



**September 25, 2018**

To,  
**BSE Limited**  
P J Towers,  
Dalal Street,  
Mumbai - 400 001

**Scrip Code: 532042**

Dear Sir/Ma'am,

**Sub: Proceedings of the 29<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 25<sup>st</sup> September, 2018**

Pursuant to Regulation 30, Part - A of Schedule - III of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, we enclose Gist of the Proceedings of the 29<sup>th</sup> Annual General Meeting of the Members of Frontline Corporation Limited held on Tuesday, 25<sup>st</sup> September, 2018 at 10:00 a.m. at 4, B. B. D. Bag (East), Stephen House, Room No. 5, 1st Floor, Kolkata - 700 001.

You are requested to kindly take the same on record.

Thanking you,

Yours Faithfully,  
For **Frontline Corporation Limited**



**Suresh Kumar Verma**  
*Company Secretary*

Encl: As above



CIN NO - L63090WB1989PLC099645 // GSTIN : 19AAACF2403M1ZQ

***Proceedings of the 29<sup>th</sup> Annual General Meeting of the Members of  
Frontline Corporation Limited held on Tuesday, 25<sup>th</sup> September,  
2018 at 10.00 A.M.***

As per notice dated 17<sup>th</sup> August, 2018 the Twenty Ninth Annual general Meeting (AGM) of the company was held on Tuesday, 25<sup>th</sup> September, 2018 at 10.00 A.M. at the registered office of the company at **4, B. B. D. Bag (East), Stephen House, Room No. 5, 1<sup>st</sup> Floor, Kolkata – 700 001.**

Mr. Ramprasad Agarwal, - Chairman of the Company presided over the proceedings and welcomed the Members to the 29<sup>th</sup> AGM of the Company.

The Chairman informed that necessary quorum was present. The Chairman informed that the Chairman of the Audit Committee and Company Secretary and representative of Statutory auditor were also present at the AGM.

The Chairman introduced the Board Members present on the dais to the Members of the Company and with the permission of the Members the notice being already circulated was read.

The Chairman then addressed the Members and gave an overview of the Financial Performance of the Company for the financial year ended 31<sup>st</sup> March, 2018 and its future outlook.

The Chairman informed the Members that pursuant to the provisions of Section 108 Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility through National Securities Depositories Limited (NSDL) to enable members of the company to cast/exercise their vote(s) electronically on agenda items specified in the Notice of 29<sup>th</sup> AGM. The remote e-voting period had commenced on 22<sup>nd</sup> September, 2018 (9:00 am) and ends on 24<sup>th</sup> September, 2018 (5:00 pm). The members were informed that the facility for voting by way of polling papers was made available at the 29<sup>th</sup> AGM for the Members who had not cast their vote through remote e-voting.

The Chairman further informed that the Board of Directors had appointed Mr. Alkesh Jalan (ACS No: 15677), Proprietor of Jalan Alkesh & Associates, Practicing Company Secretaries, Ahmedabad, as the Scrutinizer for the purpose of scrutinizing the voting process (both Remote e-voting and voting process through polling papers at the AGM), for the resolutions included in the notice of the 29<sup>th</sup> AGM.

The Chairman then invited participation of the Members of the Company for discussing the Financial Statements for the financial year ended 31<sup>st</sup> March 2018 along with Auditors and Directors Report thereon.





Thereafter, several Members of the Company addressed the meeting, gave their suggestions and asked certain queries on the financial statements and operations of the company. The Chairman responded to all the queries to the satisfaction of the Members.

The Chairman thereafter proposed the following items as per the notice dated 17<sup>th</sup> August, 2018.

**Ordinary Business:**

**Ordinary Resolution**

1. To receive, consider and adopt the audited Statement of Profit and Loss for the year ended March 31, 2018 and the Balance Sheet for the year ended on March 31, 2018 and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and the Auditors there on and other documents attached or annexed thereto.

**Ordinary Resolution**

2. To Re-appoint Mr. Narayan Prasad Agarwal , Director of the Company (holding Director Identification Number 00060384), liable to retire by rotation in terms of section 152(6) of the companies Act, 2013 and, being eligible, offers himself for Re-appointment.

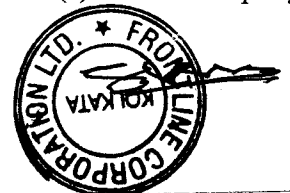
3. To reappoint the Statutory Auditors and to fix their remuneration and in this regards pass with or without modification(s) the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, including any modification, variation or re-enactment thereof, the appointment of M/S Paresh Thothawala & Co. ( Firm Registration No. 117444W) as Statutory Auditors of the Company, approved in the 25th Annual General Meeting until the conclusion of 30th Annual General Meeting of the Company, be and is hereby ratified (for the financial year 2018-19) and that the Board of Directors of the Company and the Audit Committee of the Company be and are hereby authorised to fix their remuneration for the financial year 2018-19 and permit reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

**Special Business:**

4. To consider and if thought fit to pass with or without modification the following resolution as an Special Resolution:

“RESOLVED THAT, pursuant to the provision of Section 185 of the Companies Act, 2013 and of the rules made thereunder, consent of the members of the Company be and is hereby accorded to the grant of loans, investments or giving of security or guarantee for the loans availed or to be availed by the following body corporates one in which one or more Director(s) of the Company are interested, either directly or indirectly





- a. Bajrang Refractories Private Limited
- b. Fairdeal Supplies Limited.
- c. Shiv Shakti Steels Private Limited
- d. Falgun Export Private Limited
- e. Prima Financial Services Limited

“RESOLVED FURTHER THAT, the maximum amount of loans and / or investments shall not exceed Rs. 100.00 Crores at any time”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all such acts, things and deeds that may be necessary in the matter.”

The Chairman then ordered for the Poll on all the agenda items as stated in Notice of 29<sup>th</sup> AGM and requested the members to cast their vote on each of the agenda items by putting a tick mark in the column of ‘Assent’ or ‘Dissent’, as the case may be, sign the polling paper and to drop it in the Polling Box.

He, then, requested Mr. Alkesh Jalan, Scrutinizer for an orderly conduct of voting. The scrutinizer demonstrated the empty Polling box to the Members and locked and sealed it in the presence of the Members of the Company.

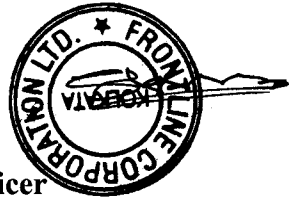
The chairman announced that the scrutinizer will submit the consolidated report on the remote e-voting and poll paper to the company. As soon as the said report is received by the company, it will be conveyed to the stock exchanges, NSDL and also displayed on the website of the Company.

Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of this meeting i.e. 25<sup>th</sup> September, 2018.

The Chairman thanked all the Members for their presence and support and after that 29<sup>th</sup> AGM stood closed.

**For Frontline Corporation Limited**

**Suresh Verma**  
**Company Secretary and Compliance Officer**  
**Membership No: 53725**



**Date: 25<sup>th</sup> September, 2018**



# Jalan Alkesh & Associates

B.Com, Company Secretaries

304, Agrawal Arcade, Nr. Ambawadi Circle,  
Ambawadi, Ahmedabad - 380006

Tel. : (079) 40024082 (M) 98255 - 55097

E-mail : jalanalkesh@gmail.com

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## Scrutinizer's Report

To,  
The Chairman of  
29th Annual General Meeting of the members of M/s. Frontline Corporation Limited  
held at 10.00 a.m. on Tuesday, the 25th September, 2018 at its Registered Office at 4, B.  
B. D. Bag (East), Stephen House, Room No. 5, 1st Floor, Kolkata - 700 001

Dear Sir,

I, Alkesh Jalan, Practising Company Secretary, have been appointed as Scrutinizer of Frontline Corporation Limited (" the Company") for the purpose of scrutinizing the E-voting process and the poll taken in a fair and transparent manner and ascertaining the requisite majority on E-voting carried as per the Provisions of Companies Act,2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules,2014 on the below mentioned Resolutions at the 29<sup>th</sup> Annual General meeting of the members of Frontline Corporation Limited, held on 25<sup>th</sup> day of September, 2018 at 10.00 a.m. at 4, B. B. D. Bag (East), Stephen House, Room No. 5, 1st Floor, Kolkata - 700 001

The E-voting Period remained open from 22<sup>nd</sup> September, 2018 (9.00A.M) to 24<sup>th</sup> September, 2018 (5.00 P.M.)

At the Annual general meeting, the Chairman stated that subsequent to the issue of notice of 29<sup>th</sup> AGM, the Board has decided not to proceed with the item no. 4 mentioned in the notice of 29<sup>th</sup> AGM.

After the time fixed for closing of the poll by the Chairman, 1 Polling box kept for polling were locked in my presence with due identification marks placed by me.

The shareholders holding shares on cut-off date i.e 20<sup>th</sup> September, 2018 were entitled to vote on the proposed Resolutions as set out in the Notice of 29<sup>th</sup> Annual General Meeting of M/s Frontline Corporation Limited.

The votes by E-voting were unblocked on 26<sup>th</sup> September, 2018 in the presence of two witnesses; Rajesh Kataria and Sanjaykumar Ghosh who are not in the employment of the company.

The locked box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

Thereafter, the details containing, inter alia, list of Equity Shareholders, who voted "For" and "Against", were downloaded from the E-voting Portal of National Securities Depository Limited (<https://www.evoting.nsdl.com>)

The Register to record the assent or dissent received has been maintained electronically. It contained the particulars of Name, Address, Folio Number or Client ID of the shareholders, Number of Shares held by them, Nominal value of such shares. There were no shares with differential voting rights in the company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

The result of the e-voting and Poll is provided in the Annexure

All the Resolutions stand passed on combined result (e-voting and Poll) with requisite majority.

Thanking you,  
For, JALAN ALKESH & ASSOCIATES  
COMPANY SECRETARIES

  
ALKESH JALAN  
PROPRIETOR

For, JALAN ALKESH & ASSOCIATES  
COMPANY SECRETARIES

ALKESH JALAN  
PROPRIETOR  
M. No. 15677. COP No. 4580

Dated: 26<sup>th</sup> September, 2018

Witness :

Rajesh Kataria *Rajesh Kataria*

Sanjaykumar Ghosh *Sanjay Kumar Ghosh*



**ANNEXURE TO SCRUTINIZER'S REPORT OF FRONTLINE CORPORATION LIMITED FOR THE AGM FOR YEAR 2018**

Sr. No.	Resolution	Whether Ordinary Business or Special Business	Type of Resolution	Mode	No. of members voted	No. of shares held	Valid Votes	Invalid Votes	Votes in Favour of resolution	Against the resolution	Not Voted	% of total no of valid votes cast								
												Favour	Against	Not Voted						
1	Consider and Adopt Audited Financial Statements, the Reports of the Board of Directors and the Auditors for the financial year ended on 31 <sup>st</sup> March, 2018	Ordinary	Ordinary	Evoing	33	3589178	3589178	0	3589178	0	0	100	0	0						
												Poll	3	4	4	0	0	100	0	0
												Postal Ballot	0	0	0	0	0	0	0	
2	Reappointment of Mr. Narayan Prasad Agarwal, who retires by rotation and being eligible offers herself for re-appointment	Ordinary	Ordinary	Evoing	33	3589178	3589178	0	3589178	0	0	100	0	0						
												Poll	3	4	4	0	0	100	0	0
												Postal Ballot	0	0	0	0	0	0	0	
3	To ratify the appointment of Statutory Auditors	Ordinary	Ordinary	Evoing	33	3589178	3589178	0	3589178	0	0	100	0	0						
												Poll	3	4	4	0	0	100	0	0
												Postal Ballot	0	0	0	0	0	0	0	

**For, JALAN ALKESH & ASSOCIATES  
COMPANY SECRETARIES**

  
**For, JALAN ALKESH & ASSOCIATES  
COMPANY SECRETARIES**

**ALKESH JALAN  
PROPRIETOR**

**ALKESH JALAN  
PROPRIETOR**

M. No 15677, COP No. 4560