

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM)**

Date:

BUY BACK OPENS ON	THURSDAY, JANUARY 16, 2014
BUY BACK CLOSSES ON	WEDNESDAY, JANUARY 29, 2014

For Registrar / Collection Centre Use

To
The Board of Directors
Frontline Securities Limited
C/o Link Intime India Private Limited
C 13 Pannalal Silk Mills Compound
LBS Marg, Bhandup (West), Mumbai 400058
Tel No: +91 22 25967878, Fax No: +91 22 25960329

Status: Please tick appropriate box		
<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Institutional Investors	<input type="checkbox"/> Insurance Company
<input type="checkbox"/> Foreign Company	<input type="checkbox"/> Non Resident Indian / OCB	<input type="checkbox"/> Foreign National
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank / Financial Institution	<input type="checkbox"/> Others (specify)

India Tax Residency Status : Please tick appropriate box
 Route of Investment (For NR Shareholders only)

<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India
<input type="checkbox"/> Portfolio Investment Scheme	<input type="checkbox"/> Foreign Direct Investment

Dear Sirs,

Sub: Letter of Offer dated January 03, 2014 to Buy Back not exceeding 23,75,000 Equity Shares of Frontline Securities Limited (the "Company") at a price of Rs. 32.50 (Rupees Thirty Two and Paise Fifty only) per Equity Share ("Buy Back Offer Price"), payable in cash

- I / We (having read and understood the Letter of Offer dated January 03, 2014) hereby tender/offer my/our Equity Shares in response to the Buy Back on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to Buy Back the Equity Shares offered (as mentioned below) and to issue instruction(s) to Link Intime India Private Limited to extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this tender / offer are offered for Buy Back by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buy Back and that I / we am / are legally entitled to tender the Equity Shares for Buy Back.
- I / We agree that the Company will pay the Buy Back Offer Price only after due verification of the validity of the documents and that the consideration may be paid to the first named shareholder.
- I/We agree to receive, at my own risk, the invalid / unaccepted Equity Shares under the Buy Back in the demat a/c from where I / we have tendered the Equity Shares in the Buy Back Offer. In case if for any reason the Shares cannot be credited to the above demat account, I/we agree to receive a single share certificate for the unaccepted Shares in physical form.
- I / We undertake to return to the Company any Buy Back consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buy Back in accordance with the Companies Act and the Buy Back Regulations.
- I / We hereby give our consent to the Company / Registrar / Manager to obtain my / our bank account details from the Depositories for the purpose of crediting the consideration for the Equity Shares accepted in the Buy Back.
- Details of Equity Shares held and tendered / offered for Buy Back:

	In Figures	In Words
Number of Equity Shares held as on Record Date		
Number of Equity Shares Entitled for Buy Back (Buy Back Entitlement)		
Number of Equity Shares offered for Buy Back		

Note: An Equity Shareholder may tender Equity Shares over and above his / her Buy Back Entitlement. Number of Equity Shares validly tendered by any Equity Shareholder up to the Buy Back Entitlement of such Equity Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Equity Shareholder over and above the Buy Back Entitlement of such Equity Shareholder shall be accepted in accordance with Paragraph 19.6, 19.7, 19.8, 19.9 and 19.10 of the Letter of Offer. Equity Shares tendered by any Equity Shareholder over and above the number of Equity Shares held by such Equity Shareholder as on the Record Date shall not considered for the purpose of Acceptance.

- Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NSDL	<input type="checkbox"/> CDSL
Name of the Depository Participant		
DP ID No.:		
Client ID with the DP		

Tear along this line

Acknowledgement Slip: Frontline Securities Limited – Buy Back
 (to be filled by the Equity Shareholder) (subject to verification)

Folio No./DP ID

Client ID

Received from Mr./Ms./M/s. _____

Form of Acceptance-cum-Acknowledgement along with:

No. of Equity Shares offered for Buy Back (In Figures) _____ (In Words) _____

STAMP OF COLLECTION CENTRE

Please quote Client ID No. & DP ID No. for all future correspondence

12. I / We hereby declare that we have instructed the above-mentioned DP, with whom, I / We hold an account to transfer the number of Equity Shares offered by me/us for Buy Back and as mentioned under serial number 10 above to Frontline Securities Limited (NSDL Client Id No. 11280701) held with Ventura Securities Limited (DP ID No. IN303116). **A copy of delivery instruction issued to the DP, duly endorsed by the DP is enclosed.**
13. Details of other Documents (Please as appropriate, if applicable) enclosed:
- | | |
|---|---|
| <input type="checkbox"/> Power Of Attorney | <input type="checkbox"/> Succession Certificate |
| <input type="checkbox"/> Death Certificate | <input type="checkbox"/> Corporate authorisation |
| <input type="checkbox"/> Permanent Account Number (PAN Card) (required for Non-Resident Shareholders) | <input type="checkbox"/> Previous RBI approvals for acquiring the Equity Shares of Frontline Securities Limited hereby tendered in the Buy Back |
| <input type="checkbox"/> NECS Mandate Form | <input type="checkbox"/> Others (please specify): _____ |
14. Tax Certification (NRIs / OCBs / FIIs / Other Non-Resident Equity Shareholders only)

NRI, OCB or an FII or a non-resident Equity Shareholder should certify whether the Equity Shares held by them are held on investment / capital account or on trade account. Please refer to the Letter of Offer regarding withholding tax. Equity Shareholders are also advised to consult their tax advisors for the applicable tax provisions including the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take including submitting any documents to the Company for the purpose of deduction of tax.

I / We certify that the Equity Shares referred to in serial number 10 of this Form of Acceptance cum Acknowledgment are held:

- on Investment / Capital account on trade account / to be taxed as Business Profits

I/We certify that the Equity Shares referred to in serial number 10 of this Form of Acceptance cum Acknowledgment were acquired by me in:

- in convertible foreign exchange other than convertible foreign exchange

I / We certify that the tax deduction on the Equity Shares referred to in serial number 10 of this Form of Acceptance cum Acknowledgment is to be deducted on account of:

- Short Term Capital Gain Long Term Capital Gains Business Profits

I / We certify that we have a Permanent Account Number (PAN) obtained from the Indian Revenue authorities which is _____ and have enclosed a copy of the PAN card.

Order from Income-tax authorities enclosed specifying (if applicable):

- Non deduction of tax at source Deduction at lower rate – _____ please mention rate specified in order

I / We have enclosed the following (if applicable):

- Evidence of eligibility for claiming any double tax treaty benefit:
 Tax Residency Certificate
 Form 10F
 Any others, please specify - _____
 Declaration for no-permanent establishment of non-resident in India

Applicable only for FII Equity Shareholders

- The FII hereby undertakes that: (a) it has a valid tax residency certificate; (b) it is registered with the Securities and Exchange Board of India ('SEBI') Foreign Institutional Investor ('FII') SEBI Registration No _____ not have a permanent establishment in India; and (d) the amount received by it as a part of the Buy Back constitutes capital gains and does not constitute business income for it and that similar gains (if any) have been taxed as capital gains by the tax authorities in India in the past (Note: Please enclose a certificate of tax residency from the appropriate authority of the relevant country and all such other relevant documents)

The FII hereby also undertakes to indemnify the Company against any and all direct losses, including reasonable costs and expenses incurred in respect thereof, arising out of or in connection with any vicarious liability on the Company raised by the tax department for any tax recoverable from the FII in relation to the consideration paid by the Company to the FII in the Buy Back.

Applicable only for non-residents other than FIIs:

- The Equity Shareholder hereby undertakes that the Double Taxation Avoidance Agreement between India and _____ (please insert the applicable jurisdiction) is applicable to it (Note: Please enclose a certificate of tax residency from the appropriate authority of the relevant country and all such other relevant documents)

The Equity Shareholder hereby also undertakes to indemnify the Company against any and all direct losses, including reasonable costs and expenses incurred in respect thereof, arising out of or in connection with any vicarious liability on the Company raised by the tax department for any tax recoverable from the Equity Shareholder in relation to the consideration paid by the Company to such Equity Shareholder in the Buy Back.

----- **Tear along this line** -----

15. Details of Bank Account of the Sole / First Equity Shareholder to be incorporated in the consideration warrant. (to be mandatorily filled):

		INDICATE CHANGES, IF ANY
Name of the Bank		
Branch & Address of the Branch		
City & Pincode		
Account Number		
Type of Account		
MICR No. (9 Digit code No. appearing on the MICR band of the Cheque supplied by your Bank)		
IFSC code (for RTGS/NEFT)		
SWIFT code		

Mode of Payment (Please Tick) : Electronic Physical

16. Equity Shareholders Details:

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of The Holder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID				

* Corporate must affix rubber stamp

Applicable for all Non-Resident Shareholders:

Under FEMA, form FC-TRS has to be filed within 60 days from the date of remittance of the payment consideration and in order to facilitate the filing of FC-TRS, the Company would file the same on behalf of Non-Resident Shareholders and any other Regulatory Reportings, wherever required. By agreeing to participate in the Buy Back, Non-Resident Shareholders holding Equity Shares in the Company hereby, give an irrevocable mandate to the Company as given below. This Letter of Mandate may be used by the Company to file FC-TRS with Authorised Dealer Bank as per Regulatory requirements.

Letter of Mandate:

I/We hereby authorise the Company to execute and perform all or any of the acts, deeds, matters and things, as may be necessary, desirable or appropriate for and in relation to the sale and transfer of the Equity Shares tendered and accepted under the Buy Back, fully and effectively in favour of the Company, in terms of the Buy Back Regulations, including the power to make, sign, execute, deliver, acknowledge and perform all applications to file, Regulatory Reportings and any such information demanded from time to time by any regulatory or statutory authorities in India including FEMA Regulations of Reserve Bank of India, that may be necessary or proper to be made, signed, sealed, executed, delivered, acknowledged and performed on my/our behalf and for such or any of the purposes of these powers. Further, I / We hereby declare that:

- i. I/ We, was/were holding the Equity Shares as per under FERA/ FEMA Regulations on repatriation non repatriation basis
- ii. I/We bought/hold Equity Shares within the sectoral limits under FDI Policy PIS Purchased shares with approval from RBI during approval regime under FERA/FEMA

(Please tick the appropriate applicable box above)

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Signature(s)*				

*Corporate must affix rubber stamp

INSTRUCTIONS

This Tender / Offer Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender / Offer Form

1. This Offer will open on Thursday, January 16, 2014 and close on Wednesday, January 29, 2014.
2. For the purpose of Buy Back Offer, the Company has designated a Depository account with a Depository Participant (DP) as detailed below:

NSDL Client ID	11280701
DP Name	Ventura Securities Limited
DP ID	IN303116
Client Account name	LIPL FSL Buyback Offer Escrow Demat Account
Depository	NSDL

Beneficial owners having their beneficiary accounts with CDSL have to use inter-depository delivery instruction slip for the purposes of crediting their Equity Shares in favour of the special depository account with NSDL.

3. Equity Shareholders of the Company who wish to tender their Equity Shares in response to the Buy Back should deliver the following documents so as to reach before the close of business hours at the respective Collection Centers (as mentioned in the Letter of Offer) on or before Wednesday, January 29, 2014 by 5.00 PM. Equity Shareholders residing at locations where there are no collection centres should send their response to the Registrar to the Buy Back, Link Intime India Private Limited:
 - a. The relevant Tender Form duly signed (by all Equity Shareholders in case the shares are in joint names) in the same order in which they hold the shares.
 - b. Copy of delivery instruction issued by Equity Shareholders to their DP for transferring the Equity Shares tendered for Buy Back, to the Company's DP account with Ventura Securities Limited. **Copy of the delivery instruction should be duly endorsed by the DP of the Equity Shareholder**, to whom the original delivery instruction should be handed over.
4. In the delivery instruction please use the "For Off-Market Trades (Receiver Details)" box. Fill in "Ventura Securities Limited" against DP Name, "IN303116" against the DP ID and "11280701" against Client ID. The date of execution entered in the delivery instruction should be after the date of opening of the Buy Back Offer and on or before the last date of submission of the Tender Form to the Collection Centres or on or before the date of mailing of the Tender Form to the Registrar to the Buy Back, as the case may be, but not in any case later than the date of Closing of the Buy Back.
5. In case of non-receipt of the aforesaid documents, but receipt of shares in the designated depository account, the offer shall be deemed to be rejected.
6. The Share holders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buy Back as decided by the Company.
7. In case of non-receipt of the Letter of Offer, Equity Shareholders may send their application in plain paper in terms of the procedure disclosed in paragraph 20.20 of the Letter of Offer.
8. Equity Shareholders should also provide all relevant documents in addition to the above documents. Such may include (but not limited to):
 - Duly attested Power of Attorney, if any person other than the Equity Shareholder has signed the relevant Tender Form.
 - Duly attested death certificate / succession certificate in case any Equity Shareholder has expired.
 - Necessary corporate authorizations, such as Board Resolutions, etc. in case of companies.
 - Previous RBI approval for holding the Equity Shares of Frontline Securities Limited hereby tendered in the Buy Back.
9. Equity Shareholders to whom the Offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
10. It is mandatory for Equity Shareholders to indicate the bank account details to which the consideration would be payable at the appropriate place in Tender Form.
11. All documents sent by Equity Shareholders will be at their own risk. Equity Shareholders of the Company are advised to safeguard adequately their interests in this regard.
12. Non Resident Shareholders are requested to submit documents as mentioned in paragraph 20.13 of the Letter of Offer.
13. **Note: Any Equity Shareholder should tender only one form, irrespective of the number of folios he holds. Multiple applications tendered by any Equity Shareholder shall be liable to the rejected. Also, multiple tenders from the same depository account or same registered folio shall also be liable to be rejected.**

COLLECTION CENTERS

Sr. No.	City	Address of Collection Centre	Contact Person	Contact details	Mode of delivery
1.	New Delhi	Link Intime India Private Limited 44 Community Centre, 2nd Floor, Nariana Industrial Area, Phase I, Near PVR Nariana, New Delhi- 110 028	Mr. Swapan Naskar	Tel : 011-41410592/93/94 Fax: 011-41410591 Email: delhi@linkintime.co.in	Hand Delivery & Registered Post/ Speed Post
2.	Mumbai	Link Intime India Private Limited C-13, Panalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai -400078.	Mr. Pravin Kasare	Tel : 022 25967878 Fax: 022-25960329 Email: pravin.kasare@linkintime.co.in	Hand Delivery & Registered Post/ Speed Post
3.	Ahmedabad	Link Intime India Private Limited 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C G Road, Navrangpura, Ahmedabad – 380009	Mr. Hitesh Patel	Tel : 079-2646 5179 Fax: 079-2646 5179 Email: ahmedabad@linkintime.co.in	Hand Delivery

*Working Hours: Monday to Friday 10:00 AM to 4:30 PM ; On Buy Back Closing Date the collection centres will be open till 5.00 PM;
Holidays: Saturdays, Sundays and Bank Holidays*

Note: All future correspondence in connection with this Buy Back, if any, should be addressed to Registrar to the Buyback Offer at the following address quoting your Client ID No. & DP ID No.:

Link Intime India Private Limited, Unit: FSL Buyback Offer
C 13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400078

Tel No.: +91 22 25967878, Fax No.: +91 22 25960329, Email id.: fsl.buyback@linkintime.co.in, Contact Person: Mr. Pravin Kasare