



FROG CELLSAT LIMITED

CORPORATE IDENTITY NUMBER: U51909DL2004PLC127530

Our Company was incorporated on July 12, 2004 as a private limited company under the provisions of Companies Act, 1956 with the Registrar of Companies, Delhi in the name and style of 'Frog Cellsat Private Limited'. Subsequently, our Company was converted into public limited company pursuant to which the name of our Company was changed to "Frog Cellsat Limited" vide shareholder's approval on February 20, 2014 and fresh certificate of incorporation dated March 25, 2014. Our Company got listed on Emerge ITP Platform of National Stock Exchange of India Limited (NSE) on May 02, 2014. Further, our Company had made an application for delisting and NSE vide its letter dated June 6, 2018 hereby notified that the securities shall be delisted w.e.f. June 13, 2018 (i.e. w.e.f. closing hours of trading on June 12, 2018). Further the admissions to dealings in the securities were withdrawn w.e.f. June 20, 2018. The Corporate Identification Number of our Company is U51909DL2004PLC127530. For further details, please refer to chapter titled 'Our History and Certain Other Corporate Matters' beginning on page 108 of the Red Herring Prospectus.

Registered Office: Office No. 406, D-35 Third Floor Old Plot No. 2-A, Laxmi Nagar Delhi East, Delhi- 110092, India

Corporate Office: B-3, Sector-65, Noida-201301, Uttar Pradesh, India Tel. No: 120-4859650; E-mail: CS@frogcellsat.com; Website: www.frogcellsat.com; Contact Person: Ms. Manisha Makhija, Company Secretary and Compliance Officer

OUR PROMOTERS: MR. KONARK TRIVEDI AND STAR PRIVATE TRUST THE OFFER

INITIAL PUBLIC OFFERING OF UPTO 40,75,200 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE ("OFFER PRICE") AGGREGATING UP TO ₹[●] LAKHS ("OFFER"). THIS OFFER INCLUDES A RESERVATION OF UP TO 2,04,000 EQUITY SHARES AGGREGATING UP TO ₹[●] LAKHS FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE 26.51% AND 25.18%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY. THE FACE VALUE OF THE EQUITY SHARES IS ₹10.00 EACH.

- QIB PORTION: NOT MORE THAN 50.00% OF THE NET OFFER
- RETAIL PORTION: NOT LESS THAN 35.00% OF THE NET OFFER
- NON-INSTITUTIONAL PORTION: NOT LESS THAN 15.00% OF THE NET OFFER
- MARKET MAKER PORTION: 2,04,000 EQUITY SHARES OR 5.01% OF THE OFFER

PRICE BAND: ₹ 97.00 TO ₹102.00 PER EQUITY SHARE OF FACE VALUE ₹10/- EACH.

THE FLOOR PRICE IS 9.70 TIMES OF THE FACE VALUE AND

THE CAP PRICE IS 10.20 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.

BIDS CAN BE MADE FOR A MINIMUM OF 1,200 EQUITY SHARES AND IN MULTIPLES OF 1,200 EQUITY SHARES THEREAFTER.

RISKS TO INVESTORS:

- Our business is not subject to seasonal volatility.
- The Merchant Banker associated with the Issue has handled 3 public issue in the past three years out of which Nil Issues have closed below the Issue Price on Listing date
- Average cost of acquisition of Equity Shares held by the Promoters i.e. Mr. Konark Trivedi and Star Private Trust are (0.12) and 0.04 respectively per Equity Share and the Offer Price at the upper end of the Price Band is Rs. 102.00 per Equity Share.
 - Weighted Average Return on Net worth for Fiscals 2022, 2021 and 2020 is 18.88%
- The Weighted average cost of acquisition of all Equity Shares transacted in the last three years and one year from the date of RHP is as given below:

Period	Weighted Average Cost of Acquisition (in ₹)*	Upper end of the Price Band (₹ 102) is '10.20' times the weighted Average cost of Acquisition	Range of acquisition price: Lowest Price – Highest Price (in ₹)
Last 1 year	0	Cannot be defined	0-0
Last 3 years	0	Cannot be defined	0-0

BASIS FOR ISSUE PRICE

The Price Band and the Offer Price will be determined by our Company in consultation with the Book Running Lead Manager, on the basis of the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is Rs.10.00 each. Investors should refer to "Risk Factors", "Our Business", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 25, 81, 145 and 183, respectively, to have an informed view before making an investment decision.

QUALITATIVE FACTORS

Some of the qualitative factors, which form the basis for computing the price are –

- Established and proven track record;
- Leveraging the experience of our Promoter;
- Experienced management team and a motivated Employees;
- Cordial relations with our client.

For further details, refer to heading 'Our Strengths' under chapter titled 'Our Business' beginning on page 81 of this Red Herring Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated consolidated financial statements of the Company for Financial Year 2019-20, 2020-21 and 2021-22 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1) Basic Earnings per Share (EPS) as per Accounting Standard 20:

Year Ended	EPS (₹)	Weight
March 31, 2020	278.23	1
March 31, 2021	2,851.53	2
March 31, 2022	2867.53	3
Weighted Average	2430.65	

Note: The EPS has been computed by dividing net profit as restated in financials, attributable to equity shareholders by weighted average number of equity shares outstanding during the year.

2) Price to Earnings (P/E) ratio in relation to Issue Price of ₹ [●] per Equity Share of face value of Rs. 10 each.

Particulars	P/E at Floor Price	P/E at Cap Price
P/E ratio based on Basic EPS for FY 2021-22	0.03	0.04
P/E ratio based on Weighted Average EPS	0.04	0.04

3) Average Return on Net worth (RoNW) for the preceding three years.

Year ended	RoNW (%)	Weight
March 31, 2020	3.07%	1
March 31, 2021	23.93%	2
March 31, 2022	20.79%	3
Weighted Average	18.88%	

Note: The RoNW has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year excluding miscellaneous expenditure to the extent not written off.

4) Net Asset Value (NAV)

Particulars	Amount (₹)
As at March 31, 2022	13,792.36
After the Offer	
-At the Floor Price	77.88
-At the Cap Price	79.20
-At Offer Price	[●]

*NAV per Equity Share has been calculated as Net Worth as divided by number of Equity Shares.

5) Comparison with other listed company's/Industry peers

Companies	Face Value	Sales (₹ in Cr.)	PAT (₹ in Cr.)	EPS (In ₹)	P/E Ratio	CMP (In ₹)
Frog Cellsat Limited	10.00	132.94	14.34	2867.53	-	-
Peer Groups:*						
ITI Limited	10.00	2115.30	119.70	1.28	90.08	115.30
Astra Microwave Products Limited	2.00	756.84	37.87	4.37	78.64	343.65

*Source for Peer Group information: www.nseindia.com

Peer companies are not the exact peer companies, but their few products resemble closet business compared to the company.

- The figures of Our Company are based on the restated consolidated results for the year ended March 31, 2022.
- The figures for the Peer group are based on consolidated audited results for the Financial Year ended March 31, 2022.
- Current Market Price (CMP) is the closing prices of respective scrips as on September 05, 2022.

6) The Offer Price of ₹ [●] has been determined by our Company in consultation with the Book Running Lead Manager, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters.

For further details, see "Risk Factors" beginning on page 25 of this Red Herring Prospectus and the financials of the Company including profitability and return ratios, as set out in the "Financial Statements" beginning on page 145 of this Red Herring Prospectus for a more informed view.

For further details, please see the chapter titled "Basis for Offer Price" beginning on page 70 of the RHP

BID/OFFER PROGRAMME

BID/OFFER OPENS ON ⁽¹⁾: THURSDAY, SEPTEMBER 29, 2022 | BID/OFFER CLOSES ON ⁽²⁾: TUESDAY, OCTOBER 04, 2022

(1) Our Company may, in consultation with the BRLM, consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI/ICDR Regulations.

(2) Our Company may, in consultation with the BRLM, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI/ICDR Regulations.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three (3) additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding a total of ten (10) Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange by issuing a press release and also by indicating the change on the websites of the BRLM and by intimation to Self-Certified Syndicate Banks ("SCSBs"), the Sponsor Banks and other Designated Intermediaries, as applicable. In case of force majeure, banking strike or similar circumstances, the Company may for reasons recorded in writing, extend the Bid/ Offer Period by at least three (3) additional working days subject to the total Bid/Offer Period not exceeding ten (10) Working Days.

The Offer is being made in terms of Rule 19(2)(b)(i) of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, the Offer is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Offer is being made through the Book Building Process wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs" and such portion the "QIB Portion") provided that our Company in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations subject to valid Bids being received at or above the Issue Price. All potential Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective bank account (including UPI ID in case of RIBs) which will be blocked by the SCSBs, or the bank accounts linked with the UPI ID, as applicable, to participate in the Issue. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, please see the section entitled "Offer Procedure" on page 236.

RISK IN RELATION TO THE FIRST ISSUE.

Bidders / Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidders/Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidders/Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, or for unblocking of ASBA Account or for other correspondence(s) related to an Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk. Bidders / Applicants should ensure that PAN, DP ID and Client ID are correctly filled in the Bid cum Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form should match with the PAN, DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects and other objects of our Company, see "Our History and Certain Corporate Matters" on page 108 of the Red Herring Prospectus and Clause III of the Memorandum of Association of our Company. The

ASBA*

Simple, Safe, Smart way of Application!!!

*Application Supported by Block Amount is a better way of applying to issues by simply blocking the fund in the bank account. For details, check section on ASBA below. Mandatory in Public Issues. No Cheque will be accepted.

Investors are required to ensure that the bank account used for bidding is linked to their PAN. UPI – Now available in ASBA for RILs applying through Registered Brokers, DPs & RTAs. RILs also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.

Investors have to apply through the ASBA process. "ASBA has to be availed by all the investors except anchor investor. UPI may be availed by Retail Individual Investors. For details on the ASBA and the UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Offer Procedure" beginning on page 236 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI"), the Stock Exchange and in the General Information Document.

**ASBA forms can be downloaded from the website of NSE

**List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. Axis Bank Limited has been appointed as Sponsor Bank for the Offer, in accordance with the requirements of the SEBI circular dated November 1, 2018, as amended. For UPI related queries, investors can contact NPCI at the toll free number-18001201740 and Mail ID- ipo.upi@npci.org.in. For the list of UPI Apps and Banks live on IPO, please refer to the link www.sebi.gov.in. For offer related grievance investors may contact: Sarthi Capital Advisors Private Limited -Mr. Deepak Sharma (+91 22-26528671/72) (Email id: compliance@sarthiwm.in).

BOOK RUNNING LEAD MANAGER TO THE OFFER	REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
 Sarthi Capital Advisors Private Limited CIN: U65190DL2012PTC238100 401, 4th Floor, Manek Plaza, 167, Vidyanagar Marg, Kalina, Santacruz (E), Mumbai – 400 098 Tel No.: +91 22 2652 8671/ 72 Email ID: compliance@sarthiwm.in Website: www.sarthiwm.in Contact Person: Mr. Deepak Sharma SEBI Registration No.: INM000012011	 Skyline Financial Services Private Limited CIN: U74899DL1995PTC071324 D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020 Tel. No.: +91-11-40450193-197 Email: ipo@skylinert.com Investor Grievance E-Mail: grievances@skylinert.com Contact Person: Ms. Rati Gupta Website: www.skylinert.com SEBI Registration No.: INR000003241	 FROG CELLSAT LIMITED Office No. 406, D-35 Third Floor Old Plot No. 2-A, Laxmi Nagar Delhi East, Delhi- 110092, India Tel. No: 120-4859650 E-mail: CS@frogcellsat.com Website: www.frogcellsat.com Contact Person: Ms. Manisha Makhija

AVAILABILITY OF RED HERRING PROSPECTUS: Investors are advised to refer to the Red Herring Prospectus and the Risk Factors contained therein before applying in the Offer. Full copy of the Red Herring Prospectus is available on the website of the SEBI at www.sebi.gov.in, website of the Company at www.frogcellsat.com, the website of the BRLM to the Offer at www.sarthiwm.in, the website of NSE at www.nseindia.com, respectively.

AVAILABILITY OF BID-CUM-APPLICATION FORMS: Bid-Cum-Application forms can be obtained from the Registered Office of the Company: Frog Cellsat Limited, Telephone: 120-4859650; BRLM: Sarthi Capital Advisors Private Limited, Telephone: +91 22 2652 8671/ 72 and Registered Brokers, RTAs and CDPs participating in the Offer. Bid-cum-application forms will also be available on the websites of NSE Emerge and the designated branches of SCSBs, the list of which is available at websites of the stock exchange and SEBI.

ESCROW COLLECTION BANK/ REFUND BANK/ PUBLIC OFFER ACCOUNT BANK/ SPONSOR BANK: Axis Bank Limited.

LINK TO DOWNLOAD ABRIDGED PROSPECTUS: www.frogcellsat.com

UPI: Retail Individual Bidders can also Bid through UPI Mechanism.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Red Herring Prospectus.

On behalf of Board of Directors

For Frog Cellsat Limited

Sd/-

Ms. Manisha Makhija

Company Secretary and Compliance Officer

Place: Noida

Date: September 23, 2022

Disclaimer: Frog Cellsat Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed the RHP with the Registrar of Companies, Delhi on September 23, 2022 and thereafter with SEBI and the Stock Exchange. The RHP is available on the website of NSE at www.nseindia.com and is available on the websites of the BRLM at www.sarthiwm.in. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please refer to the RHP including the section titled "Risk Factors" beginning on page 25 of the Red Herring Prospectus.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States, and unless so registered, and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. The Equity Shares are being issued and sold outside the United States in "offshore transactions" in reliance on Regulation "S" under the Securities Act and the applicable laws of each jurisdiction where such issues and sales are made. There will be no public offering in the United States.