

**FRONTLINE SECURITIES LIMITED****Corporate Identity Number:** L65100DL1994PLC058837**Regd. Office:** M-6, II<sup>nd</sup> Floor, M Block Market, Greater Kailash -II, New Delhi- 110048**Corporate Office:** B-22, Sector-4, Noida- 201301**Tel:** +91-120-2534066,67,68;**Fax:** +91-120-2534111, **Website:** www.fslindia.com; **E-mail:** [secretarial@fsltechnologies.com](mailto:secretarial@fsltechnologies.com)**POSTAL BALLOT FORM**

1. Name(s) of the Shareholder : Serial No.
2. Registered address of the Sole/  
First named Shareholder :
3. Name of the Joint Share holder(s), if any :
4. Registered Folio No./ \*DP ID- Client ID No. :  
(Applicable to the Shareholders holding  
shares in dematerialized firm)
5. Number of Shares held :
6. I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated March 26<sup>th</sup>, 2019 of the Company by sending my/our assent/dissent to the said Resolution by placing the tick (✓) mark at the appropriate boxes below:

Sr. No.	Description	Number of shares for which vote cast	FOR I/We assent to the resolution	AGAINST I/We dissent to the resolution
1.	Special Resolution to consider and approve buyback of up to 18,90,027 (Eighteen Lakhs Ninety Thousand Twenty Seven) fully paid-up Equity Shares of Rs. 5/- each of the Company at a price of Rs. 40/- (Rupees Forty only) per Equity Share payable in cash for an aggregate amount of up to Rs.7,56,01,080 (Rupees Seven Crores, Fifty Six Lakhs One Thousand Eighty only), on a proportionate basis from the equity shareholders / beneficial owners of the Equity Shares of the Company, through the "Tender Offer" route as prescribed under the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, and in accordance with the Companies Act, 2013 and the Rules made thereunder			

Place:

Date:

(Signatures of Shareholder)

Event No	User ID	Sequence Number
190044		

**Important Note: Postal Ballot Form shall duly complete, signed and return in enclosed self-addressed Business Reply Envelope to the Scrutinizer not later than close of working hours (i.e 17:00 hours ) on Tuesday, 7<sup>th</sup> May, 2019.**

Note: Please read carefully the instructions printed overleaf before filing this form and for E-voting, please refer to the Instruction for voting through Electronic means provided in the Postal Ballot Notice sent herewith.

## INSTRUCTIONS

1. The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the shareholders.
2. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the shareholder(s) as at close of business hours on March 29<sup>th</sup>, 2019.
3. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
4. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at [secretarial@fsltechnologies.com](mailto:secretarial@fsltechnologies.com), with a copy marked to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in), or deposited at the registered office of the Company.
5. Voting period commences from April 8<sup>th</sup>, 2019 at 9:00 A.M. (IST) and ends on May 7<sup>th</sup>, 2019 at 5:00 P.M. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on March 29<sup>th</sup>, 2019 (the cut-off date), may cast their vote.
6. Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
7. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
8. The Scrutinizer's decision on the validity of the votes cast shall be final.
9. The votes of a Member will be considered invalid on any of the following grounds :-
  - a. If the Postal Ballot form has not been signed by or on behalf of the Member;
  - b. if the Member's signature does not tally;
  - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
  - d. If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
  - e. if the Postal Ballot Form is incomplete or incorrectly filled;
  - f. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
  - g. If the form other than the one issued by the company is used;
10. The Scrutinizer, after completion of the scrutiny of the Postal Ballots (including remote e-voting), will submit his report to the Chairman or a person authorized by him, who shall counter sign the same and declare the results of voting. The Company shall announce the results of the Postal Ballot at its Corporate Office situated at B- 22, Sector- 4, Noida- 201301 at 5.00 P.M. (IST) on May 9<sup>th</sup>, 2019. The results of the Postal Ballot (including remote e-voting) along with the Report of the Scrutinizer shall be placed on the Company's website viz. [www.fslindia.com](http://www.fslindia.com) and on the website of Link Intime and also forwarded to BSE Limited, where equity shares of the Company are listed. The date of declaration of Postal Ballot results will be taken as the date of passing of the resolution contained in this Notice.
11. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be sent to: The Company Secretary, Frontline Securities Limited, B- 22, Sector- 4, Noida- 201301; e-mail id : [secretarial@fsltechnologies.com](mailto:secretarial@fsltechnologies.com)
12. The Postal Ballot process shall be conducted and scrutinized and the report thereon will be prepared in accordance with Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
13. Mr. Mohit Khemka, Practicing Chartered Accountant, (Membership No.410605), partner in VMG & Company, Chartered Accountant Firm having FRN: 024257N has been appointed as the Scrutinizer for conducting the Postal Ballot / e-voting process in accordance with the Companies Act, 2013 and the Rules made thereunder, in a fair and transparent manner.

### I. INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signatures to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed business reply envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the shareholder as per the specimen signatures registered with the Registrar/ Depository. In case the Equity Shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/Depository) by the first named shareholder and in his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(s) (POA) on behalf of the shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. In case of Equity Shares held by the shareholders other than individual shareholders, the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature is already registered with the Registrar and Share Transfer

Agent or it should be accompanied by a certified copy of Board Resolution/authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.

5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours of May 7<sup>th</sup>, 2019. Postal Ballot Form received after this date will be treated as if reply from such shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
6. Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self- addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio/ client ID irrespective of the number of the joint shareholders. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [secretarial@fsltechnologies.com](mailto:secretarial@fsltechnologies.com) or write to the Company Secretary, Frontline Securities Limited, B-22, Sector- 4, Noida- 201301. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
9. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected.