

Notice of 21st Annual General Meeting

NOTICE is hereby given that the **21st ANNUAL GENERAL MEETING ("AGM")** of the Members of Frog Cellsat Limited (the 'Company') will be held on Wednesday, August 06, 2025 at 03.30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses.

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**

"RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

"RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- 2. TO APPOINT MR. SATISH BHANU TRIVEDI (DIN: 02037127), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Satish Bhanu Trivedi (DIN: 02037127), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

- 3. TO CONSIDER AND APPROVE THE ALTERATION IN THE MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY TO INCLUDE THE ACTIVITIES RELATED TO CCTV BUSINESS.**

To consider and if thought fit to pass with or without modifications the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions from the Registrar of Companies ("ROC"), and such other approvals, consents, permissions and sanctions as

may be required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company, consent and approval of the Members of the Company be and is hereby accorded for effecting the alterations in the existing Main Object Clause III (A) of the Memorandum of Association (the "MOA") of the Company by inserting a new Sub Clause No. 7:

Clause III (A) of the MOA (New Sub Clause 7):

7. To deal, design, manufacture, assemble, test, market, distribute, import, export, repair, maintenance, installation and sale of Closed-Circuit Television (CCTV) systems or camera, surveillance equipment, and related accessories.

RESOLVED FURTHER THAT the board of directors of the Company be and are hereby authorised jointly and severally to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary, desirable or expedient as may be necessary, in connection therewith and incidental thereto as they in their absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in this regard."

- 4. TO REVISE THE REMUNERATION OF MRS. SONAL TRIVEDI (WHOLE TIME DIRECTOR) OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and such other approvals and permissions, as may be required and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, consent of the members be and is hereby accorded to revise the remuneration of Mrs. Sonal Trivedi, Whole Time Director of the Company for the remaining period commencing from 1st April, 2025 till 07th August, 2028 as follows:

Salary: ₹ 24,00,000/- p.a.

The board of Directors shall have the specific authority to revise or vary the salary payable to Mrs. Sonal Trivedi.

Annual Bonus: to be paid share of 0.5% of the Profit (Profit before Tax) of the Company, subject to the approval of the Board.

RESOLVED FURTHER THAT the overall remuneration payable to Mrs. Sonal Trivedi shall not exceed the limits prescribed under the applicable provisions of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee (NRC) be and are hereby severally authorised to review, revise, modify, or alter from time to time the remuneration payable to Mrs. Sonal Trivedi, including salary, allowances, perquisites, and performance-linked incentives, in accordance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V, and the Articles of Association of the Company, and subject to such approvals as may be required.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, during the currency of tenure of services of Mrs. Sonal Trivedi, the payment of Salary and Annual Bonus shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT except the aforesaid revision, all other terms and conditions of her appointment as Whole Time Director of the Company, as mentioned in the agreement dated 07th August, 2023 approved by the members in their meeting held on 08th August, 2023 shall remain unchanged.

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution”.

5. TO CONTINUE THE DIRECTORSHIP OF MR. SATISH BHANU TRIVEDI (DIN: 02037127) WHO HAS ATTAINED THE AGE OF 78 YEARS.

To Consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other rules,

laws and regulations as may be applicable in this regard and on the basis of recommendations of Nomination and Remuneration Committee and as approved by the Board of Directors, consent of Members of the Company be and is hereby accorded to Mr. Satish Bhanu Trivedi (DIN: 02037127), Director of the Company, to continue to hold the office as Non-Executive Director of the Company notwithstanding that Mr. Satish Bhanu Trivedi has attained the age of 78 years on 31st day of Jan, 2025 and non-applicability of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds, acts and things as may be required in this connection or incidental thereto for giving effect to the above resolution including but not limited to the filing of necessary forms, returns, documents etc. with the Registrar of Companies and to comply with all other requirements in this regard.”

6. TO RE-DESIGNATE MR. TARUN TULARAM SHARMA (DIN: 08849614) AS WHOLE TIME DIRECTOR OF THE COMPANY.

To Consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 2(51), 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule V of the said Act, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals as may be necessary, and on the basis of recommendation of Nomination and Remuneration Committee and as approved by the Board of Directors, approval of the shareholders be and is hereby accorded to re-designate Mr. Tarun Tularam Sharma (DIN: 08849614) as ‘Whole-Time Director’ of the Company, not liable to retire by rotation, for a period of two years with effect from July 07, 2025.

RESOLVED FURTHER THAT approval be and is hereby accorded for the revision in remuneration payable to Mr. Tarun Tularam Sharma for a period of two years commencing April 1, 2025, and ending March 31, 2027, as under:

Revised Monthly Remuneration Structure:

Salary: ₹ 45,00,000/- p.a.

The board of Directors shall have the specific authority to revise or vary the salary payable to Mr. Tarun

Tularam Sharma as and when it is due during his period of employment.

Annual Bonus: Issuance of 12,000 equity shares under ESPS scheme of the company during the year 2025-26, subject to the approval of the Board of Directors.

RESOLVED FURTHER THAT the revised remuneration, inclusive of salary, allowances, perquisites, benefits, and performance-linked incentives, shall be within the overall ceiling limits prescribed under Sections 196 and 197 of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of his tenure, the above remuneration may be paid as minimum remuneration, in accordance with the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee (NRC) be and are hereby severally authorised to review, revise, modify, or alter from time to time the remuneration payable to Mr. Tarun Tularam Sharma (DIN: 08849614), including salary, allowances, perquisites, and performance-linked incentives, in accordance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V, and the Articles of Association of the Company, and subject to such approvals as may be required.

RESOLVED FURTHER THAT Mr. Tarun Tularam Sharma is not disqualified from being appointed as a Whole-Time Director in terms of Section 164 of the Companies Act, 2013, and satisfies all other applicable conditions prescribed under the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for such appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds, acts and things as may be required in this connection or incidental thereto for giving effect to the above resolution including but not limited to the filing of necessary forms, returns, documents etc. with the Registrar of Companies and to comply with all other requirements in this regard."

**By Order of the Board
For Frog Cellsat Limited**

**Rajat Sharma
Deputy Company Secretary
& Compliance Officer
M. No – A70274**

Place: Noida (U.P.)

Date: 07th July, 2025

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the Business stated under Item No. 3, 4, 5 & 6 is annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 including General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 09th September, 2024 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

7. The Company has facilitated the members to participate in the 21st AGM through VC facility provided by National Securities Depository Limited (NSDL). The instructions for participation by members are given in the subsequent paragraphs. Participation in AGM through VC shall be allowed on a first-come-first-served basis.
8. For exercising the votes by the members by electronic means, the Company has provided the facility of remote e-voting as well as e-voting during the AGM. The procedure for using the remote e-voting facility as well as e-voting during the AGM is given in the subsequent paragraphs.
9. Members joining the AGM through VC shall be permitted to exercise their right to vote using the e-voting facility at the AGM, provided they have not cast their votes using remote e-voting facility. The members who have already cast their votes prior to AGM using the remote e-voting facility may also join the AGM through VC but shall not be entitled to cast their votes again at the AGM.
10. As per the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and such proxy need not be a member of the Company. Since this AGM is being held through VC as per MCA Circulars and SEBI Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. Similarly, as this AGM is being held through VC, the route map is not annexed to this notice.
11. Institutional / Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the 21st AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution / Authority Letter / etc. (PDF/JPG format) to the Scrutinizer by e-mail at schughpcs@gmail.com with a copy marked to evoting@nsdl.com. They can also upload their Board Resolution / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
12. In line with MCA Circulars and SEBI Circulars, the Annual Report for the financial year 2024-25 along with Notice of 21st AGM of the Company inter-alia indicating the process and manner of e-voting are being sent only by electronic mode to those members whose email IDs are registered with the Company/Depository Participant(s) for communication. Members may note that the aforesaid documents may also be downloaded from the Company's website www.frogcellsat.com and the website of National Stock Exchange of India Limited. In line with MCA Circulars, the Company has enabled a process for the limited purpose of receiving the AGM Notice and Annual Report (including remote e-voting instructions) electronically.
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.frogcellsat.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
14. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained as per the Companies Act, 2013 will be available for electronic inspection by the members during the AGM. All the documents referred to in the Notice will also be available for electronic inspection by the members without any fee from the date of circulation of this notice up to the date of AGM i.e. August 06 2025. Members seeking to inspect such documents may send an email to cs@frogcellsat.com mentioning their Name and Folio Number / DP ID and Client ID.
15. The Register of Members and the Share Transfer books of the Company will remain closed from July 31 2025 to August 06 2025. (Both days inclusive).
16. Mr. Sanjay Chugh (FCS No. 3754), Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, registration of nomination, Power of Attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

19. Remote e-Voting before/during the AGM:

(a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and December 28, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

(b) Members of the Company holding shares either in physical form or in demat form as on the cut-off date of **Wednesday, July 30, 2025** may cast their vote by remote e-Voting. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM. A person who is not a member as on the Cut-off Date, should treat the Notice for information purpose only. Any person holding shares in physical form and Member other than individual Member who acquires shares of the Company and becomes a Member of the Company after the Notice is sent through e-mail and holding shares as on the cut-off date, i.e. **Wednesday, July 30, 2025**, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000.

In case of individual Members holding shares in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, i.e., Wednesday, July 30, 2025, may follow steps mentioned below under "Access to NSDL e-Voting system."

(c) The remote e-voting period begins on Sunday, August 03, 2025 at 09:00 A.M. (IST) and ends on

Tuesday, August 05, 2025 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Wednesday, July 30, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, July 30, 2025.

(d) Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on the Resolutions on which voting is to be held, upon announcement by the Chairman. Members who have cast their vote on Resolution(s) by remote e-voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote again on such Resolution(s). Subject to the receipt of requisite votes, Resolutions shall be deemed to be passed on the date of the Meeting, i.e., Wednesday, 06th August, 2025.

(e) The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

(f) The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Board after the completion of the scrutiny of the e-Voting (votes cast before/during the AGM), within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchanges on which the Company's shares are listed, NSDL and will also be displayed on the Company's website www.frogcellsat.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 03rd August 2025 at 09:00 A.M. and ends on 05th August 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 30th July 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 30th July 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.
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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
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General Guidelines for shareholders

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1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to schughpcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com
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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@frogcellsat.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@frogcellsat.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@frogcellsat.com. The same will be replied by the company suitably.
6. Members who would like to express their views/ ask questions as a speaker at the Meeting may preregister themselves by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at cs@frogcellsat.com from before 03.00 P.M. (IST) on 29th July, 2025. **Only those Members who have pre-registered themselves as a speaker will be allowed to express their views / ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Explanatory Statement

(pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

ITEM NO. 3: TO CONSIDER AND APPROVE THE ALTERATION IN THE MAIN OBJECT CLAUSE OF THE COMPANY TO INCLUDE THE ACTIVITIES RELATED TO CCTV BUSINESS.

The Company proposed to include the certain new objects in Clause III (A) of Memorandum of Association (MOA) of the Company to be undertaken by the Company in near future, thus it is proposed to alter the main object clause of the Memorandum of Association of the Company by addition/amending the existing objects clause of MOA of the Company.

In response to the rapidly expanding Indian Video Surveillance and IP Camera markets, which present significant growth opportunities, our company has made a strategic decision to diversify and capitalize on the increasing demand for IP/CCTV Cameras. This move is expected to leverage our existing strengths while tapping into new revenue streams and enhancing our market presence.

A copy of the proposed MOA of the Company will be available for inspection in electronic mode. Members can inspect the same by sending an email to CS@frogcellsat.com till the date of the AGM.

The Board at its meeting held on 07th July, 2025 has approved aforesaid alteration in the main object clause of the MOA of the Company and recommends the **Special Resolutions** set forth in Item No. 3 of the Notice for approval of the Members.

None of the Directors, Managers, key managerial personnel or their relatives is/are in any way, concerned or interested, financially or otherwise in the said resolution.

ITEM NO. 4: TO REVISE THE REMUNERATION OF MRS. SONAL TRIVEDI (WHOLE TIME DIRECTOR) OF THE COMPANY.

Mrs. Sonal Trivedi was appointed as the Whole Time Director of the Company for a period of 5 (Five) years commencing from 08th August, 2023 to 07th August, 2028. Mrs. Sonal Trivedi aged about 47 years. She has 22 years of experience in handling HR, training and employee welfare.

Taking into consideration her vast experience and higher responsibilities cast on Mrs. Sonal Trivedi, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee of the Company, at its meeting held on 20th May, 2025, has approved the proposal to revise the remuneration payable to Mrs. Sonal Trivedi, Whole Time Director, subject to the approval of the Members at the ensuing Annual General Meeting of the Company. All

other terms and conditions of appointment of Mrs. Sonal Trivedi would remain unchanged for the remaining period of her current tenure commencing from 1st April, 2025 till 07th August, 2028.

The revised remuneration structure is as follows:

Salary: ₹ 24,00,000/- p.a.

The board of Directors shall have the specific authority to revise or vary the salary payable to Mrs. Sonal Trivedi.

Annual Bonus: to be paid share of 0.5% of the Profit (Profit before Tax) of the Company, subject to the approval of the Board.

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Whole Time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may be applicable during her tenure.

The Board and the NRC are authorized to review and revise the remuneration from time to time, subject to applicable laws and approvals.

Additional information in respect of Mrs. Sonal Trivedi, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure-I to this Notice.

Except Mr. Konark Trivedi, Mr. Satish Bhanu Trivedi and Mrs. Sonal Trivedi, none of the other Directors / Key Managerial Personnel of the Company are in anyway, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution set out at Item No.4 of the Notice for approval by the members as a **Special Resolution**.

ITEM NO. 5: TO CONTINUE THE DIRECTORSHIP OF MR. SATISH BHANU TRIVEDI (DIN: 02037127) WHO HAS ATTAINED THE AGE OF 78 YEARS.

Mr. Satish Bhanu Trivedi, Non-Executive Director, has attained the age of 78 years on 31st Jan, 2025. The Board, based on the performance evaluation and recommendations of the Nomination and Remuneration Committee, considers that his continued association would be beneficial to the Company and it is desirable to continue to avail services of Mr. Satish Bhanu Trivedi as Non-Executive Director.

Although Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment), 2018 is not applicable on our company since we are an SME-listed

company, we are nonetheless seeking Suo motu approval from members for Mr. Satish Bhanu Trivedi's continuation as director, having attained 78 years, as a measure of good corporate governance.

Mr. Satish Bhanu Trivedi is not dis-qualified from being continued as a Director in terms of Section 164 of the Act. Accordingly, the approval of the shareholders of the Company is being sought as Special Resolution to continue the directorship of Mr. Satish Bhanu Trivedi as Non-Executive Director.

Additional information in respect of Mr. Satish Bhanu Trivedi, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure-I to this Notice.

Except Mr. Konark Trivedi, Mr. Satish Bhanu Trivedi and Mrs. Sonal Trivedi, none of the other Directors / Key Managerial Personnel of the Company are in anyway, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution set out at Item No.5 of the Notice for approval by the members as **Special Resolution**.

ITEM NO. 6: TO RE-DESIGNATE MR. TARUN TULARAM SHARMA (DIN: 08849614) AS WHOLE TIME DIRECTOR OF THE COMPANY.

The Board of Directors, at its meeting held on July 07, 2025, upon the recommendation of the Nomination and Remuneration Committee (NRC), approved to re-designate Mr. Tarun Tularam Sharma (DIN: 08849614) as 'Whole Time Director' with effect from July 07, 2025, for a term of two years, not liable to retire by rotation, subject to the approval of the shareholders.

The Board also approved a revision in his remuneration for a period of two years from April 1, 2025, to March 31, 2027, in view of his enhanced responsibilities and full-time role in overseeing all functions, ensuring process efficiency, product quality, and delivering operational and strategic value to the Company.

The proposed remuneration structure is as follows:

Salary: ₹ 45,00,000/- p.a.

The board of Directors shall have the specific authority to revise or vary the salary payable to Mr. Tarun Tularam Sharma as and when it is due during his period of employment.

Annual Bonus: Issuance of 12,000 equity shares under ESPS scheme of the company during the year 2025-26, subject to the approval of the Board of Directors.

The remuneration is within the limits prescribed under Sections 196 and 197 of the Companies Act, 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. In the event of absence or inadequacy of profits in any financial year during his tenure, the proposed remuneration may be paid as minimum remuneration, subject to the provisions of Schedule V.

Mr. Tarun Tularam Sharma satisfies all conditions for appointment as a Whole-Time Director as prescribed under the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013.

The Board and the NRC are authorized to review and revise the remuneration from time to time, subject to applicable laws and approvals.

Additional information in respect of Mr. Tarun Tularam Sharma, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure-I to this Notice.

None of the Directors, Managers, key managerial personnel or their relatives is/are in any way, concerned or interested, financially or otherwise in the said resolution.

The Board recommends the Resolution set out at Item No.6 of the Notice for approval by the members as **Special Resolution**.

‘Annexure - I’ to the Notice

Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards-2 issued by Institute of Company Secretaries of India (“ICSI”)

Name of Director(s)	Mr. Satish Bhanu Trivedi (DIN: 02037127), Item No. 2 & 5	Mrs. Sonal Trivedi (DIN: 00537922), Item No. 4	Mr. Tarun Tularam Sharma (DIN: 08849614), Item No. 6
Brief Resume of the Director & Qualification	He is an engineer by qualification. He holds a certificate of Diploma in Engineering. He worked as Assistant Engineer of Uttar Pradesh Power Corporation Limited (UPPCL) and retired from UPPCL in 2006.	She is a master's in industrial psychology and Gold Medalist of HNBGU in the year 2001. She is also CELTA certified by Cambridge University. She has more than 22 years of experience in handling People's department s which include HR, Training, Employee Welfare and CSR.	He has done B.Sc. in Electronics & Communications, Diploma in Project Manager (Nortel India) & Diploma in Computer Software Development (NITMA India). He has more than 32 years of experience in the Electronics and Communications field.
Age	78 Years	47 Years	58 Years
Experience and nature of his Expertise in Specific functional areas	He is an engineer by qualification. He holds a certificate of Diploma in Engineering. He worked as Assistant Engineer of Uttar Pradesh Power Corporation Limited (UPPCL) and retired from UPPCL in 2006.	She is a master's in industrial psychology and Gold Medalist of HNBGU in the year 2001. She is also CELTA certified by Cambridge University. She has more than 22 years of experience in handling People's department s which include HR, Training, Employee Welfare and CSR.	He has done B.Sc. in Electronics & Communications, Diploma in Project Manager (Nortel India) & Diploma in Computer Software Development (NITMA India). He has more than 32 years of experience in the Electronics and Communications field.
Disclosure of relationship between Directors interse/ relationship with other Directors, Manager and other key managerial personnel of the Company	Father of Mr. Konark Trivedi (Managing Director) and Father in Law of Mrs. Sonal Trivedi (Whole Time Director) of the company.	Wife of Mr. Konark Trivedi (Managing Director) and Daughter in Law of Mr. Satish Bhanu Trivedi (Non-Executive Director) of the company.	Not related to any Director, Manager and other key managerial personnel of the Company.
Date of First Appointment on the Board	31 st July, 2018	03 rd June, 2022	26 th August, 2020
Name of entities in which persons hold Directorship of the Board	Frog Profile Private Limited ARDE Home Private Limited ROAR Systems Private Limited	Frog Services Private Limited	Frog Profile Private Limited Frog Tele Private Limited ARDE Home Private Limited ROAR Systems Private Limited

Name of Director(s)	Mr. Satish Bhanu Trivedi (DIN: 02037127), Item No. 2 & 5	Mrs. Sonal Trivedi (DIN: 00537922), Item No. 4	Mr. Tarun Tularam Sharma (DIN: 08849614), Item No. 6
Name of Listed entities in which persons also holds Directorship of the Board and the memberships of Committees of the Board along with listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Shareholding in the company including shareholding as a beneficial owner	226 Equity Shares	79,826 Equity Shares	17,026 Equity Shares
Terms and conditions of reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Re-appointment pursuant to Section 152 (6) of the Companies Act, 2013.	Last Remuneration was Rs. 35,02,642 p.a. (including Bonus) For more details refer to resolution being Item No. 4 and explanatory statement of the accompanying Notice.	Last Remuneration was ₹ 76,11,355 p.a. (including Bonus) For more details refer to resolution being Item No. 6 and explanatory statement of the accompanying Notice.
Number of meetings of the Board attended during the Year (01.04.2024 to 31.03.2025)	Please refer Board Report Section of the Annual Report		
Chairman / member of Committees of other Boards	Nil	Nil	Nil
Chairman / member of Committee of Frog Cellsat Limited	Member of: • Nomination and Remuneration Committee	Member of: • Nomination and Remuneration Committee • Stakeholder Relationship Committee.	Nil