

December 19, 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**

**Subject – Submission of Voting Results along with Consolidated Scrutinizer Report of Postal ballot**

Dear Sir/Madam,

Pursuant to Regulation 44(3) of SEBI Listing Regulations, please find enclosed the Voting Results of Postal Ballot activity (by way of remote e-voting process) in respect of resolution(s) as set out in the Postal Ballot Notice dated November 14, 2023. The remote e-voting process concluded on Sunday, December 17, 2023, at 5:00 p.m. (IST), post which the Scrutinizer has submitted his report on the result of the Postal Ballot. Based on the report of the Scrutinizer, we hereby inform that, the Members of the Company have duly passed the Resolutions with requisite majority

Submitted for your kind reference and records.

Thanking You  
Yours faithfully,  
For Frog Cellsat Limited

Manisha Makhija  
Company Secretary

**Enclosure-**

1. Voting results as required under Regulation 44(3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'),
2. Consolidated Report of Scrutinizer dated December 19, 2023 for remote e-voting in respect of Postal Ballot activity.

**FROG CELLSAT LIMITED**  
**Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Date of the Annual General Meeting</b>		Not Applicable						
<b>Total number of shareholders on record date</b>		1869						
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:		Not Applicable						
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public		Not Applicable						
<b>Resolution No.1 (Special Resolution)</b>		Approval of Frog Cellsat Limited - Employee Stock Purchase Scheme 2023 ('ESPS 2023') and grant of shares to employees of the Company under the ESPS 2023.						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		No						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. votes of polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	11437722	11437722	100	11437722	0	100	0
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		0	0.00	0	0	0.00	0.00
	<b>Total</b>		11437722	11437722	100	11437722	0	100
<b>Public-Institutions</b>	<b>E-Voting</b>	0	0	0.00	0	0	0.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		0	0.00	0	0	0.00	0.00
	<b>Total</b>							
<b>Public-Non Institutions</b>	<b>E-Voting</b>	3937478	133026	3.38	133026	0	100	0
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		0	0.00	0	0	0.00	0.00
	<b>Total</b>		3937478	133026	3.38	133026	0	100

<b>Total</b>	15375200	11570748	75.26	11570748	0	100	0
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<b>Resolution No.2 (Special Resolution)</b>			To approve grant of shares to the employees of the subsidiary(ies) (within India or Outside India) of Frog Cellsat Limited under the Frog Cellsat Limited – Employee Stock Purchase Scheme, 2023.					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. votes of polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	11437722	11437722	100	11437722	0	100	0
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		0	0.00	0	0	0.00	0.00
	<b>Total</b>		11437722	11437722	100	11437722	0	100
<b>Public-Institutions</b>	<b>E-Voting</b>	0	0	0.00	0	0	0.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		0	0.00	0	0	0.00	0.00
	<b>Total</b>							
<b>Public-Non Institutions</b>	<b>E-Voting</b>	3937478	133026	3.38	133026	0	100	0
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		0	0.00	0	0	0.00	0.00
	<b>Total</b>		3937478	133026	3.38	133026	0	100
<b>Total</b>		15375200	11570748	75.26	11570748	0	100	0

**Sanjay Chugh**

B Com (H), F.C.S.  
Company Secretary

CGL-031, DLF Capital Greens,  
15 Shivaji Marg,  
Moti Nagar, New Delhi-110015  
9810770237 (M)

**REPORT OF SCRUTINIZER**

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

To,  
The Chairman,  
Frog Cellsat Limited,  
Office No. 406, D-35 Third Floor,  
Old Plot No. 2-A, Laxmi Nagar,  
Delhi-110092

**Scrutinizer's Report on Postal Ballot through remote e-voting in respect of passing of resolution set-out in the  
Postal ballot notice dated November 14, 2023**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015, as amended from time to time and as per Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 5, 2022 and General Circular No.10/2022 dated 28.12.2022 issued by MCA and SEBI Circulars dated May 12, 2020 January 15, 2021 and May 13, 2022

Dear Sir,

1. I, Sanjay Chugh, was appointed by the Board of Directors of Frog Cellsat Limited ('the Company') vide Board resolution dated November 14, 2023, as the Scrutinizer for the purpose of scrutinizing the postal ballot process through e-voting and ascertain the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015 as amended from time to time (Rules), in respect of the resolutions contained in the Notice of Postal Ballot dated November 14, 2023 issued by the Company to its member in terms of aforesaid Circulars.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, Rules and the Circulars relating for conducting of Postal Ballot and voting by electronic means on the resolutions contained in the Notice of Postal Ballot dated November 14, 2023 issued to the members of the Company. My responsibility as a scrutinizer for the e-voting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice of Postal Ballot dated November 14, 2023, based on the reports generated from e-voting process during the Postal Ballot, provided by National Security Depository Limited (NSDL), the authorized agency to provide remote e-voting facilities.
3. Pursuant to Circulars referred above and as per Rule 20 (4)(v) of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015, as amended from time to time, an "Advertisement" was published on 16<sup>th</sup> November, 2023 in 'Financial Express' (English) (All editions) and "Jansatta" (Delhi Edition) (Translated in Hindi), specifying the mode of voting facility namely e-voting dates and timings.

Including availability of the Postal Ballot Notice on the Company’s website and website of stock exchanges, manner of registration of email-ids by the members (both physical and demat) who are yet to register their email-ids with the Company, manner of voting through e-voting system.

The Company has informed that on the basis of Register of Members and the list of Beneficial Owners made available by Frog Cellsat Limited the Registrar and Share Transfer Agent (RTA) and the depository viz. NSDL the Company completed the dispatch of notice on November 16, 2023 by E-mail to members who had already registered their email ids with the Company/Depositories.

- 4.1 The members of the Company as on the “cut off” date i.e. Wednesday, November 15, 2023 were entitled to vote on the resolutions (Items No. 1 to 2 as set out in the Notice of Postal Ballot of the Company).
- 4.2 The remote e-voting commenced on Saturday November 18, 2023 (09:00 A.M.) (IST) and ended on Sunday December 17, 2023 (05:00 P.M.) (IST) (both days inclusive).
- 4.3 The remote e-voting process was blocked at 5.00 p.m. on Sunday, December 17, 2023.
- 4.4 After the conclusion of the remote e-voting on Sunday, December 17, 2023 the electronic votes cast were unblocked in the presence of two witnesses who were not in the employment of the Company.
- 4.5 Thereafter, the detail containing *inter-alia*, list of equity Shareholders who voted “for”, “against” the each resolutions that were put to vote, was generated from e-voting website of National Security Depository Limited .

I now submit my report as under on the results of the remote e-voting in respect of the Special Resolutions:

**Item No. 1**

Special Resolution: Approval of Frog Cellsat Limited - Employee Stock Purchase Scheme 2023 ('ESPS 2023') and grant of shares to employees of the Company under the ESPS 2023.

	<b>Total Votes</b>	<b>IN FAVOUR OF THE RESOLUTION</b>			<b>AGAINST THE RESOLUTION</b>		
		<b>No of Responses Received</b>	<b>No of Votes Cast</b>	<b>% of Votes Cast</b>	<b>No of Responses Received</b>	<b>No of Votes Cast</b>	<b>% of Votes Cast</b>
<b>Remote E Voting</b>	11570748	21	11570748	100	0.00	0.00	0.00
<b>Total</b>	11570748	21	11570748	100	0.00	0.00	0.00

Accordingly, out of total 11570748 Votes, 11570748 Votes were cast ASSENTING to the Special Resolution constituting 100.00% and 0 Votes were cast DISSENTING to the Special Resolution constituting 0.00% of the votes polled on the Special Resolution.

Thus, the **Special Resolution** as contained in Item No. 1 of Notice of the Postal Ballot passed with requisite majority.

**Item No. 2**

Special Resolution: To approve grant of shares to the employees of the subsidiary(ies) (within India or Outside India) of Frog Cellsat Limited – Employee Stock Purchase Scheme, 2023.

	<b>Total Votes</b>	<b>IN FAVOUR OF THE RESOLUTION</b>			<b>AGAINST THE RESOLUTION</b>		
		<b>No of Responses Received</b>	<b>No of Votes Cast</b>	<b>% of Votes Cast</b>	<b>No of Responses Received</b>	<b>No of Votes Cast</b>	<b>% of Votes Cast</b>
<b>Remote E Voting</b>	11570748	21	11570748	100	0.00	0.00	0.00
<b>Total</b>	11570748	21	11570748	100	0.00	0.00	0.00

Accordingly, out of total 11570748 Votes, 11570748 Votes were cast ASSENTING to the Special Resolution constituting 100.00% and 0 Votes were cast DISSENTING to the Special Resolution constituting 0.00% of the votes polled on the Special Resolution.

Thus, the **Special Resolution** as contained in Item No. 2 Notice of the Postal Ballot passed with requisite majority.

The electronic data and all other relevant records relating to remote e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Based on the aforesaid results, you may accordingly declare the results.

**Thanking You,**

**Sanjay Chugh**  
**Company Secretary in Practice**  
**C.P. No.: 3073**  
**Peer Review No. 1834/2022**  
**UDIN: F003754E002976361**

**Date: 19.12.2023.**

**Place: New Delhi**