

BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA, MUMBAI
CONSENT ORDER

On the Application submitted by
M/s. BT Frontline Pte. Ltd.
(Formerly Frontline Technologies Corporation Ltd.)

CO/AO/SRP/DA/216/2011

1. The Securities and Exchange Board of India (hereinafter referred to as '**SEBI**') had initiated adjudication proceedings against M/s. BT Frontline Pte. Ltd. (formerly Frontline Technologies Corporation Ltd.) - hereinafter referred to as '**the Noticee**' - to inquire into and adjudge the violation of regulation 3 (4) read with regulation 3 (5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as '**SAST Regulations**') alleged to have been committed by the Noticee in the matter of acquisition of shares/voting rights of M/s. Accel Frontline Limited.
2. It was alleged that vide an *inter se* transfer of shares among the promoter group of the Accel Frontline Ltd. (target company), M/s Accel Ltd. (transferor) had transferred 20, 25, 810 shares of the target company amounting to 9 % of the total number of shares/voting rights, to the Noticee on March 18, 2008. Pursuant to the said transfer, allegedly the shareholding of the transferee in the target company had risen to 51% from 42% and the shareholding of the transferor had come down to 19.44% from 28.44%. In this regard, it was alleged that the Noticee did not comply with regulation 3 (4) of the SAST Regulations and filed the required report to SEBI after a delay of about 491 days.

3. In the matter, the undersigned was appointed as Adjudicating Officer vide order dated August 24, 2010 under section 15 I of the SEBI Act to inquire into and adjudge under section 15 A (b) of the SEBI Act, the aforesaid alleged violations against the Noticee. Consequently, a Show Cause Notice No. EAD-1/SRP/DA/OW/18950/2010 dated September 07, 2010 was issued by the undersigned to the Noticee under rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 (hereinafter referred to as “**the Rules**”).
4. While the adjudication proceedings were in progress, the Noticee made an application dated December 09, 2010 along with an affidavit of ‘undertakings and waivers’ in terms of SEBI Circular No. EFD/Cir.-1/2007 dated April 20, 2007 for settlement of the proceedings through Consent Order. Subsequently, the Noticee proposed revised consent terms vide letter dated June 02, 2011, without admitting or denying the guilt and subject to clauses of the undertakings and waivers, submitting that it was willing to pay a sum of ₹ 5, 00, 000/- (Rupees five lakh only) towards settlement charge in the matter.
5. The revised consent terms as proposed by the Noticee was placed before the High Powered Advisory Committee (hereinafter referred to as ‘**HPAC**’) on June 14, 2011 and HPAC after deliberation recommended the case for settlement on the aforesaid revised consent terms as proposed by the Noticee. The recommendations of HPAC were subsequently placed before the panel of Whole Time Members of SEBI.
6. The acceptance of consent proposal was communicated to the Noticee by SEBI vide letter dated July 01, 2011. In pursuance of the aforesaid terms of consent, the Noticee has remitted a sum of ₹ 5, 00, 000/- (Rupees five lakh only), vide demand draft No. 154989 dated July 07, 2011 drawn on

HSBC Ltd., Collyer Quay, Singapore, towards settlement charge in the matter.

7. In view of above, it is hereby ordered that:

- i) This consent order disposes of the said proceedings pending against the Noticee under the Act, and
- ii) Passing of this order is without prejudice to the rights of SEBI to take enforcement actions including commencing/reopening of the pending proceedings against the Noticee, if SEBI finds that:
 - a. any representation made by the Noticee in the consent proceedings is subsequently discovered to be untrue.
 - b. the Noticee has breached any of the clauses/conditions of undertakings/waivers filed during the current consent proceedings.

8. This consent order is passed on the 20th day of July, 2011 and shall come into force with immediate effect.

SATYA RANJAN PRASAD
ADJUDICATING OFFICER