

March 17, 2023

To,

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

Company Trading Symbol: FROG

Dear Sir/Madam,

Ref: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations')

Sub: Scheme of Amalgamation or Merger of Shiva Profiles Private Limited into Frog Cellsat Limited approved by the Regional Director.

The Scheme of Amalgamation or merger of Shiva Profiles Private Limited ("**Transferor Company**") into Frog Cellsat Limited (the "**Company**") has been approved by the Regional Director vide its order dated March 06, 2023 received on March 16, 2023.

- A. **Copy of the Regional Director approved Scheme** – Enclosed as Annexure A is the order dated March 06, 2023 passed by the Regional Director for approval of scheme of Amalgamation or merger;
- B. **Result of voting by shareholders for approving the Scheme** – Since the Scheme involved merger of a wholly-owned subsidiary with its holding company, the shareholders meeting of Frog Cellsat Limited was held on April 13, 2022 and meeting of Shiva Profiles Private Limited was held on April 13, 2022 respectively;
- C. **Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme of arrangement vis-à-vis the Draft Scheme of arrangement** – There is no change in the approved and draft Scheme of Amalgamation;
- D. **Status of compliance with the Observation Letter or No Objection Letter of the Stock Exchange(s)** – As stated above, since the said Scheme involved amalgamation or merger of wholly owned subsidiary with its holding company, in view of Regulation 37(6) of the LODR Regulations, there was no requirement of obtaining any 'No-Objection Letter' or 'Observation Letter' to the Scheme from the Stock Exchanges on which the securities of the Company are listed;
- E. **The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable** – Not applicable;

F. Report on Complaints as per Annexure III of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 - No complaints were received.

Necessary steps shall be taken to submit the aforesaid Regional Director order along with approve scheme with respective authorities including MCA, within stipulated times as per applicable regulations and law.

Thanking You
Yours Faithfully,
For Frog Cellsat Limited

Tarun Tularam Sharma
(Director)

Encl – a/a

[Pursuant to section 233 and rule 25 (5) of the Companies
(Compromises, Arrangements and Amalgamations) Rules,
2016]

Filed in e-form RD-1 vide SRN: T96536305 dated 20.04.2022

Confirmation order of scheme of merger or amalgamation

Between

Shiva Profiles Private Limited
(Transferor Company registered in NCT of Delhi)
With

Frog Cellsat Limited
(Transferee Company registered in NCT of Delhi)

The case presented by Mr. A.K. Sahoo, Joint Director in the O/o Regional Director (NR). He has stated that pursuant to the provisions of section 233 of the Companies Act, 2013, the scheme of merger or amalgamation of Shiva Profiles Private Limited (Transferor Company registered in NCT of Delhi) with Frog Cellsat Limited (Transferee Company registered in NCT of Delhi) has been approved by their respective members and creditors as required under section 233 (1) (b) and (d) of the Companies Act, 2013 (herein after referred as the Act). He has confirmed compliance of procedure as laid down under the Companies Act, 2013 and Rules made thereunder. Further he has stated that Appointed Date of the scheme is 01.04.2021. Lastly, he stated that Registrar of Companies, N.C.T of Delhi has reported certain observations vide his report dated 03.08.2022 which were taken up and on perusal of the reply of the Company it is found satisfactory. The Official Liquidator has also furnished /given their reports and have no objection in the scheme subject to compliance of provisions of the Companies Act, 2013.



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Accordingly, the scheme is confirmed subject to compliance of section 233(11) of the Act and the condition that any part of the scheme if in contravention of this Companies Act, 2013 shall be null & void in terms of provision of section 6 of the Act and further condition that the other Authorities retain their recourse of recovery in respect of any existing or future tax liabilities/claims of the Transferor Company from the Transferee Company.

A copy of the approved scheme is attached to this order.



(SANJAY SHOREY)
REGIONAL DIRECTOR (NR).

Date: 6/3/23
Place: New Delhi

10 MAR 2023

No: 233/235/T-4/2021/ 15332

- ✓ 1. Shiva Profiles Private Limited, Office No.: 406, D-35, Third Floor Old Plot No. 2-A, Laxmi Nagar, Delhi-110092.
2. Frog Cellsat Limited Limited, 406, D-35, Third Floor Old Plot No. 2-A, Laxmi Nagar, Delhi-110092
3. Registrar of Companies, NCT of Delhi & Haryana.
4. Official Liquidator, Delhi.

