

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 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the 27th (Twenty Seven) Annual General Meeting of the members of **Frontline Securities Limited** will be held on Wednesday, the 29th September, 2021 at 04:00 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 and Board report

To receive, consider and adopt the Financial Statements for the Financial Year ended 31st March, 2021 along with Director's Report and Auditor's Report thereon.

“**RESOLVED THAT** the audited Financial Statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon , as laid before this meeting be and are hereby received , considered and adopted.”

Item No 2: To appoint a Director in place of Mr. Rakesh Kumar Jain, Director having DIN: 00050524 of the Company, retires by rotation and being eligible, offered himself for re-appointment.

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 provision of Section 152 of the Companies Act, 2013, Mr. Rakesh Kumar Jain (DIN: 00050524) . Who retires by rotation and being eligible offers himself for re-appointment as a director of the Company.

Place: Noida

Date: 20.08.2021

By Order of the Board of Directors

For Frontline Securities Limited

Sd/-
Gauri Shanker Pandey
Wholtime Director & CFO
DIN: 00050614

NOTES:

1. Since, the Company had been delisted from the recognized stock exchange i.e. BSE Ltd. w.e.f. August 28, 2020, Accordingly, the company had dissolved the various committees i.e (Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee) and had restructured the directorship according to the requirement of the law applicable to the Company after delisting.
Accordingly, the Company has given disclosure on the aforesaid committees in its Board Report.
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 , January 13, 2021(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 2020-21 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 2020-21 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. September 29, 2021. 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 30 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. 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. Rakesh Kumar Jain (holding DIN: 00050524)** retires by rotation and being eligible offers himself for reappointment. A brief profile of Mr. Rakesh Kumar Jain is provided in the Annexure-A annexed herewith. The Board of Directors of the Company recommends the said re-appointment.

12. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 22, 2021, to Tuesday, September 28, 2021 (both days inclusive) for the purpose of AGM for the Financial Year 2020-2021.

13. 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

14. Pursuant to Section 123 and 124 of Companies Act, 2013, the Company has transferred on due dates, the unclaimed Final Dividend for the financial year ended on 31st March, 2013 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 2013-2014 to the Investor Education Protection Fund in November, 2021.

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, 2021.

15. 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.

16. 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.

17. 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. September 22, 2021 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 Saturday, September 25, 2021 and ends at 5.00 P.M. (IST) on Tuesday, September 28, 2021. During this period, Members holding shares either in physical or de-materialized form as on the Cut-Off Date i.e., Wednesday, September 22, 2021, 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.fslandia.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

18. 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.

19. 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,
7. mobile number at secretarial1@fsltechnologies.com. The same will be replied by the company suitably.
8. 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: 20.08.2021

By Order of the Board of Directors
For Frontline Securities Limited

Sd/-

Gauri Shanker Pandey
Whole Time Director & CFO
DIN: 00050614