

To,  
The Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai– 400051

06<sup>th</sup> September 2025

Company Trading Symbol: **FROG**

Dear Sir /Madam,

**Subject: Intimation under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) – Notice of Postal Ballot through Electronic Voting.**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice ('Notice') dated September 04, 2025, together with the Explanatory Statement thereto, seeking approval of the Members of Frog Cellsat Limited (“the Company”), on the following items of special business as set out in the said Notice:

ITEM NO.	ITEM DESCRIPTION	RESOLUTION TYPE
<b>Special business</b>		
1.	To approve the change of name of the Company and consequent alteration in the Memorandum and Articles of Associations of the Company.	Special

In compliance with the relevant circular issued by the Ministry of Corporate Affairs, Government of India, this Notice is being sent by electronic mode only to those Members whose name appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e., Skyline Financial Services Private Limited, and the Depositories viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the Cut-off date i.e., Friday, September 05, 2025.

The Company has engaged the services of NSDL to provide remote e-voting facility to its members. The remote e-voting period shall commence on Monday 08 September 2025 (09:00 A.M.) (IST) and shall end on Tuesday 07 October 2025 (05:00 P.M.) (IST).

The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date.

The Notice is also being made available on the website of the Company at [www.frogcellsat.com](http://www.frogcellsat.com) and on the website of NSDL at <https://www.evoting.nsdl.com/>

This is for your information and records.

Thanking You  
**For Frog Cellsat Limited**

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

**Encl: Notice of Postal Ballot**

## **NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

**Dear Member(s),**

**NOTICE** is hereby given that the resolutions set out below is proposed to be passed by the shareholders of Frog Cellsat Limited (the “**Company**”) by means of Postal Ballot only through remote e-voting by electronic means (“remote e-voting”) pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“**Act**”) read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No 09/2024 dated September 19, 2024 (“**MCA Circulars**”) and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), and any other applicable provision of Listing Regulations, any circular issued by the Securities and Exchange Board of India (“**SEBI**”), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings (“**SS-2**”) and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

As per the MCA Circulars, the Company is sending Postal Ballot Notice (“**Notice**”) only by email to its members who have registered their email address as on Friday, September 05, 2025 (“**Cut-Off Date**”) with the Company/registrar and share transfer agent or depository(ies)/depository participants and the communication of assent /dissent of the shareholders on the resolution proposed in the Notice will only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended to this Notice. The Board of Directors of the Company has appointed Mr. Sanjay Chugh, Practicing Company Secretary having membership number F- 3754 and Certificate of Practice No - 3073 to act as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with the Rule 20 and 22 of the said Rules and Regulation 44 Listing Regulations, the Company is providing e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) to enable the Members to cast their votes electronically.

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman of the Company and the result of the Postal Ballot will be announced within 2 (Two) working days from the last day of E-voting and the same shall also be simultaneously communicated to the Stock Exchange.

The said result along with the Scrutinizer's Report will be uploaded on the Company's website [www.frogcellsat.com](http://www.frogcellsat.com) and on the website of NSDL e-voting website <https://www.evoting.nsdl.com/> and will be communicated to the stock exchange where the equity shares of the Company is listed.

**Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those shareholders whose email address is registered with M/s Skyline Financial Services Private Limited ("Skyline") the Company's Registrar and Share Transfer Agent, and / or the Depository Participant(s) and the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.**

#### **SPECIAL BUSINESS:**

**Item No. 1 - To approve change of name of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company.**

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and subject to the approval of Central Government (power delegated to Registrar of Companies (“ROC”)) and other regulatory authorities, as may be applicable, consent of the shareholders of the Company be and is hereby accorded to change the name of the Company from **“FROG CELLSAT LIMITED”** to **“FROG INNOVATIONS LIMITED”**.

**RESOLVED FURTHER THAT** the existing Name Clause of the Memorandum of Association of the Company be altered and substituted with the following clause:

I. The name of the Company is **“FROG INNOVATIONS LIMITED”**.

**RESOLVED FURTHER THAT** in accordance with the Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** the name “Frog Cellsat Limited” wherever appearing in any of the documents/records of the Company be substituted by the new name “Frog Innovations Limited” in accordance with the provisions of applicable laws.

**RESOLVED FURTHER THAT** Managing director and Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to file all the necessary forms and / or returns and make an application to the ROC and / or to Central Government, stock exchanges and / or any other statutory authorities, to act, represent and/or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution.”

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

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

**Date –September 04, 2025  
Place – Noida**



## NOTES –

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and other applicable provisions, if any, along with the Rules as may be prescribed therein, setting out the material facts in relation to resolutions as set out in the Notice is annexed hereto.
2. In compliance with the MCA Circulars, the Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from Company's Registrar and share transfer agent, i.e., M/s Skyline Financial Services Private Limited, National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ('Depositories') as on Friday, September 05, 2025, and whose e-mail IDs are registered with the RTA /Company / Depositories. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
3. In compliance with provisions of section 108 and section 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company as on the cut-off date. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the members to cast their votes electronically.
4. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date fixed for the purpose.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.frogcellsat.com](http://www.frogcellsat.com) and on websites of the Stock Exchanges where equity shares of the Company are listed i.e., National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively, and on NSDL website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
6. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, September 05, 2025 will be considered for the purpose of e-voting.
7. The postal ballot e-voting schedule is given in the table below:

Commencement of Voting (Start Date)	Close of Voting (End Date)
Monday, September 08, 2025, 09:00 A.M. (IST)	Tuesday, October 07, 2025, 05:00 P.M. (IST)

8. The Board of Directors in their meeting held on Thursday, September 04, 2025 approved appointment of Mr. Sanjay Chugh (CP No.: 3073), as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
9. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorised by him, after completion of the scrutiny of the remote e-voting, on or before Thursday, October 09, 2025. The Scrutinizer's decision on the validity of votes cast will be final. The result of the Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's website i.e. [www.frogcellsat.com](http://www.frogcellsat.com)
10. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened on that behalf. The resolutions, if approved by the requisite votes of shareholders by means of postal ballot, shall be deemed to have been

passed on the last date of voting, i.e. Tuesday, October 07, 2025.

# 11. INSTRUCTIONS FOR REMOTE E-VOTING ARE AS BELOW:

## 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 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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-</li> </ol>

	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. 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.</li> </ol>



	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 use 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**
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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.

**General Guidelines for shareholders**

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](mailto:schughpcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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 [www.frogcellsat.com](http://www.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 [www.frogcellsat.com](http://www.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.



**ANNEXURE TO NOTICE  
STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No – 1**

The proposed new name is intended to better reflect the nature of the company's operations, enhance brand clarity, and align with market expectations and is necessitated by a strategic diversification of the company's business activities.

The Company has received a name availability letter dated August 20, 2025 from the Registrar of Companies, Central Registration Centre Manesar, informing no objection with respect to change in the name of the Company as proposed above. The proposed change of name would be subject to the necessary approvals in terms of the provisions of the Companies Act, 2013.

Accordingly, the Board of Directors in their meeting held on September 04, 2025 approved the change in name of the Company from '**FROG CELLSAT LIMITED**' to '**FROG INNOVATIONS LIMITED**' and the consequent amendments to the Memorandum of Association and the Articles of Association of the Company subject to the approval of the shareholders of the Company by way of special resolution and approvals of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

The Company has complied with Regulation 45 of the Listing Regulations, to the extent they are applicable, and has also obtained a certificate from a Practicing Chartered Accountant in respect of the same copy of which is annexed herewith as **Annexure A**.

The Board recommends and seeks your approval by way of Special Resolution through Postal Ballot, by voting through remote e-voting for the resolution as set out under item no. 1 of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution no. 1 as set out in this Notice, except to the extent of their shareholding, if any.

Copy of Memorandum of Association and Articles of Association will be available for inspection at the registered office of the Company during the working hours.

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

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

**Date – September 04, 2025  
Place – Noida**

- # 001, B-7/107-A, GF, Safdarjung Endave Extension, NEW DELHI 110 029
- # 13-14, Office Block, 3rd Floor, MGF Metropolis, M G Road, GURGAON 122 002
- # 404, Metro Avenue, Andheri Kurla Road, W.E.H. Metro Station, Chakala, Andheri (E), MUMBAI 400 059
- J P Road, Bilasipara, District Dhubri, ASSAM 783 348
- #01-20, 5 Rhu Cross Tangjong Rhu, SINGAPORE 437 434

To,  
The Board of Directors,  
Frog Cellsat Limited

No. 1, Ground Floor, Old Gupta Colony,  
D- Block, Opp. Polo Ground,  
Delhi-110009

**Sub: Practising Chartered Accountant's Certificate pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. This report is issued in accordance with the terms of our engagement.
2. We have been requested by the management of the Frog Cellsat Limited ('the Company'), to issue a certificate certifying the compliance of with conditions prescribed under Sub-Regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Regulation') for change of the name of the Company from "FROG CELLSAT LIMITED" to "FROG INNOVATIONS LIMITED".

**Management Responsibility**

3. The management of the Company is responsible for the preparation and maintenance of all accounting and other records and documents supporting the particulars as mentioned in this certificate. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the financial statement, applying an appropriate basis of preparation, and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring that the Company complies with the requirements of the Regulation.



### Practitioner's Responsibility

5. Our responsibility is to provide a reasonable assurance, based on the procedures performed and evidence obtained, as to whether anything has come to our attention that causes to believe that the particulars as mentioned in this certificate is not in accordance with the underlying supporting documents maintained by the Company.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

8. Based on the procedures performed as outlined above and the representation provided to us, and on the basis of information and explanations provided to us by the management, we confirm that:

Regulation	Particulars	Our opinion
45(1)(a)	Time period of at least one year has elapsed from the last name change.	The Company has not changed its name since at least last one-year period.
45(1)(b)	At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name.	The Company has not changed its main activity in the preceding one-year period.
45(1)(c)	The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity.	The Company has not changed its main activity nor invested in a new activity/project.



## Restrictions on Use

9. The certificate is addressed to and provided to the management of the Company, and they can include it in the explanatory statement of the Notice of the General Meeting and any intimation to the Stock Exchange and should not be used by any other person. Accordingly, we do not accept or assume any liability or any duty of care for any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For Singhi Chugh & Kumar**

**Chartered Accountants**

**(Firm's Registration No – 013613N)**



**Harsh Kumar**

**Partner**

**Membership No – 088123**

**Date - 4/9/2025**

**UDIN - 25088123BMJAL09405**