paid to those shareholders whose names appear on the Register of Members of the Company as on August 2nd, 2017 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 August 2nd, 2017.
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, 2009 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 2009-2010 to the Investor Education Protection Fund in October, 2017.

    Further, Pursuant to the Section 124 of the Companies Act, 2013, the Company is require 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, spilt etc if any shall be credited to said fund. The Company will transfer said shares in the Month of June, 2017.

    Members are therefore requested to en-cash their dividend warrants immediately for the year 2009-2010 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 Wednesday, August 2nd, 2017, 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 an e-mail ID viz. investor@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.

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 23rd 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 mail Id 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 23rdAGM and the Annual Report for Financial Year 2016-17 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.

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 6th August, 2017 and ends at 5:00 p.m. on 8thAugust, 2017. 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 August 2nd, 2017, 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"** tab.
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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

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. 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.

By Order of the Board of Directors
For Frontline Securities Limited
Richa Arora
COMPANY SECRETARY
& WHOLE TIME DIRECTOR
M.No. A42906

Place: Noida
Date: 24.06.2017

EXPLANATORY STATEMENTS 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.

M/s. J. Jain & Company has expressed its inability to continue as Statutory Auditors. The Company received their resignation and their term of office concluded w.e.f 8th May, 2017.

Pursuant to Section 139 of Companies Act, 2013, vacancy in the office of Auditor caused due to resignation of auditor shall be filled by the Board, which should to approved by the Company at General Meeting convened within three months of the recommendation of the Board.

The Board of Directors of the Company has appointed M/s Walecha Inder & Associates, Chartered Accountants (FRN:014205N) as a Statutory Auditor to fill the Casual vacancy in its meeting held on 17th May, 2017 and recommends the appointment of same to the shareholders for their approval in the ensuing General Meeting.

Further the Board recommends the Appointment of M/s Walecha Inder & Associates, Chartered Accountants (FRN: 014205N) as a Statutory Auditor for the period of Five Years Commencing from the Company's Financial year 1st April, 2017 to hold the office from the conclusion of 23rd Annual General meeting till the conclusion of 28th Annual General Meeting to be held in 2022 (Subject to the ratification of their appointment by the Members at every intervening Annual General Meeting).

None of the Directors, Key Managerial Person of the Company or their relatives is concerned or interested in the Resolution.

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:

The Board proposed to revise the salary payable to Mr. Gauri Shanker Pandey, Whole Time Director of the Company w.e.f 01.04.2017 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	40,000
HRA	15,000
Other Allowance	2,200
Conveyance Allowance	1,600
Gross Salary	**58,800**
Bonus (Quarterly Payable)	1,400
PF (Employee Contribution)	4,800
CTC (Cost to Company)	**65,000**
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.

None of the Directors, Key Managerial Person of the Company or their relatives except Mr. Gauri Shanker Pandey, is concerned or interested in the Resolution.

The Board of Director recommends the Special Resolution set forth in item No. 5 of the accompanying notice for the approval of the Members.

Item No. 6

Pursuant to Article 101 of the Articles of Association of the Company, the Board of Directors at their meeting held on 29th May, 2017 appointed Ms. Richa Arora as an Additional Director. Ms Richa Arora is Company Secretary and Compliance officer in the Company.

The Board now recommends the appointment of Ms. Richa Arora as a Whole Time Director w.e.f. 29th May, 2017 for the period of 5 years at the Salary Structure for both the designation i.e. Company Secretary & Whole Time Director provided as under:

Components	Amount Per Month (in Rs.)
Basic	12,500
HRA	12,500
Transport Allowance	1,600
Other Allowance	7,375
Gross Salary	**33 975**
Gratuity	625
Bonus (Quarterly Payable)	1,400
PF (Employee Contribution)	1,500
CTC (Cost to Company)	**37,500**

Due Notice under Section 160 of the Companies Act, 2013 , along with deposit of Rs. 1,00,000 has been received from a member proposing the appointment of Ms. Richa Arora as a Director 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.

Except Ms. Richa Arora, no other Director of the Company is in any way concerned or interested in the proposed resolution.

The Board of Director recommends the Ordinary Resolution set forth in item No.6 of the accompanying notice for the approval of the Members.

Item No. 7

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his/her address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is /is concerned or interested, in any manner in the passing of proposed Resolution set out at Item No. 7 of the Notice.

The Board of Directors recommends the Special Resolution set out in Item No. 7 of the accompanying notice for approval of the members.

Item No. 8

As per the applicable provisions of the Companies Act, 2013, A member may request the company for the copies of the statutory registers entitled thereto. The Company shall furnish the same on the payment of the such fees as may be prescribed by the Articles of Association of the Company. However there is no such clause in the existing Articles of the Company. The Board proposes to amend the Articles of Association of the Company to Provide for charging fee for extraction of various statutory register / records maintained by the Company.

Hence the Board of Directors decided to amend the existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company. The entire set of proposed new Articles of Association is available on the website of the Company i.e. www.fslindia.com. The Members can also obtain a copy of the same from the Company's registered office.

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

None of the Directors, Key Managerial Personnel of the Company or their relatives is / are concerned of interested in any manner in the passing of the proposed resolution set out in item no. 8 of the notice.

The Board of Directors recommends the Special Resolution set out in item no. 8 of the accompanying notice for the approval of members.

Item No.-9

The Articles of Association ("AoA") of the Company is presently in force since its incorporation of the Company i.e. year 1994. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the New Act, several articles of the existing Articles of Association of the Company require alteration / deletion.

Hence the Board of Directors decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company. The entire set of proposed new Article of Association is available on the website of the Company i.e. www.fslindia.com. The Members can also obtain a copy of the same from the Company's registered office.

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

None of Directors or Key Managerial Personnel and their relatives are concerned or interested in any manner in the passing of proposed resolution set out at item no. 9 of the Notice.

The Board of Directors recommend the Special Resolution set out in item no. 9 of the accompaning notice for approval of the members.

Item No-10

The existing Memorandum of Association ("MOA") of the Company is based on Companies Act, 1956 ("1956 Act") are no longer in conformity with the Companies Act, 2013 ("2013 Act"). In view of this, the Board of Directors decided to recast and rearrange the existing Memorandum of Association to bring it in conformity with the Companies Act, 2013 and seeks shareholder's approval.

Consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association. 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.

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

None of the Directors or Key Managerial Personnel of the Company or their relatives is/ is concerned or interested, in any manner in the passing of proposed Resolution set out at Item No. 10 of the Notice.

The Board of Directors recommends the Special Resolution set out in Item No. 10 of the accompanying notice for approval of the 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	Mr. Rakesh k. Jain	Ms. Richa Arora
Date of Birth	14.07.1957	04.03.1993
Date of Appointment	05.05.1994	29.05.2017
Experience in Specific Functional Area	35 years of experience in the field of capital Market , Taxation including international taxation, mergers, acquisitions, software, wealth management, etc	1.5 Years in the field of Company Law, SEBI Regulations, RBI Regulations and other corporate Law Matters.
Qualification	C.A, M.Com & B.Com	C.S , B.Com(H)
Directorship in other Public Limited Companies/excluding Private Companies which are subsidiary of Public Company	3	0
Member/Chairman of Committee of the Board of the Public Limited Companies on which he is Director	0	0

By Order of the Board of Directors
For Frontline Securities Limited
Richa Arora
COMPANY SECRETARY & WHOLE TIME DIRECTOR
M.No. A42906

Place: Noida
Date: 24.06.2017

DIRECTOR'S REPORT

Dear Members,

The Directors of your Company take pleasure in presenting this Twenty Third Annual Report along with the Audited Financial Statements for the financial year ended March 31st, 2017.

FINANCIAL RESULTS

The financial performance of the Company, for the year ended March 31st, 2017 is summarized below:

(Rs. In Lakhs)

Particulars	2016-17	2015-16
Gross Income	**560.00**	**479.89**
Profit before Depreciation and Amortization Expenses, Finance Costs and Tax Expenses	**495.08**	**403.14**
Finance Costs	(0.01)	(0.06)
Depreciation & Amortization expenses	(3.42)	(4.11)
Profit before Tax	**491.65**	**398.97**
Current Tax	(88.92)	(71.02)
MAT Credit	46.85	29.34
Deferred Tax	0.39	(3.32)
Profit for the year	**449.97**	**353.97**
Add: Balance in Profit & Loss Account	1845.96	1606.89
Total	**2295.93**	**1960.86**
Less: Appropriation:		
Transferred to RBI Reserve	89.99	70.79
Proposed Dividend on equity shares	35.93	35.93
Proposed Dividend Tax	7.52	7.52
Contingency Provision against Standard Assets	(1.26)	0.40
Short Provision of Income Tax made in the previous year	0.06	0.26
Closing Balance	**2163.69**	**1845.96**

REVIEW OF OPERATIONS

During the year under review, the Company had achieved a Gross Income of Rs. 560 Lakhs as against Rs 479.89 Lakhs in the previous year. The profit before tax stands at Rs.491.65 Lakhs as against Rs.398.97 Lakhs in the previous year.

The improvement in the profitability of the Company had been due to improvement in Indian Stock Market. During the year under review, NIFTY grew from 7713.05 as on 1st April, 2016 to 9173.75 as on 31st March, 2017. Due to this, the investment gave better returns, leading to improved performance of the Company.

STATE OF COMPANY AFFAIRS

During the year under review, the Company operates in one geographical segment i.e. India & has identified two business segments i.e. Segment-I which is Consultancy, Commission & Brokerage and Segment-II Investments in Bonds, Fixed deposits & Loan & Advances.

FUTURE OUTLOOK

The various steps taken by the Government in the last 3 years have created a better business environment and barring unforeseen circumstances, we expect a better capital market in coming years which will improve Company's performances. Besides, the Company has started adding new customers to the business of Mutual Fund Distribution as the restrictive instructions of Reserve bank of India on the Mutual Fund Distribution have been withdrawn. Your Company has also started strengthening its human resources and expects improved result in the year to come.

MATERIAL EVENTS OCCURING BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT

Ms. Richa Arora (Company Secretary) has been appointed as an Additional Director and Whole Time Director of the Company w.e.f. 29.05.2017.

RBI GUIDELINES

The Company has complied with the Regulations of the Reserve Bank of India as on 31st March, 2017, as are applicable to it as a Non-Banking Financial Company.

DEPOSITS

The Company has not accepted any public deposits during the year, within the meaning of Section 72 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules 2014 and Section 2 (i) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions 1998.

There was no unclaimed deposit as on 31st March, 2017.

RESERVE FUND

As per section 45IC of RBI Act 1934, the Company has transferred Rs.89.99 Lakhs in RBI reserve fund i.e. aggregating of 20% of its net profit.

DIVIDEND

Considering profits during the current year, the Board has recommended a final dividend @ 5 % (i.e. Rs. 0.5 per Equity Share) for the financial year ended 31st March, 2017.

LISTING OF EQUITY SHARES

The equity shares of the Company are listed on the Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001. The Listing Fees for the financial year under review has been paid by the Company.

SHARE CAPITAL

During the year under review, the Company has neither issued Shares with differential voting rights, nor granted stock option and Sweat Equity Shares.

DIRECTORS

The Board of the Company is structured in accordance with the requirements of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There is adequate number of Independent Directors on the Board of the Company.

The Details of Board Composition & its Meetings are given in the Corporate Governance Report.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Rakesh k. Jain, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for reappointment. The brief resume and other details as required under Listing (obligation and Disclosures Requirements) Regulations, 2015, are provided in the Explanatory Statement Annexed to Notice.

Further Company has Appointed Ms. Richa Arora, Company Secretary, as a Whole time Director of the Company for the Period of Five Years in its Meeting held on 29.05.2017 subject to approval of Members in the Ensuing Annual General Meeting.

KEY MANEGERIAL PERSONNEL

Presently, Ms. Swarna Gowri S, Chartered Accountant is the Chief Financial Officer of the Company. Ms. Bhawna Grover and Mr. Lav Agarwal were the Chief Financial Officers during the year and resigned from the said post w.e.f. 09th May, 2016 & 1st November, 2016 respectively.

DECLARATION FROM INDEPENDENT DIRECTORS

The Company has received declaration from Dr. Charanjeet Singh Bedi, Mr. Baljit Singh Bedi, Mr.Arun K. Jain and Mr. Atul K. Jain, the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

POLICY ON APPOINTMENT & REMUNERATION

In respect of Nomination and Remuneration of Directors, the Company has adopted the following policies:

a) Policy for selection of Directors and determining Director's independence: and

b) Remuneration Policy for Directors, Key Managerial Personnel and other employees.

The above mentioned policies of the Company are attached herewith marked as Annexure I and Annexure II.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has put in place a familiarization program for the Independent Directors, their roles, rights, responsibilities in the Company and related matters. Quarterly updates on relevant statutory matters are also informed to Directors.

Details of familiarization program are available on the website of the Company at the link http://fslindia.com/pdf/FAMILIARIZATION+PROGRAMMES.pdf.

PERFORMANCE EVALUATION

The Company has devised a Policy for performance evaluation of Independent Directors, Board & its Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

The evaluation of all Directors, the Board as a whole and its committees was conducted based on the criteria and framework adopted by the Board.

DIRECTORS RESPONSIBILITY STATEMENT

Your Directors makes the following statement in terms of Section 134(3) of Companies Act, 2013:

a) In the preparation of the annual accounts for the year ended March 31st, 2017, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b) The Directors have selected such accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31st, 2017 and of the profit of the Company for the year ended on that date;

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) The Directors have prepared the annual accounts on a 'going concern' basis;

e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

g) The Company's Internal Auditor have conducted periodic audit to provide reasonable assurance that the Company established policies and procedure have been followed.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE

Being a NBFI (Non-Banking Financial Institution), the Company is exempted under Section 186(11) of the Companies Act, 2013.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A) Conservation of Energy & Technology Absorption

Particulars under Companies (Accounts) Rules, 2014 on conservation of energy, Technology absorption are not applicable to your Company. Accordingly no disclosure has been made in this regard.

B) Foreign Exchange Earnings and Outgo

The company has neither earned nor spent any foreign exchange during the year under review.

RELATED PARTY TRANSACTIONS

All contracts / arrangements / transactions entered by the Company during the financial year with related party(s) were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: http://fslindia.com/pdf/RPT.pdf

Particulars of contracts or arrangement with related parties during the year under review are provided in AOC-2 as Annexure III.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In terms of Section 135 and Schedule VII of the Companies Act, 2013, the Company has a Corporate Social Responsibility (CSR) Committee which comprises total three members of which two Members including Chairman of the Committee are Independent Directors. Details of Committee & its meeting are given in Report on Corporate Governance.

The CSR Policy may be accessed on the Company's website at the link: http://www.fslindia.com/pdf/csr%201.pdf

During the year, the Company has spent Rs. 9.60 Lakhs (2.003% of the average net profits of last three financial years) on CSR activities.

The Annual Report on CSR activities is annexed herewith as Annexure IV.

AUDITORS AND AUDITORS' REPORT

i) Statutory Auditors:

J. Jain & Company a Statutory Auditor of the Company has expressed its inability to continue as Statutory Auditor. The Company received their resignation and their term of office will conclude w.e.f 8th May, 2017

The Board of Directors places on record its appreciation for the services rendered by M/s J. Jain & Company as a Statutory Auditor of the Company.

Pursuant to section 139 of the Companies act, 2013, the Board of Directors of the Company has appointed M/s Walecha Inder & Associates, Chartered Accountants (FRN: 014205N) as a Statutory Auditor to fill the Casual vacancy and recommends the appointment of same to the shareholders for their approval on such remuneration plus service tax, out pocket expenses etc. as may be mutually agreed upon by Board of Directors and the Auditors.

Further the Board recommends the Appointment M/s Walecha Inder & Associates, Chartered Accountants (FRN: 014205N) as a Statutory Auditor for the period of Five Years Commencing from the Company's Financial year 01st April, 2017 to hold the office from the conclusion of 23rd Annual General meeting till the conclusion of 28th Annual General Meeting to be held in 2022 Subject to the ratification of their appointment by the Members at every intervening Annual General Meeting.

The Report of the Auditor on the Financial Statements including relevant notes on the Accounts for the Financial Year ended March 31st , 2017 are self-explanatory and therefore do not call for any further comments. During the year under review, auditor had not reported any matter under Section 143(12) Companies Act, 2013. Therefore no detail is required to be disclosed under section 134(3) of the Act, 2013.

ii) Secretarial Audit:

The Board has re-appointed M/s Jain Aarti & Associates, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed herewith marked as Annexure V to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

iii) Internal Auditor:

Pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, the Board has appointed VMG & Company, Chartered Accountants firm as Internal Auditor of the Company for the Financial Year 2017-18.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith in MGT-9 as Annexure VI to this Report.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operations were observed.

VIGIL MECHANISM & WHISTLE BLOWER POLICY

The Company believes in conducting its affairs in fair & transparent manner by adopting highest standards of professionalism, honesty, integrity & ethical behavior. The Company is committed to develop a culture where it is safe for all employees to raise concern about any wrongful conduct. For this the Company has established a Vigil Mechanism for directors and employees to report genuine concerns.

As per the Company's policy, any personnel can approach the Audit Committee. However no such instance has been reported during the year under review.

The Vigil Mechanism Policy may be accessed on the website of the Company at http://www.fslindia.com/pdf/FSL_VIGIL%20MECHANISM%20AND%20whistle-blower-policy.pdf

SIGNIFICANT AND MATERIAL ORDERS

There are no orders passed by the any regulatory authorities or courts or tribunal which would impact the going concern status of the Company and its operation in future.

RISK MANAGEMENT

In the terms of RBI Guidelines for NBFI (Non Banking and Financial Institution), the Board of Directors has constituted a Risk Management Committee for

a. Evaluating the various risks impacting the Company; and

b. Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputation and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks.

The risk management policy of the Company may be accessed on website of the Company under the http://www.fslindia.com/pdf/RISK%20MNGT.pdf link.

AUDIT COMMITTEE

The Audit Committee comprises of four members of which all members including Chairman of the committee are Independent Directors. During the year four meetings were convened and held. Details of the same are provided in Report on Corporate Governance.

CORPORATE GOVERNANCE

The Company has taken adequate steps to ensure compliances with the provision of corporate governance as prescribed under SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015.

A separate section on Corporate Governance Practices followed by the Company together with Certificate from Company's Auditor & CFO confirming the compliance of Corporate Governance forms an integral part of this Annual Report as Per Regulation 34 & Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company is an equal opportunity employer and consciously strives to build a work culture that promotes dignity of all employees. As required under the provisions of Sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed there under, the Company has implemented a policy on prevention, prohibition and redressal of Sexual harassment at workplace. All women, permanent, temporary or contractual including those of service provider are covered under this policy.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment . There were No Complaints received from any employee during the financial year 2016-17 and hence no complaint is outstanding as on 31.03.2017 for redressal.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report comprising an overview of the financial results, operations/performances and future aspects form part of this annual report.

PARTICULARS OF EMPLOYEE

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Non-executive Directors	**Ratio to median remuneration**
No remuneration has been paid to Non-executive directors	

Executive Directors	**Ratio to median remuneration**
Gauri Shanker Pandey	1.87

b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the Financial Year:

Directors, Chief Executive Office, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Gauri Shanker Pandey (Whole Time Director)	NIL*
Richa Arora (Company Secretary)	NIL*
Swarna Gowri S. (Chief Financial Officer)	NA**

* There was no increase in the salary.

** Not Applicable, as this being the first year of payment of salary to Ms. Swarna Gowri S.

c. The percentage increase in the median remuneration of employees in the financial year :11.70%

d. The number of permanent employees on the rolls of Company: 6 (as on 31st March, 2017.)

e. The explanation on the relationship between average increase in remuneration and Company performance: Increment is given keeping in mind the performance of employees, performance of company, general inflation etc.

f. Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Aggregate remuneration of key managerial personnel (KMP) in FY 2016-17 (Rs. In Lakhs)	15.51
Revenue (Rs. Lakhs)	560
Remuneration of KMPs (as % of revenue)	2.77%
Profit before Tax (PBT) (Rs. Lakhs)	491.65
Remuneration of KMP (as % of PBT)	3.15%

g. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2017 (A)	March 31, 2016 (B)	Change (A-B)
Market Capitalizations (Rs. Lakhs)	2774.06	1851	923.06
Price Earnings Ratio (No. of Times)	6.54	5.22	1.32

h. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :

The percentage increase in the median remuneration of employees in the financial year is 11.70% whereas increase in the managerial remuneration for the year was 3.46%

i. Comparison of each remuneration of the key managerial personnel against the performance of the Company:

	Whole Time Director	Company Secretary	Chief Financial Officer
Remuneration in FY16-17 (Rs. In Lakhs)	7.08	3.11	4.95
Revenue (Rs. In Lakhs)	560		
Remuneration as % of Revenue	1.26	0.55	0.88
Profit before Tax (PBT) (Rs. in Lakhs)	491.65		
Remuneration (as % of PBT)	1.44	0.63	1.01

j. The key parameters for any variable component of remuneration availed by the directors: NIL

k. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: NIL

l. Affirmation that the remuneration is as per the remuneration policy of the Company: the Company hereby affirms that remuneration is paid as per the remuneration policy of the Company.

m. No information as required under Section 197(12) of the Act read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been furnished, as during the year no employee was in receipt of remuneration in excess of the prescribed limits.

ACKNOWLEDGEMENT

Your Directors express their sincere thanks and gratitude to the Company's esteemed Shareholders, Clients, Associates, Financial Institutions, Bankers, the Securities and Exchange Board of India, Bombay Stock Exchange Limited, Reserve Bank of India and other Government Departments for their valuable contribution and whole hearted support.

We also acknowledge the sincere and dedicated efforts put in by the employees of the Company at all levels.

For On behalf of the Board of Directors
For Frontline Securities Limited
Rakesh K. Jain
Chairman
DIN : 00050524

Place: Noida
Date: 29.05.2017

Annexure-I

Policy for Selection of Director and determining Director's Independence

1. Introduction

1.1. Frontline Securities Limited (FSL) believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, FSL ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

1.2. FSL recognizes the importance of Independent Directors in achieving the effectiveness of the Board. FSL aims to have an optimum combination of Executive, Non-Executive and Independent Directors.

2. Scope and Exclusion:

2.1. This Policy sets out the guiding principles for the "Nomination and Remuneration Committee" for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as Independent Directors of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

3.1 "Director" means a director appointed to the Board of a company.

3.2 "Nomination and Remuneration Committee" means the committee constituted by FSL's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015

3.3 "Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Policy:

4.1 Qualifications and criteria

4.1.1 The "Nomination and Remuneration (N&R) Committee", and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's global operations.

4.1.2 In evaluating the suitability of individual Board members, the N&R Committee may take into account factors, such as:

- General understanding of the Company's business dynamics, global business and social perspective;
- Educational and professional background standing in the profession;
- Personal and professional ethics, integrity and values/willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

4.1.3 The proposed appointee shall also fulfill the following requirements:

- Shall possess a Director Identification Number;
- Shall not be disqualified under the Companies Act, 2013;
- Shall give his written consent to act as a Director;
- Shall endeavor to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
- Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made; Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, SEBI (Listing and Obligation Requirements) Regulations, 2015 and other relevant laws.

4.2 Criteria of Independence

4.2.1 The N&R Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

4.2.2 The criteria of independence shall be as laid down in Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

Annexure-II

Remuneration Policy for Directors, Key Managerial Personnel and other employees

1. Introduction

1. Frontline Securities Limited (FSL) recognizes the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its Directors, Key Managerial Personnel and other employees keeping in view the following objectives:

   Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.

   Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.

   Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. Scope and Exclusion:

1. This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the Directors, Key Managerial Personnel and other employees of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

1. **"Director"** means a director appointed to the Board of the Company.
2. **"Key Managerial Personnel"** means
   - (i) the Chief Executive Officer or the managing director or the manager;
   - (ii) the company secretary;
   - (iii) the whole-time director;
   - (iv) the Chief Financial Officer; and
   - (v) such other officer as may be prescribed under the Companies Act,2013
3. **"Nomination and Remuneration Committee"** means the committee constituted by FSL's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Policy:

4.1 Remuneration to Executive Directors and Key Managerial Personnel

4.1.1 The Board, on the recommendation of the Nomination and Remuneration (N&R) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

4.1.2 The Board, on the recommendation of the N&R Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

4.2 Remuneration to Non-Executive Directors

4.2.1 The Board, on the recommendation of the N&R Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.

4.3 Remuneration to other employees

4.3.1 Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

Annexure-III

Form No. AOC-2

(Pursuant to *clause (h) of sub-section (3)of section 134 of the Act and* Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

   Frontline Securities Limited (FSL) has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2016-17.

2. Details of material contracts or arrangement or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship:
   - I. Aridhi Jain, relative of Director
   - II. Hope Consultants Limited, common Directors
   - III. Frontline Capital Services Limited, common Directors

(b) Nature of contracts/arrangements/transactions:
   - I. Rent Agreement,
   - II. Rent Agreement, and
   - III. Share Broking and Depository Services: respectively

(c) Duration of the contracts/ arrangements/transactions
   - I. Contract dated April 04, 2012 as renewed on April 07, 2015 which is ongoing.
   - II. Contract dated April 01, 2013 as renewed on April 04, 2016 which is ongoing.
   - III. Agreement entered in 1995, which is ongoing.

(d) Salient terms of the contracts or arrangements or transactions including the value, if any:
   - I. The Company has given residential premises on lease and rent basis on terms and conditions spelt out in the Rent Agreement.
   - II. The Company has taken office premises on lease and rent basis on the terms and conditions spelt out in the Rent Agreement.
   - III. The Company has entered into Share Broking and Depository Services in the regular course of business.

(e) Date(s) of approval by the Board, if any: Not applicable, since the contract was entered into the ordinary course of business and on arm's length basis.

(f) Amount paid as advances, ifany:

I. NIL II. NIL III. NIL

Annexure-IV

ANNUAL REPORT ON CSR ACTIVITIES

Pursuant to Section 135 of the Act & Rules made there under

1. **A brief outline of the company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programs:**

   FSL's CSR policy is aimed at "capacity building" of the underserved and marginalized. Under capacity building, major emphasis will be given to programs that equip women & youth to be drivers of change and children as the future of a maturing economy.

   The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013. The Company proposes to promote orphanage education, financial literacy initiatives and setting up old age homes.

   Details of CSR policy are available on the web link http://fslindia.com/pdf/csr%201.pdf

2. **The Composition of the CSR Committee:**

S.NO.	NAME	CATEGORY	DESIGNATION
1	Mr. Atul K Jain	Independent Director	Chairman
2	Mr. Gauri Shanker Pandey	Whole –Time Director	Member
3	Mr. Arun K. Jain	Independent Director	Member

3. **Average net profit of the company for last three financial years for the purpose of computation of CSR:** Rs. 479.12 Lakhs
4. **Prescribed CSR Expenditure (two percent of the amount shown as in item 3 above):**Rs. 9.58/- lakhs
5. **Details of CSR spent during the financial year:**
   a. **Total amount to be spent for the financial year:** Rs. 9.60/- lakhs
   b. **Amount unspent, if any:** NIL
   c. **Manner in which the amount spent during the financial year is detailed below:**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR project or activity identified	Sector in which the project is covered	Projects or programs 1) Local area or other 2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (Rupees in Lakhs)	Amount spent on the projects or programs Sub-heads: 1) Direct expenditure on projects or programs 2) Overheads: (Rupees in Lakhs)	Cumulative expenditure up to the reporting period (Rupees in lakhs)	Amount spent Direct or through implementing agency.
1.	Education activity	Education promotion	Pan India	9.60	9.60	9.60	Implementing Agency
Total (Rupees in Lakhs)				**9.60**	**9.60**	**9.60**	

1. **In case the Company has failed to spend the two percent of the average net profits of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.**

   N/A

2. **A responsibility statement of the CSR Committee that the implementing and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.**

   We declare that implementing and monitoring of the CSR Policy are in compliance with CSR objectives and Policy of the Company.

On behalf of the Board of Directors

For **FRONTLINE SECURITIES LIMITED**

Atul K. Jain	Rakesh K. Jain
(Chairman CSR Committee)	(Chairman)
DIN: 00133750	DIN: 00050524

Annexure-V

Jain Aarti & Associates

Company Secretaries
D-5, Ilnd Floor, R.K. Tower, Sector-4, Vaishali, Ghaziabad.
Ph. No. 9811894375, Email: aarti.jain@jainaartiassociates.in

Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended on 31st March 2017

[Pursuant to section 204(1) of the Companies Act. 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
Frontline Securities Limited
M-6, Ilnd Floor, M-Block Market
Greater Kailash-II, New Delhi-110048.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **'Frontline Securities Limited'** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

I Report That:

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its company secretary, its officers agents and authorized representatives during the conduct of secretarial audit. I hereby report that in my opinion during the audit period covering the financial year ended on 31st March 2017 ('Audit Period') the Company has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2017 according to the provisions of:

I. The Companies Act, 2013 (the Act) and the Rules made there under;

II. The Securities Contract (Regulation) Act, 1956 (SCRA) and the rules made thereunder;

III. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;

IV. The Following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992(SEBI Act) to the extent applicable to the Company:

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

d) The Securities and Exchange Board of India (Registrar to an Issue & Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client.

e) The Securities and Exchange Board of India (Delisting of equity Shares) Regulations, 2009.

f) The Securities and Exchange Board of lndia (ESOS and ESPS) Guidelines, 1999;

g) The Securities and Exchange Board of India SEBI (Buyback of Securities) Regulations, 1998.

h) The Memorandum and Articles of Association of the Company.

I have also examined compliance with the applicable clauses of the following:

a) Secretarial Standards issued by The Institute of Company Secretaries of India.

b) The Listing agreement entered by the Company with Bombay Stock Exchange (BSE).

During the period of audit review, the company has complied with all the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. as mentioned above.

I, Report That:

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has substantially complied with the provisions of the Act, Rules, Regulations, Guidelines, etc., that are applicable to the Company.;

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit Since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that the Company has, in our opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

a) Maintenance of various statutory registers and documents and making necessary entries therein;

b) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;

c) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;

d) Notice of Board Meetings and Committee Meetings of Directors;

e) The meetings of Directors and Committees of Directors including passing of resolutions by circulation;

f) The Annual General Meeting during the period was held on **20th September 2016;**

g) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;

h) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required:

i) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;

j) Payment of remuneration to Directors including Whole-time Directors,

k) Appointment and remuneration of Auditors;

l) Transfers and transmissions of the Company's shares;

m) Borrowings and registration, modification and satisfaction of charges wherever applicable;

n) Investment of the Company's funds including investments and loans to others;

o) Form of Balance Sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedules to the Act;

p) Directors' report;

q) Contracts, common seal, registered office and publication of name of the Company; and

r) Generally, all other applicable provisions of the Act and the Rules made under the Act.

I, further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Adequate notice is given to all directors to schedule the Board Meeting agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the decisions are carried unanimously. The members of the Board have not expressed dissenting views on any of the agenda items.
- The Company has obtained all necessary approvals under the various provisions of the Act; and there was no prosecution initiated and no fines or penalties were imposed during the year under review under the Companies Act 2013 Depositories Act and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Conduct for Independent Directors;

- I further report that Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by he Depositories with regard to dematerialization / rematerialization of securities and reconciliation of records of dematerialization securities with all securities issued by the Company.
- Based on the compliance mechanism established by the Company, I am of the opinion that the management has;-
- Adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that:

that during the audit period, there were no instances of

a) Foreign technical collaboration during the financial year;

b) Redemption / Buy-back of Securities;

c) Merger / Amalgamation / Reconstruction etc.;

d) Public/Right/Preferential issue of shares/debentures/sweat equity shares etc.) .

e) Major decision taken by the members in pursuance to the section 180 of the Companies Act 2013.

I further report that:

a) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

b) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.

c) I have not verified the correctness and appropriateness of the financial statements of the Company.

d) The compliance of the provisions of the corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

e) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Jain Aarti & Associates
(Company Secretaries)

Place: Vaishali
Date: 23.05.2017

M.No. 8685
COP No. 10040

Annuxure-VI

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I.	**REGISTRATION & OTHER DETAILS:**	
1	CIN	L74899DL1994PLC058837
2	Registration Date	5/5/1994
3	Name of the Company	Frontline Securities limited
4	Category/Sub-category of the Company	Company Limited by Shares Non-Government Company
5	Address of the Registered office & contact details	M-6, IInd Floor,M Block Market, Greater Kailash-II, New Delhi, Ph: 011-29216309, 29212610 Fax : 011-29213867
6	Whether listed company	Yes (Listed on BSE)
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt. Ltd. 44, Community centre, 2nd Floor, Naraina Industrial Area, Phase I, Near PVR Naraina, New Delhi - 110028 Ph: +91-1141410592 Fax: +91-41410591

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Investments in Bonds/FDR/Loans & Advances	64990	
2	To buy, sell, acquire and hold shares, stocks, debentures and bonds	6599	

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL	NIL	NIL	NIL	NIL

IV. Share holding Pattern

(Equity share capital, breakup as percentage of total equity)

i) Category-wise share holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	1,762,724	-	1,762,724	24.53%	4,759,414	-	4,759,414	66.22%	41.70%
b) Central Govt	-	-	-	-	-	-	-	-	0.00%
c) State Govt(s)	-	-	-	-	-	-	-	-	0.00%
d) Bodies Corp.	3,090,043	-	3,090,043	43.00%	4,10,043	-	4,10,043	5.70%	- 37.29%
e) Banks / FI	-	-	-	-	-	-	-	-	0.00%
f) Any other	-	-	-	-	-	-	-	-	0.00%
Sub Total (A) (1)	4,852,767	-	4,852,767	67.52%	5,169,457	-	5,169,457	71.93%	4.41%
(2) **Foreign**			-	-		-	-	-	
a) NRI Individuals	24,510	-	24,510	0.34%	32,820	-	32,820	0.45%	0.12%
b) Other Individuals	-	-	-	-	-	-	-	-	0.00%
c) Bodies Corp.	-	-	-	-	-	-	-	-	0.00%
d) Any other	-	-	-	-	-	-	-	-	0.00%
Sub Total (A) (2)	24,510	-	24,510	0.34%	32,820	-	32,820	0.46%	0.12%
TOTAL (A)	4,877,277	-	4,877,277	67.87%	5,202,277	-	5,202,277	72.39%	4.52%

B. Public									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.	407,152	21,700	4,28,852	5.97%	357,299	20,700	377,999	5.26%	- 0.71%
i) Indian									
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals			-						
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	203,614	310,464	514,078	7.15%	212,423	308,752	521,175	7.25%	0.10%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	940,796	-	940,796	13.09%	770,957	-	770,957	10.73%	- 2.36%
c) Others (specify)									
Non Resident Indians	424,377	-	424,377	5.91%	307,528	-	307,528	4.28%	- 1.63%
Non Resident Indians (Non Repat)	100	-	100	0.00%	100	-	100	0.00%	0.00%
HUF	999	-	999	0.01%	1,302	-	1,302	0.02%	0.01%
Clearing Members	210	-	210	0.00%	5,351	-	5,351	0.07%	0.07%
Trusts		-	-	0.00%				0.00%	0.00%
Foreign Bodies- D R		-	-	0.00%				0.00%	0.00%
Sub-total (B)(2):-	1,977,248	332,164	2,309,412	32.13%	1,654,960	329,452	1,984,412	27.61%	- 4.52%
Total Public (B)	1,977,248	332,164	2,309,412	32.13%	1,654,960	329,452	1,984,412	27.61%	- 4.52%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	6,854,525	332,164	7,186,689	100.00%	6,857,237	329,452	7,186,689	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year [as on 01st April, 2016]			Shareholding at the end of the year [as on 31st March 2017]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	**Rakesh K. jain**	1,465,910	20.40%	0	29,95,910	41.68%	0	21.29%
2	**Prerna Jain**	288,504	4.01%	0	17,63,504	24.53%	0	20.52%
3	**Hope Consultants Limited**	2,715,043	37.78%	0	4,10,043	5.70%	0	-32.07%
4	**Vidha Jain**	24,510	0.34%	0	24,510	0.34%	0	0.00%
5	**Aridhi Jain**	8,310	0.12%	0	8,310	0.12%	0	0.00%
6	**Frontline Capital Services Limited**	375,000	5.22%	0	0	0.00%	0	-5.22%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year [as on 1 April 2016]		Cumulative Shareholding during the year [1 April 2016 to 31 March 2017]	
				No. of shares	% of total shares	No. of shares	% of total shares
1	**Rakesh K. Jain**						
	At the beginning of the year	1/4/2016		1,465,910	20.40%	1,465,910	20.40%
	Changes during the year	15/07/2016	Transfer	290,000		1,755,910	24.43%
		26/08/2016	Transfer	1,240,000		2,995,910	41.68%
	At the end of the year	31/03/2017				2,995,910	41.68%
2	**Prerna Jain**						
	At the beginning of the year	01/04/16		288,504	4.01%	288,504	4.01%
	Changes during the year	8/04/2016,	Transfer	325,000		613,504	8.54%
		15/07/2016	Transfer	1,150,000		1,763,504	24.53%
	At the end of the year	31/03/2017				1,763,504	24.53%
3	**Hope Consultants Limited**						
	At the beginning of the year	01/04/16		2,715,043	37.78%	2,715,043	37.78%
	Changes during the year	08/07/16	Transfer	(1,440,000)		1,275,043	17.74%
		19/08/2016	Transfer	(865,000)		410,043	5.70%
	At the end of the year	31/03/2017				410,043	5.70%
4	**Aridhi Jain**						
	At the beginning of the year	01/04/16		8,310	0.12%	8,310	0.12%
	Changes during the year					8,310	0.12%
	At the end of the year	31/03/2017				8,310	0.12%
5	**Vidha Jain**						
	At the beginning of the year	01/04/16		24,510	0.34%	24,510	0.34%
	Changes during the year					24,510	0.34%
	At the end of the year	31/03/2017				24,510	0.34%
6	**Frontline Capital Services Limited**						
	At the beginning of the year	01/04/16		375,000	5.22%	375,000	5.22%
	Changes during the year	19/08/2016	Transfer	(375,000)		0	0.00%
	At the end of the year	31/03/2017				0	0.00%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year [as on 1 April 2016]		Cumulative Shareholding during the year [1 April 2016 to 31 March 2017]	
				No. of shares	% of total shares	No. of shares	% of total shares
1	**Manish Jain**						
	At the beginning of the year	01/04/16		261,396	3.64%	261,396	3.64%
	Changes during the year	8/4/2016	Transfer	13,000		274,396	3.82%
		15/04/2016	Transfer	7,607		282,003	3.92%
		5/6/2016	Transfer	231		282,234	3.93%
		30/09/2016	Transfer	5,520		287,754	4.00%
		3/3/2017	Transfer	50,000		337,754	4.70%
	At the end of the year	31.03.2017				337,754	4.70%
2	**Anita Mohan**						
	At the beginning of the year	1/4/2016		204,184	2.84%	204,184	2.84%
	Changes during the year					204,184	2.84%
	At the end of the year	31/03/2017				204,184	2.84%
3	**Pravin Agarwal**						
	At the beginning of the year	1/4/2016		140,650	1.95%	140,650	1.95%
	Changes during the year	10/7/2016	Transfer	2,980		143,630	1.99%
		24/02/2017	Transfer	28,954		172,584	2.40%
	At the end of the year	31/03/2017				172,584	2.40%
4	**A R Infrastructure and Project Pvt Ltd**						
	At the beginning of the year	1/4/2016		170,097	2.37%	170,097	2.37%
	Changes during the year					170,097	2.37%
	At the end of the year	31/03/2017				170,097	2.37%
5	**FLEX International Pvt. Ltd**						
	At the beginning of the year	1/4/2016		78,500	1.09%	78,500	1.09%
	Changes during the year					78,500	1.09%
	At the end of the year	31/03/2017				78,500	1.09%
6	**Sharad Jain**						
	At the beginning of the year	1/4/2016		76,435	1.06%	76,435	1.06%
	Changes during the year	30/09/2016	Transfer	1,500		77,935	1.08%
	At the end of the year	31/03/2017				77,935	1.08%
7	**Vivek Jain**						
	At the beginning of the year	1/4/2016		68,000	0.95%	68,000	0.95%
	Changes during the year					68,000	0.95%
	At the end of the year	31/03/2017				68,000	0.95%
8	**Nidhi Jain**						
	At the beginning of the year	1/4/2016		58,975	0.82%	58,975	0.82%
	Changes during the year	30/09/2016	Transfer	1,169		60,144	0.83%
	At the end of the year	31/03/2017				60,144	0.83%
9	**Himani Jain**						
	At the beginning of the year	1/4/2016		45,000	0.63%	45,000	0.63%
	Changes during the year					45,000	0.63%
	At the end of the year	31/03/2017				45,000	0.63%
10	**Rakesh Govil**						
	At the beginning of the year	1/4/2016		40,000	0.56%	40,000	0.56%
	Changes during the year					40,000	0.56%
	At the end of the year	31/03/2017				40,000	0.56%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	**Rakesh K. Jain**						
	At the beginning of the year	1/4/2016		1,465,910	20.40%	1,465,910	20.40%
	Changes during the year	15/07/2016	Transfer	290,000		1,755,910	24.43%
		26/08/2016	Transfer	1,240,000		2,995,910	41.68%
	At the end of the year	31/03/2017				2,995,910	41.68%
2	**Sarabjeet Kaur**						
	At the beginning of the year	1/4/2016		–	0.00%	–	0.00%
	Changes during the year					-	0.00%
	At the end of the year	31/03/2017				-	0.00%
3	**Baljit Singh Bedi**						
	At the beginning of the year	1/4/2016		600	0.01%	600	0.01%
	Changes during the year					600	0.01%
	At the end of the year	31/03/2017				600	0.01%
4	**Gauri Shanker Pandey**						
	At the beginning of the year	1/4/2016		–	0.00%	–	0.00%
	Changes during the year					–	0.00%
	At the end of the year	31/03/2017				–	0.00%
5	**Charanjeet Singh Bedi**						
	At the beginning of the year	1/4/2016		–	0.00%	–	0.00%
	Changes during the year					–	0.00%
	At the end of the year	31/03/2017				–	0.00%
6	**Atul K. Jain**						
	At the beginning of the year	1/4/2016		10	0.00%	10	0.00%
	Changes during the year					10	0.00%
	At the end of the year	31/03/2017				10	0.00%
7	**Arun K. Jain**						
	At the beginning of the year	1/4/2016		210	0.00%	210	0.00%
	Changes during the year					210	0.00%
	At the end of the year	31/03/2017				210	0.00%
8	**Richa Arora**						
	At the beginning of the year	1/4/2016		-	0.00%	-	0.00%
	Changes during the year					-	0.00%
	At the end of the year	31/3/2017				-	0.00%
9	**Swarna Gowri S.**						
	At the beginning of the year	1/4/2016		-	0.00%	-	0.00%
	Changes during the year					-	0.00%
	At the end of the year	31/03/2017				-	0.00%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NONE			
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NONE			
Change in Indebtedness during the financial year				
* Addition	NONE			
* Reduction				
Net Change	NONE			
Indebtedness at the end of the financial year				
i) Principal Amount	NONE			
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NONE			

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Name	**Gauri Shanker Pandey**	(Rs. in Lacs)
	Designation	**Whole Time Director**	
1	Gross salary	6.43	6.43
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	0.65	0.65
	Total (A)	**7.08**	**7.08**
	Ceiling as per the Act		

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
					(Rs. in Lacs)
1	Independent Directors	NIL	NIL	NIL	
	Fee for attending board committee meetings	NIL	NIL	NIL	-
	Commission	NIL	NIL	NIL	-
	Others, please specify	NIL	NIL	NIL	-
	Total (1)	NIL	NIL	NIL	-
2	Other Non-Executive Directors	NIL	NIL	NIL	-
	Fee for attending board committee meetings	NIL	NIL	NIL	-
	Commission	NIL	NIL	NIL	-
	Others, please specify	NIL	NIL	NIL	-
	Total (2)	NIL	NIL	NIL	-
	Total (B)=(1+2)	NIL	NIL	NIL	-
	Total Managerial Remuneration	NIL	NIL	NIL	-
	Overall Ceiling as per the Act	NIL	NIL	NIL	-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
	Name			(Rs. in Lacs)
	Designation	**CFO (Chief Financial Officer)**	**CS (Company Secretary)**	
1	Gross salary	4.95	3.11	8.06
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission		-	
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	**4.95**	**3.11**	**8.06**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry Structure and Development:

During the year under review the Stock Market in India improved by 18.93%. Nifty Improved from 7713.05 as on 1st April, 2016 to 9173.75 as on 31st March, 2017. Barring unforeseen circumstances, the Company expects to see improved Stock market during 2017-18 also. Further effective from May 2017, your Company has started adding customers to the business of Mutual Fund Distribution as the circular imposing restrictive instructions on the NBFC's in regard to Mutual Fund Distribution business has been withdrawn. Considering above, barring unforeseen circumstances, this should give improved performances in the coming years.

2. Opportunities and threats

The growth of the Company is subject to opportunities and threats as are applicable to the industry from time to time.

3. Segment wise performance &outlook

During the year under review, the Company operates in one geographical segment i.e. India & has identified two business segments i.e. Segment-I which is Consultancy, Commission & Brokerage & Segment-II Investments in Bonds, Fixed deposits & Loan & Advances. The company earned profit before tax of Rs.8.53 lakhs and Rs. 20.11 lakh from Segment-I and Segment-II respectively.

4. Outlook

In the near future, the Company intends to continue to focus on its current business of investment and management consultation.

5. Risk and Concerns

While risk is an inherent aspect of any business, the Company is conscious of the need to have an effective monitoring mechanism and has put in place appropriate measures for its mitigation including business portfolio risk, financial risk, legal risk and internal process risks.

6. Internal Control Systems and their adequacy

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These systems are designed to ensure that all assets of the Company are safeguarded and protected against any loss and that all transactions are properly authorized, recorded and reported.

7. Financial Performance

(Rupees in Lakhs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Sales / income from operations	80.64	131.73
Other Income	479.36	348.16
Expenses	68.35	80.92
Profit Before Tax	491.65	398.97
Tax Expense		
- Current Tax	88.92	71.02
- Mat Credit Entitlement	(46.85)	(29.34)
- Deferred Income Tax	(0.39)	3.32
Profit After Tax	449.97	353.97
Proposed Dividend	35.93	35.93

The details of financial performance of the Company are appearing in the Balance Sheet and Statement of Profit and Loss for the year.

8. Human Resources

The Company seeks respects and values the diverse qualities and background that its people bring to it and is committed to utilizing the richness of knowledge, ideas, experience that this diversity provides. The Company has built a resource base and cross-functional managers to take care of multi dimensional businesses.

9. Disclosure of Accounting Treatment

The Financial Statement has been prepared in Accordance with the Principles laid down in Accounting Standards.

10. Cautionary Statement

Statement in this Management Discussion and Analysis Report describing the company's objective, projects, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied. Important factors that could make difference to the Company's operations within including change in government regulations, tax regimes, and economic development within and outside India**.**

By Order of the Board of Directors
For Frontline Securities Limited
Richa Arora
COMPANY SECRETARY & WHOLE TIME DIRECTOR
M.No. A42906

Place: Noida
Date: 29.05.2017

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Corporate Governance

Good governance practices stem from the culture and mindset of the organization. Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency and fairness in all its transactions in the widest sense and meet its stakeholder's aspirations and societal aspirations.

The Company emphasizes on good Corporate Governance and believes in maintaining highest standards of quality and ethical conduct in all activities of the Company. The Company strongly believes in fair, efficient and transparent business operations, fairness to all stakeholders in the Company, proper disclosure of relevant financial and non-financial information and enhancing shareholder's value on a continuing basis.

2. Board Composition and Particulars of Directors

The Board of Directors of the Company have an optimum combination of Executive, Non-Executive and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. At present, the Board of the Company comprises of Eight Directors including two Women Directors and four Independent Directors. None of the Directors on the Board is a member of more than 10 Committees and Chairperson of more than five committees across all the companies in which he/she is a director.

The composition of the Board and category of Directors are as follows:

Category	Name of Directors
Non-Executive & Promoter Director (Chairman)	Mr. Rakesh K. Jain
Non-Executive Independent Director	Mr. Arun K. Jain Dr. Charanjeet Singh Bedi Mr. Baljit Singh Bedi Mr. Atul K. Jain
Non-Executive Non Independent Woman Director	Mrs. Sarabjeet Kaur
Whole Time Director (Executive Director) Whole Time Director (Executive Director)*	Mr. Gauri Shanker Pandey Ms. Richa Arora

* The Company has Appointed Ms. Richa Arora, Company Secretary , as an Additional Director & Whole time Director of the Company for the Period of Five Years in its Meeting held on 29.05.2017 subject to the approval of Members in the ensuing Annual General Meeting.

All the Independent Directors of the Company furnish a declaration annually that they qualify the conditions of their being independent.

Disclosure of Relationships between Directors Inter-Se

No Director is related to any other Director on the Board in terms of the definition of "relative" given under the Companies Act, 2013.

The shareholding of non-executive directors as on March 31st, 2017 is as follows:

Name	**No. of shares held**
Rakesh K. Jain	29,95,910
Atul K. Jain	10
Arun K. Jain	210
Dr. C.S. Bedi	Nil
Baljit Singh Bedi	600
Sarabjeet Kaur	Nil
Total	**29,96,730**

Director Retiring by Rotation

Details of Director retiring by rotation are as follows:

Mr. Rakesh K. Jain is an alumnus of Shri Ram College of Commerce with Masters in Commerce and rank holder Chartered Accountant of The Institute of Chartered Accountants of India, Qualified in 1979 batch, he has over 35 years of experience in the field of capital market, taxation including international taxation, mergers, acquisitions, software etc.

He had been on the Board of Association of NSE Members of India (ANMI) & the Chairman of Northern Region, in 2002-03 was Alternate President (New Delhi), during 2003-04 was all India President of ANMI and presently he is one of the Board members of ANMI.

Mr. Rakesh K. Jain has also edited a chapter on foreign collaboration agreement in the book titled "Mogha's Indian Conveyancer".

He has also been involved with various committees set up by various Institutions like ANMI, SEBI, ICAI, PHD Chamber of Commerce, etc. He has been actively involved in writing articles, delivering lectures and has been part of delegations to various authorities from various forums. He has also been involved in various entrepreneurship and organization building programmes. He has authored an organisation building book titled **"Leaders & Ladders"** and the same is available for sale at major book stores and online at **www.amazon.in**

Mr. Rakesh K. Jain has acted as Chief Technical Advisor for "Master of Business Finance" Course and "Course on Valuation" conducted by the Institute of

Presently, he also contributes to NACAS (National Advisory Committee on Accounting Standards), setup by Ministry of Corporate Affairs as a special invitee.

Mr. Rakesh K Jain is the founder and chairman of FSL Group of Companies namely Frontline Capital Services Ltd., Frontline Securities Ltd., FSL Software Technologies Ltd., besides having Directorships in other companies

Using his extensive experience, vast knowledge and entrepreneurial skills Mr. Rakesh K. Jain has been instrumental in the phenomenal growth of the Company.

Board Meetings and Board Committee Meetings

The Board of Directors is the apex body constituted by the shareholders for overseeing the overall functioning of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long- term interests of the shareholders are being served. The Board meets at regular intervals. The details of Board Meetings held during the year under review are as follows:

Number of Board Meetings and dates on which held

During the year under review, Five (5)Board Meetings were held. The details of the Board Meetings are as under:

S. No.	Date of Board Meeting	Board Strength	No. of Directors present
1.	11th April, 2016	7	7
2.	25th May, 2016	7	5
3.	10th August, 2016	7	7
4.	28th October, 2016	7	7
5.	9th February, 2017	7	7

Attendance of Each Director at the Board Meetings, last Annual General Meeting (AGM) and number of other Directorships and Memberships of Committee(s) of each Director in various companies are as follows:

Particulars of attendance at Board Meetings and last Annual General meeting

S.No.	Name of Director	Attendance at Meetings during 2016-2017	
		Board Meetings	Last AGM
1	Mr. Rakesh K. Jain	5	No
2	Mr. Atul K. Jain	5	No
3	Mr. Arun K. Jain	5	Yes
4	Dr. Charanjeet Singh Bedi	4	Yes
5	Mrs. Sarabjeet Kaur	5	Yes
6	Mr. Baljit Singh Bedi	4	Yes
7	Mr. Gauri Shanker Pandey	5	Yes

Particulars of Directorship of other companies

S. No.	Name of the Director and Designation in the Company	Name of the company	Position
1.	Mr. Rakesh K. Jain (Chairman)	Hope Consultants Limited Frontline Capital Services Limited Association Of National Exchanges Members Of India Wonder Buildtech Private Limited Petal Consultants Private Limited Fsl Consultants Private Limited	Director Director Director Director Director Director
2.	Mr. Atul K. Jain (Independent Director)	DS Cattle Farms Limited DS Arboriculture And Farms Limited DS Dairy Farming Limited DS Agri And Cattle Farms Limited DS Agrarian Estates Limited DS India Agri And Dairy Limited DS Dairy And Agri Projects Limited DS Agronomy Limited Ar Aerotech Private Limited Greatvalue Realtech Private Limited Sharanam Corporate Housing Private Limited Murlidharcorporate Homz Private Limited	Director Director Director Director Director Director Director Director Director Director Director Director
3.	Mr. Arun K. Jain (Independent Director)	Vardhman Electricals Private Limited	Director
4.	Dr. Charanjeet Singh Bedi (Independent Director)	ABC Telecom Private Limited Three-D Solutions Private Limited	Director Director
5.	Mr. Baljit Singh Bedi (Independent Director)	BSN Financial Services Private Limited	Director
6.	Mrs. Sarabjeet Kaur (Non- Executive Director)	NIL	NIL
7.	Mr. Gauri Shanker Pandey (Whole- Time Director)	FSL Software Technologies Limited Wonder Buildtech Private Limited Frontline Capital Services Limited	Director Director Director

***** All the Directors have made disclosures regarding their directorship and membership on various Committees across all Companies in which they are Directors and Members.

Details of other Committee Position of Director/CFO in Company

	Name of the Directors/CFO						
Name of the Committee	Atul K. Jain	Arun K. Jain	Dr. Charanjeet Singh Bedi	Baljit Singh Bedi	Sarabjeet Kaur	Gauri Shanker Pandey	Swarna Gowri S.
Audit Committee	Chairman	Member	Member	Member	-	-	-
Stakeholders Relationship Committee	Chairman	Member	-	-	Member	-	-
Nomination and Remuneration Committee	-	Chairman	Member	Member	-	-	-
Corporate Social Responsibility Committee	Chairman	Member	-	-	-	Member	-
Risk Management Committee	Member	Member	-	-	-	Chairman	Member

3. Independent Directors

The Company has complied with the definition of Independence as per Regulation 16 of SEBI (Listing Regulations and Disclosure Requirements) Regulations 2015 and according to the provisions of section 149(6) Companies Act, 2013. The Company has also obtained declarations from all the Independent Directors pursuant to section 149(7) of the Companies Act, 2013.

Performance Evaluation of Non-Executive and Independent Directors

The Board evaluates the performance of Non-executive and Independent Directors every year. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

Separate Meeting of the Independent Directors:

The Independent Directors held a meeting on February 9th, 2017, without the attendance of Non-Independent Directors and members of Management therein to review the performance of Non-Independent Directors and the Board as a whole. All the Independent Directors were present at the meeting.

4. Audit Committee

(1) Composition

Presently, the Audit Committee comprises of 4 (four) members viz.

1. Mr. Atul Kumar Jain
2. Mr. Arun kumar Jain
3. Mr. Baljit Singh Jain
4. Dr. Charanjeet Singh Bedi

All the members of the Audit Committee are the Non-Executive and Independent Director, majority of the members of Audit Committee have accounting and financial management expertise.

The Company Secretary act as a Secretary of the Audit Committee.

(2) Terms of Reference

The powers and terms of reference of the Audit Committee are as mentioned in Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and section 177 of the Companies Act, 2013 which *inter alia*, include overseeing financial reporting processes, reviewing with the management the financial statements, accounting policies and practices, adequacy of internal audit functions and discussion with internal auditors on any significant findings, financial and risk management policies.

(3) Meetings and attendance during theyear

The Audit Committee met Four (4) times during the Financial Year 2016-2017. The details of attendance at these meetings are as follows:

Name	Position	Attendance at the meeting held on			
		25th May, 2016	10th August, 2016	28th October, 2016	9th February, 2017
Mr. Atul K. Jain	Chairman	Yes	Yes	Yes	Yes
Mr. Arun K. Jain	Member	Yes	Yes	Yes	Yes
Dr. Charanjeet Singh Bedi	Member	No	Yes	Yes	Yes
Mr. Baljit Singh Bedi	Member	No	Yes	Yes	Yes

The Minutes of the Audit Committee Meetings are noted at the Board meetings.

The Chief Financial Officer and Statutory Auditor are permanent invitees to the Audit Committee Meeting.

The Chairman of the Audit Committee was absent at the 22nd Annual General Meeting held on September 20th, 2016.

5. Stakeholder Relationship Committee

1. Terms of Reference

The powers and terms of reference of the Stakeholder Relationship Committee are as mentioned in Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and section 178 of the Companies Act, 2013 which *inter alia*, include the monitoring and expeditious redressal of investors / stakeholders grievances and ensures that all issues / concerns of stakeholders are addressed / resolved promptly. The Stakeholder Relationship Committee has been constituted to attend & resolve the requests of dematerialization of shares, rematerialisation of shares, share transfer and to redress investor's grievance/complaints and regular correspondence such as non-receipt of Annual Report, non-receipt of Dividend and entertains such other related matters.

2. Composition of the Committee

The Committee consists of 2 Non-Executive Independent Directors and 1 Non-Executive Non- Independent Director. The Stakeholder Relationship Committee is being chaired by Mr. Atul K. Jain.

3. Meetings and attendance during the year

During the Financial Year ended March 31st, 2017, Eight (8) meetings of the Stakeholder Relationship Committee were held. The composition of the Committee and details of meetings held and attendance recorded of the members are as follows:

Name of Member	Position	No. of Meetings held	Attendance
Atul K. Jain	Chairman	8	8
Arun K. Jain	Member	8	8
Sarabjeet Kaur	Member	8	7

The meetings were presided over by Mr. Atul K. Jain, a Non-Executive Director.

1. Name and Designation of Compliance Officer

Richa Arora, Company Secretary is the Compliance Officer for complying with the requirements of Securities Laws and Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

During the year under review the company has received 41 complaints/ correspondence from investors/ members and no investor complaints/correspondence is pending as on March 31st, 2017.

As on March 31st, 2017, there is no pending request for share transfer, dematerialization or rematerialization of shares.

6. Nomination and Remuneration Committee

(i) Terms of Reference

The powers and terms of reference of the Stakeholder Relationship Committee are as mentioned in Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 178 of the Companies Act, 2013.

The Nomination and Remuneration committee recommends to the board the set up and composition of the board and its committees including the formulation of the criteria for determining qualifications, positive attributes and independence of a director.

The committee periodically reviews the composition of the board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience and also recommends to the board the appointment or reappointment of directors.

(ii) Composition

The Nomination and Remuneration Committee of the Company consists of three Non-Executive Independent Directors.

(iii) Meetings and attendance during the year

During the year the Committee had three (3) meeting on 9th May, 2016, 28th October, 2016 and 8th November, 2016.

(iv) Composition, name of Members and attendance during the year

Name of Member	Position	No. of Meetings held	Attendance
Arun K. Jain	Chairman	3	3
Dr. Charanjeet Singh Bedi	Member	3	2
Baljit Singh Bedi	Member	3	3

(v) Remuneration of Directors.

(a) Pecuniary relationship or transaction of the non-executive directors

Company has no pecuniary relationship with Non-Executive Directors

(b) Criteria of making payment to Non-Executive Directors

At present no remuneration is being paid to the Non- Executive Directors.

(c) Disclosure with respect to remuneration made to executive director viz. Gauri Shanker Pandey (Whole Time Director of the Company) during the year ended on 31.03.2017

S.No.	Particulars	Monthly Remuneration Amount (in Rs.)
1	Basic	23,000
2	HRA	23,000
3	Conveyance	460
4	Other Allowances	6728
	Total	**53,188**

7. Corporate Social Responsibility Committee (CSR)

i) Terms of reference:

The CSR Committee formulates and recommends to the board, a Corporate Social Responsibility (CSR) Policy, recommends the amount of expenditure to be incurred towards social responsibility and also oversees activities impacting the quality of life of various stakeholders.

ii) Composition:

The CSR Committee of the Company consists of two Non-Executive Independent Directors and one Whole Time Director.

iii) No. of Meetings held during the year:

During the year the Committee had one meeting held on 9th February, 2017

iv) Composition, name of Members and attendance during the year

Name of Member	Position	No. of Meetings held	Attendance
Atul K. Jain	Chairman	1	1
Arun K. Jain	Member	1	1
Gauri Shanker Pandey	Member	1	1

8. RISK MANAGEMENT COMMITTEE

i) Terms of reference:

The Board of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness.

ii) Composition:

The Risk Management Committee of the Company consists of two Non- Executive Independent Directors and one Whole Time Director and one Chief Financial Officer.

iii) No. of Meetings held during the year:

During the year the Committee had one meeting on 9th February, 2017.

iv) Composition, name of Members and attendance during the year

Name of Member	Position	No. of Meetings held	Attendance
Gauri Shanker Pandey	Chairman	1	1
Arun K. Jain	Member	1	1
Atul K. Jain	Member	1	1
Swarna Gowri S.	Member	1	1

9. Details of General Body Meetings

1. The location and time for last three Annual General Meetings is as follows:

Year	Location	Date	Time	Whether any special resolution passed therein
2013-14	Air Force Auditorium Subroto Park New Delhi – 110 010	September 17, 2014	09.45 A.M.	No
2014-15	PHD House-Lakshmipat Singhania Auditorium, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016	September 22, 2015	09.45 A.M.	No
2015-16	PHD House-Lakshmipat Singhania Auditorium, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016	September 20, 2016	09.45 A.M.	No

2. No special resolution was passed through postal ballot at the last AGM.

3. No special resolution is proposed to be passed through postal ballot at the ensuing AGM.

10. Disclosures

1. The particulars of transactions between the Company and its related parties as per the Accounting Standard 18 "Related Party Disclosures" issued by the Institute of Chartered Accountants of India (ICAI) are disclosed in Note No. 2.21 of Notes to the Financial Statements. However, these transactions are not likely to have any conflict with the Company's interest.

2. No Strictures/Penalties have been imposed on the Company by the Stock Exchange or the Securities and Exchange Board of India (SEBI) or any statutory authority on any matters related to capital markets during the last three years.

3. In the preparation of the financial statements, the Company has followed the Accounting Standards issued by ICAI. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Financial Statements.

4. The company has established a Vigil Mechanism for all directors & employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct. And as per the Company's Policy any Personnel can approach Audit Committee However no such instance has been reported during the year under review.

5. The Company has complied with all the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

11. Means of Communication of Financial Results

- The quarterly un-audited and the audited financial results are announced within the time frame stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The aforesaid financial results are taken on record by the Board of Directors and are communicated to the Bombay Stock Exchange (BSE) where the company's securities are listed.
- Once the Stock Exchange has been intimated, these results are published in newspapers, usually, English Newspaper: Financial Express and Hindi Newspaper: Jansatta. The results and official news releases of the Company are also made available on the Company's website i.e. www.fslindia.com.

12. SEBI Complaints Redressal System (SCORES):

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redresses of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

13. General Member Information

i) The Details of Annual General Meeting to be held:

Date	August 9th, 2017
Day	Wednesday
Time	9: 45 A.M.
Venue	PHD House-Lakshmipat Singhania Auditorium, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016

ii) Financial Calendar

Results for the quarter ended 30th June, 2017	Will be Announced on/ before 14th August, 2017.
Results for the quarter ended 30th Sept., 2017	Will be announced on/ before 14th November, 2017.
Results for the quarter ended 31st Dec., 2017	Will be announced on/ before 14th February, 2018.
Results for the year ended 31st March, 2018	Will be announced on/ before 30th May, 2018.

iii) Book Closure Dates: August 3rd, 2017 (Thursday) **to** August 9th, 2017 (Wednesday)

ii) Dividend Payment date: Credit/dispatch of dividend warrants between August 10th, 2017 and August 30th, 2017.

Shareholders who have opted for ECS, dividend will be credited directly to their respective bank accounts through ECS. For others, dividend warrants will be dispatched as per the dividend payment date mentioned above.

v) **Listing on Stock Exchange** Bombay Stock Exchange Ltd.(the Listing Fees has been paid for FY 16-17)

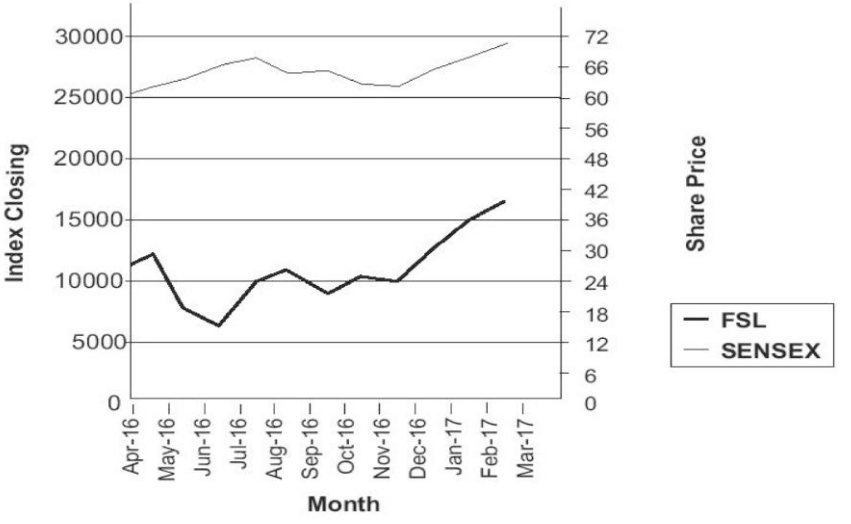
vi) **Stock Code** 533213

vii) **ISIN** INE773B01012

viii) **Stock Market Price Data**

MONTH	Bombay stock Exchange(BSE) (in Rs. Per Share)	
	Month's High Price	Month's Low Price
Apr-16	28.35	26.00
May-16	28.65	26.00
Jun-16	28.50	19.60
Jul-16	20.15	16.60
Aug-16	24.30	17.30
Sep-16	27.85	23.00
Oct-16	27.00	21.35
Nov-16	24.80	20.40
Dec-16	24.15	22.60
Jan-17	31.35	23.00
Feb-17	36.90	28.80
Mar-17	38.60	35.00

Performance in comparison to broad-based indices such as BSE Sensex:



Comparison is done between the Share Price Daily closing and Sensex Index closing level

ix) Registrar & Share Transfer Agents:

M/s Link Intime India Private Limited,
44 Community Centre, 2nd Floor, Nariana Industrial Area,
Phase I, Near PVR Naraina, New Delhi-11008,
Email:delhi@linkintime.co.in

Share Transfer System

The Share Transfers pertaining to share in Physical Mode are registered and returned within the stipulated time, if documents are complete in all respects. In respect of the shares held in dematerialized mode, the transfer takes place instantaneously between the transferor, transferee and the Depository Participant through electronic debit/credit of the accounts involved.

x) Distribution of Shareholding as on March 31st, 2017 is as follows:

Shareholding of Shares	Folios		Shares	
	Numbers	%	Numbers	%
1-500	2980	93.45	320459	4.46
501-1000	119	3.73	100510	1.40
1001-2000	45	1.41	62072	0.86
2001-3000	9	0.28	22477	0.31
3001-4000	6	0.19	21361	0.30
4001-5000	2	0.06	9100	0.13
5001-10000	6	0.19	38883	0.54
10001& above	22	0.69	6611827	92.00
TOTAL	**3189**	**100.00**	**7186689**	**100.00**

xi) Shareholding Pattern as on March 31st, 2017 is as follows:

S. No.	Category	No. of equity shares	% of shares
1.	Promoters	52,02,277	72.38
	Sub Total (A)	52,02,277	72.38
2.	Public Shareholding o Bodies Corporate o Individuals o Others	 3,77,999 12,92,132 3,14,281	 5.25 17.97 4.40
	Sub Total (B)	19,84,412	27.62
	Grand Total (A)+(B)	**71,86,689**	**100.00**

xii) Dematerialization of shares and Liquidity

As on 31st March 2017, 68, 57,237 shares aggregating to 95.41% of the paid up share capital are held in dematerialized mode.

xiii) Outstanding GDRs/ADRs/Warrants

No GDR / ADR / Warrant or any convertible instrument has been issued by the Company.

xiv) Address for correspondence

The members may address their communication/ grievances/ queries to the Company/ Registrar and Share Transfer Agent at the following address:

Link Intime India Private Limited

44, Community Centre
2nd Floor, Naraina Industrial Area
Phase I near PVR Naraina
New Delhi-110028
Contact No: 011-41410592/93/94

Frontline Securities Ltd.
Registered Office:

M-6, M-Block Market
Greater Kailash-II,
New Delhi-110048
Contact No: 011- 29212610

Branch Office:
B-22, Sector-4, Noida-201301
Tel: +91-120-2534066
Fax: +91-120-2534111

Members are requested to quote their folio number/DP ID & Client ID in all their correspondence with the Company/ RTA.

14. Prevention of Insider Trading

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations 2015, the company has instituted a code of conduct for prohibition of insider trading in the company's shares.

15. Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSIL) and the total issued and paid-up capital. This audit is carried out every quarter and the report thereon is submitted to the stock exchanges and is placed before the Board of Directors of the Company. The audit, interalia, confirms that the listed and paid up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSIL and the total number of shares in physical form.

16. CEO / CFO Certification

In accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, CA. Swarna Gowri S., the CFO of the Company, has certified to the Board that to the best of her knowledge and belief, the financial statements and Cash Flow statements present a true and fair view of the Company's affairs. The CFO Certification is provided in the Annual Report.

17. Code of Conduct

The Company has laid down a Code of Conduct for all the Board Members and Senior Management Personnel. All Board Members and Senior Management Personnel have confirmed compliance with the said code of conduct for the financial year ended March 31st, 2017. The declaration to this effect signed by the Whole-Time Director forms part of the report.

18. Green Initiative in the Corporate Governance:

As part of the green initiative process, the Company has taken an initiative of sending documents/ Annual Report by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company or on specific request. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned depository and Company to enable the Company to send the documents in electronic form.

By Order of the Board of Directors
For Frontline Securities Limited
Richa Arora
COMPANY SECRETARY
M.No. A42906

Place: Noida
Date: 29.05.2017

CFO CERTIFICATION

The Board of Directors
Frontline Securities Limited
M-6, IInd Floor, M-Block
Market, Greater Kailash-II,
Delhi - 110048

I, C.A. Swarna Gowri S., Chief Financial Officer of Frontline Securities limited, to the best of my knowledge and belief, certify that:

A. I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:

   1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violate of the listed entity's code of conduct.

C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have undertaken or propose to take to rectify these deficiencies.

D. I have indicated to the auditors and the Audit Committee

   1) Significant changes in internal control over financial reporting during the year;

   2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   3) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Swarna Gowri S.
Chief Financial Officer
Place: Noida
Date: 29th May, 2017

DECLARATION

To,

The Members

Declaration by Whole Time Director under Regulation 34(4) and Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 regarding the compliance with Code of Conduct

In accordance with the Regulation 34(4) and Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed with the Rules of Code of Conduct, as applicable to them, for the Financial Year ended on March 31, 2017.

Place: Noida
Date: 29.05.2016

On Behalf of the Board of Director
For Frontline Securities Limited

Gauri Shanker Pandey
Whole-Time Director
DIN: 00050614

Auditors' certificate on Corporate Governance

To

The Members of Frontline Securities Limited

We have examined the compliance of conditions of Corporate Governance by Frontline Securities Limited ('the Company'), for the year ended 31st March 2017, as stipulated in Regulation 17,18,19, 20, 22 23, 25, 26, 27, and clauses (a), (b), (c), (d), (e), (g), (i) of sub-regulation (2) of regulation 46 and para C, D, E of Schedule V and any other applicable regulation, if any of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 applicable to the said Company for the period 1st April 2016 to 31st March, 2017.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Walecha Inder & Associates

Chartered Accountant
Firm No.: 014205N

Walecha Inderjeet

Partner

M.No. 093694

Place : Noida

Date : 29.05.2017

INDEPENDENT AUDITOR'S REPORT

To

The Members of
Frontline Securities Limited
New Delhi

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Frontline Securities Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the company has an adequate internal financial controls system over the financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017; and

b) In the case of the Statement of Profit and Loss, of the Profit of the company for the year ended on that date.

c) In the case of the Cash Flow Statement, the cash flow of the company for the year ended March 31, 2017

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section 11 of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 & 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The company does not have any other branch where separate accounting record is maintained.

(d) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.

(e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(f) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

(g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a) The company does not have any pending litigation which would impact its financial positions.

b) The company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

c) There was no amount required to be transferred to the Investor Education and Protection Fund by the Company.

d) The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in specified Bank Notes during the period from 8th November 2016 to 30th December 2016 and these are in accordance with the books of accounts maintained by the company.

For M/s Walecha Inder & Associates
Chartered Accountants
Registration No. 014205N

(Walecha Inder Jeet)
Partner
Membership No. 093694

Place: Noida

Date: 29.05.2017

Annexure - A to the Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2017, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular program of physical verification of its fixed assets at regular intervals and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of company.

(ii) The nature of the company is such that clause 3(ii) of the Order is not applicable.

(iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered under register maintained under Section 189 of the Companies Act, 2013and therefore, clause 3(iii) of the Order is not applicable.

(iv) In our opinion, and according to information and explanation given to us, company has not granted any loans, investment, guarantees and security to director or any other person in whom director is interested therefore provisions of section 185 and 186 of the Companies Act, 2013, is not applicable to the company

(v) According to the information and explanations given to us, the company has not accepted any deposit from the public under the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under and accordingly the clause 3(v) of the Order is not applicable.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(vii) (a) In our opinion and according to the information and explanations given to us, and on the basis of our examination of the records of the Company, the provisions of Custom Act, Excise Duty and Sales tax are

not applicable to the company during the year and accordingly no comment has been made in respect of these dues. Further the company is regular in depositing other undisputed statutory dues Income Tax, Service Tax, Cess and any other statutory dues with the appropriate authority. There are no undisputed statutory dues payable in respect of Income Tax, Service Tax, Cess and any other statutory dues which are standing as at 31 March 2017 for a period of more than six months from the date they became payable.

(b) There are no statutory dues of Provident Fund, Employee State Insurance, Investor Education & Protection Fund, Income Tax, Service Tax, Cess and any other statutory dues which have not been deposited on account of any dispute.

(viii) In our opinion, and according to the information and explanations given to us, the company is not required to repay any dues to a financial institution or bank or debenture holders during the current financial year. Accordingly, paragraph 3 (viii) of the Order is not applicable..

(xi) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided any managerial remuneration as per the provisions of Sec 197 of Companies Act, 2013 read with Schedule V of the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) Company is registered under section 45-IA of the Reserve Bank of India Act, 1934 vide Certificate of Registration number B-14.00089 dated 26.02.1998

For M/s Walecha Inder & Associates
Chartered Accountants
Registration No. 014205N

(Walecha Inder Jeet)
Partner
Membership No. 093694

Place: Noida

Date: 29.05.2017

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Frontline Securities Limited ("the Company") as of 31st March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M/s Walecha Inder & Associates
Chartered Accountants
Registration No. 014205N

(Walecha Inder Jeet)
Partner
Membership No. 093694

Place: Noida

Date: 29.05.2017

BALANCE SHEET AS AT 31st March 2017

	Particulars	Note No	As at 31.03.2017	As at 31.03.2016
I.	**EQUITY AND LIABILITIES**			
	(1) Shareholder's Funds			
(a)	Share Capital	2.1	71,866,890	71,866,890
(b)	Reserves and Surplus	2.2	364,744,883	323,972,256
	(2) Non-Current Liabilities			
(a)	Long-term borrowings	2.3	11,151,252	14,325,291
(b)	Other long term liabilities	2.4	1,335,420	928,100
(c)	Long term provisions	2.5	17,673	144,601
	(3) Current Liabilities			
(a)	Short-term borrowings	2.6	2,874,158	2,234,148
(b)	Trade payables	2.7	1,032,391	734,433
(c)	Other current liabilities	2.8	1,653,685	2,027,316
(d)	Short-term provisions	2.9	4,346,711	4,474,806
	Total		459,023,063	420,707,841
II.	**ASSETS**			
	(1) Non-current assets			
(a)	Fixed assets	2.10		
(i)	Tangible Assets		55,400,548	53,721,508
(ii)	Intangible Assets		154,123	219,157
(iii)	Capital Work In Progress		41,289,073	13,816,029
(b)	Non-current investments	2.11	327,842,215	282,825,507
(c)	Deferred tax Assets (Net)	2.25	1,477,502	1,438,486
(d)	Long Term Loans and Advances	2.12	8,175,172	10,559,373
	(2) Current assets			
(a)	Cash and bank balances	2.13	14,503,044	13,994,826
(b)	Short-term loans and advances	2.14	8,895,750	41,182,085
(c)	Other Current Assets	2.15	1,285,636	2,950,870
	Total		459,023,063	420,707,841

Significant Accounting Policy & Notes to Accounts 1 & 2

FOR AND ON BEHALF OF THE BOARD

"AS PER OUR REPORT ATTACHED OF EVEN DATE"
For M/s WALECHA INDER & ASSOCIATES
Chartered Accountants
Firm's Registration Number : 014205N

(RAKESH K. JAIN)
Director
DIN : 00050524

(GAURI SHANKER PANDEY)
Director
DIN : 00050614

(WALECHA INDER JEET)
Partner
M.No. 093694

(CS RICHA ARORA)
Company secretary
M.No. :-42906

(CA SWARNA GOWRI S)
Chief Financial Officer
M.NO.-237310

Place : Noida
Dated : 29.05.2017

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

(Amount in Rs.)

	Particulars	Note No	For the Year Ended 31.03.2017	For the Year Ended 31.03.2016
I.	**Revenue:**			
	a) Revenue from operations	2.16	8,064,192	13,172,686
	b) Other Income	2.17	47,936,790	34,816,325
	Total Revenue		**56,000,982**	**47,989,011**
II.	**Expenses:**			
	a) Employee benefit expense	2.18	3,052,442	2,856,408
	b) Finance costs	2.19	1,433	6,217
	c) Administrative & Other Expenses	2.20	3,440,034	4,818,521
	d) Depreciation and Amortization expense	2.10	341,650	410,547
	Total Expenses		**6,835,559**	**8,091,693**
III.	**Profit before tax**	**(I - II)**	**49,165,423**	**39,897,318**
IV.	**Tax expense**			
	(1) Current tax		8,892,395	7,101,881
	(2) Mat Credit		(4,684,818)	(2,934,428)
			4,207,577	4,167,453
	(3) Deferred tax		(39,017)	332,380
V.	**Profit/(Loss) for the period**		**44,996,863**	**35,397,485**
VI.	**Earning per equity share:**			
	Basic		**6.26**	**4.93**
	Diluted		**6.26**	**4.93**
	Weighted average number of equity shares		7,186,689	7,186,689
	Face value per equity share (Rs.)		10	10
	Significant Accounting Policy & Notes to Accounts		1 & 2	

FOR AND ON BEHALF OF THE BOARD

"AS PER OUR REPORT ATTACHED OF EVEN DATE"
For M/s WALECHA INDER & ASSOCIATES
Chartered Accountants
Firm's Registration Number : 014205N

(RAKESH K. JAIN)
Director
DIN : 00050524

(GAURI SHANKER PANDEY)
Director
DIN : 00050614

(WALECHA INDER JEET)
Partner
M.No. 093694

(CS RICHA ARORA)
Company secretary
M.No. :-42906

(CA SWARNA GOWRI S)
Chief Financial Officer
M.NO.-237310

Place : Noida
Dated : 29.05.2017

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Amount in Rs.

Particulars		For the year ended 31.03.2017		For the year ended 31.03.2016
A. Cash Flow from Operating Activities				
Net Profit Before Taxation		49,165,423		39,897,319
Adjustments for Profit & Loss Account				
Depreciation	341,650		410,547	
Interest Income	(4,577,445)		(906,564)	
Dividend Income	(5,625,573)		(5,164,434)	
Profit on Sale of Investements (Net)	(41,961,114)		(29,267,057)	
Rental Income	(349,800)		(349,800)	
Sundry balances written off	(5,919)		-	
Loss / (Gain) on Sale of Fixed Assets	208,134	(51,970,067)	-	(35,277,308)
Operating Profit before working capital Changes		**(2,804,644)**		**4,620,011**
Adjustments for Working Capital				
Trade Payables	297,958		(154,815)	
Increase/ (Decrease) in Other current liabilites	(373,631)		512,356	
Increase/ (Decrease) in Short term provisions	(128,095)		(57,137)	
(Increase)/ Decrease in Short term loans & advances	33,836,335		(5,607,273)	
(Increase)/ Decrease in Other current assets	1,665,234		(602,730)	
Cash Generated from Operations		**35,297,802**		**(5,909,600)**
Advance Tax/ TDS Paid		(8,892,395)		(6,972,599)
Net Cash From Operating Activities		**23,600,764**		**(8,262,188)**
B. Cash Flow from Investing Activities				
(Purchase) / Sale of Fixed Assets (Net)	(30,543,377)		(16,152,920)	
(Purchase) of Investments	(315,957,908)		(293,688,055)	
Sale of investments	312,889,835		322,092,757	
Sale of Fixed Deposits	-		-	
Long Term Loans and Advances	7,069,019		(817,703)	
Interest Income	4,577,445		906,564	
Long term Borrowings	(3,174,039)		(2,234,148)	
Rental Income	349,800		349,800	
Increase/ (Decrease) in Other long term liabilities	407,320		669,100	
Dividend Income	5,625,573		5,164,434	
Net Cash Used in Investing Activities		**(18,756,332)**		**16,289,829**

C.	**Cash Flow from Financing Activities**			
Dividends paid (including unclaimed)		(3,593,345)		(7,186,690)
Dividend Distribution Tax		(751,901)		(1,436,915)
Earlier Year CDT Pay		-		(26,126)
Long Term Borrowings		-		-
Net Cash Used in Financing Activities		**(4,345,246)**		**(8,649,731)**
Net Increase/(Decrease (in cash and cash equivalents)		**499,185**		**(622,090)**
Cash and cash Equivalents at the beginning of the Yr.		302,427		924,517
Cash and cash Equivalents at the end of the Yr.		**801,613**		**302,427**
Earmarked Balance with Bank		1,201,432		1,192,399
Short Term Bank Deposits		12,500,000		12,500,000
Cash and Bank Balance at the end of year		**14,503,044**		**13,994,826**

FOR AND ON BEHALF OF THE BOARD **"AS PER OUR REPORT ATTACHED OF EVEN DATE"**

For M/s WALECHA INDER & ASSOCIATES
Chartered Accountants
Firm's Registration Number : 014205N

(RAKESH K. JAIN)
Director
DIN : 00050524

(GAURI SHANKER PANDEY)
Director
DIN : 00050614

(WALECHA INDER JEET)
Partner
M.No. 093694

(CS RICHA ARORA)
Company secretary
M.No. :-42906

(CA SWARNA GOWRI S)
Chief Financial Officer
M.NO.-237310

Place : Noida
Dated : 29.05.2017

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2017

1. ACCOUNTING POLICIES

a. Method of Accounting

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting and accounting principles generally accepted in India and comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules, 2014 to the extent applicable and practices generally prevalent in India.

b. Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements. Management believes that the estimates made in the preparation of financial statements are prudent and reasonable. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

c. Valuation of stock of securities

Stock of securities is valued at lower of cost and market price. However, there is no stock on year ending.

d. Revenue Recognition

Gain or loss from investment in securities reflects the net gain/loss on redemption and investments in securities.

Brokerage, interest and commission income is being recorded on accrual basis.

Dividend income is being recorded when the company's right to receive the payment is established.

e. Expenses

Expenses are accounted on accrual basis and provisioning is made for all known liabilities.

f. Property, Plant and Equipment

(i) Property, Plant and equipment (PPE) are stated at cost including expenses incurred up to the date of their installation/ commissioning as reduced by accumulated depreciation/ impairment provided in the accounts. The useful life of assets are taken as prescribed in Schedule II to the Companies Act, 2013.

(ii) Capital work-in-progress is stated at cost.

g. Foreign currency Transactions

a) Initial recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

b) Conversion:

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

c) Exchange differences:

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or expenses in the year in which they arise.

Exchange differences arising on a monetary item that, in substance, forms part of the company's net investment in a non-integral foreign operation is accumulated in a foreign currency translation reserve in the financial statements until the disposal of the net-investment, at which time they are recognized as income or as expenses.

However, there are no foreign currency transactions in the year.

h. Government Grants

Government grants are recognized when there is reasonable assurance that the company will comply with the conditions attached to them and grants will be received.

Government grants whose primary condition is that the company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognized as income over the life of a depreciable asset by way of a reduced depreciation charge.

Other government grants are recognized as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic and rational basis.

i. Valuation of the Investments

As per Accoutning standard 13 (AS-13 revised), investments are classified as 'Current Investments' & 'Long term Investments' depending upon the intention to hold the same at the time of making investments. The long term investments are valued at cost. However, if there is any decline in the value of investment, other than temporary, the carrying amount of investment is reduced for recognizing the decline in value for each investment.

j. Employee Benefits

Gratuity Benefits are recognized as an expense in the profit & loss account for the year in which the employee has rendered services. The expenses are recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of gratuity are charged to profit and loss account.

k. Borrowing Cost

Borrowing cost includes interest. Such costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

l. Segment Reporting

The company operates in one geographical segment, i.e. India and has identified two business segments i.e. Segment-I which is Consultancy Commission & Brokerage and Segment-II Investments in Bonds, Fixed Deposits & Loans & Advances. Segment Profit & Loss is measured on the basis of Operating Profit or Loss of each respective segment. Segment Assets and Liabilities have been apportioned similarly.

m. Leases

Where the Company, as a lessor, leases assets under finance lease, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is based on a constant rate of return on the outstanding net investment.

Assets taken on lease by the company in its capacity as lessee, where the company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vests with the lessor, are recognised as operating lease. Lease rentals under operating lease are recognised in the statement of profit and loss on a straight-line basis.

The company holds a leasehold land and the amount of lease rentals and interest cost on installment is added to the cost of the land.

n. Earning Per Share

Basic earnings per equity share are being computed by dividing net profit after tax by the weighted average number of shares outstanding during the year as prescribed in Accounting Standard 20 prescribed in the Companies (Accounting Standard) Rules, 2016 issued by the Central Government in consultation with the National Advisory Committee on Accounting Standard.

o. Taxes on Income

Tax expenses comprise current and deferred taxes. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Deferred Income Tax reflects the impact of current year timing difference between the taxable income and the accounting income for the year and reversal of timing difference of earlier years.

Deferred tax is measured based on the tax rates and tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred

tax assets and deferred tax liabilities relate to taxes levied by the same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situation where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each Balance sheet date, the company re-assesses unrecognized deferred tax assets and recognizes deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

p. Intangible assets:

Cost incurred on intangible assets, resulting in future economic benefits are capitalized as intangible assets and amortized on a straight-line method beginning from the date of capitalization over a period of 7 years.

q. Impairment of Fixed Asset

Management periodically assesses using external and internal sources whether there is an indication that fixed assets of the company have suffered an impairment loss. Impairment loss, if any, is provided as per Accounting Standard (AS-28) on Impairment of Assets.

r. Provisions, Contingent Liabilities and Contingent Assets

As per Accounting Standard 29 (AS-29 Revised), a provision is recognized when there is a present obligation as a result of amount of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

No provision is recognized or disclosure for contingent liability is made as there is no possible obligation or a present obligation and the likelihood of outflow of resources is remote. Contingent Assets is neither recognized nor disclosed in the financial statements.

2. NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2017

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current period presentation.

2.1. SHARE CAPITAL

(Amount in Rs.)

Particulars	As at 31.03.2017		As at 31.03.2016	
	Nos.	Amount	Nos.	Amount
AUTHORISED				
Equity Shares of Rs.10/- each	1,00,00,000	100,000,000	1,00,00,000	100,000,000
ISSUED, SUBSCRIBED & PAID-UP				
Equity shares of Rs.10/- each fully paid up	7,186,689	71,866,890	7,186,689	71,866,890
Total	**7,186,689**	**71,866,890**	**7,186,689**	**71,866,890**

In the event of liquidation of the company, the holders of Equity shares will be entitled to receive any of remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2017 and March 31, 2016 is set out below -

(Amount in Rs.)

Particulars	As at 31.03.2017		As at 31.03.2016	
	Nos.	Amount	Nos.	Amount
No. of share at the beginning	7,186,689	71,866,890	7,186,689	71,866,890
Add - Shares issued during the year	-	-	-	-
Less - Shares buyback during the year	-	-	-	-
No. of share at the end	7,186,689	71,866,890	7,186,689	71,866,890

Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

Particulars	As at 31.03.2017		As at 31.03.2016	
	Nos.	%	Nos.	%
Mr Rakesh K Jain	2,995,910	41.69	1,465,910	20.40
Mrs Prerna Jain	1,763,504	24.54	-	-
Hope Consultants Limited	410,043	5.71	2,715,043	37.78
Frontline Capital Services Limited	-	-	375,000	5.22
Total	**5,169,457**	**71.94**	**4,555,953**	**63.40**

Proposed Dividend

Particulars	As at 31.03.2017	As at 31.03.2016
Dividend per Share on shares of Rs. 10 each	**0.50**	**0.50**
Dividend Proposed %	**5.0**	**5.0**

The company has only one class of shares referred to as equity shares having a par value of Rs.10/-, Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Buy-back of Equity Shares

Company had brought Back of 23,75,000/- fully paid Equity Shares having face Value of Rs. 10/- each from its Equity shareholders on a proportionate basis through "Tender Offer" route in Financial year 2013-14 at a price of Rs. 32.50/- per equity shares.

2.2 RESERVES AND SURPLUS **(Amount in Rs.)**

	Particulars	As at 31.03.2017	As at 31.03.2016
A)	**General Reserves**		
	Opening Balance	5,047,852	5,047,852
	(+) Current year transfer	-	-
	Closing Balance	**5,047,852**	**5,047,852**
B)	**Security Premium Account**		
	Opening Balance	23,754,125	23,754,125
	(+) Current year transfer	-	-
	Closing Balance	**23,754,125**	**23,754,125**
C)	**RBI Reserve**		
	Opening Balance	87,392,156	80,312,659
	(+) Current year transfer	8,999,373	7,079,497
	Closing Balance	**96,391,529**	**87,392,156**
D)	**Capital Redemption Reserve**		
	Opening Balance	23,182,610	23,182,610
	(+) Current year transfer	-	-
	Closing Balance	**23,182,610**	**23,182,610**
D)	**Surplus**		
	Opening Balance	184,595,514	160,688,935
	(+) Net Profit/ (Net Loss) for the current year	44,996,863	35,397,485
	(-) Proposed Dividend	(3,593,345)	(3,593,345)
	(-) Proposed Dividend Tax	(751,901)	(751,901)
	(-) Transfer to RBI Reserves	(8,999,373)	(7,079,497)
	(-/+) Contingency Provision against Standard Assets	126,928	(40,036)
	(-) Short provision made in the previous year	(5,919)	(26,126)
	Closing Balance	**216,368,768**	**184,595,514**
	Grand Total	**364,744,883**	**323,972,256**

The Board of Directors at its meeting held on May 29, 2017 has recommended a final dividend of 5% (Rs. 0.5 per equity share of Rs.10/- each) for the F.Y. 2016-17 subject to the approval of shareholders.

2.3 OTHERS LONG TERM BORROWING

(Amount in Rs.)

Particulars	As at 31.03.2017	As at 31.03.2016
Payable to Greater Noida Authority for Land	11,151,252	14,325,291
	11,151,252	**14,325,291**

2.4 LONG TERM LIABILITIES

(Amount in Rs.)

Particulars	As at 31.03.2017	As at 31.03.2016
Security Deposit	159,000	259,000
Security Deposit from Contractor for Noida Property	1,176,420	669,100
Total	**1,335,420**	**928,100**

2.5 LONG TERM PROVISIONS

(Amount in Rs.)

Particulars	As at 31.03.2017	As at 31.03.2016
Contingent provision against standard asset	17,673	144,601
Total	**17,673**	**144,601**

2.6 SHORT TERM BORROWING

(Amount in Rs.)

Particulars	As at 31.03.2017	As at 31.03.2016
Payable to Greater Noida Authority for Land	2,874,158	2,234,148
	2,874,158	**2,234,148**

2.7 TRADE PAYABLE

(Amount in Rs.)

Particulars	As at 31.03.2017	As at 31.03.2016
Sundry Creditors	13,336	-
Commission & Brokerage Payable	1,019,055	734,433
	1,032,391	**734,433**

2.8 OTHER CURRENT LIABILITIES

(Amount in Rs.)

Particulars	As at 31.03.2017	As at 31.03.2016
Expenses Payable	259,356	379,075
P.F. Payable	12,538	15,010
Labour Cess Payable	41,309	133,820
TDS payable	45,626	143,732
WCT payable	93,424	163,280
Unclaimed Dividend	1,201,432	1,192,399
	1,653,685	**2,027,316**

There is no amounts due for the payment to the Investor Education and Protection Fund under section 124 of the Companies Act, 2013 as at the year end in respect of Unpaid Dividend

2.9 SHORT TERM PROVISIONS

(Amount in Rs.)

Particulars	As at 31.03.2017	As at 31.03.2016
Gratuity Payable	1,465	277
Proposed Dividend	3,593,345	3,593,345
Corporate Dividend tax	751,901	751,901
Provision for income tax	-	129,283
	4,346,711	**4,474,806**

2.10 FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2016	Addition during the year	Deduction during the year	As at 31.03.2017	As at 01.04.2016	Provided during the year	Adjusted during the year	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
(i) Tangible Assets										
Leasehold Land	50,123,216	2,072,962	-	52,196,178	-	-	-	-	52,196,178	50,123,216
Building	4,319,000	-	-	4,319,000	1,165,618	178,130	-	1,343,748	2,975,252	3,153,382
Office Equipments	137,649	-	-	137,649	112,622	14,830	-	127,452	10,197	25,027
Computer Equipments	141,450	49,200	-	190,650	23,978	35,978	-	59,956	130,694	117,472
Furniture & Fixture	238,610	-	-	238,610	130,629	19,755	-	150,384	88,226	107,981
Vehicles	601,829	-	601,829	-	407,398	27,923	435,321	(0)	-	194,431
(ii) Intangible Assets										
Software	536,534	-	-	536,534	317,377	65,034	-	382,411	154,123	219,257
(iii). Capital Work In Progress										
Building Work in Progress on Leasehold Land	13,816,029	27,473,044	-	41,289,073	-	-	-	-	41,289,073	13,816,029
Total	**69,914,317**	**29,595,206**	**601,829**	**98,907,694**	**2,157,622**	**341,650**	**435,321**	**2,063,950**	**96,843,743**	**67,756,795**
Previous Year	**53,761,398**	**16,152,920**	-	**69,914,317**	**1,747,077**	**410,547**	-	**2,157,622**	**67,756,695**	**52,014,322**

Notes:

1.Leasehold land has been taken from Greater Noida authority during the year 2011-2012

2.11 NON CURRENT INVESTMENTS

(Amount in Rs.)

	Scrip Name	Face Value	As At 31.03.2017 Nos. of Shares/Units	Value	As At 31.03.2016 Nos. of Shares/Units	Value
(i)	**Unquoted Investments**					
	Systma Shyam Teleservices Limited	10	154,830	1,228,100	154,830	1,228,100
	Jord Eng	10	100	-	100	-
	Ballmer lawerie cont. ltd	10	200	210	200	210
	Total (A)		**155,130**	**1,228,310**	**155,130**	**1,228,310**
(ii)	**Quoted (Non Trade Investments)**					
1.	ACC Limited	10	-	-	5,000	7,171,281
2.	Adani Ports and Special Economic Zone Limited	2	25,000	7,256,963	-	-
3.	Adani Transmission Ltd	10	52,500	2,161,524	-	-
4.	Amara Raja Batteries Limited	1	1,500	1,294,217	2,250	1,346,896
5.	Amtek Auto Limited	2	-	-	45,000	1,943,465
6.	Andhara Cements Limited	10	599,934	4,535,179	1,245,000	7,542,089
7.	Asian Paints Ltd	1	-	-	2,000	1,609,351
8.	Atul Ltd	10	400	622,473	-	-
9.	Axis bank Ltd	2	-	-	500	276,412
10.	Bank of Baroda	2	-	-	7,250	1,040,213
11.	BATA India Ltd	5	-	-	9,000	4,320,203
12.	Bayer Cropscience Limited	10	-	-	950	2,491,026
13.	Bharat Forge Limited	2	-	-	2,000	1,899,689
14.	BLISS GVS Pharma Ltd.	1	-	-	2,500	330,887
15.	Britannia Industries Ltd	2	-	-	1,600	3,155,157
16.	Bharat Petroleum Corporation Ltd	10	1,000	681,784	-	-
17.	CAIRN India Ltd.	10	-	-	37,500	5,041,681
18.	Canara Bank Lrd	10	-	-	6,000	1,412,687
19.	Castrol India Ltd	5	1,000	365,116	-	-
20.	Colgate Palmolive India Ltd.	1	-	-	2,050	1,971,294
21.	Corporation Bank	2	-	-	20,000	910,759
22.	D-Link (India) Ltd	2	45,000	5,969,950	-	-
23.	Development Credit Bank Limited	10	10,000	806,232	22,500	2,241,484
24.	Dewan Housing Finance Corporation Limited	10	20,000	6,128,918	-	-
25.	Divi's Laboratories Ltd	2	2,000	1,492,667	-	-
26.	Emami Limited	1	-	-	500	221,927
27.	Exide Induatries Limited	1	-	-	20,000	3,141,582
28.	Equitas Holdings Limited	10	18,900	3,147,314	-	-
29.	The Federal Bank Limited	2	25,000	1,161,777	185,000	10,502,962
30.	Gabriel India Ltd	1	15,000	1,607,157	-	-
31.	Gateway Distriparks Ltd	10	43,500	12,049,764	8,000	2,767,034
32.	GMR Infrastructure Ltd	1	150,000	1,844,930	-	-

33.	Godrej Consumer Products Limited	1	2,500	4,019,542	-	-
34.	HDFC Bank Ltd	2	3,250	3,362,755	6,500	6,898,928
35.	Hindustan Zinc Limited	2	-	-	6,000	962,179
36.	ICICI Bank Limited	2	26,500	6,380,507	40,000	10,391,974
37.	IDFC Ltd.	10	65,000	3,114,437	86,500	6,953,633
38.	IDFC Bank Limited	10	21,500	1,077,865	67,500	2,581,411
39.	Indiabulls Housing Finance Limited	2	7,500	5,694,031	-	-
40.	Infosys Limited	5	-	-	3,000	2,710,876
41.	Jaiprakash Power Ventures Ltd	10	500,000	2,916,442	-	-
42.	J.K. Cement Limited	10	2,250	1,350,904	5,000	2,819,821
43.	Udaipur Cement Works Limited	4	10,100	9,595	10,100	9,595
44.	Jindal Steel & Power Limited	1	-	-	20,000	1,697,964
45.	JK Lakshmi Cement Limited	5	6,000	2,183,995	12,500	4,520,827
46.	JK Tyre & Industries Limited	2	-	-	20,000	2,011,970
47.	Kalpatru Power Ltd	2	11,500	2,593,244	-	-
48.	Kansai Nerolac Transmission Ltd	1	28,250	10,191,094	-	-
49.	Kotak Mahindra Bank Limited	5	-	-	10,000	6,598,794
50.	Larsen Turbo Limited	2	1,500	2,250,593	500	822,466
51.	Lumax Automotive Systems Ltd	10	50	-	50	0
52.	Lupin Limited	2	-	-	1,000	1,325,696
53.	Maruti Suzuki India Ltd	5	900	5,436,519	5,750	1,359,246
54.	Mercator Lines Ltd	1	15,000	418,769	-	-
55.	Moil Limited	10	-	-	4,500	1,058,599
56.	Mother Son Sumi Systems Limited	1	-	-	1,000	-
57.	Network18 Media & Inv. Ltd.	5	68,500	2,765,596	65,000	3,248,333
58.	Neuland Laboratories Ltd.	10	-	-	2,000	1,361,380
59.	NIIT Technologies Ltd	10	17,000	7,212,348	-	-
60.	NTPC Ltd	10	-	-	12,400	1,850,097
61.	ONGC Ltd	5	-	-	2,000	622,041
62.	Phoenix Lamps Ltd.	10	5,000	472,803	65,000	7,008,218
63.	Pidilite Industries Limited	1	-	-	9,250	3,836,448
64.	Pincon Spirit Limited	10	60,000	4,030,702	-	-
65.	Power Grid Corporation Of India Ltd	10	10,500	1,984,579	-	-
66.	Rallis India Limited	1	-	-	7,000	1,537,143
67.	Reliance Capital Limited	10	60	-	60	0
68.	Reliance Industries Limited	10	-	-	2,000	1,781,399
69.	Reliance Power Limited	10	300	-	300	0
70.	Ruchira Paper Limited	10	-	-	10,000	234,242
71.	Shipping Corporation	10	50,000	3,448,441	-	-
72.	Seimens Ltd.	2	-	-	1,000	1,057,315
73.	Shree Cement Limited	10	-	-	75	693,670
74.	SKF India Ltd	10	-	-	5,500	7,037,608
75.	The South Indian bank Ltd.	1	-	-	155,000	2,920,349
76.	State Bank of India	1	-	-	3,500	858,208
77.	Steel Authority of India Limited	10	125,000	5,697,735	55,000	3,456,455

78.	Sun Pharma Ceuticals Industries Ltd	1	-	-	3,000	2,377,300
79.	Suprajit Engineering Limited	1	32,000	6,250,916	-	-
80.	TATA Chemicals Ltd.	10	-	-	24,000	9,352,398
81.	Tata Consultancy Services Limited	1	-	-	250	640,393
82.	TATA Motors Ltd.	2	-	-	2,000	658,403
83.	TATA Steel Ltd.	10	-	-	11,500	2,693,603
84.	Tech Mahindra Limited	5	10,000	5,289,196	6,500	3,705,433
85.	Triveni Turbine Ltd	1	37,000	4,418,539	-	-
86.	TV18 Broadcast Ltd	2	160,000	6,612,470	-	-
87.	TVS Srichakara Ltd.	10	1,140	2,740,998	490	1,205,426
88.	UJAAS Energy Ltd	1	-	-	20,000	367,445
89.	Ultratech Cement Limited	10	500	1,578,688	750	1,918,109
90.	VIP Industries Ltd	2	30,000	3,558,354	-	-
91.	Wonderla Holidays Ltd	10	11,500	4,450,745	-	-
	TOTAL (B)		**2,331,034**	**162,638,369**	**2,388,075**	**174,483,480**

(Amount in Rs.)

	Scheme Name	As At 31.03.2017 Nos. of Shares/Units	Value	As At 31.03.2016 Nos. of Shares/Units	Value
MUTUAL FUND					
LIQUID/DEBT-GROWTH					
1.	ICICI Prudential Ultra Short Term Plan Regular Growth	-	-	57,600	851,969
2.	Canara Robeco Treasury Advantage Super Instt - Growth	-	-	10,629	18,561,086
3.	HDFC Cash Managament Fund-Savings Plan-Growth	1,590	4,990,336	801	2,490,336
4.	ICICI Prudential Liquid Plan - Regular Plan - Growth	9,764	1,942,996	9,764	1,942,996
5.	Reliance Money manager Fund - Inst Option - Growth Plan	3,471	7,021,365	2,600	5,105,160
6.	UTI Treasury Advantage Fund Institutional Plan - Growth	3,733	6,578,932	2,283	3,578,932
7.	Reliance Liquid Fund - Growth Plan	216	755,564	216	755,564
8.	Franklin US Opportunities Fund	258,894	4,270,298	258,894	4,270,298
9.	Birla Sun Life Cash Manager Fund - Growth	30,404	11,604,493	-	-
10.	DSP BlackRock Money Manager Fund - Regular Plan - Growth	5,335	11,238,866	-	-
11.	Franklin India Savings Plus Fund - Retail Plan - Growth	227,469	6,585,609	-	-
12.	HDFC Cash Management Fund - Treasury Advantage Plan - Retail - Growth	293,372	9,600,000	-	-
13.	ICICI Prudential Flexible Income - Regular Plan - Growth	6,969	2,000,000	-	-
14.	Templeton India Ultra-short Bond Fund - Super Institutional - Growth	332,846	7,350,000	-	-
15.	UTI-FLOATING RATE FUND - SHORT TERM PLAN (GROWTH OPTION) (formerly IL&FS FLOATING RATE FUND)	4,193	10,782,981	-	-
MUTUAL FUND-Gilt					
1.	HDFC Gilt fund Long Term Growth	58,846	1,700,000	58,846	1,700,000
2.	ICICI Prudential Gilt Fund Investment Growth	83,761	4,100,000	83,761	4,100,000
3.	Reliance Gilt Securities Fund Institutional Plan Growth	368,866	6,750,000	368,866	6,750,000
4.	Templeton India Govt. Sec. Fund- Long Term Plan Growth	126,979	4,250,000	126,979	4,250,000
5.	UTI Gilt Advantage Long Term Growth	254,328	7,900,000	254,328	7,900,000

MUTUAL FUND-EQUITY					
1.	Birla Sunlife Equity Fund Plan - Dividend	49,185	5,000,089	49,185	5,000,089
2.	Birla Sun Lfe MNC Fund	10,850	1,499,980	12,017	2,000,000
3.	Birla Sun Life Pure Value Fund- Dividend	121,005	3,000,000	49,476	1,200,000
4.	DSP Blackrock Focus25 Fund- Dividend	221,140	2,700,000	221,140	2,700,000
5.	DSP Blackrock Opportunities Fund - Regular	36,934	1,000,000	-	-
6.	DSP Blackrock Small and Mid Cap Fund Regular Plan-Dividend	137,637	2,800,000	137,637	2,800,000
7.	DSP BlackRock Technology.com Fund - Regular Plan - Dividend	34,458	1,000,000	-	-
8.	Franklin India High Growth Companies Fund	187,055	4,500,017	59,514	1,500,017
9.	Franklin India Prima Plus-Dividend	141,514	4,850,000	114,371	3,850,000
10.	Franklin India Smaller Companies Fund-Dividend	83,428	2,000,000	50,122	1,250,000
11.	Franklin India BLUECHIP FUND - Dividend	55,381	2,000,000	-	-
12.	HDFC MID-CAP OPPORTUNITIES FUND - Dividend	32,754	1,000,000	-	-
13.	HSBC Midcap Equity Fund - Dividend	47,786	1,000,000	-	-
14.	ICICI Prudential Banking and financial Services fund-Retail Fund	26,110	700,000	26,110	700,000
15.	ICICI Prudential Technonology Fund-Dividend	-	-	80,803	2,600,000
16.	ICICI Prudential Value Discovery Fund-Dividend	97,731	2,850,000	97,731	2,850,000
17.	MOSt Focused 25 Fund- Regular Plan Dividend	69,306	1,000,000	-	-
18.	Reliance Banking Fund - Dividend	66,052	2,500,000	-	-
19.	Reliance Equity Opportunities Fund - Dividend	16,096	500,000	-	-
20.	Reliance Pharma Fund - Dividend Plan	-	-	50,531	3,753,267
21.	UTI Banking Sector Fund	19,353	500,000	19,353	500,000
22.	UTI Mid Cap Fund	40,146	1,500,000	40,146	1,500,000
Total (C)		**3,564,956**	**151,321,487**	**2,243,703**	**94,459,667**
Bonds					
01. 01006 GOI 2021		50,000	5,910,720	50,000	5,910,720
02. 6.9% GOI 2019 (Central Govt. Loan 09009)		5,000	498,529	5,000	498,529
03.	Central govt.Loan 07003 GOI	62,000	6,244,801	62,000	6,244,801
04.	National Thermal Power Corporation - NCD	23,500	-	23,500	-
Total (D)		**140,500**	**12,654,050**	**140,500**	**12,654,050**
Total (A+B+C+D)			**327,842,215**		**282,825,507**

Investment of shares has been taken as long term investments as the intention of management at the time of purchase is to hold them as long term. However it may happen, in benefit of company some investments may be sold in short term. But the intention of management was to hold the investment as long term in general, hence the same has been taken as long term investments.

Notes:

a. Aggregate cost of unquoted investment is Rs. 1,228,310/- (Previous year Rs 12,28,310/-)
b. Aggregate cost of quoted investment is Rs. 162,638,369/- (previous year Rs 17,44,83,480/-)
c. Aggregate cost of mutual fund is Rs. 151,321,531/- (Previous year Rs. 9,44,59,720/-)
d. Market value of quoted Investment is Rs. 186,034,542 /-(Previous year Rs. 17,36,86,441/-)
e. Market value of Mutual Fund is Rs. 166,824,833/- (Previous Year Rs. 7,04,29,309/-)
f. No provision has been made for reduction if any in market value as the same is temporary in nature.

2.12 LONG TERM LOANS AND ADVANCES

(Amount in Rs.)

Particulars	As At 31.03.2017	As At 31.03.2016
Loans - Intercorporate	-	7,069,019
MAT credit	8,175,172	3,490,354
	8,175,172	**10,559,373**

2.13 CASH AND BANK BALANCES

(Amount in Rs.)

Particulars	As At 31.03.2017	As At 31.03.2016
a. Cash and cash equivalents		
i. Balances with banks		
In Current Account	799,767	294,825
In Special Account	-	1,000
ii. Cash in hand	1,845	6,602
b. Other Bank balances		
i. In Unpaid Dividend Account	1,201,432	1,192,399
ii. Short Term Bank deposits (Less than 12 months)	12,500,000	12,500,000
	14,503,044	**13,994,826**

2.14 SHORT TERM LOAN & ADVANCES

(Amount in Rs.)

Particulars	As At 31.03.2017	As At 31.03.2016
Loan & Advances Recoverable in Cash or in Kind or for value to be received and consider as good		
Loan - Intercorporate	7,069,250	41,131,585
Supplier Advance	1,826,500	-
Staff Loan	-	50,500
	8,895,750	**41,182,085**

2.15 OTHER CURRENT ASSETS

(Amount in Rs.)

Particulars	As At 31.03.2016	As At 31.03.2015
Prepaid Expenses	166,667	33,333
Security Deposits	33,600	45,600
Interest Accrued But Not received	422,183	664,786
Amount Recievable from Brokers	-	1,942,119
Advance Tax/TDS (Net of provision)	322,677	265,032
Swacch Bharat Cess excess paid	150	-
Cenvat credit	59,507	-
Cenvat credit on Krishi Kalyan Cess	2,456	-
Commission and brokerage receivable	278,396	-
	1,285,636	**2,950,870**

2.16 REVENUE FROM OPERATIONS

(Amount in Rs.)

Particulars			For the year ended 31.03.2017		For the year ended 31.03.2016
Commission & Brokerage (Net)			2,286,747		3,866,123
Income from consultancy			1,200,000		300,000
Interest					
-	Tax Free Interest on Bonds	24,528		25,144	
-	Bonds	1,052,784		1,058,359	
-	On Loans (ICD)	2,545,476		6,897,628	
-	On Bank Deposits	954,657	4,577,445	1,025,432	9,006,563
			8,064,192		**13,172,686**

2.17 OTHER INCOME

(Amount in Rs.)

Particulars			For the year ended 31.03.2017		For the year ended 31.03.2016
Capital Gain - Long Term					
-	STT	20,923,045		21,278,411	
-	Non STT	4,521,582		2,363,773	
Capital Gain - Short Term					
-	STT	15,930,165		(73,504)	
-	Non STT	586,322	41,961,114	5,698,377	29,267,057
Dividend Received			5,625,573		5,164,434
Rent Received			349,800		349,800
Miscellaneous Income			303		35,035
			47,936,790		**34,816,325**

2.18 EMPLOYEES BENEFIT EXPENSES

(Amount in Rs.)

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
Salary, Wages & Other Benefits	2,783,033	2,616,363
Contribution to Provident Fund & Other Funds	78,816	89,091
Staff Welfare	139,128	150,678
Gratuity	51,465	276
	3,052,442	**2,856,408**

2.19 FINANCE COSTS

(Amount in Rs.)

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
Bank charges	-	682
Interest paid	1,433	5,535
	1,433	**6,217**

2.20 ADMINISTRATIVE & OTHER EXPENSES

(Amount in Rs.)

Particulars		For the year ended 31.03.2017		For the year ended 31.03.2016	
Professional Charges		713,375		2,216,111	
CSR Donations		960,000		1,010,000	
STT Charges		469,924		292,551	
Listing fee		229,000		224,720	
Rent paid		134,200		136,672	
Travelling & Conveyance		112,669		84,841	
AGM Expenses		165,079		163,983	
Printing & Stationery		76,935		91,126	
Repairs & Maintenance		67,705		57,465	
Advertisement		63,413		90,000	
Payment to Auditors					
- Statutory Audit Fee	21,000		21,000		
- Tax Audit Fee	9,000	30,000	8,000	29,000	
Secretarial Audit Fee		10,050		10,000	
Internal Audit fee		10,000		75,000	
Office Maintenance Exp.		41,988		24,198	
Postage & Telegram		17,200		17,156	
Telephone & Internet Expenses		21,099		29,178	
Vehicle Running & Maintenance Expenses		-		13,094	
Other Expenses		317,397		253,427	
		3,440,034		**4,818,521**	

2.21 RELATED PARTY DISCLOSURE

Following disclosures are made as per Accounting Standard 18, regarding "Related Party Disclosures" as notified by the Companies Accounting Standard Rules (2016):

(A) List of Related Parties

(i) Wholly Owned Subsidiary: Nil

(ii) Fellow Subsidiary: Nil

(iii) Enterprise for which Reporting Enterprise is an Associate: Nil

(iv) Individual having significant influence or control

Mr Rakesh K Jain

Ms Prerna Jain

(v) Relatives of individual having significant influence or control

Ms Aridhi Jain

(vi) Key Management Personnel:

Mr. Gauri Shanker Pandey (Whole Time Director)

Ms. Richa Arora (Company Secretary) - shall become Whole Time Director w.e.f. 29.05.2017

Mr. Lav Agarwal (Chief Financial Officer Appointment Effective from 11.05.2016 and Resigned Effective from 01.11.2016)

Ms. Swarna Gowri S (Chief Financial Officer Appointed Effective from 01.11.2016)

Ms. Bhawna Grover (Chief Financial Officer Resigned Effective from 11.05.2016)

(vii) List of companies/enterprises, in which any of person (including any of relative), listed in (iv),(v) & (vi) have significant influence or control

1. Hope Consultants Limited
2. FSL Software Technologies Limited
3. Wonder Buildtech Private Limited
4. Frontline Commodities & Derivatives LLP
5. Petal Consultants Private Limited
6. Association of National Exchange Members of India
7. FSL Education Services LLP
8. FSL Consultants Private Limited
9. Jain Singhal & Associates (Converted to LLP w.e.f 25.04.2017)
10. JSA Advisors LLP
11. Frontline Capital Services Limited
12. Front Investments & Financial Consultants LLP
13. Petal Resorts Private Limited

(B) Details of transactions relating to persons referred in item A above

(Amount in Rs.)

	Nature of Transactions	Relatives of individual having significant influence or Control	Key managerial personnel	Transaction with the companies/ enterprises have significant influence or control	Total A+B+C
		(A)	(B)	(C)	
1.	**Rent Received from Ms Aridhi Jain**				
	- Current Year	349,800	-	-	**349,800**
	- Previous Year	(349,800)	-	-	**(349,800)**
2.	**Amount paid to key managerial personnel as remuneration, conveyance, etc**				
	- Current Year (Mr G S Pandey)	-	643,318	-	**643,318**
	- Current Year (Other KMP)	-	739,810	-	**739,810**
	- Previous Year (Mr G S Pandey)	-	(586,200)	-	**(586,200)**
	- Previous Year (Ms Bhawna Grover)	-	(397,164)	-	**(397,164)**
	- Previous Year (Mr Yatendra Singh Pal)	-	(255,178)	-	**(255,178)**
	- Previous Year (Other KMP)	-	(177,540)	-	**(177,540)**
3.	**Rent paid**				
	- Current Year	-	-	134,200	**134,200**
	- Previous Year	-	-	(136,672)	**(136,672)**
4.	**Brokerage paid to Frontline Capital Services Limited**				
	- Current Year	-	-	1,558,841	**1,558,841**
	- Previous Year	-	-	(515,856)	**(515,856)**
		349,800	**739,810**	**1,693,041**	**2,782,651**
Balance outstanding as on 31.03.2017					
Security Deposit - Asset					
	- Current Year	159,000	-	**-**	**159,000**
	- Previous Year	(159,000)	(100,000**)**	**-**	**(259,000)**
Remuneration Payable					
	- Current Year	-	131,624		**131,624**
	- Previous Year	-	(106,165)		**(106,165)**
Amount receivable from Brokers					
	- Current Year	-	-	-	**-**
	- Previous Year	-	-	(1,942,119)	**(1,942,119)**

2.22 QUANTITATIVE DETAILS

The Company is engaged in financial consultancy,distribution of financial products and investments in financial securities. As the company is niether a manufacturing company nor a trading company therefore the requirement of Quantative Detail of Purchases and Sales are not applicable.

2.23 DUES TO MICRO SMALL AND MEDIUM ENTERPRISES

The company has no dues to micro and small enterprises during the year ended 31 March, 2017 and March 31, 2016.

2.24 RETIREMENT BENEFITS

A) GRATUITY

The employees' Group Gratuity Scheme is managed by Life Insurance Corporation of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Particulars	Percentage Current Year	Percentage Previous Year
Actuarial assumptions		
Discount Rate Per Annum	8%	8%
Salary Escalation	7%	6%
Reconciliation of opening and closing balances of obligation		
Obligation at beginning of the year	552,092	545,119
Current Service Cost	28,771	28,771
Interest Cost	43,610	43,610
Actuarial (gain) /loss	(65,408)	(65,408)
Less: Benefits paid	-	-
Obligation at the end of the year	**559,065**	**552,092**
Reconciliation of opening and closing balances of fair value assets		
Fair value of plan assets at beginning of the year	711,964	600,675
Employer contribution	50,000	57,095
Less: Benefits Paid	-	-
Add: Expected return on plan assets	43,610	54,194
Fair value of plan assets at the end of the year	**805,574**	**711,964**
Amount Recognized in Balance Sheet		
Present value of obligation	559,065	552,092
Fair value of plan assets	805,574	711,964
Amount recognized in Balance Sheet (Unfunded)	**(246,509)**	**(159,872)**

Gratuity cost for the period		
Current Service Cost	28,771	28,771
Interest Cost	43,610	43,610
Expected return on plan assets	(43,610)	(54,194)
Actuarial (gain) /loss	(65,408)	(65,408)
Net Gratuity cost	**(36,637)**	**(47,221)**

B) Leave accumulated during the year lapse on the balance sheet date and thus no provision for leave encashment is made.

C) Contribution to provident fund is made monthly at predetermined rates to the appropriate authorities.

Note :

1. The company on suo moto has recognised the gratuity expense of Rs. 1,465 in FY 16-17.
2. As per the prudence concept, the company has not recognised asset of gratuity in the balance sheet for FY 16-17. The amount of premium paid to LIC for the purpose of gratuity amounting to Rs 1,465 is booked as gratuity payable during the year.

2.25 DEFERRED TAX BALANCES

(Amount in Rs.)

Particulars			**For the year ended 31.03.2017**	**For the year ended 31.03.2016**
a.	Deferred Tax Liabilities (Net)			
	(i)	Depreciation	-	-
	(ii)	Others	-	-
			-	-
b.	Deferred Tax Assets (Net)			
	(i)	Depreciation	(848,816)	2,330,928
	(ii)	Others (Capital loss)	2,326,318	(892,443)
			1,477,502	**1,438,486**

2.26 SEGMENT REPORTING

(Amount in Rs.)

The company operates in one geographical segment, i.e. India and has identified two business segments i.e. Segment-I which is Consultancy Commission & Brokerage and Segment-II Investments in Bonds, Fixed Deposits & Loans & Advances. Segment Profit & Loss is measured on the basis of Operating Profit or Loss of each respective segment. Segment Assets and Liabilities have been apportioned similarly.

	Service, Commission & Brokerage	Investment in Bonds/FDR/Loans & Advances	Unallocated	Total
Segment Revenue (A)				
- Current Year	3,486,747	4,577,445	47,936,791	56,000,982
- Previous Year	(3,866,123)	(9,006,563)	(35,116,326)	(47,989,012)
Segment expense (B)				
- Current Year	2,551,640	2,484,974	1,457,295	6,493,909
- Previous Year	(3,189,297)	(3,189,297)	(1,302,551)	(7,681,145)
Depreciation				
- Current Year	81,760	81,760	178,130	341,650
- Previous Year	(116,224)	(116,224)	(178,100)	(410,548)
Segment Result (A) - (B)				
- Current Year	**853,347**	**2,010,711**	**46,301,366**	**49,165,424**
- Previous Year	**(560,602)**	**(5,701,042)**	**(33,635,675)**	**(39,897,319)**
Segment Assets (A)				
- Current Year	48,616,306	80,754,613	329,652,145	459,023,063
- Previous Year	(-)	(107,923,027)	(312,784,814)	(420,707,841)
Segment Liabilities (B)				
- Current Year	12,453,510	7,845,447	2,112,333	22,411,291
- Previous Year	(931,614)	(680,281)	(23,256,799)	(24,868,694)
Total (A) - (B)				
- Current Year	36,162,795	72,909,165	327,539,812	436,611,772
- Previous Year	(931,614)	(107,242,746)	(289,528,015)	(395,839,148)
Capital Expenditure				
- Current Year	14,797,603	14,797,603	-	29,595,206
- Previous Year	(8,076,460)	(8,076,460)	-	(16,152,920)

2.27 EARNING PER SHARE

2.27.1 The Earning Per Share (EPS) is calculated as follows:

	Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
(i)	Profit attributable to Equity Share Holders	44,996,863	35,397,485
(ii)	Weighted average number of equity shares for computations of Basic and Diluted Earning per share	7,186,689	7,186,689
(iii)	Nominal Value of Equity Share	10	10
(iv)	EPS- Basic and Diluted	6.23	4.93

2.27.2 The Basic and Diluted Earning Per Share have been computed by dividing the Profit After Tax by the weighted average number of equity share for respective periods as specified by AS 20 issued by Institute of Chartered Accountants of India (ICAI).

2.28 Payment to Auditor

(Amount in Rs.)

	Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
A)	Auditor		
(i)	Statutory Audit Fees	21,000	21,000
(ii)	Tax Audit Fees	9,000	8,000
		30,000	**29,000**

2.29 Capital & Other Commitments

a) Estimated amount of contracts remaining to be executed on Capital account and not provided for (net of advances) RS. 84.88 lakhs (March 2016 - Rs. 277.66 Lacs).

2.30 SPECIFIED BANK NOTES-HELD AND TRANSACTED

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	17,000	400	17,400
Add: Permitted receipts/Withdrawal from bank	-	140,000	140,000
Less: Permitted payments	-	134,271	134,271
Less: Amount deposited in banks	17,000	-	17,000
Closing cash in hand as on 30.12.2016			**6,129**

FOR AND ON BEHALF OF THE BOARD

(RAKESH K. JAIN)
Director
DIN : 00050524

(GAURI SHANKER PANDEY)
Director
DIN : 00050614

(CS RICHA ARORA)
Company secretary
M.No. :-42906

(CA SWARNA GOWRI S)
Chief Financial Officer
M.NO.-237310

"AS PER OUR REPORT ATTACHED OF EVEN DATE"
For M/s WALECHA INDER & ASSOCIATES
Chartered Accountants
Firm's Registration Number : 014205N

(WALECHA INDER JEET)
Partner
M.No. 093694

Place : Noida
Dated : 29.05.2017

2.30.		**[Schedule to the Balance sheet of a Non Banking Financial company as required in terms of paragraph 13 of Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007]**		
LIABILITIES SIDE				
1		**Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid:**	**Amount Outstanding**	**Amount Overdue**
	a.	Debentures (other than falling within the meeting of public deposits)		
		- Secured	-	-
		- Unsecured	-	-
	b.	Deferred Credits (Note No.1)	14,025,410	-
	c.	Term Loans	-	-
	d.	Inter-corporate loans and borrowings	-	-
	e.	Commercial Paper	-	-
	f.	Public Deposits (Refer note 2 below)	-	-
	g.	Other Loans – Cash credit	-	-
2		**Break up of 1(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid);**	**Amount Outstanding**	**Amount Overdue**
	a.	In the form of unsecured debentures	-	-
	b.	In the form of partly secured debentures i.e debentures where there is a shortfall in the value of security	-	-
	c.	Other public deposits	-	-
ASSET SIDE				
3		**Break up of Loans and Advances including bills receivables [other than those included in (4) below]:**		**Amount Outstanding**
	a	Secured		-
	b	Unsecured		7,069,250
4		**Break up of Leased Assets and stocks on hire and other assets counting towards AFC activities**		**Amount Outstanding**
	i.	Lease Assets including lease rental under sundry debtors:		
	a.	Finance Lease		-
	b.	Operating Lease		-
	ii.	Stocks on hire including hire charges under sundry debtors:		
	a.	Assets on hire		-
	b.	Repossessed Assets		-
	iii.	Other Loans counting towards AFC activities:		
	a.	Loans where assets have been repossessed		-
	b.	Loans other than (a) above		-

5	**Break up of Investments:** **Current Investments**		**Amounts**
	1	**Quoted**	
	i.	Shares – Equity	-
		- Preference	-
	ii.	Debentures and Bonds	-
	iii.	Units of mutual funds	-
	iv.	Government Securities	-
	v.	Others	-
	2	**Unquoted**	
	I.	Share – Equity	-
		- Preference	-
	ii.	Debentures and Bonds	-
	iii.	Units of mutual funds	-
	iv.	Government Securities	-
	v.	Others	-
	Long Term Investments		
	1	**Quoted**	
	I.	Shares – Equity	162,638,369
		- Preference	-
	ii.	Debentures and Bonds	12,654,050
	iii.	Units of mutual funds	151,321,487
	iv.	Government Securities	-
	v.	Others	-
	2	**Unquoted**	
	I.	Share – Equity	1,228,310
		- Preference	-
	ii.	Debentures and Bonds	-
	iii.	Units of mutual funds	-
	iv.	Government Securities	-
	v.	Others	-

6	**Borrower group wise classification of all leased assets, stock on hire and loans and advances (Refer note 3 below);**				
	Category		**Amount net of provision**		
			Secured	**Unsecured**	**Total**
	1	Related Parties**	-	-	-
	a.	Subsidiaries	-	-	-
	b.	Companies in the same group	-	-	-
	c.	Other than related parties	-	7,069,250	7,069,250
		Total	-	**7,069,250**	**7,069,250**

7	Investor group wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): (Refer note 4 below)			
	Category		Market Value / Break up of fair value or NAV	Book Value (Net of Provisions)
	1	Related Parties**		
	a.	Subsidiaries	-	-
	b.	Companies in the same group	-	-
	c.	Other related parties	-	-
	2	Other than related parties	366,741,735	327,842,215
		Total	**366,741,735**	**327,842,215**
	** As per Accounting Standard issued by the Institute of Chartered Accountants of India ('ICAI').			

8	Other Information		Amount
	i.	Gross Non-Performing Assets	
	a.	Related Parties	-
	b.	Other than related parties	-
	ii.	Net Non-Performing Assets	
	a.	Related Parties	-
	b.	Other than related parties	-
	iii.	Assets acquired in satisfaction of debt	-

Notes:		
	1	Amount is due to Greater Noida Authority for Purchase of Land.
	2	As defined in paragraph 2(1)(xii) of the Non- Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998
	3	Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998
	4	All Accounting Standards and Guidance Notes issued by the Institute of Chartered Accountants of India ('ICAI') are applicable including for calculation of investments and other assets as also assets acquired in satisfaction of debts. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term of current in category 5 above.

FOR AND ON BEHALF OF THE BOARD

"AS PER OUR REPORT ATTACHED OF EVEN DATE"
For M/s WALECHA INDER & ASSOCIATES
Chartered Accountants
Firm's Registration Number : 014205N

(RAKESH K. JAIN)
Director
DIN : 00050524

(GAURI SHANKER PANDEY)
Director
DIN : 00050614

(WALECHA INDER JEET)
Partner
M.No. 093694

(CS RICHA ARORA)
Company secretary
M.No. :-42906

(CA SWARNA GOWRI S)
Chief Financial Officer
M.NO.-237310

Place : Noida
Dated : 29.05.2017

SHAREHOLDER INFORMATION FORM

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

To,

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

Place:.....

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

1st Fold

2nd 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, IInd Floor, 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: .....
   .....
3. Particulars of the Bank Account :
   Bank Name: .....
   Branch Name: .....
   Mention the 9-digit code number of the bank and branch appearing on the MICRCheque 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 August 02, 2017.
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.
4. Subject to the rules and regulations of the Scheme of ECS of the Reserve Bank of India from time to time.

3rd Fold

M/s Frontline Securities Limited
M-6, IInd Floor, M-Block Market, Greater Kailash - II
New Delhi-110048

1st Fold

2nd 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: L74899DL1994PLC058837
Name of the Company: Frontline Securities Limited
Registered Office: M-6, IInd Floor M-Block Market, Greater Kailash-II, New Delhi- 110048

Name of the member(s): .....
Registered address: .....
E-mail Id: .....

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

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

As my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the company, to be held on the 09th August, 2017 at 9:45a.m.at PHD House Laxmipat Singhaniya Auditorium, New Delhi and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1 Adoption of Audited Financial Statements for the financial year ended March 31,2017
2 Declaration of dividend on the equity shares for the financial year ended March 31, 2017.
3 Re-appointment of Mr. Rakesh K. Jain, Director, who retires by rotation.
4 Regulation and appointment of M/s Walecha Inder & Associates as Statutory Auditor.
5. Review of Salary of Mr. Gauri Shanker Pandey, Whole Time Director of the Company.
6. Appointment of Ms. Richa Arora as a Whole Time Director of the Company.
7. Fixing the Fees for Service of Documents under Section 20 of the Companies Act, 2013.
8. To insert clause 145A in existing Articles of Association of the Company.
9. Adoption of new set of Articles of Association of the Company.
10. To recast and re-arrange the provision of object clause of Memorandum of Association.

1 Revenue Stamp

Signed this.....day of.....2017

Signature of shareholder..... 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, IInd Floor, M Block Market, Greater Kailash-II, New Delhi - 110 048

ATTENDANCE SLIP

I hereby record my presence at the 23rd Annual General Meeting held at PHD House Laxmipat Singhania Auditorium, New Delhi on Wednesday, the 9th August, 2017 at 9.45a.m.

Name of the Shareholder(s) .....
(in Block Letter)

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

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

*DP ID..... *Client Id.....

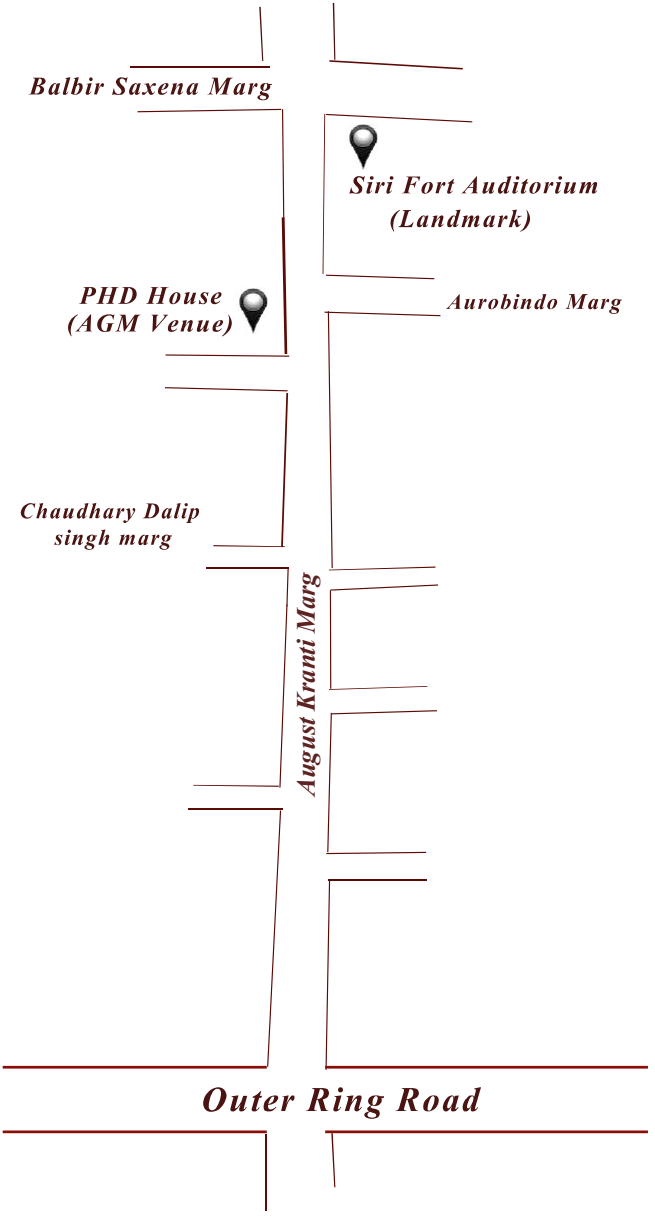
Regd. Folio No..... No. of Shares held.....

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



If undelivered please return to :

FRONTLINE
SECURITIES LIMITED
M-6, IInd Floor, M Block Market,
Greater Kailash-II, New Delhi-110 048