

## NOTICE OF AGM

Notice is hereby given that the 23<sup>rd</sup> (Twenty Third) Annual General Meeting of **Frontline Securities Limited** for the Financial Year 2016-17 will be held on Wednesday, the 9<sup>th</sup> day of August, 2017 at 09:45 a.m. at **PHD House-Lakshmi Pat Singhania Auditorium, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016** to transact the following business:

### **ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2017 along with Director's Report and Auditor's Report thereon.
- 2) To declare dividend @ 5% on the equity shares for the financial year ended 31<sup>st</sup> March 2017.
- 3) To appoint a Director in place of Mr. Rakesh K. Jain (holding DIN-00050524), who retires by rotation, and being eligible offers himself for re-appointment.

#### **4) Regularisation and Appointment of Statutory Auditors**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Walecha Inder & Associates, Chartered Accountants, Delhi, (Firm Registration No. 014205N) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. J. Jain & Company, Chartered Accountant to hold the office till the conclusion of ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s Walecha Inder & Associates, Chartered Accountants (ICAI Firm Registration No. 014205N), be and are hereby appointed as the Statutory Auditors of the Company for the term of Five years commencing from the company's financial year 01<sup>st</sup> April, 2017 to hold the office from the conclusion of 23<sup>rd</sup> Annual General Meeting of

the Company till the conclusion of 28<sup>th</sup> Annual General Meeting to be held in 2022 (Subject to the ratification of their appointment by the Members at every intervening Annual General Meeting) at such remuneration plus service tax, out-of-pocket, traveling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

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

#### **SPECIAL BUSINESS**

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

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

**“RESOLVED THAT** pursuant the Section 197 read with Schedule V and other applicable provision of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the approval of the Members of the Company be and is hereby accorded to revise the remuneration payable to Mr. Gauri Shanker Pandey, Whole Time Director w.e.f April 01<sup>st</sup>, 2017 on the terms and conditions as set out in the explanatory statement attached to the Notice of this Annual General Meeting.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- i. Heading of the Part A of Clause III of Memorandum of Association i.e. “MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:” substituted with the Heading “OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”.
- ii. Heading of Part B of Clause III of Memorandum of Association i.e. “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE” substituted with the Heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE”.
- iii. Sub-clause 14 of Part B of Clause III of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:

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

- iv. Sub-clause 22 of Part B of Clause III of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:  
“22. Subject to Sections 391 to 394 of the Companies Act 1956/ Sections 230 to 232 and Chapter XV of the Companies Act, 2013, as may be applicable, to amalgamate or to enter into partnership or any arrangement for sharing profits, union of interest, co-operation, Joint Venture, reciprocal concession with any person or persons, company or Companies, carrying on or about to carry on, or engage in any business or transaction which this Company is authorized to carry on or to engage in any business or transaction capable of being conducted so as to benefit this Company.”
- v. Part B of Clause III of Memorandum of Association, be and is hereby amended with the insertion of following Sub-clause(s) after clause 33 viz.:
  - 34. To do all things either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by it through agents, sub-contractors, trustees or otherwise.
  - 35. To engage in research and provide technical know-how into all aspects of personnel, industrial and business management and administration, to collect, prepare and distribute information and statistics relating to any type of business or industry and to provide, propose and carry out such methods, procedures and measures.
  - 36. To acts as agents or managers in carrying on any business, concerns and undertaking and to employ experts to investigate and examine into the condition, management, prospects, value and circumstances, of any business, concerns and undertaking and of any assets, property or rights of any kind to carry on all or any of the business of mechanical, electrical and general engineer, manufactures and merchants of agents for and dealers in engineering specialties of every description.
  - 37. To carry on the business as advertising agents, travelling agents, brokers, underwriters and estate agents.
  - 38. To carry on in any mode, the business of storekeepers in all its branches and in particulars to buy, sell, manufacture and deal in goods, stores, consumables articles, chattels and effects of all kinds, both wholesale or retail.
  - 39. To carry on the business as traders, agents, suppliers and commission agents, of products and commodities and materials in any form or shape manufactured or supplied by any company, firm, association of persons, body whether incorporate or not, individuals, government, semi-government, or any local authority.

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

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



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

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

63. To manufacture, process, chemically, electrically or any other means, refine, extract hydrolyze, manipulate, mix deodorize, grind bleach, hydrogenate, buy, sell, import, export, produce or otherwise deal in, seeds and agricultural products, food, food products, dietetic products and preparations, patents drugs and proprietary articles of all kinds, whether basic or derived and all forms and in particular protein food of all kinds.
64. To carry on all or any of the business of manufacturers, processors, importers, exporters of and of dealers in all kinds of ferrous and non-ferrous materials meant for any industrial or non-industrial use whatsoever and to carry on the business in cold or hot rolling, re-rolling, slitting, edge-milling, sheeting, stamping, pressing, extruding, forging, drawing, flatter, straightening, heat treatment of all kinds of steel and such other metals or /any other kind of strips, sheets fails, taper, wires, wire products, rods, plates and any other redione, shaped or forms.
65. To buy, sell, design, manufacture, process and deal in any product relating to optics, including fiber, glass optics, lenses and laser equipment.
66. To erect, build, maintain and let out on hire or rent, cold storage rooms and provide for refrigeration and to carry on the undertake, storage, packing, removal, carrying delivery, purchases, sales and exchange of the fruits and vegetables including potatoes and all kinds of agricultural and other goods and generally to carry on the business of cold storage company in all its branches.
67. To carry on the business of manufacturers of, and dealers in all kinds and classes of paper and pulp including as sulfate and sulfite wood pulp, mechanical pulp and soda pulp and papers including transparent, vellum, writing, printing, glazed, absorbent, new printing, wrapping, tissue, cover, blotting, filter, bank or bond, badami, brown, buff, or colored lined, azure laid, grass, or water proof, handmade parchment, drawing, craft, carton, envelope, and of straw duplex and triplex boards and all kinds of articles in the manufacture of which in any form of pulp, paper or board is used and also to deal in or manufacture artificial leather of all varieties, grades and color.
68. To acquire from or sell to any person or body corporate or unincorporated whether in India or elsewhere technical and managerial information, know-how, processes, engineering, manufacturing, operating and commercial data, plans, layouts and blue/prints useful for the design, erection and operation of any plant or process of manufacture and to acquire and grant licence or other rights and benefits in the field of chemicals, fertilizers and other agricultural inputs and to render any kind of management and consultancy services.

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

77. To manufacture, buy, sell or deal in laminates, whether decorative or industrial laminates sheets, cotton fabrics impregnated with epoxy coating for electrical industry, cotton fabrics with plastisol coating for furnishings and polyester fabrics.
78. To carry on the business of manufacture, fabricates assemble and deal in automobile parts and agricultural implements of all kinds descriptions, automotives and other gears, transmission axles, universal joints, springs, spring leaves, head lamps, sealed, beams, clutch, facing and brake lining, components, parts spare parts, accessories and fittings of all kinds for the said articles and things used in connection with the manufacture thereof, alloy springs, steel billets, flats and bars, pressed and other engineering items and other related items for motor cars, motor trucks, buses, tractors, vans, jeeps, lorries, motor launches, aeroplanes, sea planes, motor cycles, cycles, and vehicles and conveyance of all kinds.
79. To carry on all or any of the business of manufacturers of and dealers and workers in cement, Cement Machinerries, lime, plaster, whiting, clay gravel, sand, minerals, earth, coke, stone builder, requisites.
80. To purchase, hold acquire mines, mining lease, licenses, rights claims and metaliferous, lands, real estate and to explore, search, work, exercise, develop, treat, refine and to turn to account ores, all sorts of minerals, working deposits, sub soil minerals and to crush, win, set, quarry, smelt, calcine, reline, dress preserve, manufacture and prepare for market, ore, metal and mineral substances of all kinds and to carry on metallurgical operations in all its branches.
81. To purchase, sell, import, export, produce or otherwise deal in, preserved vegetables, tinned fruits and all types of food product, food grains, develop and exploit farms, horticulture, agricultural, animal husbandry, dairy, poultry and allied farming lines which can be conveniently carried on in farming business or to assist anyone in this business and to carry on the business of farming and aerial spraying.
82. To cultivate tea, coffee, cocoa, cinchona, rubber and other produce and to carry on the business of planters in all its branches to carry on and do the business of cultivators, Winners and buyers of every kind of vegetables mineral or other products of the soil, prepare, manufacture and render marketable any such product, and to sell, dispose of and deal in any such produce, either in its prepared, manufactured, or raw state, and either by wholesale or retail.

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

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

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



99. To carry on the business as Travel Agents, Tour Operators, Clearing and Forwarding Agents and the business of booking and reserving accommodation, seats, compartments and berths on ships, boats, aeroplanes, omnibuses, motor cars, motor buses and to issue tickets for the same and to hire or own, operate air taxis, taxis, motor cars and all kinds of transports/vehicles.
100. To carry on the business as general, commercial, color craft and process printers, lithographers, photographers, engravers, die-makers, publishers of newspapers, books, magazines, art and musical production, plan and chart printers, press and advertising agents, contractors, ink dye, color and chemical manufacturers, manufacturers of metal and other signs and manufacturers of and dealers of containers and components and machinery and manufacturers of and dealers in printing machinery, type and all printers supplies, book binders, and stationers and dealers in all kind of supplies and equipment for mercantile and such other uses thereof.
101. To carry on the business of all and every kind of hire purchase finance, lease, lease finance, deferred payment finance and/or to finance all kind of purchasing, selling, hiring of all kinds of plant machinery ,equipments, computers, consumer goods, articles, commodities, movable or immovable properties including land and building.
102. To manufacture develop import, export, buy, sell, distribute and deal in computer software for processor and microprocessor based system and system software, development of computer languages, applications software and allied computer services and to own and/or operate data processing centres and to impart training and education in computer sciences.
103. To carry on the business of designing, engineering, planning and application or electronic equipment and devices and data processing machines of all types and to manufacture, assemble, import, export, distribute, repair, service, install or trade in all kinds of telephone and telecommunication equipment, equipment for manufacturing of electronic, components, machinery instruments ,appliances required for use in conjunction with all such things and generally all kinds of electric, magnetic, galvanic, electronic, telephonic, telegraphic, power supply apparatus and equipment and electric magnetic, electronic components.
104. To purchase, otherwise acquire and to carry on the business or businesses of steamship owner, ship-owners, smack owners, trawlers, deep-seal fishers, fishers, fish curers, fish salesmen, wholesale and retail fish merchants, wholesale and retail game and poultry merchants, ice manufacturers, cold storages keepers, warehousemen cod-liver oil manufacturers, oil merchants and refiners, utilisers of fish refuse, manure manufacturers, anchor and chain

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

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

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

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

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

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

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

By Order of the Board of Directors  
**For Frontline Securities Limited**

**Richa Arora**

**COMPANY SECRETARY  
& WHOLE TIME DIRECTOR**

**M.No. A42906**

**Place:** Noida

**Date:** 24.06.2017

**NOTES:**

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of item no. 4, 5,6,7,8,9 & 10 is annexed hereto and forms the part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY- EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

A proxy Form is annexed hereto.

3. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
5. At the ensuing Annual General Meeting, **Mr. Rakesh K. Jain (holding DIN-00050524)** retires by rotation and being eligible offers himself for reappointment. The information or details to be provided in terms of Regulation 34(3) & Schedule V of the SEBI Listing Obligations and Disclosure Requirements) Regulation,2015 is provided in the explanatory statement annexed herewith. The Board of Directors of the Company commends the said re-appointment.
6. M/s Link Intime India Private Limited, 44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi – 110028 is the Registrar and Share Transfer Agent for physical shares of the Company. Link Intime is also the depository interface of the Company with both NSDL and CDSL.

7. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Company at its Registered Office, quoting their Folio Number(s). Members holding shares in electronic form may update such details with their respective Depository Participant(s).
8. For effective communication, shareholders are requested to update their details related to their address and e-mail id. For shareholders holding shares in physical form, the same may be provided in **Shareholder Information Form** provided in the Annual Report. Shareholders holding shares in demat form are requested to update the same with their Depository Participant(s).
9. All material documents relating to the matters proposed in the Notice, Memorandum and Articles of Association of the Company etc are open for inspection to the members till the date of the Annual General Meeting from 11 a.m. to 1 p.m. on all working days at the registered office of the Company.
10. Every Member entitled to vote at the meeting, shall be entitled during the period beginning twenty four hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting to inspect the proxies lodged at any time during the business hours of the company, provided not less than three days' Notice in writing of such intention is given to the company.
11. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, August 3<sup>rd</sup>, 2017**, to **Wednesday, August 9<sup>th</sup>, 2017**, (both days inclusive).
12. Final Dividend on equity shares @ 5% on the paid-up equity share capital i.e. Re 0.50 per equity share as recommended by the Board of Directors, if declared by the shareholders at the 23<sup>rd</sup> Annual General Meeting, will be paid to those shareholders whose names appear on the Register of Members of the Company as on August 2<sup>nd</sup>, 2017 and also to the Beneficial Owners of equity shares held in electronic form as per the details furnished by the Depositories for this purpose as on August 2<sup>nd</sup>, 2017.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participant with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

14. Pursuant to Section 123 and 124 of Companies Act, 2013, the Company has transferred on due dates, the unclaimed Final Dividend for the financial year ended on 31<sup>st</sup> March, 2009 to the Investor Education Protection Fund established by the central Government. Further, shortly the Company will initiate the process of transfer of unclaimed dividend pertaining to the financial year 2009-2010 to the Investor Education Protection Fund in October, 2017.

Further, Pursuant to the Section 124 of the Companies Act, 2013, the Company is require to transfer the shares in respect of which no dividend has been claim for seven or more consecutive years to the Investor Education Protection Fund established by the central Government. It may be also noted all the corporate benefit accruing on these Shares like bonus, dividends, spilt etc if any shall be credited to said fund. The Company will transfer said shares in the Month of June, 2017.

Members are therefore requested to en-cash their dividend warrants immediately for the year 2009-2010 and subsequent financial years. Members are requested to write to the Company and/ or Registrar and Share Transfer Agents, if any dividend warrant is due and pending to be paid so that fresh/revalidated warrants could be issued by the Company.

#### **15. Payment of Dividend through ECS:**

- a) The Securities & Exchange Board of India (SEBI) and the Ministry of Corporate Affairs have made it mandatory for all the Listed Companies to offer Electronic Clearing Services (ECS) facilities for payment of dividend, wherever applicable. In view of the above,
- shareholders holding shares in physical form are advised to submit particulars of their bank account in the ECS Mandate Form, annexed to this report latest by Wednesday, August 2<sup>nd</sup>, 2017, to the Company Secretary at B-22, Sector-4, Noida, Uttar Pradesh-201301 or M/s Link Intime India Private Limited at 44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi –110028.
  - Shareholders holding shares in demat form are advised to inform the particulars of their bank account to their respective depository participants.
16. To provide speedy redressal of investor grievances, the Company has designated an e-mail ID viz. [investor@fsltechnologies.com](mailto:investor@fsltechnologies.com) exclusively for registering complaints/grievances by investors.
17. Any queries relating to Accounts must be sent to the company at least 10 days before the date of the Annual General Meeting.

18. For the Convenience of the Members, Route Map to the Venue of the AGM forms part of the Annual Report.

**19. Request to Shareholders:**

- a) To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Private Limited (RTA)/ Depositories /the Company.
- b) Shareholders are requested to note that copies of the Annual Report will not be distributed at the venue of the meeting. Shareholders/ Proxy holders/Authorized Representatives are, therefore, requested to bring their copies of the Annual Report to the meeting. The Annual Report along with formats is being posted on the Company's website at [www.fslindia.com](http://www.fslindia.com).
- c) Electronic copy of the Annual Report of the 23<sup>rd</sup> Annual General Meeting of the Company inter-alia indicating the process and manner of electronic voting (e- voting) along with the Attendance slip and route map is being sent to all members whose mail Id are registered with Company/DP/RTA for the communication purpose, unless any member has requested for a hard copy of the same. For members who have not registered their email address. Physical copy of the Annual Report along with Notice, Attendance slip, Proxy form and Route map being send in permitted mode.
- d) Shareholders may also note that the Notice of the 23<sup>rd</sup> AGM and the Annual Report for Financial Year 2016-17 will also be available on the Company's website [www.fslindia.com](http://www.fslindia.com) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at M-6, IInd Floor, M- Block Market, Greater Kailash- II, New Delhi-110048 for inspection during normal business hours on working days. Even after registering for e-communication, shareholders are entitled to receive such communication in physical form, free of cost, upon making a specific request by post. The shareholders may also send their requests to the Company's email-id: [investor@fsltechnologies.com](mailto:investor@fsltechnologies.com).
- e) Shareholders may kindly note that no gift/gift coupon will be distributed at the meeting.

**20. Voting for transaction of Business through Electronic Means:**

- In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by ICSI, the Company is providing the facility to Shareholder to cast their vote electronically, through the e- voting services provided by CDSL, on all the resolutions set forth in this notice.
- Members who have cast their vote by remote e-voting shall not be entitled to cast their vote again at the Annual General Meeting.
- The voting period begins at 9:00 a.m. on 6<sup>th</sup> August, 2017 and ends at 5:00 p.m. on 8<sup>th</sup> August, 2017. During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 2<sup>nd</sup>, 2017, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” tab.
3. Now Enter your User ID
  - a. **For CDSL:** 16 digits beneficiary ID,
  - b. **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on **Login**.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

6. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated/Registered their PAN with the Company/Depository Participant are requested to use the sequences number indicated in the PAN Field, from the sticker pasted on the cover page of the Annual Report.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- After entering these details appropriately, click on “SUBMIT” tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.



11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17. Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

19. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Place:** Noida

**Date:** 24.06.2017

By Order of the Board of Directors  
**For Frontline Securities Limited**

**Richa Arora**  
**COMPANY SECRETARY**  
**& WHOLE TIME DIRECTOR**  
**M.No. A42906**

**EXPLANATORY STATEMENTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item no-4:**

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

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

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

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

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

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

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

**Item no. 5:**

The Board proposed to revise the salary payable to Mr. Gauri Shanker Pandey, Whole Time Director of the Company w.e.f 01.04.2017 as per the revised salary structure given below. The remuneration is subject to the approval of the Members of the Company in the ensuing Annual General Meeting.

The details of Revised Remuneration are :

<b>Components</b>	<b>Amount Per Month (in Rs.)</b>
Basic	40,000
HRA	15,000
Other Allowance	2,200
Conveyance Allowance	1,600
<b>Gross Salary</b>	<b>58,800</b>
Bonus (Quarterly Payable)	1,400
PF ( Employee Contribution)	4,800
<b>CTC ( Cost to Company)</b>	<b>65,000</b>
<b>All other benefit and entitlement, if any as per the policy of the Company.</b>	

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

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

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

#### **Item No. 6**

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

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

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

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

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

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

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

#### **Item No. 7**

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

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

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

#### **Item No. 8**

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

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

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

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

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

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

#### **Item No.-9**

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

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

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

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

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

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

#### **Item No-10**

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

Consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association. The entire set of proposed new Memorandum of Association is available on the website of the Company i.e. [www.fslindia.com](http://www.fslindia.com). Members can also obtain a copy of the same from the Company's Registered Office.

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

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

The Board of Directors recommends the Special Resolution set out in Item No. 10 of the accompanying notice for approval of the members.

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

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

Name of the Director	Mr. Rakesh k. Jain	Ms. Richa Arora
Date of Birth	14.07.1957	04.03.1993
Date of Appointment	05.05.1994	29.05.2017
Experience in Specific Functional Area	35 years of experience in the field of capital Market , Taxation including international taxation, mergers, acquisitions, software, wealth management, etc	1.5 Years in the field of Company Law, SEBI Regulations, RBI Regulations and other corporate Law Matters.
Qualification	C.A, M.Com & B.Com	C.S , B.Com(H)
Directorship in other Public Limited Companies/excluding Private Companies which are subsidiary of Public Company	3	0
Member/Chairman of Committee of the Board of the Public Limited Companies on which he is Director	0	0

By Order of the Board of Directors  
**For Frontline Securities Limited**

**Place:** Noida  
**Date:** 24.06.2017

**Richa Arora**  
**COMPANY SECRETARY**  
**& WHOLE TIME DIRECTOR**  
**M.No. A42906**



**SHAREHOLDER INFORMATION FORM**

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

To,

The Company Secretary

M/s Frontline Securities Limited

Place:.....

M-6, IInd Floor, M-Block Market,

Greater Kailash - II, New Delhi-110048

Date:.....

Dear Sirs,

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

Members are requested to provide the below mentioned information:

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

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

Signature of the First Named / Sole Member

**NOTE :**

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

3rd Fold

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

1st Fold

2nd Fold

Sender's Name and Address


**ECS MANDATE FORM**

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

To,

The Company Secretary

M/s Frontline Securities Limited

M-6, IInd Floor, M-Block Market,

Greater Kailash - II, New Delhi-110048

Place:.....

Date:.....

Dear Sirs,

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

1. Folio No.: .....  
{Folio No. given in equity share certificate (s)}
2. Member's Name: Shri/Smt./Kum:.....
3. Member's Address: .....  
.....
3. Particulars of the Bank Account :  
 Bank Name: .....  
 Branch Name: .....  
 Mention the 9-digit code number of the bank and branch appearing on the MICR Cheque issued by the bank.....  
 (Please attach a photocopy of a Cheque or a blank cancelled Cheque issued by your bank for verifying the accuracy of the code number)  
 Account type (Please ) Saving Current Cash Credit  
 Account number (as appearing on the Cheque book):

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

**Signature of the First Named /Sole Member**

- Note:
1. Please complete the form and send it to Register & Share Transfer Agent at the above address if you are holding share certificate(s) in physical form, latest by August 02, 2017.
  2. In case your shares are in Dematerialized form, inform/update your information directly with the Depository Participant (DP) with whom you are maintaining Demat Account and not to the Company or its Registrar.
  3. In case of more than one folio, please complete the details on separate sheets.
  4. Subject to the rules and regulations of the Scheme of ECS of the Reserve Bank of India from time to time.

3rd Fold

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

1st Fold

2nd Fold

Sender's Name and Address


**NO GIFTS WILL BE DISTRIBUTED AT THE AGM**

Form No. MGT-11

**PROXY FORM**

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

**CIN:** L74899DL1994PLC058837

**Name of the Company:** Frontline Securities Limited

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

Name of the member(s): .....

Registered address: .....

E-mail Id: .....

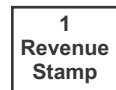
I/We, being the member (s) of ..... shares of the above named company, hereby appoint

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

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

**Resolution No.**

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



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

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

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



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

Registered Office: M-6, IInd Floor, M Block Market, Greater Kailash-II,  
New Delhi - 110 048

**ATTENDANCE SLIP**

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

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

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

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

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

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

Signature of the Shareholder(s) or Proxy of Company  
Representative.....

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

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

## Route Map for venue of AGM

