

08 August, 2023

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

Company Trading Symbol: **FROG**

Subject: Proceedings of 19th Annual General Meeting of the Company

Dear Sir/Madam,

We wish to inform you that the 19th Annual General Meeting ('AGM/Meeting') of the Company was held on Tuesday, August 08, 2023 through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') in accordance with the circulars/notifications issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India and the business(es) mentioned in the Notice dated July 13, 2023 convening the Meeting, were transacted.

In this regard, please find enclosed herewith a Summary of proceedings as required under Regulation 30, Part-A of Schedule III of the SEBI Listing Regulations.

The Meeting commenced at 04.32 P.M. (IST) and concluded at 05:10 P.M. (IST)

This is for your information and records.

Thanking You
Yours Faithfully,
For Frog Cellsat Limited

Manisha Makhija
(Company Secretary)

Encl – a/a

SUMMARY OF PROCEEDINGS OF THE 19th ANNUAL GENERAL MEETING OF FROG CELLSAT LIMITED HELD ON TUESDAY, AUGUST 08, 2023 THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS

The 19th Annual General Meeting (‘AGM/Meeting’) of the members of Frog Cellsat Limited (the ‘Company’) was held on Tuesday, August 08, 2023 at 04.32 P.M. IST by way of Video Conferencing/Other Audio-Visual Means (‘VC/OAVM’) in accordance with the circulars issued by the Ministry of Corporate Affairs (‘MCA’) and the Securities and Exchange Board of India (‘SEBI’) in addition to the applicable provisions of Companies Act, 2013 (the ‘Act’) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rules made thereunder.

The following Directors and Key Managerial Personnel(s) were present:

DIRECTORS IN ATTENDANCE
Mr. Konark Trivedi <i>Managing Director</i>
Mr. Sonal Trivedi <i>Executive Director</i>
Mr. Tarun Tularam Sharma <i>Executive Director</i>
Mr. Barathy Sundaram <i>Independent Director</i>
Mr. Pankaj Gandhi <i>Chief Executive Officer</i>
Mr. Charan Jeet Kalra <i>Chief Financial Officer</i>
Mrs. Manisha Makhija <i>Company Secretary</i>
OTHER REPRESENTATIVES
Mr. Harsh Kumar; Statutory Auditors <i>M/s. Singhi Chugh & Kumar, Chartered Accountants</i>
Mr. Sanjay Chugh <i>Secretarial Auditor</i>

The Meeting commenced at 04:32 P.M. (IST) and concluded at 05:10 P.M. (IST)

Mr. Charan Jeet Kalra, Chief Financial Officer of the Company, extended a warm welcome to all the members attending the meeting through VC/OAVM.

Before commencing the proceedings, Mr. Charan Jeet Kalra, Chief Financial Officer, introduced the Board of Directors and Key Managerial Personnel of the Company present at the Meeting and confirmed that directors were present at the Meeting and attended from their respective locations. Further, the Secretarial Auditors cum Scrutinizer was also present at the Meeting.

As per the records of attendance, 21 shareholders attended the Meeting. The requisite quorum being present, and Meeting was in order.

Mrs. Manisha Makhija, Company Secretary of the Company, welcomed the members and briefed them on the general instructions relating to their participation at the Meeting through Audio-Visual means. She further inform that the Company had taken all feasible efforts under the current circumstances for conducting this AGM in a smooth manner to enable participation and voting through electronic mode.

With the consent of the members present at the Meeting, the Notice along with the Annual Report which consist of Audited Financial Statements, Directors’ and Auditors’ Report for the year ended March 31, 2023 which was sent to the members through electronic mode and the same is also available on the website of the company, were taken as read. It was confirmed that the Auditors’ report does not contain any qualifications/modified opinion or adverse remarks.

Members were further informed that in compliance with the Act, the Company had provided the remote e-voting facility before and during the AGM to cast vote electronically on all the resolutions set forth in the Notice. The remote e-voting period commenced before the date of AGM on Saturday, August 05, 2023 (09:00 A.M. IST) and ended on Monday, August 07, 2023 (05:00 P.M. IST). Members, who did not cast their votes electronically earlier, were also permitted to cast their votes during the course of Meeting through the e-voting system provided by NSDL as detailed in the Notice.

The Managing Director and Chief Executive Officer then made their opening remarks and delivered their official address to the members.

The following resolutions were proposed as set out in the Notice:

Item No.	Item Description	Resolution Type
ORDINARY BUSINESS		
1.	To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and the Auditors thereon.	Ordinary
2.	To appoint Shri Satish Bhanu Trivedi (DIN: 02037127), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
3.	To re-appoint M/s. Singhi Chugh & Kumar, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.	Ordinary
SPECIAL BUSINESS		
4.	To consider and approve the appointment of Shri Kamal Nath (DIN - 09094350) as an Independent Director of the Company.	Special

5.	To consider and approve the change in designation of Mrs. Sonal Trivedi (DIN - 00537922) from Non – Executive Director to Executive Director, subject to receipt of regulatory approval.	Special
6.	To consider and approve the charges for delivery of any documents to the shareholders.	Special
7.	To consider and approval of Employee Stock Purchase Scheme 2023	Special

The Managing Director then invited the Members who had registered themselves as speakers, to ask their queries, give suggestions and seek clarifications, if any and the same were responded by Mr. Konark Trivedi, Managing Director of the Company

Managing Director then extended his gratitude and appreciation to the members, Board of Directors, Auditors, and members of management team for their continued support and for attending and participating in the Meeting.

The e-voting facility was kept open for next 15 minutes post the conclusion of the proceedings to enable the members to cast their votes.

The Board of Directors had appointed Mr. Sanjay Chugh, Practicing Company Secretary (FCS No. 3754, CP No.3073) as the Scrutinizer to supervise the e-voting process in a fair and transparent manner.

It was informed that the combined voting results (remote e-voting and e-voting) along with the Scrutiniser’s Report would be announced within 48 hours of the conclusion of the AGM.

Notes:

(i) This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.

This is for your information and records.

For Frog Cellsat Limited

Manisha Makhija
Company Secretary