

26th
**ANNUAL
REPORT
2019-2020**



FRONTLINE
SECURITIES LIMITED

CORPORATE INFORMATION AS ON 27TH OCTOBER, 2020

BOARD OF DIRECTORS:

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

KEY MANAGERIAL PERSONNEL:

- | | |
|----------------------------|---|
| • Mr. Gauri Shanker Pandey | Whole Time Director & Chief Financial Officer |
| • Ms. Pooja Gupta | Company Secretary & Compliance officer |

CIN: L65100DL1994PLC058837

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

BRANCH OFFICE: B-22, Sector-4, Noida-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 (RTA):** Link Intime India Private Limited
Noble Heights, 1st Floor, Plot No 2, C-1 Block LSC,
Near Savitri Market, Janakpuri,
New Delhi-110058
Contact: 011-41410592

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FRONTLINE SECURITIES LIMITED

Regd. Office: M-6, IInd Floor, M Block Market, Greater Kailash -II, New Delhi- 110048

Corporate Office: B-22, Sector-4, Noida, Uttar Pradesh- 201301

Website: www.fslindia.com; E-mail:secretarial@fsltechnologies.com

Corporate Identity Number: L65100DL1994PLC058837

Tel: +91-120-2534067,68; Fax: +91-120-2534111

NOTICE OF AGM

Notice is hereby given that 26th (Twenty Sixth) Annual General Meeting of **Frontline Securities Limited** for the Financial Year 2019-20 will be held on Friday, the 20th November, 2020 at 02:00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

Item No 1: Adoption of Financial Statements

To receive, consider and adopt the Financial Statements for the Financial Year ended 31st March, 2020 along with Director's Report and Auditor's Report thereon.

Item No 2: Declaration of Dividend

To declare dividend @ 2.5% (Rs. 0.125) on the Equity Shares of the Company for the financial year ended 31st March, 2020.

Item No 3: To appoint a Director in place of Mr. Atul Kumar Jain (holding DIN- 00133750), who retires by rotation, and being eligible offers himself for re-appointment.

To appoint a Director in place of Mr. Atul Kumar Jain (holding DIN: 00133750), who retires by rotation, and being eligible, offers himself for re-appointment.

Place: Noida

Date: 27.10.2020

By Order of the Board of Directors

For Frontline Securities Limited

Pooja Gupta
Company Secretary
Membership No. A42583

NOTES:

1. At the time of preparing Board Report, the Company was listed at the recognized stock exchange i.e. BSE Ltd. and the following committees and requirement of Independent Directors were applicable to the Company as per the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
 - a. Audit Committee
 - b. Nomination and Remuneration Committee
 - c. Risk Management Committee

Accordingly, the company has given disclosure on the aforesaid committees and Independent Directors in its Board Report.

However, since the company has been delisted from the recognized stock exchange i.e. BSE Ltd. w.e.f. August 28, 2020, now the aforesaid Committees and requirement of Independent Directors are not applicable to the company. Accordingly, the company has dissolved the aforesaid committees and restructured the directorship according to the requirement of the law applicable to the Company after delisting.

2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the “AGM” through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. As the AGM shall be conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available and hence, Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. The Body Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participant. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website www.fslindia.com.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. November 20, 2020. Members seeking to inspect such documents can send an email at secretarial1@fsltechnologies.com.

Members holding shares in physical mode are requested to kindly register/update their email address and bank account details with the Company by sending duly signed request letter at secretarial1@fsltechnologies.com containing Folio No., Name of shareholder, email id, mobile number, scanned copy of the share certificate (front and back), PAN {self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) or any document (such as Driving License, Bank Statement, Election Card, Passport) for registering email address.

8. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency for conducting of the AGM through VC/OAVM and providing e-voting facility.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
10. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Committees of the Board. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. Mrs. Sarabjeet Kaur Kocher, Women & Non Executive Director and Mr. Baljit Singh Bedi, Independent Director have resigned from their posts w.e.f. September 29, 2020.
12. Since, the Company got delisted from BSE Ltd. (Stock Exchange) w.e.f. August 28, 2020. Hence, the requirement of Independent Director is not applicable to the company as per the provisions of Companies Act, 2013 & rules made thereunder. Accordingly, the company has changed the designation of Mr. Atul Kumar Jain, Mr. Arun Kumar Jain and Dr. Charanjeet Singh Bedi from Non Executive Independent Director to Non-Executive Non Independent Director liable to retire by rotation of Directors w.e.f. September 29, 2020 with their consent.

At the ensuing Annual General Meeting, **Mr. Atul Kumar Jain (holding DIN: 00133750)** retires by rotation and being eligible offers himself for reappointment. A brief profile of Mr. Atul Kumar Jain is provided in the Annexure-A annexed herewith. The Board of Directors of the Company recommends the said re-appointment.

13. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, November 14, 2020, to Friday, November 20, 2020 (both days inclusive) for the purpose of AGM and payment of dividend for the Financial Year 2019-2020.
 14. Final Dividend on equity shares @ 2.5% on the paid-up equity share capital i.e. Re 0.125 per equity share as recommended by the Board of Directors, if approved by the shareholders at the 26th Annual General Meeting, will be paid to those shareholders whose names appear on the Register of Members of the Company as on Friday, November 13, 2020. after giving effect to all valid transfers in Physical Form lodged with the Company and RTA on or before Friday, November 13, 2020 and in respect of members whose shares are held in electronic form, to those Beneficial Owners as per the details furnished by the Depositories for this purpose at the close of business hours on Friday, November 13, 2020.
 15. The payment of Dividend, if approved by the shareholders at the 26th Annual General Meeting, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses by post upon normalization of the postal services.
 16. Members holding shares in dematerialised form are requested to intimate all particulars of bank mandates, nominations, power of attorney, change of address, e-mail address, contact numbers, etc. to their Depository Participant (DP). Members holding shares in physical mode are requested to kindly register/update their email address and bank account details with the Company by sending duly signed request letter at secretarial1@fsltechnologies.com containing Folio No., Name of shareholder, email id, mobile number, scanned copy of the share certificate (front and back), PAN {self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) or any document (such as Driving License, Bank Statement, Election Card, Passport) for registering email address.
- Following additional details need to be provided in case of updating Bank Account Details:**
- a) Name and Branch of the Bank in which you wish to receive the dividend,
 - b) the Bank Account type,
 - c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions
 - d) 9 digit MICR Code Number, and
 - e) 11 digit IFSC Code
 - f) a scanned copy of the cancelled cheque bearing the name of the first shareholder
17. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid PAN	7.5% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed Rs. 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the

amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

The aforesaid declarations and documents need to be submitted by the shareholders to Company at secretarial@fsltechnologies.com by November 04, 2020.

18. 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, 2012 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 2012-2013 to the Investor Education Protection Fund in November, 2020.

Further, Pursuant to the Section 124 of the Companies Act, 2013, the Company is required to transfer the shares in respect of which no dividend has been claim for seven or more consecutive years to the Investor Education Protection Fund established by the central Government. It may be also noted all the corporate benefit accruing on these Shares like bonus, dividends, sub-division etc, if any shall be credited to said fund. The Company will transfer said shares in the Month of November, 2020.

Members are therefore requested to en-cash their dividend warrants immediately for the year 2012-2013 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.

19. Members holding shares in physical form in single name are advised to avail of nomination facility. As per the provisions of Section 72 of the Act, the facility for making nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. Nomination forms can be downloaded from the website of the Company www.fslindia.com. Members are requested to submit the said details to their DP in case shares are held in electronic form and to the RTA in case shares are held in physical form.
20. Members are requested to address all correspondence to the Company at B-22, Sector-04, Noida-201301, email address: secretarial1@fsltechnologies.com, contact: 0120-2534066

21. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

- i. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided a facility to the members to exercise their right to vote electronically through electronic voting (e-voting) service facility provided/made available by the National Securities Depository Limited (NSDL). The facility for voting through electronic voting system will also be made available during the Annual General Meeting (AGM) and the members who have not already cast their votes by remote e-voting shall be able to exercise their right to vote during said AGM through e-voting.

- ii. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date ("Record Date") i.e. November 13, 2020 only shall be entitled to avail the facility of remote e-voting/e-voting at the AGM.
- iii. The remote e-voting period commences at 9.00 A.M. (IST) on Tuesday, November 17, 2020 and ends at 5.00 P.M. (IST) on Thursday, November 19, 2020. During this period, Members holding shares either in physical or de-materialized form as on the Cut-Off Date i.e., Friday, November 13, 2020, may cast their votes electronically. The e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote again.
- v. The Members present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- vi. The Company has appointed Mr. Mohit Khemka, Practicing Chartered Accountant, (Membership No.410605), partner in VMG & Company, Practicing Chartered Accountant Firm having FRN: 024257N, as the scrutinizer to scrutinize the voting at the meeting and remote e-voting process, in a fair and transparent manner.
- vii. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be displayed on the Company's website, www.fslindia.com.
- viii. **The procedures for voting electronically are as under:**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

A. Details on Step 1 are mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

B. Details on Step 2 is given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when

prompted.

Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- b. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

22. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

23. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat

account number/folio number, email id, mobile number at secretarial1@fsltechnologies.com at least 48 hours before the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial1@fsltechnologies.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.
- They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

Place: Noida

Date: 27.10.2020

By Order of the Board of Directors
For Frontline Securities Limited
Pooja Gupta
Company Secretary
Membership No. A42583

Annexure-A

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

Name of the Director	Mr. Atul Kumar Jain
Date of Appointment	05.05.1994
Experience in Specific Functional Area	He is practicing chartered accountant having more than 30 years of experience in field of taxation, Accounting, Capital Market etc.
Qualification	C.A. & B.Com
Directorship in other Public Limited Companies/excluding Private Companies which are subsidiary of Public Company	0
Member/Chairman of Committee of the Board of the Public Limited Companies on which he is Director	1

Place: Noida

Date: 27.10.2020

By Order of the Board of Directors
For Frontline Securities Limited

Pooja Gupta
Company Secretary
Membership No. A42583

DIRECTOR'S REPORT

Dear Members,

The Directors of your Company take pleasure in presenting this Twenty Sixth (26th) Annual Report along with the Audited Financial Statements for the financial year ended 31st March, 2020.

FINANCIAL RESULTS (as per Ind-AS)

The financial performance of the Company, for the year ended 31st March, 2020 is summarized below:

(Rs In Lakhs)		
Particulars	2019-20	2018-19
Gross Income	667.13	655.77
Profit before Depreciation and Amortization Expenses Finance Costs and Tax Expenses	561.35	512.41
Finance Costs	(9.27)	(13.56)
Depreciation & Amortization expenses	(45.16)	(40.61)
Profit before exceptional and extra-ordinary items	506.92	458.24
Add: Extra-ordinary Items	-	198.65
Profit before Tax	506.92	656.89
Current Tax	(124.32)	(178.31)
MAT Credit	-	-
Deferred Tax	(69.25)	3.67
Short provision for earlier years	(0.05)	-
Profit for the year	313.30	482.25
Other Comprehensive Income for the year:		
A) Item that will be reclassified to profit or loss	-	-
B)Item that will not be reclassified to profit or loss		
a) Fair value Gain/(Loss) on financial assets carried at FVTOCI	(737.20)	(103.08)
b) income tax relating to item that will not be reclassified to profit or loss	108.71	17.20
Reimbursement of defined employee benefit plan	(1.34)	(1.91)
Total Other Comprehensive Income for the year	(629.83)	(87.79)
Total Comprehensive Income for the year	(316.53)	394.46

The Companies has adopted Indian Accounting Standards ("IND AS") notified under section 133 of Companies Act 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules ,2015 from 1 April ,2019 and the effective date of such transition is 1 April 2018 for taking the opening of the preceeding financial year. Such transition has been carried out from the erstwhile Accounting Standards notified under the Act, read with relevant rules issued thereunder and guidelines issued by the Reserve Bank of India (RBI) (collectively referred to as " the previous GAAP"). The figures have been presented in accordance with the Non Banking Financial Company (NBFC) whose financial statements have been drawn up in compliance of the (Indian Accounting Standards Rules) 2015, in Division III of notification G.S.R 1022(E) dated 11.10.2018, issued by the Ministry of Corporate Affairs, Government of India. Accordingly the impact of transition has been recorded in the opening reserves as at April 1 , 2018 and the corresponding figures , presented in these results , have been Restated / reclassified.

REVIEW OF OPERATIONS

During the year under review, the Company had achieved a Gross Income of Rs. 667.13/- Lakhs as against Rs. 655.77/- Lakhs in the previous year. The profit before tax stood at Rs.506.92/- Lakhs as against Rs. 656.89/- Lakhs in the previous year.

STATE OF COMPANY AFFAIRS

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

IMPECT OF COVID-19

In March 2020 the World Health Organization declared Covid-19 to be a pandemic. It developed rapidly into a global crisis, forcing Governments to enforce lockdowns of all economic activities. Consequent to this, the Government of India declared a national lockdown on March 24, 2020 to prevent the spread of the virus. This unavoidable step has caused a severe blow to the economy. For the Company the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption in our operations and commitments to the customers.

On the economic front, things were not fine even before this crisis. The Indian Economy was in a slippery slope well before March 24, 2020, when the lockdown was enforced. India's Gross Domestic Growth (GDP) crashed to 11 year low of 4.2% in 2019-20 and 3.1% in the January-March, 2020 quarter amid a drop in consumption and investment. In the corresponding quarter of 2018-19 it was 5.7% while during 2018-19 the GDP growth was 6.1%.

Further, the uncertainty created by the disruption in business activities world-over is a cause for concern for every sector and the impacts cannot be estimated at this stage. Even developed countries like US and European countries, which have been severely impacted by Covid-19, are in the grip of recessionary trends. This will adversely affect the global business scenario, particularly import and export. Loss of jobs and spiraling unemployment are going to have cascading effect on every sphere of the economy.

Covid – 19 has severely affected the company's business. The impact of Covid – 19 on all the segments of the company are as follows:

- a) **Consultancy, commission & brokerage:** Covid – 19 has created fear in the minds of peoples and further the economic environment is also very uncertain, therefore the investors are scared in investing money in mutual funds and accordingly the company expects that the business can decline upto 5-10 percent in the financial year 2020-2021.
- b) **Investments in bonds, FDR & loans and advances:** The government is continuously reducing the rate of interest and accordingly the earning from this business is bound to be reduced by around 10% in the coming year.
- c) **Co-working and renting :** The Covid -19 has impacted the economy very badly and we expect a very subdued demand for co-working and leasing spaces and accordingly we do not expect any demand for co-working or rental space.
- d) **Other unallocated investment activities:** Company's major investment has been in capital market both through direct investments in shares and through mutual funds. However due to Covid-19, which has effected globally, the Indian stock market has fallen substantially and the same has impacted asset quality of the company for the year ended 31st March 2020.

The overall economic situation being uncertain due to Covid-19, it may impact the operations of the Company in the current year. The Company would closely monitor such developments in economic conditions and consider their impact on its performance in the coming months

FUTURE OUTLOOK

With the announcement of national lockdown by the Government of India, the company's business was adversely affected as the movement of people was restricted and the capital market was very volatile during this period.

However, as the time being passed, the government has started to unlock the things with some limitations &

restrictions. Looking to the steps taken by the government in recent times, we are expecting that more unlocking may happen in times to come and industry may come to its pre-covid stage by October/November, 2020 (barring unforeseen circumstances).

In view of the above, management feels that in due course, losses on valuation which has happened on 31st March, 2020 may be covered to large extent. In view of this, barring unforeseen circumstances, the company expects to maintain its profitability as shown in earlier years.

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

There have been no material changes and commitment affecting the financial position of the Company, which had occurred between the end of the financial year of the Company to which financial statements relate and the date of the annual report.

However, during the year under review, the Company has received Delisting proposal from the promoters/promoters group in which they have expressed their intention to acquire all 26,94,807 equity shares of the company held by public shareholders and consequently delist the equity shares of the company from the BSE Ltd., in accordance with the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the “Delisting Regulations”).

The Board of Directors and shareholders of the company has approved the delisting proposal on February 10, 2020 and March, 12, 2020 respectively. The Company has filed application for the In-principle approval of BSE for proposed delisting on June 17, 2020. As on the date of the board report, the application is under process of approval.

RBI GUIDELINES

The Company has complied with the Regulations of the Reserve Bank of India as on 31st March, 2020, 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 73 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 or overdue deposit with the Company as on 31.03.2020.

CHANGE IN NATURE OF BUSINESS

There is no change in the nature of business of the Company except that it has added co-work activities as business during the current year under review.

RESERVE FUND

As per section 45IC of RBI Act 1934, the Company has transferred Rs 62.66/- Lakhs in RBI reserve fund i.e. aggregating of 20% of its net profit.

DIVIDEND

Considering profits before comprehensive losses of the current year, the Board has recommended a final dividend @2.5% (i.e. Rs. 0.125 per Equity Share of Rs. 5/- (Rupees Five) each for the financial year ended 31st March, 2020.

LISTING OF EQUITY SHARES

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

The Company has filed application for in-principle approval of BSE Ltd. on June 17, 2020 for Delisting of

Equity shares. As on the date of this report, the said application is under process of approval of BSE Ltd.

SHARE CAPITAL

The paid-up equity shares capital outstanding as on 31st March, 2020 was Rs. 4,98,52,705 divided into 99,70,541 (Ninety Nine Lakh Seventy Thousand Five Hundred Forty One) Equity Shares of Rs. 5/- (Rupees Five only) each.

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 an 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.

During the year under review, Ms. Richa Arora has resigned from the office of Whole Time Director and Company Secretary w.e.f July 17, 2019

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Sarabjeet Kaur, Director having DIN: 00013395 of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offered herself for re-appointment.

Brief resume and other details of the Directors being re-appointed as required under the Securities Exchange Board of India (Listing Obligations And Disclosures Requirement) Regulations, 2015 and Secretarial Standard-2 (SS-2) issued by The Institute of Company Secretaries of India (ICSI) are provided in the notes annexed to the Notice.

All the Independent Directors of the Company have given declaration confirming that they meet the criteria of Independence as prescribed both under the Act and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

None of the Directors are related to each other within the meaning of the term “relative” as per Section 2(77) of the Act.

The Company has also received the Certificate from the Secretarial Auditor of the Company that none of the Director of the Company are disqualified under Section 164(2) of the Act.

During the year under review, Fourteen (14) Meetings of the Board were convened and held, details of which are provided in the Report on Corporate Governance.

KEY MANEGERIAL PERSONNEL

During the year under review, Ms. Pooja Gupta was appointed as Company Secretary and Compliance Officer of the Company w.e.f 05th August, 2019 and Mr. Gauri Shanker Pandey was appointed as Chief Financial Officer of the Company w.e.f. August 27, 2019.

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://www.fslindia.com/pdf/Familiarization%20Programme%20\(1\).pdf](http://www.fslindia.com/pdf/Familiarization%20Programme%20(1).pdf)

PERFORMANCE EVALUATION

Pursuant to the provisions of Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, its committees and all the Directors individually.

The evaluation of Non – Independent Directors, Chairman and the Board as a whole was done at a separate meeting by the Independent Directors.

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, 2020, 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, 2020 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.

The Company's Internal Auditor have conducted periodic audit to provide reasonable assurance that the Company's established policies and procedure have been followed. The Audit Committee constituted by the Board reviewed the Internal Controls and financial reporting issues with Internal Auditors and Statutory Auditors.

PARTICULARS OF LOANS GIVEN AND INVESTMENTS MADE

Being a NBFC (Non-Banking Financial Company), the Company is exempted to make disclosure as per 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 under review 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.

During the year under review, the Company could not spend any sum on its identified CSR activities due to the announcement of Nationwide lockdown by the Central Government to prevent the spread of Covid-19 pandemic. The Annual report on CSR activities is annexed herewith as Annexure IV to this report.

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

AUDITORS AND AUDITORS' REPORT

i) Statutory Auditors:

There is no change in Statutory Auditors as M/s Walecha Inder & Associates, Chartered Accountants (FRN: 014205N) will continue as Statutory Auditor of the Company as appointed for a term of five years in 23rd Annual general Meeting held on August 9th, 2017 till the conclusion of 28th Annual general Meeting to be held for the financial year 2021-22.

The Report given by M/s Walecha Inder & Associates on the financial statements of the Company for the financial year 2019-20 is part of the Annual Report.

The report of the Statutory Auditor on the financial statements including the relevant notes on the account for the financial year ended 31st March, 2020 are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation and adverse remark.

During the year under Review the Auditor had not reported any matter under Section 143 (12) of the Companies Act, 2013; therefore no detail is required to be disclosed under Section 134 (3) of the Companies 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 2019-20. The Secretarial Audit Report for the financial year ended March 31, 2020

is annexed herewith marked as Annexure VI to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

iii) Internal Auditor:

The Board of Directors of your Company has re-appointed M/s VMG & Company, Chartered Accountants (FRN: 024257N) as Internal Auditor pursuant to Section 138 of the Companies Act, 2013 for the financial year 2019-20

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith in MGT-9 as Annexure V to this Report. It may also be accessed on the website of the Company at www.fslindia.com.

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

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 six meetings were 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 report on Corporate Governance Practices followed by the Company along 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. During the year under review, no Complaint was received by the company from its any employee.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis 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	1.94

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

*There was no increase in salary. However, re-structuring of salary was done.

- c. The percentage increase in the median remuneration of employees in the financial year : (7.3%)
- d. The number of permanent employees on the rolls of Company: 06 (as on 31st March, 2020).
- e. 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 (7.3%) whereas increase in the managerial remuneration for the year was Nil.

f. Top Ten Employees in terms of Remuneration drawn as on 31.03.2020:

Company's Business Model does not require large no. of people. Total No. of employees as on 31.03.2020 is 06 which includes Senior Level, Middle Level and lower level. Details of all senior level employees drawing salary are given below:

Particulars	Mr. Gauri Shanker Pandey	Ms. Pooja Gupta
Designation	Whole Time Director & Chief Financial Officer	Company Secretary
Remuneration Received (Rs. In Lakhs)	7.23	4.8
Nature of Employment	Permanent	Permanent
Qualification	B.com	CS, LL.B & B.com
Experience	30 years of Experience in Human Resource and administration	3 years of Experience in the field of Company law matters
Date of Commencement of Employment	16.03.2013 (appointed as a Whole Time Director) Associated with the company since beginning	05.08.2020
Age	62 years	26 years
Previous Employment & Designation	Dolsun Containers Private Limited , Manager	Shiva Utensils Industries Private Limited, Company Secretary
No. of shares held in the Company	NIL	NIL

Note:

1. None of the above mentioned employee is a relative of any director or manger of the Company.
 2. The above mentioned employees constitute the KMP's of the Company, besides this, the other employees receives nominal salary depending upon their work profile.
- g. No employee who was employed throughout the Financial Year 19-20 was in receipt of remuneration, which in aggregate, was amount of Rupees One Crore and Two lakh or more.
- h. No employee who was employed for a part of the Financial Year 19-20 was in receipt of remuneration for any part thereof, which in aggregate, was amount of Rupees Eight Lakh and Fifty Thousand or more per month.
- h. No employee who was employed throughout the Financial Year 19-20 or part thereof was in receipt of remuneration which in aggregate or as the case may be, was at a rate which in aggregate was in excess of that drawn by the Whole Time Director(s) and who held by himself or along with his spouse and dependent children, not less than 2 percent of the Equity shares of the Company.
- i. 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.

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
FRONTLINE SECURITIES LIMITED

Date: 29.06.2020
Place: Noida

Gauri Shanker Pandey
Whole Time Director &
Chief Financial Officer
DIN: 00050614

Rakesh K. Jain
Chairman
DIN: 00050524

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 Nomination and Remuneration 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 2019-20.

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. Hope Consultants Limited, common Directors
- II. Frontline Capital Services Limited, common Director
- III. FSL Software Technologies Limited, common Director

(b) Nature of contracts/arrangements/transactions:

- I. Rent Agreement, and
- II. Share Broking and Depository Services: respectively
- III. Rent Agreement and Software Services

(c) Duration of the contracts/ arrangements/transactions

- I. Contract dated April 01, 2013 as renewed on April 04, 2016 which is ongoing.
- II. Agreement entered in 1995, which is ongoing.
- III. Contract entered on July 01st, 2017 for a period of three years which is still ongoing. However, No contract/agreement was executed for software services.

(d) Salient terms of the contracts or arrangements or transactions including the value, if any:

- I. The Company has taken office premises on lease and rent basis on the terms and conditions spelt out in the Rent Agreement.
- II. The Company has entered into Share Broking and Depository Services in the regular course of business.
- III. The Company has taken office premises on rent basis on the terms and conditions spelt out in the Rent Agreement.

(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, if any:

- 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. It has a CSR vision to uphold human values with sustainable community development. 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. Rs. 6,87,20,397.67/-
4. **Prescribed CSR Expenditure (two percent of the amount shown as in item 3 above):**
Rs. 13,74,408/-
5. **Details of CSR spent during the financial year:**
 - a. **Total amount to be spent for the financial year:** NIL
 - b. **Amount unspent, if any:** Rs. 13,74,408/-
 - 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 Lakh	Cumulative expenditure upto the reporting period (Rupees in lakhs)	Amount spent Direct or through implementing agency.
NIL							

- 6. 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.**

During the year under review, the Company could not spend any sum on its identified CSR activities due to the announcement of Nationwide lockdown by the Central Government to prevent the spread of Covid-19 pandemic.

The Board has mentioned the same in its report also.

- 7. 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
(Chairman CSR Committee)
DIN: 00133750

Rakesh K. Jain
(Chairman)
DIN: 00050524

Date: 29.06.2020
Place: Noida

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2020

Annexure V

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	L65100DL1994PLC058837
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	(i) Address of the Registered office & contact details	M-6, IIND FLOOR, M BLOCK MARKET, GREATER KAILASH-II, NEW DELHI-110048, E-MAIL ID: secretarial@fsltechnologies.com
	(ii) Address for correspondence	B-22, SECTOR -4, NOIDA -201301, UTTAR PRADESH , PHN : 0120-2534067
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 , NOBLE HEIGHTS, 1ST FLOOR, PLOT NH 2, C-1 BLOCK LSC, NEAR SAVITRI MARKET, JANAKPURI, NEW DELHI-110058 , PH: +91-11 41410592/93/94, FAX: +91-11- 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
2	Mutual Fund Distribution	6499	87.38%

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-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	7,768,828	-	7,768,828	65.53%	6,520,938	-	6,520,938	65.40%	-0.13%
b) Central Govt	-	-	-	-	-	-	-	-	
c) State Govt(s)	-	-	-	-	-	-	-	-	
d) Bodies Corp.	820,886	-	820,886	6.92%	689,156	-	689,156	6.91%	-0.01%
e) Banks / FI	-	-	-	-	-	-	-	-	
f) Any other	-	-	-	-	-	-	-	-	
Sub Total (A) (1)	8,589,714	-	8,589,714	72.45%	7,210,094	-	7,210,094	72.31%	
(2) Foreign									
a) NRI Individuals	65,640	-	65,640	0.55%	65,640	-	65,640	0.66%	0.11%
b) Government	-	-	-	-	-	-	-	-	
c) Institutions	-	-	-	-	-	-	-	-	
d) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	
e) Any other	-	-	-	-	-	-	-	-	
Sub Total (A) (2)	65,640	-	65,640	0.55%	65,640	-	65,640	0.66%	0.11%
TOTAL (A)	8,655,354	-	8,655,354	73.00%	7,275,734	-	7,275,734	72.97%	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds/UTI	-	-	-	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) Alternate Investments Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) FIIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Foreign Venture Capital Investors	-	-	-	0.00%	-	-	-	0.00%	0.00%
j) Foreign Portfolio Investor	-	-	-	0.00%	-	-	-	0.00%	0.00%
k) Provident Fund/Pension Fund	-	-	-	0.00%	-	-	-	0.00%	0.00%
l) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Central Government/ State Government	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	-	-	-	0.00%	-	-	-	0.00%	0.00%

3. Non-Institutions									
a) Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	613,102	297,146	910,248	7.68%	487,933	263,034	750,967	7.53%	-0.15%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,310,134	-	1,310,134	11.05%	1,129,096	-	1,129,096	11.32%	0.27%
b) NBFC Registered with RBI	446701	-	446,701	3.77%	446701	-	446,701	4.48%	0.71%
c) Overseas Depositories(holding DRs)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any Other (Specify)									
IEPF	253476	-	253,476	2.14%	272228	-	272,228	2.73%	0.59%
Non Resident Indians(Repat)	166,968	-	166,968	1.41%	600	-	600	0.01%	-1.40%
Non Resident Indians(Non Repat)	2,002	-	2,002	0.02%	2,002	-	2,002	0.02%	0.00%
HUF	9,603	-	9,603	0.08%	9,998	-	9,998	0.10%	0.02%
Clearing Members	3,603	-	3,603	0.03%	-	-	-	0.00%	-0.03%
Bodies Corporate	86,603	11,000	97,603	0.82%	72,415	10,800	83,215	0.84%	-0.02%
Sub-total (B)(3):-	2,892,192	308,146	3,200,338	26.99%	2,420,973	273,834	2,694,807	27.03%	S
Total Public (B)	2,892,192	308,146	3,200,338	26.99%	2,420,973	273,834	2,694,807	27.03%	0.04%
C. Non-Promoter - Non Public									
1) Custodian/DR Holder	-	-	-	0.00%	-	-	-	0.00%	0.00%
2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	11,547,546	308,146	11,855,692	100.00%	9,696,707	273,834	9,970,541	100.00%	
During the year, the company has bought back 18,85,151 equity shares. Hence, the shareholding was changed due to the buy back of shares.									

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year (as on 01st April, 2019)			Shareholding at the end of the year (as on 31st March, 2020)			% 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	4,991,820	42.10%	0	4,189,995	42.02%	0	-0.08%
2	Prerna Jain	2,777,008	23.43%	0	2,330,943	23.38%	0	-0.05%
3	Hope Consultants Limited	820,886	6.93%	0	689,156	6.91%	0	-0.02%
4	Vidha Jain	49,020	0.41%	0	49,020	0.49%	0	0.08%
5	Aridhi Jain	16,620	0.14%	0	16,620	0.17%	0	0.03%
6	Total	8,655,354	73.01%	0	7,275,734	72.97%	0	

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

SN	Particulars	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	4/1/2019		4,991,820	42.10%	4,991,820	42.10%
	Changes during the year	7/5/2019	Transfer	-801825		4,189,995	42.10%
	At the end of the year	3/31/2020				4189995	42.02%
2	Prerna Jain						
	At the beginning of the year	4/1/2019		2,777,008	23.43%	2,777,008	23.43%
	Changes during the year	7/5/2019	Transfer	(446,065)		2,330,943	23.38%
	At the end of the year	3/31/2020				2,330,943	23.38%
3	Hope Consultants Limited						
	At the beginning of the year	4/1/2019		820,886	6.93%	820,886	6.93%
	Changes during the year	7/5/2019	Transfer	131,730		689,156	6.91%
	At the end of the year	3/31/2020				689,156	6.91%
4	Aridhi Jain						
	At the beginning of the year	4/1/2019		16,620	0.14%	16,620	0.14%
	Changes during the year					16,620	0.17%
	At the end of the year	3/31/2020				16,620	0.17%
5	Vidha Jain						
	At the beginning of the year	01/04/19		49,020	0.41%	49,020	0.41%
	Changes during the year					49,020	0.49%
	At the end of the year	3/31/2020				49,020	0.49%

(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 1st April , 2019)		Cumulative Shareholding during the year (as on 31st March, 2020)	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Ajai Chowdhry						
	At the beginning of the year	01/04/19		497,200	4.99%	497,200	4.99%
	Changes during the Year					497,200	4.99%
	At the end of the year	3/31/2020				497,200	4.99%
2	R N Consultants Private Limited						
	At the beginning of the year	04/01/19		425,101	4.26%	425,101	4.26%
	Changes during the Year					425,101	4.26%
	At the end of the year	3/31/2019				425,101	4.26%
3	Gita Chowdhry						
	At the beginning of the year	4/1/2019		331,400	3.32%	331,400	3.32%
	Changes during the year					331,400	3.32%
	At the end of the year	3/31/2020				331,400	3.32%
4	Manish Jain						
	At the beginning of the year	4/1/2019		350,496	3.51%	350,496	3.51%
	Changes during the year	7/5/2019	Transfer	-50,000		300,496	3.01%
	At the end of the year	3/31/2020				300,496	3.01%
5	Investor Education And Protection Fund Authority						
	At the beginning of the year	4/1/2019		253,476	2.54%	253,476	2.54%
	Changes during the year	9/20/2019	Transfer	18,752		272,228	2.73%
	At the end of the year	3/31/2020				272,228	2.73%
6	S R Credits Private Limited						
	At the beginning of the	4/1/2019		396	0.00%	396	0.00%
	Changes during the year	7/5/2019	Transfer	38,000		38,396	0.39%
	At the end of the year	3/31/2020				38,396	0.39%
7	Subhash Arora Investment (India) Pvt Ltd						
	At the beginning of the year	4/1/2019		21,600	0.22%	21,600	0.22%
	Changes during the Year	7/6/2019		-	-	21,600	0.22%
	At the end of the year	3/31/2020		-	-	21,600	0.22%
8	CFS Investments Pvt Ltd						
	At the beginning of the year	4/1/2019		34,958	0.35%	34,958	0.35%
		7/5/2019	Transfer	(19,700)		15,258	0.15%
		7/12/2019	Transfer	100		15,358	0.15%
		11/8/2019	Transfer	200		15,558	0.16%
		11/22/2019	Transfer	2309		17,867	0.18%
	Changes during the year	11/29/2019	Transfer	(1)		17,866	0.18%
		2/7/2020	Transfer	693		18,559	0.19%
		2/14/2020	Transfer	502		19,061	0.19%
		2/28/2020	Transfer	1001		20,062	0.20%
		3/6/2020	Transfer	162		20,224	0.20%
	At the end of the year	3/31/2020				20,224	0.20%

9	Shailja Singh						
	At the beginning of the year	4/1/2019		20,000	0.20%	20,000	0.20%
	Changes during the year			-		20,000	0.20%
	At the end of the year	3/31/2020				20,000	0.20%
10	Vimlaben Rameshkumar Shah						
	At the beginning of the year	4/1/2019		17,596	0.18%	17,596	0.18%
		26-07-2019	Transfer	(2)		17,594	0.18%
	Changes during the year	02-08-2019	Transfer	(99)		17,495	0.18%
		16-08-2019	Transfer	(4)		17,491	0.17%
	At the end of the year	3/31/2020				17,491	0.17%

(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	4/1/2019		4,991,820	42.10%	4,991,820	42.10%
	Changes during the year	7/5/2019	Transfer	-801825		4,189,995	42.02%
	At the end of the year	3/31/2020				4189995	42.02%
2	Sarabjeet Kaur						
	At the beginning of the year	4/1/2019		-	0.00%	-	0.00%
	Changes during the year			-		-	0.00%
	At the end of the year	3/31/2020		-	0.00%	-	0.00%
3	Baljit Singh Bedi						
	At the beginning of the year	4/1/2019		1,200	0.01%	1,200	0.01%
	Changes during the year					1,200	0.01%
	At the end of the year	3/31/2020				1,200	0.01%
4	Gauri Shanker Pandey						
	At the beginning of the year	4/1/2019		-	0.00%	-	0.00%
	Changes during the year			-		-	0.00%
	At the end of the year	3/31/2020		-		-	0.00%
5	Charanjeet Singh Bedi						
	At the beginning of the year	4/1/2019		-	0.00%	-	0.00%
	Changes during the year			-		-	0.00%
	At the end of the year	3/31/2020		-		-	0.00%
6	Atul K. Jain						
	At the beginning of the year	4/1/2019		20	2000.00%	20	0.00%
	Changes during the year					20	0.00%
	At the end of the year	3/31/2020				20	0.00%
7	Arun K. Jain						
	At the beginning of the year	4/1/2019		420	0.00%	420	0.00%
	Changes during the year					420	0.00%
	At the end of the year	3/31/2020				420	0.00%

V. 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/WT/ Manager	Total Amount
	Name	Gauri Shanker Pandey	(Rs/Lac)
	Designation	Whole Time Directors	
1	Gross salary	7.22	7.22
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	-
		0	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	-
		0	-
2	Stock Option	0	-
3	Sweat Equity	0	-
4	Commission	0	-
	- as % of profit	0	-
	- others, specify	0	-
5	Others, please specify (Conveyance Reimbursement)	0	-
	Total (A)	7.22	7.22
	Ceiling as per the Act		

B. Remuneration to Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
					(Rs/Lac)
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 (Rs/Lac)
	Designation	Company Secretary		
1	Gross salary	4.8		4.80
	(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	4.80	-	4.80

VI. 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	NIL	NIL	NIL	NIL	NIL
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment					
Compounding					

**Jain Aarti & Associates
Company Secretaries**

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDING 31st March, 2020

[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]

The Members,
Frontline Securities Limited
M-6, IInd 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 **M/s 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 my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year 1st April, 2019 to 31st March, 2020 complied with the statutory provisions listed here under 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 **M/s Frontline Securities Limited** ("The Company") for the financial year ended on **31st March, 2020** according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992

('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *((Not Applicable as the Company has not indulge in any Substantial Acquisition of Shares and Takeovers) during the financial year under review)*
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; *((Not Applicable as the Company has not been reported for any Insider Trading Activity) during the financial year under review)*
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; *((Not Applicable as the Company has not issued further capital during the financial year under review)*

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014; *(Not Applicable, as the Company has not made any such scheme during the Audit Period under review)*
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not Applicable, as the Company has not issued Debt Securities during the Audit Period under review)*
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; *(Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial Year under review);*
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *and I further report that the Company has taken approval of public shareholders by way of postal ballot regarding delisting of its Securities listed on Bombay Stock Exchange.*

I further report that The Postal Ballot was conducted by the Company as required under section 110 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 in respect of the Voluntary Delisting of the Equity Shares of the Company from BSE Limited ("BSE"). The Voting Results as well as Scrutinizer Report generated have been submitted to BSE on 14th March 2020. The Postal Ballot was conducted after getting the approval of the Board in the Board Meeting which was held on 10th February, 2020 to proceed to voluntary delist the equity shares of the company from the BSE Limited ("BSE"), where the shares of the company are listed.

I further report that the objective behind such delisting is to obtain full ownership of shares of the company by the promoter as well as giving an option of operational flexibility along with exit opportunity to the public shareholders.

I further report that the Management is yet to file the application for obtaining the In principle approval from the Stock Exchange regarding the same.

The Securities and Exchange Board of India ((Listing Obligation and Disclosure Requirement) Regulation, 2015; *I Report that the Company has complied with the requirements of (Listing Obligation and Disclosure Requirement) Regulation, 2015) during the period under review except in one instance, where a penalty was imposed on the Company under Regulation 29(2)/29(3) (pertaining to Delay in furnishing prior intimation about the meeting of the Board of Directors which was held on 29 July 2019) Regulation 29, the penalty to BSE for non-fulfillment of provisions was duly paid by the Company within prescribed period.))]*

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, 2013 and the Rules made under that Act 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 12th September, 2019.;
- 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.
- In accordance with law, adequate notice is given to all directors to schedule the Board Meetings, 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 the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized 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 buy back of 18,85,151 equity shares at Rs 40/- amounting to Rs. 7,54,06,040/- has been completed and taken on record by Board in the Board Meeting held on 4th July, 2019 with proper compliance of section 110 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 fully paid up Equity shares, during the review period ie. 1st April, 2019 to 31st March, 2020.*

I further report that: that during the audit period, there were no instances of:-

- Foreign technical collaboration during the financial year;
- Merger / Amalgamation / Reconstruction etc.;
- Public/Right/Preferential issue of shares/debentures/sweat equity shares etc.;
- Major decision taken by the members in pursuance to the section 180 of the Companies Act, 2013.

I further report that:

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

2. 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 Act.

Adequate notice is given to all directors to schedule the Board Meetings. 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 decisions at Board Meetings and Committee Meetings have been carried out unanimously as recorded in the minutes of the meetings of Board of Directors and Committee of the Board, as case may be.

I further report that based on the information received and records maintained there are 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.

Place: Vaishali
Date: 29/06/2020

For Jain Aarti & Associates
(Company Secretaries)

CS Sonal Jain
Membership No. A24483
COP No.21639

Note: This Report is to be read with my Letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure –A

The Members,

Frontline Securities Limited

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

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process 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, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. 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.

Place: Vaishali

Date: 29/06/2020

**For Jain Aarti& Associates
(Company Secretaries)**

CS Sonal Jain

**Membership No. A24483
COP No.21639**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**1. Industry Structure and Development:**

During the year under review, the performance of capital market has worsened, especially in the mid cap and small cap. During the year under review the indices growth compared to last year is given below:

Indices	2019-20	2018-19
Nifty	(26.03)%	14.93%
Mid cap	(35.90)%	(2.67)%
Small cap	(46.13)%	(14.37)%

Further, from January, 2020 onwards, the impact of Covid-19 started affecting the Indian Industry, business as well as stock market. In March 2020, the World Health Organization declared the Covid-19 to be a pandemic. It developed rapidly into a global crisis, forcing Governments to enforce lockdowns of most of the economic activities. Consequent to this, the Government of India declared a national lockdown on March 24, 2020 to prevent the spread of the virus. This unavoidable step has caused a severe blow to the economy. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption in our operations and commitments to the customers.

Due to capital market not performing well in 2019-20, outbreak of Covid-19 and lockdown restrictions, the company's portfolios value declined substantially. Since, the said downfall in the opinion of the company was temporarily, therefore, the company did not sell its investments. However, being a listed company, Ind-AS 113 being applicable to the company w.e.f. 1st April 2019, the company was required to recognize the unrealized loss as investment which were taken at market value. Due to this, a capital loss of Rs.737.20/- lakhs were recognised and is shown under other comprehensive income, due to which the composite loss for the year stood at Rs. 316.53/- lakhs.

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. Further, the Company endeavors to evaluate opportunities considering the macro economic conditions both globally & domestically.

3. Segment wise performance & outlook

During the year under review, the Company operates in one geographical segment i.e. India & has identified three business segments i.e. Segment-I which is Consultancy Service, Commission & Brokerage & Segment-II Investments in Bonds, Fixed deposits & Loan & Advances and Segment III Renting and Co.Work. The company also earned profit before tax of Rs. 506.92/- lakhs.

4. Outlook

In the near future, the Company intends to continue to focus on its current business of investment, management consultation, Mutual Fund distribution etc.

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. Risk can be broadly categorized into two broad categories: One Risk Associated at the Transactional Level and the other Risk Associated at the Decision Making Level. Appropriate attention is given to manage both the 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	2019-20	2018-19
Gross Income	667.13	655.77
Profit before Depreciation and Amortization Expenses Finance Costs and Tax Expenses	561.35	512.41
Finance Costs	(9.27)	(13.56)
Depreciation & Amortization expenses	(45.16)	(40.61)
Profit before exceptional and extra-ordinary items	506.92	458.24
Add: Extra-ordinary Items	-	198.65
Profit before Tax	506.92	656.89
Current Tax	(124.32)	(178.31)
MAT Credit	-	-
Deferred Tax	(69.25)	3.67
Short provision for earlier years	(0.05)	-
Profit for the year	313.30	482.25
Other Comprehensive Income for the year:		
A) Item that will be reclassified to profit or loss		
B)Item that will not be reclassified to profit or loss		
a) Fair value Gain/(Loss) on financial assets carried at FVTOCI	(737.20)	(103.08)
b) income tax relating to item that will not be reclassified to profit or loss	108.71	17.20
Reimbursement of defined employee benefit plan	(1.34)	(1.91)
Total Other Comprehensive Income for the year	(629.83)	(87.79)
Total Comprehensive Income for the year	(316.53)	394.46

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 lays due emphasis on sound Human Resource Management practices and appraisal systems with focus on cordial employer-employee relations to ensure higher level of productivity and operational efficiency. Adequate initiatives have been taken to strengthen and develop its human resources as a key strength through continues training inputs and focused development plan. As on 31st March, 2020, the total number of employees was 6.

9. Details of the Significant changes in Key Financial Ratios

S.NO	FINANCIAL RATIOS	2019-20 (A)	2018-19 (B)	CHANGE IN RATIOS (A-B)
1	Debtors Turnover ratio	14.12:1	9.75:1	
2	Inventory Turnover Ratio	56.77	NOT APPLICABLE	
3	Interest Coverage Ratio			
4	Current Ratio	2.68	1.42	
5	Debt-Equity Ratio	0.014:1	0.024:1	
6	Operating Profit Margin	84.14%	108.43 %	
7	Net Profit Margin	46.96%	75.54%	
8	Return on Net Worth	8.32%	9.83%	

10. Disclosure of Accounting Treatment

The Financial Statement has been prepared in Accordance with the Principles laid down in Indian Accounting Standards (Ind-AS)

11. 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**

Place: Noida
Date: 29.06.2020

Gauri Shanker Pandey
Whole Time Director &
Chief Financial Officer
DIN:00050614

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Corporate Governance

FSL's governance philosophy is based on entrustment, transparency and accountability. Corporate Governance is the set of standards which aims to improve the Company's image, efficiency and effectiveness. It is the road map which guides the Board of Directors of the Company to govern the affairs of the Company in a manner most beneficial to all the shareholders, the creditors, the Government and the Society.

The Board of Directors believes that Corporate Governance is the most powerful tool for achieving Corporate excellence and it also presents a Compliance Report on the Corporate Governance pursuant to listing Regulations and the Company endeavors to adopt the best practices.

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 Seven Directors including one 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)	Mr. Gauri Shanker Pandey

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

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>

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, 2020 is as follows:

Name	No. of shares held
Rakesh K. Jain	41,89,995
Atul K. Jain	20
Arun K. Jain	420
Dr. C.S. Bedi	Nil
Baljit Singh Bedi	1,200
Sarabjeet Kaur	Nil
Total	41,91,635

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, Fourteen (14) Board Meetings were held. The details of the Board Meeting are as under:

S. No.	Date of Board Meeting	Board Strength	No. of Directors present
1.	08 th April, 2019	8	8
2.	24 th May, 2019	8	7
3.	04 th July, 2019	8	8
4.	29 th July, 2019	7	6
5.	05 th August, 2019	7	6
6.	27 th August, 2019	7	6
7.	10 th September, 2019	7	6
8.	17 th September, 2019	7	7
9.	09 th November, 2019	7	7
10.	25 th November, 2019	7	7
11.	14 th December, 2019	7	7
12.	10 th January, 2020	7	7
13.	07 th February, 2020	7	7

14.	10 th February, 2020	7	7
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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 2019-2020		No. of other Directorship and Committee Member/	
		Board Meetings	Last AGM	Other Directorships #	No. of Membership(s)/ Chairmanship of Board Committee in other Companies
1	Mr. Rakesh K. Jain	14	Yes	8	NIL
2	Mr. Atul K. Jain	14	No	0	NIL
3	Mr. Arun K. Jain	13	Yes	1	NIL
4	Dr. Charanjeet Singh Bedi	12	Yes	3	NIL
5	Mrs. Sarabjeet Kaur	13	Yes	0	NIL
6	Mr. Baljit Singh Bedi	13	Yes	0	NIL
7	Mr. Gauri Shanker Pandey	14	Yes	2	NIL
8	Ms. Richa Arora	3	No	0	NIL

The Directorship held by Directors as mentioned above does not include the directorship in Foreign Companies and in Frontline Securities Limited.

Details of other Committee Position of Director/CFO in Company

Name of the Committee	Arun K. Jain	Atul K. Jain	Dr. Charanjeet Singh Bedi	Baljit Singh Bedi	Sarabjeet Kaur	Gauri Shanker Pandey
Audit Committee	Chairman	Member	Member	Member	-	-
Stakeholders Relationship Committee	Chairman	Member	-	-	Member	-

Nomination and Remuneration Committee	Chairman		Member	Member	-	-
Corporate Social Responsibility Committee	Member	Chairman	-	-	-	Member
Risk Management Committee	Member	Member	-	-	-	Chairman

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.

Separate Meeting of the Independent Directors:

The Independent Directors held a meeting on 10th February, 2020, 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. Mr. Atul Kumar Jain, Mr. Arun kumar Jain, Mr. Baljit Singh Jain and Dr. Charanjeet Singh Bedi. The Audit Committee is being chaired by Mr. Arun K. Jain. 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.

Ms. Pooja Gupta, Company Secretary of the Company 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 the year

The Audit Committee met Six (6) times during the Financial Year 2019-2020. The details of attendance at these meetings are as follows:

Name	Position	Attendance At the Meeting held on					
		08 th April, 2019	24 th May, 2019	27 th August, 2019	10 th September, 2019	14 th December, 2019	07 th February, 2020
Mr. Atul K. Jain	Chairman	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Arun K. Jain	Member	Yes	Yes	Yes	Yes	Yes	Yes
Dr. Charanjeet Singh Bedi	Member	Yes	Yes	No	No	Yes	Yes
Mr. Baljit Singh Bedi	Member	Yes	Yes	Yes	Yes	Yes	Yes

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

The Chief Financial Officer and Auditors are invitees to the Audit Committee Meeting.

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, re-materialization 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. Arun K. Jain.

3. Meetings and attendance during the year

During the Financial Year ended March 31st, 2020, 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
Arun K. Jain	Chairman	8	7
Atul K. Jain	Member	8	8
Sarabjeet Kaur	Member	8	8

4. Name and Designation of Compliance Officer

Ms. Pooja Gupta, 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 54 correspondence from investors/ members and no investor complaints/correspondence is pending as on March 31st, 2020.

As on March 31st, 2020, there is no pending request for share transfer, dematerialization or re-materialization of shares.

6. Nomination and Remuneration Committee

1. 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.

1. Composition

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

2. Meetings and attendance during theyear

During the year the Committee had Three (3) meeting on 08th April, 2019, 03rd August, 2019 and 27th August, 2019.

3. Composition, name of Members and attendance during theyear

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

4. 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.

5. 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 Directors of the Company) : in addition to disclosures required under the Companies Act, 2013

S.no	Particulars	Monthly Remuneration Amount (in Rs.)
		Mr. Gauri Shanker Pandey
1	Basic	40,000
2	HRA	15,000
3	Conveyance	1,600
4	Other Allowances	2,200
	Gross Salary	58,800
5	Gratuity	-
6	Bonus (Quarterly Payable)	1,400
7	PF (Employee Contribution)	4,800
	CTC(Cost to Company)	65,000

For any termination of contract, the Company or the Whole Time Director is required to give a notice of one month for every year of service or a part thereof exceeding three months subject to a maximum of two month's notice or payment of equivalent gross monthly salary in lieu thereof on either side.

The Company does not have any stock option scheme.

1. 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 09th March, 2020.

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

2. 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 09th March, 2020.

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

3. Details of General Body Meetings

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

Year	Location	Date	Date	Whether any special resolution passed therein
2016-17	PHD House-Lakshmipat Singhania Auditorium, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016	August 9, 2017	09:45 A.M	Yes
2017-18	PHD House-Lakshmipat Singhania Auditorium, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016	September 25, 2018	09:45 A.M	Yes
2018-19	PHD House-Lakshmipat Singhania Auditorium, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016	September 12, 2019	09:45 A.M	Yes

2. Postal Ballot

During the financial year the Company has obtained shareholders approval through postal ballot for following purposes:

a. Approval for Buy Back of Shares

The Company has obtained members approval through Postal Ballot on 07th May, 2019 in respect of Buy Back of Shares of the Company.

The Summarized details of Voting (remote E-Voting and physical ballot) on the above resolution as per scrutinizer's report were as under :

(i) Voted in favour of the Resolution:

No. of Members Voted	Mode of Voting	Number of Votes Casted by them	% of the total number of valid votes
15	E-Voting	10,462,502	99.95777%

6	Postal Ballot	4,420	0.04223%
	Total	10,466,922	100.000%

(ii) **Voted against in the Resolution:**

No. of Members Voted	Mode of Voting	Number of Votes Cast by them	% of the total number of valid votes
15	E-Voting	-	-
6	Postal Ballot	-	-
	Total	-	-

(iii) **Invalid Votes:**

Total Number of Members Voted	Total Number of Votes cast by them
1	200

Since, out of the total Valid polled, 100% of the Votes were in favor of the Resolution, the above Special Resolution was declared to have been passed with overwhelming majority.

b. Voluntary Delisting of the Equity Shares of the Company from BSE Limited (“BSE”).

The Company has obtained members approval through Postal Ballot on 12th March, 2020 in respect of Voluntary Delisting of Equity Shares of the Company from BSE Limited (“BSE”).

The summarized details of voting (remote E-Voting and physical ballot) on the above said resolution as per scrutinizer’s report were as under:

i. Voted **in favour** of the resolution:

Number of members voted	Mode of Voting	Number of votes cast by them	% of total number of valid votes cast
28	E-Voting	88,62,037	99.9932%
2	Postal Ballot	600	0.0068%
	Total	88,62,637	100.00%

ii. Voted **against** the resolution:

Number of members voted	Mode of Voting	Number of votes cast by them	% of total number of valid votes cast
28	E-Voting	-	-
-	Postal Ballot	-	-
	Total		

iii. **Invalid** votes:

Total number of members voted	Total number of votes cast by them
-	-

Details of voting in terms of provisions of Regulation 8(1)(b) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended from time to time:

Particulars	No. of members voted	No. of equity shares of Nominal value	% of votes
Total valid postal ballots and e votes received	28	8862037	100
Less:- Promoter Shareholding	3	7210094	81.36
Public Shareholding through Postal ballot and evoting	25	1651943	18.64
Assented to Resolution out of public share holding	25	1651943	100
Dissented to resolution out of public shareholding	-	-	-

Since, the number of votes cast by postal ballot by public shareholders in favour of Special Resolution being greater than two times of the number of votes cast by the public shareholders against the special resolution and therefore, the requirements of the provisions to Regulation 8(1)(b) of Securities and Exchange Board of India (Delisting of equity shares) Regulations, 2009 is satisfied, hence, the aforesaid special resolution passed with requisite majority.

10. Disclosures

1. The particulars of transactions between the Company and its related parties as per the Indian Accounting Standard 24 "Related Party Disclosures" issued by the Institute of Chartered Accountants of India (ICAI) are disclosed in Note No. 31 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. The Company does not have any materially significant related party transactions that may have potential conflict with the interests of listed entity.
4. The policy on dealing with the related party transactions is available on the Website of the Company on <http://www.fslindia.com/pdf/RPT.pdf>.
5. 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.
6. 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.

7. 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 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:

The date, time & venue of the Annual General meeting of the company will be decided by the Board in its next Board Meeting.

ii) Financial Calendar

Results for the quarter ended 30th June, 2020	Will be Announced on/ before 14 th August, 2020
Results for the quarter ended 30 th September, 2020	Will be announced on/ before 14 th November, 2020.
Results for the quarter ended 31 st December, 2020	Will be announced on/ before 14 th February, 2021.
Results for the year ended 31 st March, 2021	Will be announced on/ before 30 th May, 2022.

iii) **Book Closure Dates:** Pursuant to the finalization of the date of AGM, the book closure dates will be decided by the Board.

iv) **Dividend Payment date:** Pursuant to the finalization of the date of AGM, the Dividend Payment date will be decided by the Board.

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.

v) **Listing on Stock Exchange :** The Equity shares of the Company are listed with Bombay Stock Exchange Ltd.(the Listing Fees has been paid for FY 19-20)

vi) **Stock Code** 533213

vii) **ISIN** INE773B01020

viii) **Stock Market Price Data**

MONTH	Bombay stock Exchange (BSE) (in Rs. Per Share)	
	Month's High Price	Month's Low Price
Apr-19	39.95	37.10
May-19	39.95	34.35
Jun-19	36.90	31.60
Jul-19	36.00	28.50
Aug-19	38.55	31.60
Sep-19	39.90	33.25
Oct-19	38.85	30.20
Nov-19	35.55	24.65
Dec-19	24.65	17.15
Jan-20	32.60	18.00
Feb-20	34.70	30.30
Mar-20	34.00	30.55

ix) **Registrar & Share Transfer Agents:** M/s Link Intime India Private Limited,
Noble Heights, 2nd Floor, C-1 Bloack LSC, Near Savitri
Market, Janakpuri, New Delhi-110058.

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, 2020 is as follows:**

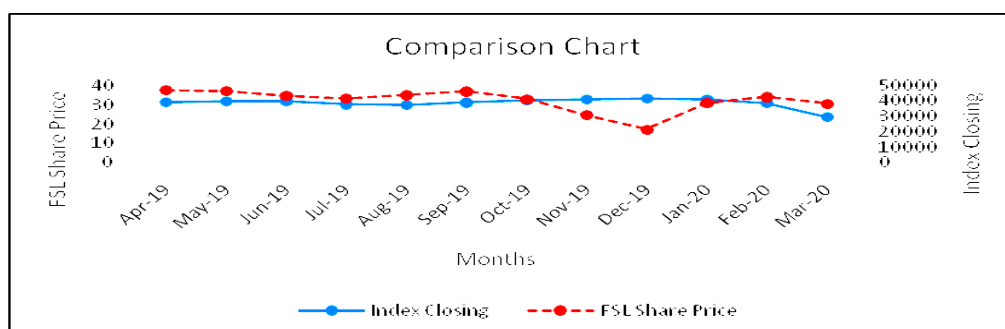
Shareholding of Shares	Folios		Shares	
	Numbers	%	Numbers	%
1-500	1678	83.44	230967	2.32
501-1000	188	9.35	142411	1.43

1001-2000	73	3.63	118664	1.19
2001-3000	29	1.44	73665	0.74
3001-4000	4	0.20	14962	0.15
4001-5000	3	0.15	13444	0.13
5001-10000	19	0.94	128446	1.29
10001& above	17	0.85	9247982	92.75
TOTAL	2011	100.00	9970541	100.00

xi) **Shareholding Pattern as on March 31st, 2020 is as follows:**

S. No.	Category	No. of equity shares	% of shares
1.	Promoters	72,75,734	72.97
	Sub Total (A)	72,75,734	72.97
2.	Public Shareholding		
	o Bodies Corporate	5,29,916	5.31
	o Individuals	18,80,063	18.86
	o Others	2,84,828	2.86
	Sub Total (B)	26,94,807	27.03
	Grand Total (A)+(B)	99,70,541	100

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



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

xii) **Dematerialization of shares and Liquidity**

As on 31st March 2020, 96,96,707 shares aggregating to 97.25% 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

Noble Heights, 2nd Floor,
C-1 Block, LSC
Near Savitri Market, Janakpuri,
NewDelhi-110058
Contact No: 011-41410592/93/94

**Frontline Securities Ltd.
Registered Office:**

M-6, M-Block Market
Greater Kailash-II,
NewDelhi-110048
Tel: +91-120-2534066

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. Transfer of Unclaimed Dividend To Investor Protection Fund

Transfer of Unclaimed Dividend to Investor Education and Protection Fund (IEPF) Pursuant to the provisions of Section 124 of the Companies Act, 2013, the dividend amounts which have remain unpaid or unclaimed for a period of seven years from the date of declaration have been transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government pursuant to Section 125 of the said Act. Shareholders who have not encashed their dividend warrants relating to the dividend specified in Table below are requested to immediately send their request for issue of duplicate warrants. Once unclaimed dividend is transferred to the IEPF Authority, the same can be claimed from the IEPF Authority after following the procedures prescribed in the IEPF Rules.

During the Year, Company has transferred 18,752 Equity shares to IEPF Suspense Account.

17. CEO / CFO Certification

In accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements)

Regulations 2015, Mr. Gauri Shanker Pandey, the CFO of the Company, has certified to the Board that to the best of his 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.

18. Code of Conduct

As per Regulation 8(2) and 9(2) of the SEBI (Prohibition on Insider Trading) Regulations, 2018, The Company has laid down a revised 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, 2020. The declaration to this effect signed by the Whole-Time Director forms part of the report.

19. Compliance Certificate on the Corporate Governance from the Auditors

The certificate dated June 29, 2020 obtained from Statutory Auditors of the Company, M/s. Walecha Inder & Associates, confirming compliance with the Corporate Governance requirements as stipulated under Schedule V read with Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.

20. 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

Place: Noida
Date: 29.06.2020

Gauri Shanker Pandey
Whole Time Director &
Chief Financial Officer
DIN:00050614

CERTIFICATE BY THE CHIEF FINANCIAL OFFICER (CFO) PURSUANT TO PART B SCHEDULE II READ WITH REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

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

I, Gauri Shanker Pandey, 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 Company'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 Company during the year which are fraudulent, illegal or violated company'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 company pertaining to financial reporting. I have not come across any reportable deficiencies in the design or operation of such internal controls.
- D. I have indicated to the auditors and the Audit Committee-
- 1) That there are no significant changes in internal control over financial reporting during the year;
 - 2) That there are no significant changes in accounting policies during the year. The company has adopted Ind AS provisions for the first time from April 01, 2019 ; and
 - 3) That there are no instances of significant fraud of which I have become aware.
- E. I affirm that we have not denied any personnel, access to the audit committee of the company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.
- F. I further declare that all Board Members and senior management personnel have affirmed compliance with the code of conduct and ethics for the year convened by this report.

Place: Noida
Date: 29.06.2020

Gauri Shanker Pandey
Whole Time Director &
Chief Financial Officer
DIN: 00050614

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

**To,
The Members
Frontline Securities Limited**

In accordance with the Regulation 34(4) and Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, I hereby confirm that, all Board Members and the Senior Management personnel of the Company have affirmed compliances with the Rules of Code of Conduct, as applicable to them, for the Financial Year ended on March 31, 2020.

**On Behalf of the Board of Director
For Frontline Securities Limited**

**Place: Noida
Date: 29.06.2020**

**Gauri Shanker Pandey
Whole Time Director &
Chief Financial Officer
DIN: 00050614**

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**UDIN NO.: 20093694AAAABM5050**

To
The Members of
Frontline Securities Limited

1. This certificate is issued in accordance with terms of our engagement, with Frontline Securities Limited('the Company').

2. We have examined the compliance of conditions of Corporate Governance by Frontline Securities Limited ('the Company'), for the year ended 31st March 2020, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of the Regulation 46(2) and para C and D of Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time (the "Listing Regulations").

Management's responsibility

3. 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.

Auditor's responsibility

4. Our Responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit not an expression of opinion on the financial statements of the company.

5. We have examined the books of accounts and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with the conditions of Corporate Governance as stipulated in Listing Regulations.

6. We have carried out an examination of the relevant records of the Company in accordance with the "guidance Note on the Certification of Corporate Governance", issued by the Institute of the Chartered Accountants of India ("the ICAI"), the standards on the Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the "Guidance Note on the Reports or Certificates for Special Purposes", issued by the ICAI, which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the standard on quality Control (SOC) I. "Quality Control for Firms that Perform audits and reviews of Historical Financial Information and Other Assurance and Related Services engagements", issued by the ICAI.

Opinion

8. 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 Listing Regulations, during the year ended 31st March, 2020.

9. 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 ACCOUNTANTS

FIRM REGISTRATION NO. 014205N

PLACE:- NOIDA

DATED: 29th June 2020

Walecha Inder Jeet

PARTNER

MEMBERSHIP NO. 093694

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
Frontline Securities Limited

Report on the Audit of the Ind AS Financial Statements**Opinion**

We have audited the accompanying Ind AS Financial Statements of **Frontline Securities Limited** ("The Company"), which comprise the Balance Sheet as at 31st March 2020, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of the affairs of the Company as at 31st March, 2020, and the profit and total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key audit matters	How our audit addressed the key audit matters
(a) First time adoption of Ind AS (as described in Note No. 2.1 (I) of Ind AS financial statements)	
<p>In accordance with the roadmap for implementation of Ind AS for non-banking financial companies, as announced by the Ministry of Corporate Affairs, the company has adopted Ind AS from April 1, 2019 with an effective date of April 1, 2018 for such transition. For periods up to and including the year ended March 31, 2019, the company had prepared and presented its Ind AS financial statements in accordance with the erstwhile generally accepted accounting principles in India (Indian GAAP). In order to give effect of the transition to the Ind AS these Ind AS financial statements for the year ended March 31, 2020, together with the comparative financial information for the previous year ended March 31, 2019 and the transition date balance sheet as at April 1, 2018 have been prepared under IndAS.</p> <p>The transition has involved significant change in the Company's policies and processes for financial reporting including generation of supportable information and applying estimates to inter-alia determine impact of Ind AS on accounting and disclosure requirements prescribed under extant Reserve Bank of India (RBI) directions.</p> <p>In view of the complexity involved, Ind AS transition and the preparation of Ind AS financial statements subsequent to the transition date have been areas of key focus in our audit.</p>	<ul style="list-style-type: none"> Read the Ind AS impact assessment performed by the Management and the resultant changes made to the accounting policies considering the requirements of the new framework. We understood the exemption availed by the management in applying the first-time adoption principles of Ind AS 101. We understood the Ind AS financial statements closure process (including disclosure in notes to accounts) and the additional controls established by the Company for transition to Ind AS. We have tested the design and operating effectiveness of key controls for processes identified by the company for impact assessment. We understood the changes made to the accounting policies in light of the requirements of the new framework. We performed test of details on the accounting adjustments posted as at the transition date and in respect of the previous year to convert the financial information reported under erstwhile Indian GAAP to Ind AS. We assessed the disclosures included in the Ind AS financial statements in accordance with the requirements of Ind AS 101, with respect to the previous years presented.
(b) Fair valuation of investments in Financial Instruments (as described in Note No. 8 of the Ind AS financial statements)	
<p>The Company has investments in Equity shares, bond and mutual fund. Such investments are recognized under the 'fair value through profit and loss', and through other comprehensive income, category as per Ind AS 109 - Financial Instruments. The valuation method</p>	<p>We carried out following procedures in respect to investments:</p> <ul style="list-style-type: none"> held discussions with management and obtained understanding of valuation process including management's determination and

<p>considered in measuring such investments are based on inputs that are both observable based upon the market and not observable by third parties and for which valuation is provided by management. The valuation of such investments is important to our audit considering the value and use of management's estimates.</p>	<p>approval of assumptions and data inputs</p> <ul style="list-style-type: none"> - evaluated the design and tested operating effectiveness of controls related to the data considered in the valuation, related calculations and review of report provided by management. - We evaluated fair valuation of such investments taking into account the requirements of of Ind AS 109 –Financial Instruments.
<p>(c) Assessment of the Impact of Corona Virus Disease (COVID-19) on the financial statement (as described in Note No. 37 of the Ind AS financial statements)</p>	
<p>On account of prevalent financial, economic and health crises caused due to global pandemic – COVID-19, company expects that the business of commission and brokerage can decline upto 5-10 percent in the financial year 2020-2021, the earning from Investments in bonds, FDR & loans and advances is bound to be reduced by around 10% in the coming year.</p> <p>Company also expects a very subdued demand for co-working and leasing spaces and accordingly don't expect any demand for co-working or rental space.</p> <p>Further, Company's major investment has been in capital market both through direct investments in shares and through mutual funds. However due to Covid-19, the Indian stock market has fallen substantially although the company is able to generate profit of Rs. 313.30 lakhs for the FY 2019-2020 but due to of provisioning of unrealized losses on investments as required by IND-AS, it ended up in a loss of Rs. 316.53 lakhs.</p> <p>The Directors have always been following prudent financial norms and since there are no borrowings and all assets included property is funded by company's own money so the existence of the company is not threatened and is not affected by liquidity risk. However the company expects that all segments of business in financial year 2020-2021 to be down by 5% to 10%.</p>	<ul style="list-style-type: none"> - We have reviewed the turnover, market value of Quoted shares and the profitability of the company as at end of the current financial statements and upto the date of signing of financial statements. - Obtained an understanding of the process and testing of the operating effectiveness of the internal controls over the impairment. - We evaluated disclosures related to management assessment on impact of COVID-19 for the continuity of operations.

<p>The above view of the Board of directors is based upon the presumption that covid -19 crisis will be controlled in next 1-2 months . However if the situation does not improve in next 2 months or so the impact on company's operation can be more which cannot be ascertained as of now.</p>	
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Information Other than the Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Other Matter

We draw attention to the following matters:

Note No. 2.1 (I) to the Ind AS financial statements which states that the company has adopted Ind AS for the financial year commencing from April 1, 2019, and accordingly, the annual financial results have been prepared by the Company's Management in compliance with Ind AS.

The comparative financial information of the Company for the transition date opening balance sheet as at April 1, 2018 included in these Ind AS financial statements, is based on the previously issued statutory Ind AS financial statements for the year ended March 31, 2018 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by us, we expressed an unmodified opinion vide report dated 28th May'2018. The adjustments to those Ind AS financial statements for the differences in accounting principles adopted by the Company on transition to the Ind AS have been audited by us.

The comparative financial information of the Company for the year ended March 31, 2019 included in the Ind AS financial statements, are based on the previously issued statutory Ind AS financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by us whose audit report for the year ended March 31, 2019 dated 24th May' 2019 expressed an unmodified opinion on those Ind AS financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Note No.43 to the Ind AS financial statements which states that the shareholders of Frontline Securities Limited("The Company") has approved delisting of Equity Shares from BSE Limited with requisite majority through postal ballot, results of which were declared on March 14, 2020. Frontline Securities Limited has filed the application with the stock exchange M/s BSE Limited for grant of in-principle delisting approval on June 17, 2020.

Our opinion is not modified in respect of above matters.

Management's Responsibility for the Ind AS 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 Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015.

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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes

our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. 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 Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant Books of Account.
- d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder.
- e) On the basis of the written representations received from the directors as on 31st March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) There is no matter or transaction that in our opinion may have any adverse effect on the functioning of the Company;
- 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 A”;

- h) With respect to the other matters to be included in the auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its director during the year is in accordance with the provisions of section 197 of the Act; and

- i) 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:
- i. The Company does not have any pending litigations which would impact its Financial Positions;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. 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 “B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

FOR Walecha Inder & Associates
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 014205N
UDIN No.: 20093694AAAABJ7048

PLACE:- NOIDA
DATED: - 29.06.2020

WALECHA INDER JEET
PARTNER
MEMBERSHIP NO. 093694

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT OF “FRONTLINE SECURITIES LIMITED” ON THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date of “**FRONTLINE SECURITIES LIMITED**” (‘the Company’) for the year Ended on **31st March 2020**, we report that:

- i. **In respect of Fixed Assets of the Company:**
 - a) According to information and explanation given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) According to information and explanation given to us, the fixed assets of the Company have been physically verified by the Management at reasonable intervals and no material discrepancies were noticed on such verification as compared to books of accounts.
 - 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 the 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 to the company, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 during the year therefore clause 3(iii) of the order is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loan, 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 are not applicable to the company.
- v. The company has not accepted any deposits. Therefore, the provision of clause (v) of Para 3 of the Companies (Auditor’s Report) Order, 2016 is not applicable to the company.
- vi. The Provisions of maintenance of cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the products dealt / manufactured by the company are not applicable to the company. Therefore, the provisions of clause (vi) of Para 3 of the Companies (Auditor’s Report) Order, 2016 are not applicable to the company.

- vii. a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Income Tax, Goods and Service Tax, and any other material statutory dues as applicable with the appropriate authorities.

And according to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, Goods and Service Tax and other applicable statutory dues were in arrears as at 31st March 2020 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no pending dues in respect of provident fund, investor education and protection fund, Goods and Service Tax and Cess which has 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 banks or debenture holders during the current financial year. Accordingly para 3(viii) of the order is not applicable.
- ix. According to the information and explanations given to us and the records of the Company examined by us the Company has not raised any money by way of initial public offer or further public offer (including debt instruments), or term loans during the year.
- x. During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year under audit, nor we have been informed of any such case by the Management.
- xi. According to the information and explanations given to us and the records of the Company examined by us, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of Para 3 of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.

- 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 wherever 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 given 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. Therefore, the provisions of clause (xv) of Para 3 of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
- xvi. According to the information and explanations given to us and based on our examination of the records of the Company, the company is registered under section 45-IA of the Reserve Bank of India Act, 1934 via certificate of registration no. B-14.00089 dated 26-02-1998

FOR Walecha Inder & Associates
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 014205N

PLACE:- NOIDA
DATED: 29.06.2020

Walecha Inder Jeet
PARTNER
MEMBERSHIP NO. 093694

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT OF “FRONTLINE SECURITIES LIMITED” FOR THE YEAR ENDED 31ST MARCH 2020

Referred to in paragraph 1(g) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Frontline Securities Limited** of even date.

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

Report on the Internal Financial Controls

We have audited the Internal Financial Controls over financial reporting of “**Frontline Securities Limited**” (“the Company”) as of 31st March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company 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. 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 unauthorized 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 31st March 2020, 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 Walecha Inder & Associates
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 014205N

PLACE:- NOIDA
DATED: 29.06.2020

(Walecha Inder Jeet)
PARTNER
MEMBERSHIP NO. 093694

FRONTLINE SECURITIES LIMITED				
M-6, IInd floor, M-Block Market, Greater Kailash-II, New Delhi-110048				
CIN NO. L65100DL1994PLC058837				
BALANCE SHEET AS AT 31st March 2020			(Rs in lacs)	
	Note no.	As at March 31,2020	As at March 31,2019	As at 1 April ,2018
ASSETS				
Financial Assets				
a) Cash and Cash Equivalents	3	3.92	0.36	9.65
b) Bank Balance Other than (a) above	4	145.82	137.02	137.07
c)Receivables				
i) Trade Receivable	5	36.94	39.96	70.87
ii) Other Receivable	6	0.03	-	0.22
d) loan	7	-	-	130.57
e) Investments	8	2,154.80	3,305.21	2,830.22
f) Other Financial Assets	9	4.23	4.02	4.36
Total Financial Assets		2,345.74	3,486.57	3,182.96
Non Financial Assets				
a)Current Tax Assets (Net)				
b)Deferred Tax Assets (Net)	10	219.29	204.88	239.13
c)Property Plant and Equipment	11	1,250.27	1,274.51	1,257.86
d)Other Intangible Assets	12	0.59	0.75	0.91
e)Other Non Financial Assets	13	29.52	70.79	34.55
Total Non Financial Assets		1,499.67	1,550.93	1,532.45
Total Assets		3,845.41	5,037.50	4,715.41
LIABILITIES				
Financial Liabilities				
a)Payables				
i) Trade Payables				
i) Total outstanding Dues to micro and Small Enterprises				
ii) Total outstanding Dues to creditors other than micro and Small Enterprises	14	2.06	26.47	13.53
b)Borrowings(other than debt securities)				
i) Deffered Payment Liability				
- Payable to Greater Noida Authority		41.94	78.91	111.51
c)Security Deposits	15	-	-	9.19
d)Other Financial Liabilities	16	10.82	12.02	15.97
Total Financial Liabilities		54.82	117.40	150.20
Non Financial Liabilities				
a)Provisions	17	15.68	-	0.36
b)Current Tax Liabilities (Net)	18	0.59	0.82	-
c)Other Non Financial Liabilities	19	11.19	10.94	23.75
Total Non Financial Liabilities		27.46	11.76	24.11
EQUITY				
a)Equity Share Capital	20	498.53	592.78	592.78
b) Other Equity	21	3,264.60	4,315.56	3,948.32
total equity		3,763.13	4,908.34	4,541.10
Total Liabilities and Equity		3,845.41	5,037.50	4,715.41
Significant Accounting Policy & Notes to Accounts				
	1 to 47			
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			(Walecha Inder Jeet)	
			Partner	
			M.No: 093694	
(CS POOJA GUPTA)			Place : Noida	
Company secretary				
			(GAURI SHANKER PANDEY)	
			Whole Time Director & Chief Financial Officer	
M.No. : A42583			DIN : 00050614	
			Date : 29.06.2020	

FRONTLINE SECURITIES LIMITED**M-6, IInd floor, M-Block Market, Greater Kailash-II, New Delhi-110048****CIN NO. L65100DL1994PLC058837****STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020**

(Rs. in Lakhs except EPS)

Particulars	Note No	For the Year Ended 31.03.2020	For the Year Ended 31.03.2019
Revenue			
(i) Interest Income	22	20.12	25.87
(ii) commission and brokerage	23	493.37	510.36
(iii) Sale of Services		49.89	35.24
(I) Total revenue from operations		563.38	571.47
Other Income			
(i) Dividend Income on investment		34.22	41.63
(ii) Net gain on fair Value changes	24	48.55	21.13
(iii) Net gain on derocgnition of Investment		19.51	20.67
(iv) Others	25	1.47	.87
(II) Total Other Income		103.75	84.30
(III) Total Income (I+II)		667.13	655.77
Expenses			
(i) Finance Cost	26	9.27	13.56
(ii) Fees and commission expenses		-	4.26
(iii) Employee benefits expense	27	35.85	56.29
(iv) Depreciation and amortisation expense	11 & 12	45.16	40.61
(v) Professional Charges		27.83	39.83
(vi) Listing Expenses		3.00	2.60
(vii) CSR Expenses		13.75	13.95
(vii) Other expenses	28	25.35	26.43
(IV) Total Expenses		160.21	197.53
(V) Profit/(Loss) before exceptional & extra ordinary items & tax (III-IV)		506.92	458.24
(VI) Exceptional Items		-	198.65
(VII) Profit before tax (V-VI)		506.92	656.89
(VIII) Tax expense:-	10		
(1) Current Tax		124.32	178.31
(2) Deferred Tax		69.25	-3.67
(2) Short provision for earlier years		0.05	0.00
(IX) Profit/(Loss) for the period from Continuing Operations (VII-VIII)		313.30	482.25

(X) Profit / (Loss) from Discontinuing Operations	-	-
(XI) Tax Expense of Discontinuing Operations	-	-
(XII) Profit / (Loss) from Discontinuing Operations after tax (X-XI)	-	-
(XIII) Profit/(Loss) for the period (IX+XII)	313.30	482.25
(XIV) OTHER COMPREHENSIVE INCOME		
A) i) Item that will be reclassified to profit or loss		
B) i) Item that will not be reclassified to profit or loss		
a) Fair Value Gain/(Loss) on financial assets carried at FVTOCI	(737.20)	(103.08)
ii) income tax relating to item that will not be reclassified to profit or loss	108.71	17.20
-Remeasurement of defined employee benefit plan	-1.34	-1.91
OTHER COMPREHENSIVE INCOME (A+B)	(629.83)	(87.79)
(XV) TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (XIII+XIV) (Comprising Profit (loss) and other comprehensive income for the period	-316.53	394.46
Details of Equity Share capital		
Paid up Equity Share Capital	498.53	592.78
Face value of Equity Share Capital	5	5
(XVI). Earnings per equity Share (for continuing operations) :		
(a) Basic	2.99	4.07
(b) Diluted 29	2.99	4.07
(XVII) Earnings per Equity Share (for discontinuing Operations) :		
(a) Basic	-	-
(b) Diluted	-	-
(XVIII) Earnings per Equity Share (for continuing and discontinuing Operations) :		
(a) Basic	2.99	4.07
(b) Diluted	2.99	4.07
Significant Accounting Policy & Notes to Accounts	1 to 47	
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	(GAURI SHANKER PANDEY)	
DIN : 00050524	Whole Time director & Chief Financial Officer	
	DIN : 00050614	(Walecha Inder Jeet)
		Partner
(CS Pooja Gupta)		M.No: 093694
Company secretary		
M.No. : A42583		Place : Noida
		Date : 29.06.2020

FRONTLINE SECURITIES LIMITED
M-6, IIInd floor, M-Block Market, Greater Kailash-II, New Delhi-110048
CIN NO. L65100DL1994PLC058837
Statement of Cash Flows for the year Ended 31 March , 2020

Particulars	For the year ended March 31,2020	For the year ended March 31,2019
CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) before tax:	506.92	656.89
Adjustments		
Depretiation and amortisation	45.16	40.61
Dividend Income	(34.22)	(41.63)
Profit on sale of investment	(19.51)	(20.67)
acturial gain /loss	(1.34)	(1.91)
Profit on sale of Fixed Asset		(198.65)
Net gain /loss on fair value changes	(48.55)	(21.13)
Operating profit before working capital changes	448.46	413.51
Adjustments for Working Capital		
Increase / (Decrease) in Payables	(24.40)	12.94
Increase / (Decrease) in Provision	15.68	(0.03)
Increase / (Decrease) in other Financial Liability	(1.20)	(3.93)
Increase/ (Decrease) in Other Non Financial liabilties	0.25	(12.81)
(Increase)/ Decrease in Trade Receivables	3.02	30.91
(Increase)/ Decrease in Other Receivables and loans	(0.03)	130.78
(Increase)/ Decrease in Other Financial Assets	(0.21)	0.33
(Increase)/ Decrease in Other Non Financial assets	41.27	(36.54)
CASH GENERATED FROM OPERATIONS	482.84	535.16
Income Tax Paid	(64.24)	(122.37)
Short /excess past year tax expense	0.05	
NET CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES (A)	418.55	412.79
CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase) / Sale of Property,Plant and Equipment (Net)	(20.77)	(57.10)
Gain/(Loss) on Sale of Fixed Asset (Net)		198.65
Reduction in Deposits		(9.19)
(Purchase) of investments	(2,485.68)	(3,522.54)
Sale of of Investments	2,887.74	2,994.75
Dividend Income	34.23	41.63
NET CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES (B)	415.52	(353.80)
CASH FLOW FROM FINANCING ACTIVITIES		
Dividends paid including unpaid dividend	(28.44)	(29.59)
Dividend Distribution Tax	(6.09)	(6.09)
Movements in Borrowings	(36.98)	(32.60)
Reversal of dividend (net of asset written off)	5.06	
Buy Back of Equity Share Capital	(94.26)	
Margin Money paid to FCSL	(10.00)	
Premium on Buy Back of Equity Share Capital	(659.80)	
NET CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES (C)	(830.51)	(68.28)
NET INCREASE/(DECREASE) IN CASH EQUIVALENTS(A+B+C)	3.56	(9.29)
Cash and cash Equivalents at the beginning of the Year	0.36	9.65
Cash and cash Equivalents at the end of the Year	3.92	0.36
Increase/(Decrease) in the Cash Equivalents	3.56	(9.29)
Earmarked Balance with Bank	10.82	12.02
Short Term Bank Deposits	135.00	125.00
Cash and Cash equivalent	3.92	0.36
Cash and Bank Balances at the end of year	149.74	137.38

Significant Accounting Policy & Notes to Accounts
FOR AND ON BEHALF OF THE BOARD

1 to 47

"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)
Whole time director & Chief Financial Officer
DIN : 00050614

(Walecha Inder Jeet)
Partner

(CS Pooja Gupta)
Company secretary
M.No. : A42583

M.No: 093694

Place : Noida
Date : 29.06.2020

A.	FRONTLINE SECURITIES LIMITED M-6, IInd floor, M-Block Market, Greater Kailash-II, New Delhi-110048 CIN NO. L65100DL1994PLC058837 Statement of Changes In Equity For the year ended 31st March 2020 Equity Share Capital				Rs. In Lacs	
	particulars	note no.	Number	amount		
	As at 1 April , 2018		5927846	592.78		
	As at 31 March ,2019	20	11855692	592.78		
	As at 31 March ,2020	20	9970541	498.53		

B.	Other Equity						Rs. In Lacs	
	PARTICULARS	Capital Redemption Reserve	Reserves And Surplus			Other Comprehensive Income	Total Equity	
			General Reserve	RBI RESERVE FUND	Retained Earning	Equity Instruments Through Other Equity		
	As at 1 April , 2018	357.71	50.48	1,163.20	2,468.55	(91.62)	3,948.32	
	Profit for the Year				482.25		482.25	
	Transactions with owners in their capacity as owners							
	Transfer to Statutory Reserve	-	-	90.93	(90.93)	-	-	
	Dividend Paid	-	-	-	(29.64)	-	(29.64)	
	Payment of Dividend Distribution Tax	-	-	-	(6.09)	-	(6.09)	
	Contingent Provision Against Standard Asset	-	-	-	0.33	-	0.33	
	Short /excess Provision Made in last year	-	-	-	(0.30)	-	(0.30)	
	other IND AS Adjustments	-	-	-	-	-	-	
	other comprehensive income	-	-	-	(77.40)	-	(77.40)	
	realised gain /(loss) transferred to surplus	-	-	-	8.48	(8.48)	-	
	-Remeasurement of defined employee benefit plan(Net)	-	-	-	(1.91)	(1.91)	(1.91)	
	closing balance on 31-03-2019	357.71	50.48	1,254.13	2,832.65	(179.41)	4,315.56	
	As at 31 March , 2019	357.71	50.48	1,254.13	2,832.65	(179.41)	4,315.56	
	Profit for the Year	-	-	-	313.30		313.30	
	Transactions with owners in their capacity as owners							
	Buy back of shares				(659.81)		(659.81)	
	Transfer to Statutory Reserve			62.66	(62.66)		-	
	Dividend Paid				(29.64)		(29.64)	
	Payment of Dividend Distribution Tax				(6.09)		(6.09)	
	Short /excess Provision Made in last year				40.33		40.33	
	other IND AS adjustments				(0.01)		(0.01)	
	other comprehensive income				(707.70)		(707.70)	
	realised gain/(loss) transferred to surplus				(79.21)	79.21	-	
	-Remeasurement of defined employee benefit plan(Net)				(1.34)	(1.34)	(1.34)	
	closing balance on 31-03-2020	357.71	50.48	1,316.79	2,348.86	(809.24)	3,264.60	

Significant Accounting Policy & Notes to Accounts		1 to 47
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) Whole time director & Chief Financial Officer DIN : 00050614	(Walecha Inder Jeet) Partner M.No: 093694
(CS Pooja Gupta) Company secretary M.No. : A42583		Place : Noida Date : 29.06.2020

note. 3	CASH AND CASH EQUIVALENTS			(Amount in lacs)
	Particulars	As at March 31,2020	As at March 31,2019	As at 1 April ,2018
	Balance With Bank			
	In current account	3.81	0.31	9.57
	cash in hand	0.11	0.05	0.08
	TOTAL	3.92	0.36	9.65

note.4	BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS ABOVE			(Amount in lacs)
	Particulars	As at March 31,2020	As at March 31,2019	As at 1 April ,2018
	Balance With Bank			
	In Earmarked Account			
	Unpaid Dividend	10.82	12.02	12.07
	Margin Money With Depository	10.00	-	-
	In Fixed Deposits *	125.00	125.00	125.00
	TOTAL	145.82	137.02	137.07
	* FD of is under lien with bank for overdraft facility			

note7	Loans			(Amount in lacs)
	Particulars	As at March 31,2020	As at March 31,2019	As at 1 April ,2018
	At amortised cost			
	Term Loans(unsecured)	-	-	130.57
less:	Impairment loss allowance	-	-	-
		-	-	130.57
	Loans in India			
	- public sector	-	-	-
	- others	-	-	130.57
less:	Impairment loss allowance	-	-	-
		-	-	130.57

note 9	OTHER FINANCIAL ASSETS			(Amount in lacs)
	Particulars	As at March 31,2020	As at March 31,2019	As at 1 April ,2018
	(considered good)			
	Security Deposits	0.34	0.34	0.34
	Interest Accrued But Not received	3.89	3.68	4.02
	Total	4.23	4.02	4.36

note 10	Income tax		
	The Components of Income Tax expense for the years ended 31 March , 2020 and 31 March , 2019 are:-		
a)	(Amount in lacs)		
	Particulars	As at March 31,2020	As at March 31,2019
	Current tax	124.32	178.31
	Deffered Tax	69.25	(3.67)
	total	193.57	174.64

b)	Reconciliation of Tax Expenses		(Amount in lacs)
	Particulars	As at March 31,2020	As at March 31,2019
	Profit before tax to taxable profits	506.92	656.89
	Tax at Enacted tax rare 27.82%	141.03	182.75
	Tax reversals	34.89	(25.39)
	effect of non - deductible expense	17.65	17.28
	total	193.57	174.64

c)

The balance comprises temporary differences attributable to below items and corresponding movement in deferred tax asset/ (Liability)			
(Amount in lacs)			
Particulars	As at March 31,2020	As at March 31,2019	As at 1 April ,2018
Deferred tax Liability			
Depreciation on property, plants and equipment	14.09	-	-
Deferred tax Assets			
Capital losses	54.92	43.11	19.65
Fair Value Changes	93.22	34.34	24.13
Depreciation on property, plants and equipment	-	24.54	5.73
Others	18.55	11.15	42.76
Mat Credit Entitlement	66.69	91.74	146.85
total	219.29	204.88	239.13

note 13

OTHER NON FINANCIAL ASSETS			
(Amount in lacs)			
Particulars	As at March 31,2020	As at March 31,2019	As at 1 April ,2018
advance to supplier	0.41	22.28	20.17
Prepaid Expenses	2.23	0.27	0.57
Advance Tax/TDS (Net of provision)	4.05	11.07	11.37
gratuity trust	-	0.69	2.44
Balance with GST authorities	-	1.30	-
amount receivable from broker	22.83	35.18	-
TOTAL	29.52	70.79	34.55

Note 14

Trade Payables			
(Amount in lacs)			
Particulars	As at March 31,2020	As at March 31,2019	As at 1 April ,2018
i) Total outstanding Dues to micro and Small Enterprises*	-	-	-
ii) Total outstanding Dues to creditors other than micro and Small Enterprises	2.06	26.47	13.53
	2.06	26.47	13.53

*The details of amounts outstanding to Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprise Development Act,2006 (MSMED Act) based on the information given by the management, are as under:

Particulars	As at March 31,2020	As at March 31,2019	As at 1 April ,2018
Principal amount due and remaining unpaid	Nil	Nil	Nil
Interest due on (1) above and the unpaid interest	Nil	Nil	Nil
Interest paid on all delayed payment under the MSMED Act	Nil	Nil	Nil
Payment made beyond the appointed day during the year	Nil	Nil	Nil
Interest due and payable for the period of delay ther than (3) above	Nil	Nil	Nil
Interest accrued and remaining unpaid	Nil	Nil	Nil
Amount of further interest remaining due and payable in succeeding years	Nil	Nil	Nil

Note 15

Security Deposits			
(Amount in lacs)			
Particulars	As at March 31,2020	As at March 31,2019	As at 1 April ,2018
Security Deposit *	-	-	9.19
	-	-	9.19

*The company has not accepted any Deposits from Directors /KMP'S . The Deposits have not been guranteed by Directors orothers. Also the company has not defaulted in Repayment of Deposits. The Deposit was accepted as a Security from contractor involved in construction of building at Techzone -4 which was duly paid on completion of work.

note16 Other Financial Liability			
(Amount in lacs)			
Particulars	As at March 31,2020	As at March 31,2019	As at 1 April ,2018
Unclaimed Dividend*	10.82	12.02	12.07
Commission and Brokerage payable	-	-	1.81
Marketing Brokerage payable	-	-	2.09
	10.82	12.02	15.97
*Does not include any amounts, due and outstanding, to be transferred to the Investor Education and			

note 17 PROVISIONS			
(Amount in lacs)			
Particulars	As at March 31,2020	As at March 31,2019	As at 1 April ,2018
Provision Against Standard Assets	-	-	0.33
Gratuity Payable (Refer note no 36)	1.93	-	0.03
Provision for Csr expense	13.75	-	-
	15.68	-	0.36

Note 18 Current Tax Liabilities			
(Amount in lacs)			
Particulars	As at March 31,2020	As at March 31,2019	As at 1 April ,2018
Provision for taxation (net)	0.59	0.82	-
	0.59	0.82	-

note 19 Other Non Financial Liability			
(Amount in lacs)			
Particulars	As at March 31,2020	As at March 31,2019	As at 1 April ,2018
Expenses Payable	3.10	4.19	4.87
I.G.S.T Payable	7.60	5.39	17.88
P.F. Payable	0.16	0.21	0.24
TDS payable	0.33	1.15	0.77
	11.19	10.94	23.75

Note 20 EQUITY SHARE CAPITAL						
(Amount in Lacs)						
Particulars	As at 31.03.2020		As at 31.03.2019		As at 31.03.2018	
	Nos.	Amount	Nos.	Amount	Nos.	Amount
AUTHORISED						
Equity Shares of the FV of Rs.5/- each (2018 - Year Rs. 10/-)	20,000,000	1,000	20,000,000	1,000	1,00,00,000	1,000
ISSUED, SUBSCRIBED & PAID-UP						
Equity shares of Rs.5/- each fully paid up (2018 Year Rs. 10/-)	9,970,541.00	498.53	11,855,692	592.78	5,927,846	592.78
Total	9,970,541	498.53	11,855,692	592.78	5,927,846	592.78
In the event of liquidation of the company, the Equity shareholders 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, 2020 March 31, 2019 and March 31, 2018 is set out below -						
(Amount in lacs)						
Particulars	As at 31.03.2020		As at 31.03.2019		As at 31.03.2018	
	Nos.	Amount	Nos.	Amount	Nos.	Amount

No. of share at the beginning @ FV - Rs 10	0	0	0.00	0.00	7,186,689	719
No. of share at the beginning @ FV - Rs 5/	11,855,692	592.78	5,927,846	296.39	-	-
Less - Shares buyback during the year of FV of Rs 10 /- each	1,885,151	94.25	-	-	1,258,843	126
Add - Adjusted no. of Shares on account of Sub Division of equity share (Refer Note given below)	0	0	5,927,846	296.39	-	-
Total no. of shares at the end @ FV Rs 10			-	-	5,927,846	592.78
Total no. of shares at the end @ FV RS 5	9,970,541	498.53	11,855,692	592.78	-	-

Note 1): w.e.f 24.10.2018 equity shares of FV Rs. 10 /- each were splitted into two shares of Rs. 5 /- each.

Details of shares held by shareholders holding more than 5% of the aggregate shares in the company						
Particulars	As at 31.03.2020		As at 31.03.2019		As at 31.03.2018	
	Nos.	%	Nos.	%	Nos.	%
Mr Rakesh K Jain	4,189,995	42.02	4,991,820	42.10	2,495,910	42.10
Ms. Prerna Jain	2,330,943	23.38	2,777,008	23.42	1,388,504	23.42
Hope Consultants Limited	689,156	6.91	820,086	6.92	410,043	6.92
Total	7,210,094	72.31	8,588,914	72.46	4,294,457	72.46

NOTE 21

Other Equity			
(Amount in lacs)			
Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
<u>A) General Reserves</u>			
Opening Balance	50.48	50.48	50.48
(+) Current year transfer	-	-	-
Closing Balance	50.48	50.48	50.48
<u>B) Security Premium</u>			
Opening Balance	-	-	237.54
(+) Current year transfer	-	-	-
(-) Deduction for current year (used for buy back of sha	-	-	(237.54)
Closing Balance	-	-	-
<u>C) RBI Reserve Fund</u>			
Opening Balance	1,254.13	1,163.20	963.92
(+) Current year transfer	62.66	90.93	199.28
Closing Balance	1,316.79	1,254.13	1,163.20
<u>D) Capital Redemption Reserve</u>			
Opening Balance	357.71	357.71	357.71
(+) Current year transfer	-	-	-
Closing Balance	357.71	357.71	357.71
<u>E) Retained earnings</u>			
Opening Balance	2,832.65	2,468.55	2,381.99
a) (+) Net Profit/ (Net Loss) for the current year	313.30	482.25	-
<u>ind as adjustments</u>			
(+) Proposed Dividend	-	-	29.64
(+) Proposed Dividend Tax	-	-	6.09
(-)/(+) net loss / Gain on fair value changes	(79.21)	8.48	8.75
(-) Creation of Dta on fair value change	-	-	77.09
other ind as adjustments	(0.01)	-	(35.01)
(-) Buy Back of Shares	(659.81)	-	-
(-) dividend paid	(29.64)	(29.64)	-
(-) ddt paid	(6.09)	(6.09)	-
(-) Transfer to RBI Reserves	(62.66)	(90.93)	-
(+/-) Contingency Provision against Standard Assets	-	0.33	-
(+) Excess/(short) provision made in the previous year	40.33	(0.30)	-
Closing Balance	2,348.86	2,832.65	2,468.55
<u>F) other comprehensive income</u>			
opening bal	(179.41)	(91.62)	-
realised and unrealised gain/(loss)on Equiy Instruments	(707.70)	(77.40)	(91.62)
-Remeasurement of defined employee benefit plan(Net)	(1.34)	(1.91)	-
realised gain/ loss transferred to retained earning	79.21	(8.48)	-
Closing Balance	(809.24)	(179.41)	(91.62)
Total	3,264.60	4,315.56	3,948.32

Nature and purpose of reserve

a) Securities Premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act 2013.

b) Capital Redemption Reserve

The Capital Redemption Reserve is required to be created on buy-back of equity shares. The Company may issue fully paid up bonus shares to its members out of the capital redemption reserve.

c) General reserve

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

d) RBI Reserve Fund

Created pursuant to Section 45-IC of the Reserve Bank of India Act, 1934.

note.5 TRADE RECEIVABLES

(Amount in lacs)

Particulars	As at March 31,2020			As at March 31,2019			As at 1 April ,2018		
	Exposure	Loss Allowance	Net amount	Exposure	Loss Allowance	Net amount	Exposure	Loss Allowance	Net amount
Considered Good - Secured	-	-	-	-	-	-	-	-	-
Considered Good - Unsecured*	36.94	-	36.94	39.96	-	39.96	70.87	-	70.87
Trade Receivable having Significant increase in Credit	-	-	-	-	-	-	-	-	-
Trade Receivable - Credit Impaired	-	-	-	-	-	-	-	-	-
Total	36.94		36.94	39.96		39.96	70.87		70.87

**All Trade Receivables are due for less than 6 months*

** No Trade Receivables are due from Directors or any other officer of the company either severely or jointly with any other person. Nor any trade or other receivables are due from firms or Private companies in which any Director is a partner , Director or a member.*

note.6 OTHER RECEIVABLES

(Amount in lacs)

Particulars	As at March 31,2020			As at March 31,2019			As at 1 April ,2018		
	Exposure	Loss Allowance	Net amount	Exposure	Loss Allowance	Net amount	Exposure	Loss Allowance	Net amount
Considered Good - Secured									
Considered Good - Unsecured*									
-amount receivable from employee	0.03	-	0.03	-	-	-	0.22	-	0.22
Trade Receivable having Significant increase in Credit									
Trade Receivable - Credit Impaired									
Total	0.03		0.03	-		-	0.22		0.22

**All Receivables are due for less than 6 months*

** No Receivables are due from Directors or any other officer of the company either severely or jointly with any other person. Nor any receivables are due from firms or Private companies in which any Director is a partner , Director or a member.*

note 8	Investments	Face Value	Quantity in nos.			(Amount in lacs)		
			value					
	Particulars		As at March 31,2020	As at March 31,2019	As at 1 April ,2018	As at March 31,2020	As at March 31,2019	As at 1 April ,2018
(A)	Investments in Equity Instruments							
	At deemed cost(Unquoted)							
	1. Systma Shyam Teleservices Ltd.	10.00	-	-	-	-	-	-
	2. Jrd Engineering (I) Ltd.	10.00	100.00	100.00	100.00	-	-	-
	3. Ballmer lawerie cont. ltd	10.00	200.00	200.00	200.00	0.00	0.00	0.00
			300.00	300.00	300.00	0.00	0.00	0.00
	At FVTOCI (quoted shares)							
	Aditya Birla Capital Ltd.	10.00	145,000.00	63,400.00	115,400.00	61.12	61.62	168.43
	Amara Raja Batteries Ltd.	1.00	-	-	500.00	-	-	3.98
	Andhara Cements Ltd.	10.00	324,036.00	-	-	5.18	-	-
	Ashok Leyland Ltd.	1.00	316,000.00	90,000.00	28,000.00	136.04	82.17	40.73
	ASIANPAINT		600.00	-	-	10.00	-	-
	AXIS BANK LTD		6,500.00	-	-	24.64	-	-
	BANDHAN BANK LIMITED		9,000.00	-	-	18.34	-	-
	Bank Of Baroda	2.00	10,000.00	80,500.00	70,000.00	5.36	103.56	99.61
	BHARAT DYNAMICS LIMITED		2,500.00	-	-	4.63	-	-
	BSE Ltd.	2.00	-	5,000.00	100.00	-	30.56	0.76
	Bharat Forge Ltd	2.00	12,500.00	6,000.00	-	29.37	30.74	-
	Bharat Petroleum Corporation Ltd	10.00	6,000.00	-	-	19.01	-	-
	BRITANNIA INDUSTRIES LTD		250.00	-	-	6.72	-	-
	CADILA HEALTHCARE LTD.		5,000.00	-	-	13.36	-	-
	Castrol India Ltd	5.00	-	-	-	-	-	-
	Central Depository Services (India) Ltd	10.00	2,598.00	24,000.00	12,500.00	5.57	58.21	35.33
	Container Corporation Ltd.	10.00	12,599.50	24,688.00	11,000.00	41.79	129.68	136.96
	DISH TV INDIA LTD		45,000.00	-	-	1.82	-	-
	Delta Corp Ltd.	1.00	-	-	4,500.00	-	-	11.26
	ESSL Propack Ltd.	2.00	-	40,466.00	25,067.00	-	47.20	59.99
	Ester Industries Ltd.	5.00	-	33,500.00	32,500.00	-	11.76	21.81
	Finolex Industries Ltd.	10.00	-	2,632.00	6,200.00	-	12.88	40.90
	Finolex Cables Ltd.	2.00	12,750.00	10,500.00	-	25.98	49.92	-
	Force Motors Ltd.	10.00	-	-	750.00	-	-	20.50
	Gateway Distriparks Ltd	10.00	-	-	6,000.00	-	-	10.49
	Godrej Consumer Products Ltd	1.00	10,250.00	7,500.00	-	53.39	51.45	-
	Godrej Agrovet Ltd.	10.00	-	-	2,500.00	-	-	15.95
	HDFC LTD		2,250.00	-	-	36.74	-	-
	HDFC Bank Ltd	2.00	2,000.00	-	3,000.00	17.24	-	54.77
	HEIDELBERG CEMENT INDIA LTD		35,000.00	-	-	49.65	-	-
	HDFC Standard Life Insurance Company Ltd	10.00	-	1,000.00	-	-	3.79	-
	IDFC Ltd.	10.00	25,000.00	-	-	3.71	-	-
	IDFC Bank Ltd.	10.00	157,500.00	261,100.00	203,500.00	33.23	144.13	96.36
	Indiabulls Housing Finance Ltd	2.00	5,000.00	5,000.00	-	4.08	42.91	-
	Infosys Limited	5.00	-	1,750.00	-	-	13.02	-
	Jaiprakash Power Ventures Ltd	10.00	1,426,898.00	562,586.00	-	8.56	10.41	-
	J.K. Cement Ltd.	10.00	-	8,100.00	-	-	70.20	-
	Jyothy Laboratories Ltd.	1.00	16,475.00	-	21,500.00	15.19	-	85.11
	kotak mahindra bank		2,750.00	-	-	35.64	-	-
	Udaipur Cement Works Ltd.	4.00	10,100.00	10,100.00	10,100.00	0.76	1.44	2.31
	JK Lakshmi Cement Ltd.	5.00	-	8,388.00	-	-	29.12	-
	La Opala Rg Ltd	2.00	5,500.00	4,823.00	16,623.00	8.12	10.46	47.67
	Larsen Turbo Ltd	2.00	-	1,000.00	6,500.00	-	13.85	85.21
	Lumax Automotive Systems Ltd	10.00	50.00	50.00	-	0.02	0.02	0.02
	Maruti Suzuki India Ltd	5.00	1,250.00	1,100.00	-	53.60	73.40	-
	merck ltd	1.00	25.00	-	-	1.00	-	-
	Motherson Sumi Systems Ltd	1.00	22,000.00	21,750.00	-	13.43	32.56	-
	Mideast Integrated Steels Ltd.	10.00	-	-	15,000.00	-	-	6.98
	Muthoot Finance Ltd	10.00	-	-	22,500.00	-	-	91.68
	National Aluminium Company Ltd.	5.00	221,500.00	32,724.00	-	64.46	18.15	-
	ORIENT BELLS LTD		-	1.00	-	-	0.00	0.00
	PROCTER & GAMBLE		25.00	-	-	2.57	-	-
	National Buildings Const. Corp. Ltd.	1.00	-	86,500.00	5,000.00	-	57.35	9.52
	Network 18 Media & Investments Ltd	5.00	-	30,000.00	-	-	10.65	-
	ONGC Ltd	5.00	-	-	30,000.00	-	-	53.34
	Orient Refractories Ltd.	1.00	-	-	2,500.00	-	-	3.98
	Power Grid Corporation Of India Ltd	10.00	-	36,750.00	51,000.00	-	72.73	98.56
	Polyplex Corporation Ltd.	10.00	-	-	4,000.00	-	-	18.83
	Punjab National bank	2.00	-	30,000.00	-	-	28.65	-
	Reliance Capital Ltd.	10.00	60.00	60.00	60.00	0.00	0.12	0.25
	Reliance CommunicationVentures Ltd	5.00	-	64,963.00	13,463.00	-	2.70	2.93
	Reliance Home Finance Ltd.	10.00	60.00	60.00	60.00	0.03	0.47	0.61
	Reliance Industries	10.00	3,500.00	2,500.00	-	38.98	34.08	-
	Reliance Nippon Life Asset Management Ltd.	10.00	-	20,500.00	33,000.00	-	42.99	81.66
	Reliance Power Ltd.	10.00	300.00	300.00	300.00	0.00	0.03	0.11
	SBI CARDS AND PAYMENT SERVICES LTD							
	Shipping Corporation of India Ltd.	10.00	250.00	-	-	1.55	-	-
	Shree Cement Ltd.	10.00	2,500.00	-	-	0.94	-	-
	State Bank of India	1.00	-	150.00	450.00	-	28.00	72.88
	Steel Authority of India Ltd.	10.00	-	14,000.00	-	-	44.91	-
	sun pharma		30,000.00	-	8,000.00	6.92	-	5.62
	Suprajit Engineering Ltd.	1.00	6,000.00	-	-	21.14	-	-
	Sequent Scientific Ltd.	2.00	6,108.00	-	5,000.00	6.88	-	13.93
	TATA CONSULTANCY SERVICES		300.00	-	15,000.00	-	-	11.57
	Tata Chemicals Ltd.	10.00	-	3,000.00	-	5.48	-	-
	Tata Motors Ltd	2.00	10,000.00	13,500.00	-	3.10	23.52	-
	Tata Steel Ltd		1.00	-	-	0.00	-	-
	Tata Steel Ltd - Partially paid	10.00	75,000.00	12,000.00	-	22.20	7.70	-
	Tube Investments of India Ltd.	1.00	-	-	20,900.00	-	-	46.48
	TV18 Broadcast Ltd	2.00	112,500.00	120,000.00	-	17.55	42.60	-
	TVS Srichakara Ltd.	10.00	-	-	100.00	-	-	3.22
	Ultratech Cement Ltd.	10.00	500.00	1,050.00	650.00	16.22	41.98	25.68
	Unitech Ltd	2.00	75,000.00	200,000.00	-	0.87	2.78	-
	VIP Industries Ltd	2.00	-	-	5,000.00	-	-	15.93
	Wonderla Holidays Ltd	10.00	-	-	11,250.00	-	-	38.43
	Zee Entertainment Enter. Ltd	1.00	55,000.00	9,200.00	14,000.00	68.17	40.99	80.57
			3,230,985.50	1,952,191.00	833,473.00	1,020.33	1,633.12	1,720.87
	Sub -Total A		3,231,285.50	1,952,491.00	833,773.00	1,020.33	1,633.12	1,720.87
(B)	Investment in Mutual Fund							
	At FVTOCI (Equity)							
	Axis blue chip Fund - Direct Plan - Growth		271,901.48	271,901.00	-	76.95	82.71	-
	Axis Focused 25 Fund - Direct Plan - Growth Option		32,711.81	-	-	8.36	-	-
	Axis Midcap Fund - Direct Plan - Growth		25,607.64	-	-	9.10	-	-
	Birla Sun Life Advantage Fund-Plan A (Dividend)		-	-	36,633.28	-	-	36.33
	Birla Sun Life Banking and Financial Services Fund - Regular Plan - Dividend		-	11,337.00	102,946.64	-	1.95	17.10
	Birla Sun Life Pure Value Fund- Dividend		-	86,420.00	86,419.80	-	20.61	23.74
	DSP BlackRock Opportunities Fund - Direct Plan - Dividend		-	18,162.67	-	-	10.18	9.55
	DSP BlackRock Opportunities Fund - Direct Plan - Growth		-	4,552.35	4,552.35	-	10.68	10.02
	DSP BlackRock Opportunities Fund - Regular		50,738.06	144,022.00	129,520.55	8.62	36.62	35.16
	DSP Top 100 Equity Fund - Direct Plan - Growth		1,799.82	-	-	2.92	-	-
	Franklin India Focused Equity Fund - Direct - Growth		21,484.22	-	-	6.78	-	-
	Franklin India High Growth Companies Fund		-	-	106,154.77	-	-	25.79
	Franklin India Prima Plus-Dividend		-	-	10,834.28	-	-	4.03
	Franklin India Smaller Companies Fund-Dividend		-	1.00	1.00	-	0.00	0.00
	HDFC Mid-Cap Opportunities Fund - Dividend		0.37	87,677.00	112,671.29	0.00	55.49	35.02
	HDFC Capital Builder Fund -Direct Plan - Dividend Option		220,204.83	197,313.00	178,113.50	35.84	15.37	52.10

	HDFC Capital Builder Fund -Direct Plan - Growth Option	4,811.90	4,811.90	4,811.90	10.06	24.96	14.25
	HDFC Equity Fund -Direct Plan - Growth Option	1,015.85	-	-	4.91	-	-
	HDFC Mid Cap Opportunities Fund -Direct Plan - Growth Option	17,138.84	-	-	7.10	-	-
	ICICI Prudential FMCG Fund - Direct Plan - Growth	3,965.11	-	-	8.77	-	-
	HSBC India Opportunities Fund - Dividend	-	-	137,249.26	-	-	34.08
	HSBC Midcap Equity Fund - Dividend	-	-	205,400.78	-	-	51.12
	Kotak Opportunities - Dividend	-	22,229.00	20,022.02	-	5.50	5.14
	Kotak Select Focus Fund - Dividend	-	147,049.00	138,729.82	-	34.85	31.48
	Kotak Select Focus Fund - Dividend - Direct	174,787.17	165,871.00	157,063.91	32.27	42.26	37.77
	Kotak Select Focus Fund - Growth - Direct	41,914.44	29,191.14	29,191.14	12.15	11.01	9.77
	MOST Focused 25 Fund- Regular Plan Dividend	41,131.00	121,240.00	266,300.68	8.36	18.82	40.86
	MOST Focused Multicap 35- Direct Plan-Dividend Option	213,002.00	201,413.00	194,283.56	36.52	48.60	48.97
	MOST Focused Multicap 35-Direct Plan-Growth Option	96,854.00	96,854.11	96,854.11	19.97	26.39	26.47
	Nippon India Banking Fund - Direct Plan Growth Plan - Growth	5,422.36	-	-	9.26	-	-
	UTI - MNC Fund Growth Option - Direct	2,833.60	-	-	4.90	-	-
	UTI Mid Cap Fund - Income Plan	0.42	13,730.34	13,730.34	0.01	6.94	7.40
		1,227,324.93	1,623,775.51	2,049,647.63	302.86	452.94	556.15
	At FVTPL (Debt)						
	Birla Sunlife Govt. Securities Fund - Growth	86,301.00	86,301.00	-	52.63	46.37	-
	Birla Sun Life Floating Rate - Short Term - Growth - Direct Plan	-	-	22,577.78	-	-	52.34
	DSP BlackRock Money Manager Fund - Regular Plan - Growth	-	-	-	-	-	-
	Birla Sun Life Liquid Fund - Growth	-	38,705.00	-	-	116.28	-
	Axis Gilt Fund - Direct Plan - Growth Option	136,459.27	136,459.00	-	25.84	22.51	-
	Axis Liquid Fund - Direct Plan - Growth Option	1,557.48	6,126.00	-	34.33	127.02	-
	DSP BlackRock Liquidity Fund - Direct Plan - Growth	-	981.00	201.03	-	26.23	5.00
	Franklin India Savings Plus Fund - Retail Plan - Growth	-	-	-	-	-	-
	Franklin US Opportunities Fund	-	-	-	-	-	-
	HDFC Cash Management Fund-Savings Plan-Growth	-	-	-	-	-	-
	HDFC Cash Management Fund - Treasury Advantage Plan - Retail - Growth	-	-	-	-	-	-
	DSP BlackRock Govt Securities Fund - Direct Plan - Growth	49,962.53	49,963.00	-	35.33	30.52	-
	Franklin India Govt. Securities Fund- Direct	-	24,182.00	-	-	10.63	-
	Franklin India Liquid Fund - Super Institutional	-	315.00	-	-	8.83	-
	HDFC Gilt Fund - Growth Option- Direct Plan	95,955.40	95,955.00	-	40.31	36.58	-
	HDFC CM Savings -Direct Plan - Growth Option	-	-	1,773.50	-	-	64.28
	HDFC Liquid Fund -Direct Plan - Growth Option	4,243.46	2,365.00	2,347.96	165.78	86.99	80.39
	Canara Robeco Treasury Advantage Retail Growth Fund	-	0.00	0.00	-	0.00	0.00
	Nippon India Low Duration Fund- Growth Plan - Growth Option	-	0.24	0.24	-	0.01	0.01
	Kotak Liquid - Growth - Direct	2,193.99	-	-	88.09	-	-
	Nippon India Liquid Fund - Retail Option - Growth Plan- old	-	0.01	0.01	-	0.00	0.00
	ICICI Prudential Flexible Income - Regular Plan - Growth	-	-	-	-	-	-
	ICICI Prudential Liquid Plan - Regular Plan - Growth	-	46,208.00	4,884.96	-	127.73	12.52
	Reliance Money manager Fund - Inst Option - Growth Plan	-	-	-	-	-	-
	Reliance Liquid Fund - Growth Plan	-	-	-	-	-	-
	ICICI Prudential Gilt Fund - Direct Plan - Growth	45,975.11	45,975.00	-	34.47	30.55	-
	Reliance Liquid Fund - Direct Plan - Growth plan	-	2,181.00	-	-	99.50	-
	Reliance Liquidity Fund - Direct Plan Growth Option - Growth	-	-	2,270.01	-	-	59.41
	SBI Liquid Fund - Direct Plan - Growth	996.52	2,862.00	-	30.98	83.81	-
	SBI Magnum Gilt Fund - Long Term - Direct	216,397.90	198,943.00	-	104.93	83.18	-
	Templeton India Treasury Management Account - Direct - Growth	-	-	3,204.14	-	-	83.23
	Templeton India Ultra-short Bond Fund - Growth	-	-	-	-	-	-
	UTI-Floating Rate Fund - Short Term Plan (Growth Option)	2,507.23	4,635.00	956.49	81.52	141.86	27.21
	UTI Treasury Advantage Fund Institutional Plan - Growth	-	-	1,765.35	-	-	42.28
	UTI-Floating Rate Fund - Short Term Plan (Growth Option)	-	-	-	-	-	-
	UTI- Gilt Fund - Direct Plan - (Growth Option)	33,717.85	33,718.00	-	15.84	14.03	-
	Sub- Total (B)	676,267.75	775,874.25	39,981.46	710.05	1,092.61	426.66
	Sub- Total (B)	1,903,592.68	2,399,649.76	2,089,629.09	1,012.91	1,545.55	982.81
	Bonds						
	At Amortised Cost						
	01006 GOI 2021 10.25	50,000.00	50,000.00	50,000.00	59.11	59.11	59.11
	6.90 % GOI 2019	-	5,000.00	5,000.00	-	4.99	4.99
	Central Government Loan	62,000.00	62,000.00	62,000.00	62.45	62.45	62.45
	NTPC Limited	23,500.00	23,500.00	23,500.00	-	-	-
	Sub-TOTAL (C)	135,500.00	140,500.00	140,500.00	121.56	126.54	126.54
	Total Investments (A+B+C)	5,270,378.18	4,492,640.76	3,063,902.09	2,154.80	3,305.21	2,830.22
	Total Investment at deemed cost				0.00	0.00	0.00
	Total Investment at FVTPL				710.05	1,092.61	426.66
	Total Investment at FVTOCI				1,323.19	2,086.06	2,277.02
	Total Investment at Amortised Cost				121.56	126.54	126.54
					-	-	-
	Investment in India				2,154.80	3,305.21	2,830.22
	Investment in Outside India				-	-	-
	Note 1. The Equity Securities which are not held for trading , for which the company has made an irrevocable election at initial recognition to recognise changes in Fair Value through OCI rather than profit and loss account as these are strategic investments and the company considered this to be more relevant.						
	Note 2:-For investment in equity unlisted shares- cost carried in balancesheet has been taken as best estimate of fair value in case of non availability of sufficient and recent information as per Ind as 109 financial instruments.						

Note 11:

Property Plant and Equipment

Particulars	Own Assets												Leased Assets	Total
	Building at Tech zone IV , Greater Noida	Building at E169, Masjid Moth, New Delhi	Vehicle	Office Equipments	Co work Office Equipments	Lift	Fire Fighting Equipments	Computer Equipments	Furniture & Fixture	Co work furniture	Electrical Equipments	Co work electrical	Right of use under lease	
Gross Carrying Amount														
Deemed Cost as at April 1 , 2018*	693.69	43.19	40.71	1.62	-	-	-	2.45	2.39	-	17.89	-	528.04	1,329.98
Additions	35.68	-	-	5.08	5.01	26.66	11.77	0.24	0.25	9.14	22.01	2.22	-	118.06
Disposals and Transfers	34.61	43.19	-	-	-	-	-	-	-	-	-	-	-	77.80
Closing Gross Carrying Amount	694.76	-	40.71	6.70	5.01	26.66	11.77	2.69	2.64	9.14	39.90	2.22	528.04	1,370.24
Accumulated depreciation														
opening accumulated Depretiation	13.85	15.22	2.93	1.34	-	-	-	1.14	1.70	-	0.93	-	35.01	72.12
Depretiation Charged During the year	21.54	1.62	4.82	0.68	0.25	1.78	0.66	0.53	0.20	0.36	2.89	0.05	5.07	40.45
Disposal and Transfers	(0.13)	(16.84)	-	-	-	-	0.13	-	-	-	-	-	-	(16.84)
Closing Accumulated depreciation	35.26	-	7.75	2.02	0.25	1.78	0.79	1.67	1.90	0.36	3.82	0.05	40.08	95.73
Net Carrying Amount at 31 March ,2019	659.50	-	32.96	4.68	4.76	24.88	10.98	1.02	0.74	8.78	36.08	2.17	487.96	1,274.51
Gross Carrying Amount														
opening Gross Carrying Amount	694.76	-	40.71	6.70	5.01	26.66	11.77	2.69	2.64	9.14	39.90	2.22	528.04	1,370.24
Additions	-	-	-	0.78	-	26.12	-	-	0.11	-	-	-	-	27.01
Disposals and Transfers	(3.54)	-	-	-	-	(2.71)	-	-	-	-	-	-	-	(6.25)
Closing Gross Carrying Amount	691.22	-	40.71	7.48	5.01	50.07	11.77	2.69	2.75	9.14	39.90	2.22	528.04	1,391.00
Accumulated depreciation														
opening accumulated Depretiation	35.26	-	7.75	2.02	0.25	1.78	0.79	1.67	1.90	0.36	3.82	0.05	40.08	95.73
Depretiation Charged During the year	21.96	-	4.85	1.16	0.48	4.77	0.77	0.53	0.23	0.87	3.80	0.21	5.37	45.00
Disposal and Transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing Accumulated depreciation	57.22	-	12.60	3.18	0.73	6.55	1.56	2.20	2.13	1.23	7.62	0.26	45.45	140.73
Net Carrying Amount at 31 March ,2020	634.00	-	28.11	4.30	4.28	43.52	10.21	0.49	0.62	7.91	32.28	1.96	482.59	1,250.27

* On Transition Date the company has elected to carry Previous GAAP Carrying Amount as Deemed Cost , Except in case of Leasehold land where relevant changes as per Adoption of IND AS 116 are made, Company has adopted IND AS 116 from 01/04/2019 and made necessary changes in corresponding figures of Previous Years.

Note 12

<u>Inntangible Assets</u>	Computer Software	
	As at 31 March ,2020	As at 31 March ,2019
Gross Carrying Amount		
Opening Deemed Cost *	5.37	5.37
Additions	-	-
Disposal aand Transfers	-	-
Closing Gross Carrying Amount	5.37	5.37
Accumulated depreciation		
opening accumulated Depretiation	4.62	4.46
Depretiation Charged During the year	0.16	0.16
Disposal and Transfers		
Closing Accumulated depreciation	4.78	4.62
Net Carrying Amount	0.59	0.75

Notes:-

- 1) *On Transition Date the company has elected to carry Previous GAAP Carrying Amount as Deemed Cost
- 2)In respect of the intangible asset it is other than internally generated

Note 22	Interest Income		
	On Financial Assets Measured At Amortised Cost	(Amount in lacs)	
		For the Year Ended	For the Year Ended
	Particulars	31.03.2020	31.03.2019
	Bonds	10.59	10.80
	Fixed Deposits	9.53	8.76
Note 23	loans	-	6.31
	total	20.12	25.87
	Commission and Brokerage		
		For the Year Ended	For the Year Ended
	Particulars	31.03.2020	31.03.2019
	Commission from Mutual Fund Distribution	492.26	509.32
Note 24	Referral Fees	1.11	1.04
		-	-
		493.37	510.36
	Net gain / loss on Fair Value Changes		
		For the Year Ended	For the Year Ended
	Particulars	31.03.2020	31.03.2019
Note 25	Net Gain/loss on Fair Value Financial instruments at FVTPL (Mutual Fund -Debt)	48.55	21.13
		48.55	21.13
	Other Income	(Amount in lacs)	
		For the Year Ended	For the Year Ended
	Particulars	31.03.2020	31.03.2019
	Rental Income	1.20	0.10
Note 26	Misc Income	0.27	0.26
	Sundry Balance Write back	-	0.51
		1.47	0.87
	Finance Cost	(Amount in lacs)	
		For the Year Ended	For the Year Ended
	Particulars	31.03.2020	31.03.2019
Note 27	On Deferred Payment Liability Measured at Amortised Cost	-	-
	Interest on Leasehold Land	9.09	13.47
	OTHERS		
	Bank Interest	0.12	0.03
	other interest	0.06	0.06
		9.27	13.56
Note 27	Employee Benefits	(Amount in lacs)	
		For the Year Ended	For the Year Ended
	Particulars	31.03.2020	31.03.2019
	Salary, Wages & Other Benefits	31.84	52.43
	Contribution to Provident Fund & Other Funds	1.08	1.50
	Staff Welfare	1.40	2.23
Note 27	Gratuity (refer note no 36)	1.53	0.13
	others	-	-
		35.85	56.29

Note 28	Other Expenses	(Amount in lacs)	
		For the Year Ended 31.03.2020	For the Year Ended 31.03.2019
	Particulars		
	STT Charges	2.99	3.47
	Low Value Leases (Refer Note no 41)	4.94	4.98
	AGM Expenses	1.48	1.80
	Printing & Stationery	0.18	1.30
	Repairs & Maintenance	1.36	3.97
	Advertisement	2.56	0.63
	Payment to Auditors :		
	-Statutory Audit Fee	0.21	0.21
	-Tax Audit Fee	0.09	0.09
	Secretarial Audit Fee	0.10	0.10
	Internal Audit fee	0.10	
	Office Maintenance Exp.	0.38	0.46
	Postage & Telegram	0.86	0.06
	Telephone & Internet Expenses	0.13	0.20
	Electricity Expense	1.00	0.85
	Software expense	2.50	5.00
	balance Write off	-	0.00
	Other Expenses	6.47	3.31
		25.35	26.43
	# A sum of Rs. 1.17 Lakhs is being incurred as expenditure for earning exempt income.		
Note 29	The Earning Per Share (EPS) is calculated as follows		
		For the year ended 31.03.2020	For the year ended 31.03.2019
	Profit attributable to Equity Share Holders (Rs. In Lacs)	313.30	482.25
	No of shares in the beginning of the year	11,855,692.00	11,855,692.00
	Less:-No of shares bought back	1,885,151.00	-
	Balance No of shares at the year end	9,970,541.00	11,855,692.00
	Weighted Average No of Shares	10,476,691.13	11,855,692.00
	Earning per share- Basic and Diluted	2.99	4.07
	The number of shares used in computing Basic & Diluted EPS is the weighted average number of shares outstanding during the year.		
Note 30	Payment to Auditor		(Amount in lacs)
		For the year ended March 31,2020	For the year ended March 31,2019
	A) Auditor		
	(i) Statutory Audit Fees	0.21	0.21
	(ii) Tax Audit Fees	0.09	0.09
		0.30	0.30

Note 31

RELATED PARTY DISCLOSURE

Following disclosures are made, as per INDIAN ACCOUNTING STANDARD (IND AS) 24)-Related Party Disclosures For The Financial Year 2019-2020

(i) Individual having significant influence or control

Mr Rakesh K Jain
Ms Prerna Jain

(ii) Key Management Personnel:

Mr. Gauri Shanker Pandey (Whole Time Director w.e.f 27.08.2019 and chief financial officer)
Ms. Pooja Gupta (Company Secretary w.e.f 05.08.2019)
Ms. Richa Arora (Company Secretary and Whole time Director upto 17.07.2019)
Mr. Mayank Agarwal (chief financial officer UPTO 31.05.2019)

(iii) List of companies/enterprise, in which above person or their close family members have

1. Frontline Capital Services Limited
2. FSL Software Technologies Limited
3. Hope Consultants Limited
4. Wonder Buildtech Private Limited
5. Petal Consultants Private Limited
6. FSL Consultants Private Limited
7. Jain Singhal & Associates LLP
8. JSA Advisors LLP
9. Front Investments & Financial Consultants LLP
10. Petal Resorts Private Limited
11. Vardhman Electricals Private Limited
12. RP Jain Family Management Pvt Ltd

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

Nature of transactions	Key managerial personnel	Transaction with the companies/enterprises have significant influence or	Total
	(A)	(B)	A+B
Amount paid to key managerial personnel as remuneration,			
- Current Year Mr G S Pandey	7.44		7.44
	(7.22)		(7.22)
- Current Year Ms. Pooja Gupta	3.00		3.00
	-		-
- Current Year Ms. Richa Arora	1.94		1.94
	(5.72)		(5.72)
- Current Year Mr. Mayank Agarwal	0.98		0.98
	(5.62)		(5.62)
Rent paid			
- Current Year		4.94	4.94
previous year		(4.98)	(4.98)
Brokerage paid to Frontline Capital Services Limited			
- Current Year		10.67	10.67
previous year		(12.34)	(12.34)
software expenses			
- Current Year		2.50	2.50
previous year		(5.00)	(5.00)
current year	13.36	18.11	31.47
previous year	(18.56)	(22.32)	(40.88)
Balance outstanding as on 31.03.2020			
Remuneration payable			
- Current Year	0.45		0.45
previous year	(1.54)		(1.54)
Amount receivable from broker (Frontline Capital Services Limited)			
- Current Year	22.83		22.83
previous year	(35.18)		(35.18)

Previous year figures have been shown under bracket

Note 32**SEGMENT REPORTING**

The company operates in one geographical segment, i.e. India and has identified four business segments i.e.

Segment-I which is Consultancy Commission & Brokerage

Segment-II Investments in Bonds, Fixed Deposits & Loans & Advances and Segment-III Renting and Co- Work and

Segment-IV Other

unallocated investment activities.

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

Disclosure as required under Ind AS-108 "Operating Segments" is as under:-

(Amount in lacs.)

	Service, Commission & Brokerage	Investment in Bonds/ FDR/Loans & Advances	Renting and Co - Work	Unallocated	Total
<u>Segment Revenue (A)</u>					
- Current Year	543.26	20.13	1.20	102.54	667.13
- Previous Year	(545.98)	(26.25)	(0.10)	(83.44)	(655.77)
<u>Segment expense (B)</u>					
- Current Year	50.97	50.97	10.12	2.99	115.05
- Previous Year	(71.78)	(67.52)	(14.11)	(3.51)	(156.92)
<u>Depreciation</u>					
- Current Year	19.90	19.90	5.36		45.16
- Previous Year	(17.77)	(17.77)	(5.07)		(40.61)
<u>Exceptional Item</u>					
- Current Year	-	-	-	-	
- Previous Year				(198.65)	(198.65)
<u>Segment Result (A) - (B) - (C)</u>					
- Current Year	472.39	-50.74	-14.28	99.55	506.92
- Previous Year	(456.43)	(-59.04)	(-19.08)	(79.93)	(458.24)
<u>Segment Assets (A)</u>					
- Current Year	109.11	323.78	1205.85	2206.67	3845.41
- Previous Year	(183.03)	(146.75)	(1368.68)	(3339.04)	(5037.50)
<u>Segment Liabilities (B)</u>					
- Current Year	13.29	13.29	42.94	12.76	82.28
- Previous Year	(16.20)	(16.20)	(83.91)	(12.85)	(129.16)
<u>Capital Employed (A-B)</u>					
- Current Year	95.82	310.49	1162.91	2193.91	3763.13
- Previous Year	(166.83)	(130.55)	(1284.77)	(3326.19)	(4908.34)

Previous year figures have been shown under bracket

Note 33**Exceptional item**

During current Year there has been no occurrence of any exceptional item. In the Year 2018-2019, there was a sale of property situated at Masjid Moth on which a profit of Rs 198.65 Lacs was earned which has been recorded as Exceptional Item in the said year.

Note 34**Corporate Social Responsibility**

As per section 135 of the Companies Act, 2013, the gross amount suggested to be spent by the Company during the year ended March 31, 2020 is Rs 13.75 Lacs (Previous year ended March 31, 2019 Rs 13.69 Lacs). The Company has spent in current year Rs. Nil (Previous year Rs. 13.95 Lacs) on various CSR initiatives which includes contribution/donations made to the trusts which are engaged in activities as per section 135 of the Companies Act, 2013 read with Schedule VII to the said Act. In the current year the Company has created a provision for the said amount to be spent on various CSR initiatives as per section 135 of the Companies Act, 2013 read with Schedule VII to the said Act.

Note 35

Previous year's figures have been regrouped and reclassified wherever required.

Note 36 Employee 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.

The disclosure is as required under Ind AS-19 Employee Benefits is as under:-

Particulars	Current Year		Previous Year	
	Percentage	Amount	Percentage	Amount
Actuarial assumptions				
Discount Rate Per Annum	7.25%		7.5%	
Salary Escalation	6.00%		7%	
Reconciliation of opening and closing balances of obligation				
Obligation at beginning of the year		2.44		0.40
Current Service Cost		0.13		0.10
Interest Cost/ past service cost		1.40		0.03
Actuarial (gain) /loss		1.34		1.91
Less: Benefits paid		0.02		-
Obligation at the end of the year		5.29		2.44
Reconciliation of opening and closing balances of fair value assets				
Fair value of plan assets at beginning of the year		3.13		2.84
Employer contribution		0.01		0.06
Less: Benefits Paid				
Add: Expected return on plan assets		0.22		0.23
Fair Value of plan assets at the end of the year		3.36		3.13
Amount Recognized in Balance Sheet				
Present value of obligation		5.29		2.44
Fair value of plan assets		3.36		3.13
Amount Recognized in Balance Sheet		1.93		-0.69
Gratuity cost for the period				
Current Service Cost		0.13		0.10
past service cost		1.40		0.03
Expected return on plan assets		-0.22		-0.23
Actuarial (gain) /loss		1.34		1.91
Net Gratuity cost		2.64		1.81
Amount recognised in Other comprehensive Income				
Actuarial Gain/ (Loss)		(1.34)		(1.91)

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.

D) The company has recognised the excess of obligation over value of fund as a liability during the year

Note 37 Impact of Covid 19 on Company :

The Company is primarily engaged in the four segments namely:-

1. Consultancy, commission & brokerage
2. Investments in bonds, FDR & loans and advances
3. Co-working and renting
4. Other unallocated investment activities

The impact of Covid – 19 on all of the above segment is severe as explained below :-

- a) Consultancy, commission & brokerage: Covid – 19 has created fear in the minds of peoples and further the economic environment is also very uncertain, therefore the investors are scared in investing money in mutual funds and accordingly the company expects that the business can decline upto 5-10 percent in the financial year 2020-2021.
- b) Investments in bonds, FDR & loans and advances: The government is continuously reducing the rate of interest and accordingly the earning from this business is bound to be reduced by around 10% in the coming year.
- c) Co-working and renting : The Covid -19 has impacted the economy very badly and we expect a very subdued demand for co-working and leasing spaces and accordingly we don't expect any demand for co-working or rental space.
- d) Other unallocated investment activities: Company's major investment has been in capital market both through direct investments in shares and through mutual funds. However due to Covid-19, which has effected globally, the Indian stock market has fallen substantially and the same has impacted asset quality of the company for the year ended 31st March 2020. Although the company is able to generate profit of Rs. 313.30 lakhs for the FY 2019-2020 but due to of provisioning of unrealized losses on investments as required by IND-AS, it ended up in a loss of Rs. 316.53 lakhs.

The Directors have always been following prudent financial norms and since there are no borrowings and all assets included property is funded by company's own money so the existence of the company is not threatened and is not affected by liquidity risk. However the company expects that all segments of business in financial year 2020-2021 to be down by 5% to 10%.

Note 38

We have policy for asking confirmations from all vendors for their MSMED status as required under the Micro, Small and Medium Enterprises Development Act 2006 (MSMED Act). There are no Micro and Small Scale Business Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2020. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

Note 39 Fair Value Measurement

a) Fair value hierarchy

The Company determines fair value of its financial instruments according to following hierarchy:

Level 1: Category includes financials assets and liabilities that are measured in whole or significant part by reference to published quotes in an active market

Level 2: Category includes financials assets and liabilities that are measured using a valuation technique based on assumptions that are supported by prices from observable current market transactions.

Level 3: Category includes financials assets and liabilities that are measured using valuation techniques based on non-market observable inputs and subsidiaries/ associates are carried at deemed cost. This means that fair value are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. The main asset classes in this category are unlisted equity investments as well as unlisted funds.

An explanation of each level follows underneath the table

As at March 31 2020		(Rs in Lacs)	
Financial assets and liabilities at fair value	Level 1	Amortised cost	Total
Financial Assets			
Financial Assets at FVTPL			
Investments	710.05	-	710.05
Trade Receivable	-	36.94	36.94
Other Receivables	-	0.03	0.03
Financial Assets at FVTOCI			
Investments	1,323.19	-	1,323.19
Financial Assets at Deemed cost			
Investments	-	-	-
Financial Assets at Amortised Cost			
Investments	-	121.56	121.56
Cash and Cash Equivalents	-	3.92	3.92
Bank Balance Other than Cash and Cash Equivalents	-	145.82	145.82
Other Financial Assets	-	4.23	4.23
Total Financial Assets	2,033.24	312.50	2,345.74
Financial Liabilities			
Financial Liabilities at Amortised Cost			
Borrowings	-	41.94	41.94
Other Financial Liabilities	-	10.82	10.82
Trade Payables	-	2.06	2.06
Total Financial Liabilities	-	54.82	54.82

As at March 31 2019		(Rs in Lacs)	
Financial assets and liabilities at fair value	Level 1	Amortised cost	Total
Financial Assets			
Financial Assets at FVTPL			
Investments	1,092.61	-	1,092.61
Trade Receivable	-	39.96	39.96
Financial Assets at FVTOCI			
Investments	2,086.06	-	2,086.06
Financial Assets at Deemed cost			
Investments	-	-	-
Financial Assets at Amortised Cost			
Investments	-	126.54	126.54
Cash and Cash Equivalents	-	0.36	0.36
Bank Balance Other than Cash and Cash Equivalents	-	137.02	137.02
Other Financial Assets	-	4.02	4.02
Total Financial Assets	3,178.67	307.90	3,486.57
Financial Liabilities			
Financial Liabilities at Amortised Cost			
Borrowings	-	78.91	78.91
Other Financial Liabilities	-	12.02	12.02
Trade Payables	-	26.47	26.47
Total Financial Liabilities	-	117.40	117.40

Note: level 2 and level 3 inputs have not been used to fair value any of the above Financial Assets or Liabilities during current or previous year

Note 40 Financial Risk Management

The Company is exposed to market risk, strategic, financial, security, property, IT, legal, regulatory, reputation credit risk liquidity & interest rate risk, capital management risk and other risk. The Company's risk management function is carried out by the Risk Management department that is guided and supported by Risk Management Committee that reviews risk management policy annually that advises on financial risks and the appropriate governance framework for the Company. The Risk Management Committee provides assurance to the Board that the Company's financial risk activities are governed by appropriate policies procedures and that financial risks are identified measured and managed in accordance with the Company's policies and risk objectives. The major risks are summarised below:

Market Risk :-

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

(i) Price Risk

The Company has quoted investments which are exposed to fluctuations in stock prices. Due to Covid-19, which has effected globally, the Indian stock market has fallen substantially and the same has impacted asset quality of the company for the year ended 31st March 2020. If the situation does not improve in next 2 months or so the impact on company's operation can be more which cannot be ascertained as of now. However, the company continuously monitors market exposure for both equity and debt oriented instruments.

(ii) Foreign exchange risk

There are no transactions entered in foreign currency and therefore it is not exposed to foreign currency risk.

(iii) Interest Rate Risk

interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company may be impacted by volatility in interest rates in India which could cause its margins to decline and profitability to shrink. As the company does not have any borrowing except in nature of deferred lease liability so the company is not subject to interest rate risk on account of any fluctuation in the base rate fixed by the banks. The Company seeks to match its interest rate positions of assets and liabilities to minimize interest rate risk.

Credit risk management

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk arises mainly from loans and advances and loan commitments arising from such lending activities but can also arise from credit enhancement provided such as financial guarantees letters of credit endorsements and acceptances. Credit risk is one of the major risk for the Company's business management therefore carefully manages its exposure to credit risk. This risk is comprehensively addressed both at the strategic level and at the client level. There is a framework with risk oversight being provided by the Risk Management. During the year the Company has adopted the Ind AS while identifying and providing for the Expected Credit Losses (ECL) wherever required. The Company measures credit risk using Probability of Default (PD), Exposure at Default (EAD) and Loss Given Default (LGD). This is similar to the approach used for the purposes of measuring Expected Credit Loss (ECL) under Ind AS 109 along with the provisioning of NPA (Non-performing assets) as required by the provisioning norms of directions issued by RBI.

In case of Trade receivables the collections of trade dues are strictly monitored and all are realisable within a period of 12 months.

The company is not active in lending loans to the company in the reporting period hence, not associated with credit risk.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

The company maintains adequate liquidity in the system so as to meet its all financial liabilities timely. In addition to this, the company's overall financial position is very strong so as to meet any eventuality of liquidity tightness as the company operates on cash basis which is highly liquid.

Contractual maturities of financial liabilities are given as under:

(Rs in lacs)

Particulars	As At 31-03-2020	Due within 12 months from balance sheet date	Due beyond 12 months from balance sheet date
Borrowings	41.94	20.31	21.63
Trade Payable	2.06	2.06	
Other Financial liabilities	10.82	10.82	
Current tax liability	0.59	0.59	

Capital Management Risk

The Reserve Bank of India (RBI) sets and monitors capital adequacy requirements for the Company from time to time.

The Companies policies in respect of capital management and allocation are reviewed regularly by the Board of Directors. The Company has put in place systems for quarterly monitoring of capital adequacy and necessary mitigation plan to address deviation on a priority basis.

The company manages its capital to ensure:-

- to continue as a going concern while maximising its return to shareholders

- an optimum capital structure to reduce the cost of capital

The company's capital structure is determined by the Management from time to time on the basis of factors such as profitability, liquidity etc.

Note 41 Disclosures for Leases as per Ind AS -116 on "Leases"

The following disclosures are made in respect of leases as required under Ind AS-116 on "Leases",

(Rs in Lacs)

S. No.	Particulars	Note No	As at 31.03.2020	as at 31.03.2019
(i)	Depreciation Charge on Right to Use Assets	11	5.37	5.07
(ii)	Interest Expense on Lease Liabilities	26	9.09	13.47
(iii)	Short Term Leases		-	-
(iv)	Low Value Leases	28	4.94	4.98
(v)	Variable Lease Payments		0	0
(vi)	Total Cash Outflows on Right to Use Assets		36.98	32.6
(vii)	Additions to Right to Use Assets		0	0
(viii)	Carrying amount of Right to Use Assets	11	482.59	487.96

Note 42 The board of directors has proposed a final dividend of Rs.0.125/- per share for the financial year 2019-20. The same is subject to approval by shareholders in ensuing Annual General Meeting.

Note 43 The shareholders of Frontline Securities Limited("The Company") has approved delisting of Equity Shares from BSE Limited with requisite majority through postal ballot, results of which were declared on March 14, 2020. Frontline Securities Limited has filed the application with the stock exchange M/s BSE Limited for grant of in-principle delisting approval on June 17, 2020.

Note 44 a) There were no events that occurred after the reporting period i.e. March 31, 2020 up to the date of approval of financial statements that require any adjustment to the carrying value of assets and Liabilities.

b) All Trade receivables are expected to be collected within 12 months hence provision for impairment as per Expected credit loss method(ECL) have not been created during the year.

c) The company does not have any contingent Liability and commitment at the year end of 31.03.2020.

d) Deferred Payment liability appearing under the head Borrowing(Other than Debt Securities) includes payable to Greater Noida Authority on lease hold land held as Right of use Assets for a period of 90 years.

note 46 Disclosure required by RBI as per notification no. RBI/2019-20/170

AS AT 01-04-2018

		Amount in Lacs				
Asset Classification as per RBI Norms	Asset Classification as per IND AS -109	Gross Carrying Amount as per IND AS	Loss Allowance as required under IND AS 109	Net Carrying Amount	Provision required as per IRACP Norms	Difference between IND AS 109 provisions and IRACP Norms
1	2	3	4	5=3-4	6	7=4-6
Performing Assets						
Standard	Stage 1	130.57	0	130.57	0.33	0.33
	Stage 2	-	-	-	-	-
sub total		130.57	0.00	130.57	0.33	0.33
Non Performing Assets						
Substandard	Stage 3	-	-	-	-	-
Doubtful upto 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
more than 3 years	Stage 3	-	-	-	-	-
sub total for Doubtful						
Loss	Stage 3	-	-	-	-	-
Subtotal of NPA						
Other items such as gurantees , loan commitments, etc which are in the scope of IND AS 109 but not covered under current IRAC Norms		-	-	-	-	-
Subtotal		-	-	-	-	-
total	Stage 1	130.57	0.00	130.57	0.33	0.33
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Total		130.57	0.00	130.57	0.33	0.33

note

The loan was duly repaid in 2018-2019 and no figures pertain to the period of 2018-2019 and 2019-2020 Accordingly the disclosure is not applicable for year 2018-2019 and 2019-2020

45. Ind AS 101 First time adoption of Indian Accounting Standard, requires a first time adopter to reconcile equity, total comprehensive income for the prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS:-

(i) Reconciliation of total equity between the figures reported under previous GAAP and Ind AS as given below:-

(Rs. In lakhs)		
Particulars	As at 31.03.2019	As at April 1, 2018
Total Equity as per previous GAAP (Indian GAAP)	4,965.12	4,546.16
Add/ (Less): Adjustments		
Fair valuation of Investment	(123.45)	(82.87)
Depreciation on Right to use Lease Asset	(40.07)	(35.01)
Adjustment of proposed dividend	35.73	35.73
Tax impact of Ind AS adjustments	71.01	77.09
Total Equity as per Ind AS	4,908.34	4,541.10

(ii) Reconciliation of profit as per Ind As with profit reported under previous GAAP:-

(Rs. In lakhs)	
PARTICULARS	Year ended 31.03.2019
Net Profit/ Loss as per previous GAAP	454.64
Add / (Less): Adjustments as per Ind AS :	
Amortisation of Lease hold Land	(5.06)
Fair Valuation of Investment	54.03
Deferred Tax Impact on account of Ind AS	(23.27)
Other adjustment as per Ind AS	1.91
Net Profit/ Loss as per Ind AS	482.25
Other Comprehensive Income after Tax as per Ind AS	(87.79)
Total Comprehensive Income for the period	394.46

Explanation for Reconciliation of Net Profit as previously reported under Indian GAAP to IND AS

A) Employee benefit expenses

As per Ind AS 19- Employee Benefits, actuarial gains and losses are recognized in other comprehensive income and not reclassified to profit and loss in a subsequent period. Accordingly, the amount of Rs. 1.91 Lacs has been reclassified from the employee benefits to other comprehensive income having no impact on total comprehensive income.

B)Deferred Tax Assets

Adjustment reflect Deferred tax Assets due to decrease in valuation of Investments carried at FVTPL as well as FVTOCI, as per Ind AS 109 and Carry forward of Unused Tax credit. Indian GAAP requires deferred tax accounting using the statement of profit and loss approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP.

c) Fair Value of Investment

As per IND AS 109 , Unrealised gain/loss on financial instrument carried at FVTPL are recognised in Profit and Loss Account and whereas Realised as well as Unrealised gain/loss on instruments carried at FVTOCI are recorded in other comprehensive Income accordingly net adjustment of Rs. 54.03 lakhs has been made in the profit and loss account. Whereas in case of India GAAP unrealised gain/ losses are not recognised at all in the profit and Loss Account.

Explanation for Reconciliation of Other Equity as previously reported under Indian GAAP to IND AS

A) Other equity

In Accordance with Ind as In accordance with the Ind AS; Proposed Dividend are recognized as a liability when it is approved by the Shareholders. Accordingly, Rs.35.73 Lacs In respect of proposed dividend including dividend distribution tax of Rs 6.09 lacs has been derecognized with corresponding adjustment to Provisions

B)Deferred Tax Assets

Adjustment reflect Deferred tax Assets due to decrease in valuation of Investments carried at FVTPL as well as FVTOCI, as per Ind AS 109 and Carry forward of Unused Tax credit. Accordingly, deferred tax Assets has been increased with corresponding adjustment to retained Earnings.

C) Depreciation on Right to use Assets

The Company has adopted IND AS -116 , which requires creation of Right to Use on Leased Assets and its Amortisation over the time of Lease ,therefore Full retrospective adjustment is made and asset is amortised accordingly while taking the corresponding impact in Retained Earnings.

FRONTLINE SECURITIES LIMITED

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

CIN NO. L65100DL1994PLC058837

(Rs in Lacs)

47. [Schedule to the Balance sheet of a Non Banking Financial company as required in terms of paragraph 18 of Non Banking Financial Company- Non-Systematically Important Non- Deposit taking Company (Reserve Bank) Directions, 2016]

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)	41.94	-
	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	-
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:		Amounts
	Current Investments		
	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	1,020.33
		- Preference	-
	ii.	Debentures and Bonds	121.56
	iii.	Units of mutual funds	1,012.91
	iv.	Government Securities	-
	v.	Others	-
			-
	2	Unquoted	-
	i.	Share – Equity	0.00
		- 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	-	-
		Total	-	-
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	2,154.80	2,154.80
		Total	2,154.80	2,154.80
	** 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 Grater Noida Authority for purchase of lease hold land of 90 Year.			
2	As defined in point xxv of paragraphy 3 of Chapter 2 of these directions.			
3	Provisioning norms shall be applicable as prescribed in these Directions			
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)	
			(Walecha Inder Jeet)	
Whole time director & Chief Financial Officer			Partner	
DIN : 00050614			M.No: 093694	
(CS POOJA GUPTA)				
Company secretary &				
Whole Time Director				
M.No. :-A42583			Place : Noida	
			Date:29.06.2020	