

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L51909DL2004PLC127530

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACF8366P

(ii) (a) Name of the company

FROG CELLSAT LIMITED

(b) Registered office address

Office No. 406, D-35 Third Floor Old Plot No. 2-A, Laxmi Nagar
Delhi
East Delhi
Delhi
110002

(c) *e-mail ID of the company

cjkalra@frogcellsat.com

(d) *Telephone number with STD code

1204859650

(e) Website

(iii) Date of Incorporation

12/07/2004

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U74899DL1995PTC071324

Pre-fill

Name of the Registrar and Transfer Agent

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

D-153A, FIRST FLOOR
OKHLA INDUSTRIAL AREA, PHASE-I

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 08/08/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C9	Computer, electronic, Communication and scientific measuring & control equipment	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	FROG SERVICES PRIVATE LIMIT	U64201UP2020PTC126298	Subsidiary	100
2	FROG TELE PRIVATE LIMITED	U64100DL2015PTC276870	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	16,100,000	15,375,200	15,375,200	15,375,200
Total amount of equity shares (in Rupees)	161,000,000	153,752,000	153,752,000	153,752,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	16,100,000	15,375,200	15,375,200	15,375,200
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	161,000,000	153,752,000	153,752,000	153,752,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						

At the beginning of the year	0	50,000	50000	500,000	500,000	
Increase during the year	0	15,325,200	15325200	153,252,000	153,252,000	0
i. Public Issues	0	4,075,200	4075200	40,752,000	40,752,000	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	11,250,000	11250000	112,500,000	112,500,000	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
0						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
0						
At the end of the year	0	15,375,200	15375200	153,752,000	153,752,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
0						
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
	0					
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE385001018

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,330,362,000

(ii) Net worth of the Company

1,154,679,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,325,878	15.13	0	
	(ii) Non-resident Indian (NRI)	73,426	0.48	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Star Private Trust through its Tru	9,038,418	58.79	0	
	Total	11,437,722	74.4	0	0

Total number of shareholders (promoters)

5

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,310,894	15.03	0	
	(ii) Non-resident Indian (NRI)	64,000	0.42	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	930,511	6.05	0	
10.	Others It consists of Alternate Inve:	632,073	4.11	0	
	Total	3,937,478	25.61	0	0

Total number of shareholders (other than promoters)

1,130

**Total number of shareholders (Promoters+Public/
Other than promoters)**

1,135

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	3	1,130
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	1	2	1	15.6	0
B. Non-Promoter	1	1	5	0	0	0
(i) Non-Independent	1	1	1	0	0	0
(ii) Independent	0	0	4	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	2	7	1	15.6	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KONARK TRIVEDI	00537897	Managing Director	2,325,426	
SONAL TRIVEDI	00537922	Director	73,426	
BARATHY SUNDARAM	01175376	Director	0	
SATISH BHANU TRIVE	02037127	Director	226	
AJAY KALAYIL CHACK	05213596	Director	0	
KAMAL NATH	09094350	Additional director	0	
TARUN TULARAM SHA	08849614	Director	226	
RANJIT DATTA	07121651	Director	0	23/06/2023
CHARAN JEET KALRA	AAOPK8836E	CFO	626	
Manisha Makhija	CNLPM3951L	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

14

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
KONARK TRIVEDI	00537897	Managing Director	02/09/2022	Change in Designation
SONAL TRIVEDI	00537922	Additional director	03/06/2022	Appointment
BARATHY SUNDARAM	01175376	Additional director	19/08/2022	Appointment
KAMAL NATH	09094350	Additional director	29/01/2023	Appointment
CHARAN JEET KALRA	02730779	Director	19/08/2022	Cessation
CHARAN JEET KALRA	AAOPK8836E	CFO	01/09/2022	Appointment
CHARAN JEET KALRA	AAOPK8836E	Company Secretar	01/09/2022	Cessation
MANISHA MAKHIJA	CNLPM3951L	Company Secretar	01/09/2022	Appointment
AJAY KALAYIL CHACK	05213596	Additional director	01/09/2022	Appointment
RANJIT DATTA	07121651	Additional director	19/08/2022	Appointment
SONAL TRIVEDI	00537922	Director	30/09/2022	Change in Designation
AJAY CHACKO	05213596	Director	30/09/2022	Change in Designation
BARATHY SUNDARAM	01175376	Director	30/09/2022	Change in Designation
RANJIT DATTA	07121651	Director	30/09/2022	Change in Designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

7

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra - Ordinary General Meeting	13/04/2022	8	8	100
Extra - Ordinary General Meeting	21/06/2022	8	5	0.01
Extra - Ordinary General Meeting	04/07/2022	8	8	100
Extra - Ordinary General Meeting	25/07/2022	8	8	100
Extra - Ordinary General Meeting	02/09/2022	8	8	100
Extra - Ordinary General Meeting	10/10/2022	8	8	100
Annual General Meeting	30/09/2022	8	8	100

B. BOARD MEETINGS

*Number of meetings held

16

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/04/2022	4	4	100
2	03/06/2022	4	4	100
3	30/06/2022	5	3	60
4	06/07/2022	5	3	60
5	12/07/2022	5	3	60
6	14/07/2022	5	3	60
7	03/08/2022	5	3	60
8	19/08/2022	5	3	60
9	01/09/2022	6	2	33.33
10	05/09/2022	7	2	28.57
11	23/09/2022	7	6	85.71
12	28/09/2022	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

6

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	CSR COMMIT	05/07/2022	2	2	100
2	AUDIT COMM	03/10/2022	3	3	100
3	AUDIT COMM	11/11/2022	3	3	100
4	AUDIT COMM	27/01/2023	3	3	100
5	NOMINATION	27/01/2023	3	3	100
6	INDEPENDEN	08/03/2023	4	3	75

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								08/08/2023
1	KONARK TRIV	16	8	50	4	4	100	Yes
2	SONAL TRIVE	14	6	42.86	0	0	0	Yes
3	BARATHY SU	8	5	62.5	5	5	100	Yes
4	SATISH BHAN	16	10	62.5	1	1	100	No
5	AJAY KALAYI	7	6	85.71	2	2	100	No
6	KAMAL NATH	0	0	0	1	0	0	No
7	TARUN TULA	16	16	100	0	0	0	Yes
8	RANJIT DATT	8	6	75	5	5	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Konark Trivedi	Managing Director	1,777,000	0	0	2,325,000	4,102,000
2	Sonal Trivedi	Executive Director	1,069,000	0	0	1,188,000	2,257,000
3	Tarun Tularam Sharma	Executive Director	5,228,000	0	0	1,542,000	6,770,000
	Total		8,074,000	0	0	5,055,000	13,129,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Charan Jeet Kalra	Chief Financial Officer	1,344,000	0	0	131,000	1,475,000
2	Manisha Makhija	Company Secretary	269,000	0	0	44,000	313,000
	Total		1,613,000	0	0	175,000	1,788,000

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RANJIT DATTA	Independent Director	0	0	0	160,000	160,000
2	BARATHY SUNDAR	Independent Director	0	0	0	140,000	140,000
3	AJAY CHACKO	Independent Director	0	0	0	130,000	130,000
4	KAMAL NATH	Independent Director	0	0	0	0	0
	Total		0	0	0	430,000	430,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

--	--	--	--	--	--

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director 

DIN of the director

To be digitally signed by

MANISHA
MAKHIJA
Digitally signed by
MANISHA MAKHIJA
Date: 2023.10.06
12:20:44 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Board Meeting Details_FCL.pdf List of Shareholders.pdf Frog MGT-8 -2023.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company