

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

25th June 2026

Company Trading Symbol: **FROG**

Dear Sir /Madam,

Subject: Notice of the 22nd Annual General Meeting, Intimation of Closure of Register of Members & Share Transfer Books and information regarding Remote e-voting.

Dear Sir/Madam,

We wish to inform you that the date of 22nd Annual General Meeting (AGM) of the Frog Innovations Limited (Company) along with other relevant dates in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. With regard to the subject, Exchanges are hereby informed as under:

The Schedule of AGM is set out below:

1.	Date/Time of AGM	Wednesday, 22 July 2026 at 03:30 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).
2.	Book Closure	16 th July, 2026 (Thursday) to 22 nd July, 2026 (Wednesday) (Both days inclusive)
3.	E-Voting Cut off dates	15 th July, 2026 (Wednesday)
4.	Remote E-voting	From 09.00 a.m. (IST) on Sunday 19 th July 2026 to 05.00 p.m.(IST) on Tuesday, 21 st July 2026 (both days inclusive)

In this connection, we enclose the Notice of the 22nd Annual General Meeting (AGM) of the Company for placing on the website of the Exchanges. The same is available on the website of the Company at <https://froginno.com>

Kindly take the same on your record.

Thanking You
**For Frog Innovations Limited
(Erstwhile Frog Cellsat Limited)**

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

Encl: Notice of 22nd Annual General Meeting of the Company.

NOTICE OF 22nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22nd ANNUAL GENERAL MEETING ("AGM") of the Members of Frog Innovations Limited, (the 'Company') will be held on Wednesday, July 22, 2026 at 03.30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses.

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**

To Consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

"RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- 2. TO APPOINT MR. SATISH BHANU TRIVEDI (DIN: 02037127), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

To Consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Satish Bhanu Trivedi (DIN: 02037127), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

- 3. TO CONTINUE THE DIRECTORSHIP OF MR. BARATHY SUNDARAM (DIN: 01175376) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY BEYOND THE ATTAINMENT OF AGE OF SEVENTY-FIVE (75) YEARS IN HIS CURRENT TENURE.**

To Consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, approval of the members of the Company be and is hereby granted for the continuation of directorship of Mr. Barathy Sundaram (DIN: 01175376) as a Non-Executive Independent Director of the Company after him attaining the age of Seventy-five (75) years on September 30, 2026, for the remaining period of his tenure as a Non-Executive Independent Director of the Company up to August 18, 2027, on the existing terms and conditions as approved by the Members through a resolution passed at the 18th Annual General Meeting of the Company held on September 30, 2022.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds, acts and things as may be required in this connection or incidental thereto for giving effect to the above resolution including but not limited to the filing of necessary forms, returns, documents etc. with the Registrar of Companies and to comply with all other requirements in this regard."

4. APPOINTMENT OF MS. SUCHITA VISHNOI (DIN: 10946338) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit to pass with or without modifications the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Ms. Suchita Vishnoi (DIN:10946338) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. January 23, 2026, who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from January 23, 2026 till January 22, 2031."

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to sign the requisite forms / documents and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to this resolution."

5. TO CONSIDER AND APPROVE THE ALTERATION IN THE MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY TO INCLUDE THE ARTIFICIAL INTELLIGENCE (AI) RELATED SERVICES.

To consider and if thought fit to pass with or without modifications the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules made

thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions from the Registrar of Companies ("ROC"), and such other approvals, consents, permissions and sanctions as may be required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company, consent and approval of the Members of the Company be and is hereby accorded for effecting the alterations in the existing Main Object Clause III (A) of the Memorandum of Association (the "MOA") of the Company by inserting a new Sub Clause No. 8:

Clause III (A) of the MOA (New Sub Clause 8):

8. To carry on the business of developing, implementing, and providing artificial intelligence, machine learning, data analytics, and automation solutions, including software development, consulting, research, training, and commercialization of AI products and services across industries.

"RESOLVED FURTHER THAT the board of directors of the Company be and are hereby authorised jointly and severally to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary, desirable or expedient as may be necessary, in connection therewith and incidental thereto as they in their absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in this regard."

6. TO APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013.

To Consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-

enactment thereof for the time being in force), on the recommendation of the Board of Directors, the consent of members be and is hereby accorded to give any loan or advance including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken or to be taken by any entity which is a subsidiary, wholly owned subsidiary or associate or joint venture or group entity of the Company, whether existing or proposed to be incorporated, as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the 'Entities'), of an aggregate amount not exceeding Rs. 50,00,00,000 (Rupees Fifty Crores Only) in their absolute discretion deem beneficial and in the best interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the board of directors of the Company be and are hereby authorised jointly and severally to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary, desirable or expedient as may be necessary, in connection therewith and incidental thereto as they in their absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in this regard."

7. APPROVAL OF LOAN AND INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

To Consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of section 186 of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendation of the Board of Directors, the consent of members be and is hereby accorded to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription,

purchase or otherwise, the securities of any other body corporate as it may consider necessary by the Board of Directors of the Company and in the interest of the Company, subject to the aggregate amount of the loans and investments so far made for which guarantees or securities provided to any Bank and/or other Financial Institution and/or any lender and/or anybody corporate/ entity/entities and/or authority/authorities and/or any other person whether from India or outside India, in respect of or against any loans or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary (ies) of the Company, whether existing or proposed to be incorporated, along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed at any point of time upto Rs. 50,00,00,000 (Rupees Fifty Crores) over and above the limit of 60% of the paid- up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account.

RESOLVED FURTHER THAT in terms of the provisions of Section 186 of the Act, where a loan or guarantee is given or where a security has been provided by the Company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by the Company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the aforementioned limits shall not apply.

RESOLVED FURTHER THAT the board of directors of the Company be and are hereby authorised jointly and severally to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary, desirable or expedient as may be necessary, in connection therewith and incidental thereto as they in their absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in this regard."

8. MIGRATION OF COMPANY'S LISTED EQUITY SHARES FROM NSE EMERGE SEGMENT TO THE MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LTD

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under, including any amendment, modification, variation or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company's present listing from NSE EMERGE Segment to the Main Board of National Stock Exchange of India Limited ("NSE").

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized jointly and/or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from NSE EMERGE Segment to the Main Board of National Stock Exchange of India Limited ("NSE").

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company either jointly or severally be and are hereby authorized to do all such acts, deeds, matters and things without limitation signing of various forms and documents and take all such steps as may be, in its absolute discretion, deem necessary and with power to accede to such modification and alteration to the aforesaid resolution as may be suggested by Stock exchange or such other authority arising from or incidental to the said resolution and also power to settle questions, difficulties or doubts that may arise in this regard without requiring to secure any further approval of the members of the Company."

9. APPROVAL FOR CONTINUATION OF EXISTING REMUNERATION OF MR. KONARK TRIVEDI (DIN: 00537897), MANAGING DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the earlier resolutions passed by the members of the Company at the Extra-Ordinary General Meeting held on 02nd September, 2022 and pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and such other approvals and permissions, as may be required and as recommended by the Nomination & Remuneration Committee and as approved by the Board of Directors, consent of the members be and is hereby accorded to continue the existing remuneration payable to Mr. Konark Trivedi (DIN: 00537897), Managing Director.

RESOLVED FURTHER THAT the said remuneration shall be maintained in compliance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, for the remaining tenure of his appointment, i.e., up to 01st September 2027, as detailed below:"

Salary: Rs.30,00,000 per annum

The Board of Directors shall have specific authority to revise or vary the salary payable to Mr. Konark Trivedi.

Annual Bonus: Mr. Konark Trivedi shall be entitled to be paid share of 1% of the Profit (Profit Before Tax) of the Company, subject to the approval of Board.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, during the currency of tenure of services of Mr. Konark Trivedi, Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT there is no revision in salary, bonus and other terms and conditions of his appointment as the Managing Director of the Company, as already approved by the members of the Company shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

10. APPROVAL FOR CONTINUATION OF EXISTING REMUNERATION OF MRS. SONAL TRIVEDI (DIN: 00537922), WHOLE TIME DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the earlier resolutions passed by the members of the Company at the 21st Annual General Meeting held on 06th August, 2025 and pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and such other approvals and permissions, as may be required and as recommended by the Nomination & Remuneration Committee and as approved by the Board of Directors, consent of the members be and is hereby accorded to continue the existing remuneration payable to Mrs. Sonal Trivedi (DIN: 00537922), Whole Time Director..

RESOLVED FURTHER THAT the said remuneration shall be maintained in compliance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, for the remaining tenure of her appointment, i.e., up to 07th August, 2028 as follows:

Salary: Rs. 24,00,000 per annum

The board of Directors shall have the specific authority to revise or vary the salary payable to Mrs. Sonal Trivedi.

Annual Bonus: to be paid share of 0.5% of the Profit (Profit before Tax) of the Company, subject to the approval of the Board.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, during the currency of tenure of services of Mrs. Sonal Trivedi, Whole Time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT there is no revision in salary, bonus and other terms and conditions of her appointment as the Whole Time Director of the Company, as already approved by the members of the Company shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

11. TO APPROVE REVISION IN THE REMUNERATION PAYABLE TO MR. TARUN TULARAM SHARMA (DIN:08849614), WHOLE TIME DIRECTOR OF THE COMPANY.

To Consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in the partial modifications of the earlier resolutions passed in this regard by the members of the Company at the 21st Annual General Meeting held on 06th August, 2025 and pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and such other approvals and permissions, as may be required and as recommended by the Nomination & Remuneration Committee and as approved by the Board of

Directors, consent of the members be and is hereby accorded for the revision of remuneration payable to Mr. Tarun Tularam Sharma (DIN: 08849614), Whole Time Director, for the remaining tenure of his appointment, i.e., up to 06th July, 2027 as follows:

Salary: Rs. 39,00,000 per annum

The board of Directors shall have the specific authority to revise or vary the salary payable to Mr. Tarun Tularam Sharma as and when it is due during his period of employment.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, during the currency of tenure of services of Mr. Tarun Tularam Sharma, Whole Time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT except the aforesaid revision in salary, all other terms and conditions of his appointment as the Whole Time Director of the Company, as already approved by the members of the Company shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board
For Frog Innovations Limited
(Erstwhile Frog Cellsat Limited)**

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

Place: Noida (U.P.)

Date: 22nd June 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) set out material facts relating to the Business stated under Item No. 3, 4, 5, 6, 7, 8, 9, 10 & 11 is annexed hereto.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 including General Circular No. 09/2023 dated 25th September, 2023, General Circular No. 09/2024 dated 09th September, 2024 and General Circular No. 03/2025 dated 22nd September 2025 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
7. The Company has facilitated the members to participate in the 22nd AGM through VC facility provided by National Securities Depository Limited (NSDL). The instructions for participation by members are given in the subsequent paragraphs. Participation in AGM through VC shall be allowed on a first-come-first-served basis.
8. For exercising the votes by the members by electronic means, the Company has provided the facility of remote e-voting as well as e-voting during the AGM. The procedure for using the remote e-voting facility as well as e-voting during the AGM is given in the subsequent paragraphs.
9. Members joining the AGM through VC shall be permitted to exercise their right to vote using the e-voting facility at the AGM, provided they have not cast their votes using remote e-voting facility. The members who have already cast their votes prior to AGM using the remote e-voting facility may also join the AGM though VC but shall not be entitled to cast their votes again at the AGM.
10. As per the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and such proxy need not be a member of the Company. Since this AGM is being held through VC as per MCA Circulars and SEBI Circulars, physical attendance of the members has been dispensed with Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. Similarly, as this AGM is being held through VC, the route map is not annexed to this notice.
11. Institutional / Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the 22nd AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution / Authority Letter / etc. (PDF/JPG format) to the Scrutinizer by e-mail at schughpcs@gmail.com with a copy marked to evoting@nsdl.com. They can also upload their Board Resolution / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
12. In line with MCA Circulars and SEBI Circulars, the Annual Report for the financial year 2025-26 along with Notice of 22nd AGM of the Company inter-alia indicating the process and manner of e-voting are being sent only by electronic mode to those members whose email IDs are registered with the Company/Depository Participant(s) for communication. Members may note that the aforesaid documents may also be downloaded from the Company's website www.froginno.com and the website of National Stock Exchange of India Limited In line with MCA Circulars, the Company has enabled a process for the limited purpose of receiving the AGM Notice and Annual Report (including remote e-voting instructions) electronically.
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.froginno.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

14. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained as per the Companies Act, 2013 will be available for electronic inspection by the members during the AGM. All the documents referred to in the Notice will also be available for electronic inspection by the members without any fee from the date of circulation of this notice up to the date of AGM i.e. July 22 2026 Members seeking to inspect such documents may send an email to cs@froginno.com mentioning their Name and Folio Number / DP ID and Client ID.

15. The Register of Members and the Share Transfer books of the Company will remain closed from July 16 2026 to July 22 2026. (Both days inclusive).

16. Mr. Sanjay Chugh (FCS No. 3754), Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, registration of nomination, Power of Attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

19. Remote e-Voting before/during the AGM:

(a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure

Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and December 28, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

(b) Members of the Company holding shares either in physical form or in demat form as on the cut-off date of **Wednesday, July 15, 2026** may cast their vote by remote e-Voting. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM. A person who is not a member as on the Cut-off Date, should treat the Notice for information purpose only. Any person holding shares in physical form and Member other than individual Member who acquires shares of the Company and becomes a Member of the Company after the Notice is sent through e-mail and holding shares as on the cut-off date, i.e. **Wednesday, July 15, 2026**, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000.

In case of individual Members holding shares in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, i.e., **Wednesday, July 15, 2026**, may follow steps

mentioned below under “Access to NSDL e-Voting system.”

- (c) The remote e-voting period begins on **Sunday, July 19, 2026 at 09:00 A.M. (IST)** and ends on **Tuesday, July 21, 2026 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **Wednesday, July 15, 2026** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday, July 15, 2026**.
- (d) Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on the Resolutions on which voting is to be held, upon announcement by the Chairman. Members who have cast their vote on Resolution(s) by remote e-voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote again on such Resolution(s). Subject to the receipt of requisite votes, Resolutions shall be deemed to be passed on the date of the Meeting, i.e., Wednesday, 22nd July, 2026.
- (e) The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
- (f) The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Board after the completion of the scrutiny of the e-Voting (votes cast before/during the AGM), within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer’s Report shall be communicated to the Stock Exchanges on which the Company’s shares are listed, NSDL and will also be displayed on the Company’s website www.froginno.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **19th July 2026 at 09:00 A.M.** and ends on **21st July 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **15th July 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **15th July 2026**.

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 and joining virtual meeting 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	<p>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 or joining virtual meeting & voting during the meeting. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>

B) Login Method for e-Voting and joining virtual meeting 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 with a copy marked to 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 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 or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre at 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 cs@froginno.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 cs@froginno.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2.Members are encouraged to join the Meeting through Laptops for better experience.

3.Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4.Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5.Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@froginno.com The same will be replied by the company suitably.

6.Members who would like to express their views/ ask questions as a speaker at the Meeting may preregister themselves by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at cs@froginno.com from before 03.00 P.M. (IST) on 14th July, 2026. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

EXPLANATORY STATEMENT

(pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

ITEM NO. 3: TO CONTINUE THE DIRECTORSHIP OF MR. BARATHY SUNDARAM (DIN: 01175376) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY BEYOND THE ATTAINMENT OF AGE OF SEVENTY-FIVE (75) YEARS IN HIS CURRENT TENURE.

Mr. Barathy Sundaram (DIN: 01175376) was appointed as an Independent Director of the Company for a term of five (5) years from August 19, 2022, to August 18, 2027, vide resolution passed at 18th Annual General Meeting (AGM) of the Company, held on September 30, 2022.

Pursuant to Regulation 17(1A) of SEBI Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of Seventy-five (75) years unless a Special Resolution is passed to that effect along with the justification for such appointment.

Mr. Barathy Sundaram (DIN: 01175376), will attain the age of Seventy-five (75) years on 30th September 2026. Based on the recommendation of Nomination and Remuneration Committee (NRC) and Board of Directors at its meeting held on June 22, 2026, a Special Resolution is proposed for continuation of Mr. Barathy Sundaram (DIN: 01175376) as an Independent Director of the Company beyond the age of seventy-five (75) years till the tenure of his directorship.

Mr. Barathy Sundaram, as stated above, will attain the age of Seventy-five (75) years during his current tenure and is in good physical and mental condition. The Board as well as the Nomination and Remuneration Committee (NRC) are of the opinion, after evaluating the performance and contributions of Mr. Barathy Sundaram and considering the rich experience, professional expertise and continued guidance provided by him in his tenure and considering that he is in good health, his association with the Company would be beneficial and in the

best interests of the Company and its shareholders. In the opinion of the Board, Mr. Barathy Sundaram fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for continuation as an Independent Director and is independent of the Management. He possesses the skills/ expertise/ knowledge/ experience/ competencies fundamental for the effective functioning of the Company as identified by the Nomination and Remuneration Committee and the Board.

Except Mr. Barathy Sundaram, no other Director, or Key Managerial Personnel (KMP) and/ or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution. Additional information in respect of Mr. Barathy Sundaram, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at **Annexure-I** to this Notice.

The Board recommends the Resolution set out at Item No.3 of the Notice for approval by the members as **Special Resolution**.

ITEM NO. 4 APPOINTMENT OF MS. SUCHITA VISHNOI (DIN: 10946338) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Ms. Suchita Vishnoi (DIN: 10946338) was appointed as an Additional Director under the category of Independent Director as per the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, on the Board of the Company with effect from January 23, 2026. She holds office as an Independent Director of the Company up to the conclusion of the ensuing annual general meeting.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience, the association of Ms. Suchita Vishnoi would be beneficial to the Company.

Accordingly, it is proposed to appoint Ms. Suchita Vishnoi as an Independent Director of the Company,

not liable to retire by rotation and to hold office for a first term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Companies Act, 2013 and provisions of the SEBI (LODR) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as specified therein.

Ms. Suchita Vishnoi is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as an Independent Director.

The Company has also received declaration from Ms. Suchita Vishnoi that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Ms. Suchita Vishnoi fulfils the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

Additional information in respect of Ms. Suchita Vishnoi, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at **Annexure-I** to this Notice.

Except Ms. Suchita Vishnoi, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution set out at Item No.4 of the Notice for approval by the members as **Special Resolution**.

ITEM NO. 5: TO CONSIDER AND APPROVE THE ALTERATION IN THE MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY TO INCLUDE THE ARTIFICIAL INTELLIGENCE (AI) RELATED SERVICES.

The Company proposed to include the certain new objects in Clause III (A) of Memorandum of

Association (MOA) of the Company to be undertaken by the Company in near future, thus it is proposed to alter the main object clause of the Memorandum of Association of the Company by addition/amending the existing objects clause of MOA of the Company.

The Company has been actively exploring new business opportunities in the field of emerging technologies to enhance its growth and expand its service offerings. With the rapid advancement and increasing adoption of Artificial Intelligence (AI), data analytics, and automation technologies across various industries, the Board of Directors considers it prudent to diversify and expand the Company's business activities into these areas.

A copy of the proposed MOA of the Company will be available for inspection in electronic mode. Members can inspect the same by sending an email to CS@froginno.com till the date of the AGM.

None of the Directors, Managers, key managerial personnel or their relatives is/are in any way, concerned or interested, financially or otherwise in the said resolution.

The Board recommends the Resolution set out at Item No. 5 of the Notice for approval by the members as **Special Resolution**.

ITEM NO. 6: APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013

The Company may have to render support for the business requirements of its Subsidiary, wholly own subsidiary or Associate or Joint Venture or group entity (collectively referred to as the 'Entities'), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan to such Entities. The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and/or working capital requirements as may be required from time to time for the expansion

of its business activities and other matters connected and incidental thereon for their principal business activities. The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

None of the Directors, Managers, key managerial personnel or their relatives is/are in any way, concerned or interested, financially or otherwise in the said resolution.

The Board recommends the Resolution set out at Item No. 6 of the Notice for approval by the members as **Special Resolution**.

ITEM NO. 7: APPROVAL OF LOAN AND INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") and rules made there under, the Company needs to obtain prior approval of Members by way of special resolution passed at the General Meeting in case the amount of investment or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of Members by way of special resolution for an amount not exceeding INR 50,00,00,000/- (Rupees Fifty Crores Only) at any time notwithstanding that such investments are in excess of the limits prescribed under Section 186 of the Act.

The Board of Directors of the Company be and hereby authorised to take from time to time decisions and steps necessary or expedient or proper in respect of the above investments including the timing, the amount and other terms and conditions of such investments and varying the same through transfer, sale, disinvestment or otherwise either in part or full, as it may in its absolute discretion, deem appropriate.

None of the Directors, Managers, key managerial personnel or their relatives is/are in any way, concerned or interested, financially or otherwise in the said resolution.

The Board recommends the Resolution set out at Item No. 7 of the Notice for approval by the members as **Special Resolution**.

ITEM NO. 8: MIGRATION OF COMPANY'S LISTED EQUITY SHARES FROM NSE EMERGE SEGMENT TO THE MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LTD (NSE).

The equity shares of the Company are listed on NSE EMERGE segment of National Stock Exchange of India Limited since October 13, 2022, and intends to migrate to the Main Board of National Stock Exchange of India Limited ("NSE") as per the guidelines specified and the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

The Board of Directors are of the view that the migration of the Company to Main Board will enhance recognition of the Company and improve the liquidity of shareholders. Also listing on the Main Board of National Stock Exchange of India Limited ("NSE") will take the Company into a different league altogether with increased participation by retail investors.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listed equity shares from NSE EMERGE Segment to Main Board of National Stock Exchange of India Limited ("NSE") as set out in the resolution.

None of the Directors, Managers, key managerial personnel or their relatives is/are in any way, concerned or interested, financially or otherwise in the aforesaid resolution, except to their shareholding in the Company.

The Board recommends the Resolution set out at Item No. 8 of the Notice for approval by the members as **Special Resolution**.

ITEM NO. 9: APPROVAL FOR CONTINUATION OF EXISTING REMUNERATION OF MR. KONARK TRIVEDI (DIN: 00537897), MANAGING DIRECTOR.

Mr. Konark Trivedi, was appointed as the Managing Director of the Company for a period of 5 (Five) years commencing from 02nd September 2022.

Mr. Konark Trivedi aged about 52 years, he is an engineer by qualification. He holds a bachelor's degree in technology (B. Tech) from Aligarh Muslim University (AMU), Aligarh and a Post Graduation in Mobile and Satellite Communication from Westminster University, London. He has more than 30 years of experience. He has extensive experience in the telecom industry.

Taking into consideration the higher responsibilities cast on Mr. Konark Trivedi, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee of the Company, at its meeting held on 22nd June, 2026, has approved the proposal to continue the existing remuneration payable to Mr. Konark Trivedi, Managing Director, as set out in the resolution being Item No. 9 of the accompanying Notice for the remaining period of his current tenure till 01st September, 2027.

Minimum remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may be applicable during his tenure.

Overall remuneration:

The aggregate of salary as specified above shall not exceed the limits prescribed from time to time under section 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force).

The Company is complying with the provisions of section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid

by the Company to its managerial personnel not exceeding the limits as specified under Schedule V, subject to the following:

(i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.

(ii) There is no default in repayment of any of its debts or interest payable thereon.

The proposed remuneration as set out in the resolution is well in conformity with the relevant provisions of the Companies Act, 2013, read with schedule V to the said Act and hence approval of Central Government is not required.

There is no change in salary, bonus and other terms and conditions of his appointment as Managing Director of the Company as already approved by the members of the Company shall remain unchanged.

Considering Mr. Konark Trivedi's experience in the Telecom Industry and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Except Mr. Konark Trivedi, Mr. Satish Bhanu Trivedi and Mrs. Sonal Trivedi, none of the other Directors / Key Managerial Personnel of the Company are in anyway, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution set out at Item No.9 of the Notice for approval by the members as **Special Resolution**.

Statement containing the information as required under Section - II, Part -II of Schedule V of the Companies Act, 2013 is given at **Annexure-II** of the notice.

ITEM NO. 10: APPROVAL FOR CONTINUATION OF EXISTING REMUNERATION OF MRS. SONAL TRIVEDI (DIN: 00537922), WHOLE TIME DIRECTOR OF THE COMPANY.

Mrs. Sonal Trivedi was appointed as the Whole Time Director of the Company for a period of 5 (Five) years

commencing from 08th August, 2023 to 07th August, 2028. Mrs. Sonal Trivedi aged about 49 years. She has 23 years of experience in handling HR, training and employee welfare.

Taking into consideration the higher responsibilities cast on Mrs. Sonal Trivedi, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee of the Company, at its meeting held on 22nd June, 2026, has approved the proposal to continue the existing remuneration payable to Mrs. Sonal Trivedi, Whole Time Director, as set out in the resolution being Item No. 10 of the accompanying Notice for the remaining period of her current tenure till 07th August 2028.

Minimum remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Whole Time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may be applicable during her tenure.

Overall remuneration:

The aggregate of salary as specified above shall not exceed the limits prescribed from time to time under section 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force).

The Company is complying with the provisions of section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel not exceeding the limits as specified under Schedule V, subject to the following:

(i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.

(ii) There is no default in repayment of any of its debts or interest payable thereon.

The proposed remuneration as set out in the resolution is well in conformity with the relevant

provisions of the Companies Act, 2013, read with schedule V to the said Act and hence approval of Central Government is not required.

There is no change in salary, bonus and other terms and conditions of her appointment as Whole Time Director of the Company as already approved by the members of the Company shall remain unchanged.

Considering Mrs. Sonal Trivedi's experience in handling HR, training and employee welfare, the terms of her remuneration are considered to be fair, just and reasonable and are commended for your approval.

Except Mrs. Sonal Trivedi, Mr. Konark Trivedi and Mr. Satish Bhanu Trivedi, none of the other Directors / Key Managerial Personnel of the Company are in anyway, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution set out at Item No. 10 of the Notice for approval by the members as **Special Resolution**.

Statement containing the information as required under Section - II, Part -II of Schedule V of the Companies Act, 2013 is given at **Annexure-II** of the notice.

ITEM NO. 11: TO APPROVE REVISION IN THE REMUNERATION PAYABLE TO MR. TARUN TULARAM SHARMA (DIN:08849614), WHOLE TIME DIRECTOR OF THE COMPANY.

Mr. Tarun Tularam Sharma was appointed as the Whole Time Director of the Company for a period of 2 (Two) years commencing from 07th July 2025 to 06th July 2027. Mr. Tarun Tularam Sharma brings over 33 years of experience in the electronics and communications domain, with deep expertise in project management and system design. He holds a B.Sc. in Electronics and Communication and a Diploma in Computer Software Development from NITMA India.

In view of the losses incurred by the Company during the financial year 2025–26, resulting in inadequacy of profits, it is proposed to reduce the remuneration

payable to Mr. Tarun Tularam Sharma, Whole-Time Director.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and after considering the financial position of the Company at its meeting held on 22nd June 2026, approved the said revision in remuneration.

The revised remuneration is considered reasonable and justified in light of the prevailing financial constraints. The same shall be applicable for the remainder of his current tenure up to 06th July 2027.

Minimum remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Whole Time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may be applicable during his tenure.

Overall remuneration:

The aggregate of salary as specified above shall not exceed the limits prescribed from time to time under section 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force).

The Company is complying with the provisions of section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel not exceeding the limits as specified under Schedule V, subject to the following:

(i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.

(ii) There is no default in repayment of any of its debts or interest payable thereon.

The proposed remuneration as set out in the resolution is well in conformity with the relevant provisions of the Companies Act, 2013, read with schedule V to the said Act and hence approval of Central Government is not required.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company as already approved by the members of the Company shall remain unchanged.

Except Mr. Tarun Tularam Sharma, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution set out at Item No. 11 of the Notice for approval by the members as **Special Resolution**.

Statement containing the information as required under Section - II, Part -II of Schedule V of the Companies Act, 2013 is given at **Annexure-II** of the notice.

'Annexure - I' to the Notice

Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards-2 issued by Institute of Company Secretaries of India ("ICSI")

Name of Director(s)	Mr. Satish Bhanu Trivedi (DIN: 02037127), Item No. 2	Mr. Barathy Sundaram (DIN: 01175376), Item No. 3	Ms. Suchita Vishnoi (DIN: 10946338), Item No. 4
Brief Resume of the Director & Qualification	He is an engineer by qualification. He holds a certificate of Diploma in Engineering. He worked as Assistant Engineer of Uttar Pradesh Power Corporation Limited (UPPCL) and retired from UPPCL in 2006.	He has over 41 years of experience in satellite communication, system engineering, and R&D. He holds a B.E.(Hons) in Electronics and Communication from Madras University and has worked with reputed institutions such as ISRO, HCL Comnet, Nelco.	She has over 25 years of experience driving growth for Fortune 200 titans & renowned Tech Start-ups, she brings a wealth of expertise to her roles as Co-founder and Chief Marketing Officer at GatewAI, besides being on the board with a few leading Indian organizations. She also operates at the intersection of marketing and technology, deftly crafting growth strategies that expedite transformation journeys and catalyze progress within top-tier organizations.
Age	78 Years	74 years	53 years
Experience and nature of his Expertise in Specific functional areas	He is an engineer by qualification. He holds a certificate of Diploma in Engineering. He worked as Assistant Engineer of Uttar Pradesh Power Corporation Limited (UPPCL) and retired from UPPCL in 2006.	He has over 41 years of experience in satellite communication, system engineering, and R&D. He holds a B.E.(Hons) in Electronics and Communication from Madras University and has worked with reputed institutions such as ISRO, HCL Comnet, Nelco.	She has over 25 years of experience driving growth for Fortune 200 titans & renowned Tech Start-ups, she brings a wealth of expertise to her roles as Co-founder and Chief Marketing Officer at GatewAI, besides being on the board with a few leading Indian organizations. She also operates at the intersection of marketing and technology, deftly crafting growth strategies that expedite transformation journeys and catalyze progress within top-tier organizations.
Disclosure of relationship between Directors interse/ relationship with other Directors, Manager and other key managerial personnel of the	Father of Mr. Konark Trivedi (Managing Director) and Father-in-Law of Mrs. Sonal Trivedi (Whole Time Director) of the	Not related to any Director, Manager and other key managerial personnel of the Company.	Not related to any Director, Manager and other key managerial personnel of the Company.

Company	company.		
Date of First Appointment on the Board	31 st July, 2018	19 th August 2022	23 rd January, 2026
Name of entities in which persons hold Directorship of the Board	<ul style="list-style-type: none"> •Frog Profiles Private Limited •ARDE Home Private Limited •ROAR Systems Private Limited 	Workmates Core2cloud Solution Limited	Sona Biscuits Limited Workmates Core2cloud Solution Limited Gateway Integrated Services Private Limited
Name of Listed entities in which persons also holds Directorship of the Board and the memberships of Committees of the Board along with listed entities from which the person has resigned in the past three years	NIL	Workmates Core2cloud Solution Limited	Workmates Core2cloud Solution Limited
Shareholding in the company including shareholding as a beneficial owner	226 Equity Shares	NIL	NIL
Terms and conditions of reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Re-appointment pursuant to Section 152 (6) of the Companies Act, 2013.	Appointed as Non-Executive Independent Director, not liable to retire by rotation.	Appointed as Non-Executive Independent Director, not liable to retire by rotation.
Number of meetings of the Board attended during the Year (01.04.2025 to 31.03.2026)	Please refer Board Report Section of the Annual Report		
Chairman / member of Committees of other Boards	NIL	Workmates Core2cloud Solution Limited: Member of Audit Committee and Nomination and Remuneration Committee.	Sona Biscuits Limited: Member of Audit Committee, Nomination and Remuneration Committee & Corporate Social Responsibility Committee. Workmates Core2cloud Solution Limited: Member of Nomination and Remuneration Committee & Corporate Social Responsibility Committee.
Chairman / member of Committee of Frog Innovations Limited	Member of Nomination and Remuneration Committee	Chairman of Audit Committee and Nomination and Remuneration Committee	Member of Nomination and Remuneration Committee and Stakeholders Relationship Committee

‘Annexure - II’ to the Notice

Statement containing the information as required under Section - II, Part –II of Schedule V of the Companies Act, 2013 is given below:

I. General Information:

1. Nature of Industry

The Company is engaged in the telecom and digital connectivity industry, specifically focusing on wireless coverage enhancement, telecom equipment manufacturing, and digital infrastructure solutions.

2. Date or expected date of commencement of commercial production: ongoing/existing Company since 12-07-2004

3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. a. Standalone Financial Performance based on given indicators:

(Rs. in Lakhs)

Particular	Year ended March, 2026	Year ended March, 2025
Turnover including other income	8,979.26	22,215.85
Profit before Tax/(Loss)	(701.78)	3,269.94
Net Profit/(Loss)	(367.34)	2,355.75
Paid Up Capital	1,555.43	1,552.89
Reserve & Surplus	13,984.04	14,293.28

b. Consolidated Financial Performance based on given indicators:

(Rs. in Lakhs)

Particular	Year ended March, 2026	Year ended March, 2025
Turnover including other income	10,948.91	22,222.67
Profit before Tax/(Loss)	(434.10)	3,284.26
Net Profit/(Loss)	(156.59)	2,355.02
Paid Up Capital	1,555.43	1,552.89
Reserve & Surplus	14,341.23	14,440.77

5. Foreign Investments and Collaborations, if any: The Company has one wholly owned subsidiary, GORF UK Limited, based in London, U.K.

II. Information about the Appointees:

Name of Director	Mr. Konark Trivedi	Mrs. Sonal Trivedi	Mr. Tarun Tularam Sharma
Background details	Given in the body of Statement	Given in the body of Statement	Given in the body of Statement
Past Remuneration	Rs. 30,00,000 p.a	Rs. 24,00,000 p.a	Rs. 45,00,000 p.a
Recognition or Awards	Outstanding business management personality	Outstanding business management personality	Outstanding business management personality

Job profile and his suitability	As explained above explanatory statement	As explained above explanatory statement	As explained above explanatory statement
Remuneration proposed	As mentioned in the resolution	As mentioned in the resolution	As mentioned in the resolution
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by him, remuneration proposed to be paid is commensurate with the remuneration packages paid to similar counterparts in other companies.	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by her, remuneration proposed to be paid is commensurate with the remuneration packages paid to similar counterparts in other companies.	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by him, remuneration proposed to be paid is commensurate with the remuneration packages paid to similar counterparts in other companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration proposed to be paid to Mr. Konark Trivedi, he does not have any other pecuniary relationship with the Company or with any other managerial personnel and Directors.	Besides the remuneration proposed to be paid to Mrs. Sonal Trivedi, she does not have any other pecuniary relationship with the Company or with any other managerial personnel and Directors.	Besides the remuneration proposed to be paid to Mr. Tarun Tularam Sharma, he does not have any other pecuniary relationship with the Company or with any other managerial personnel and Directors.

III. Other information:

➤ **Reasons of loss or inadequacy of profits:**

- The decline in profitability (FY26 losses) is mainly due to industry-level challenges and temporary business slowdowns, including:
 - Reduction in telecom operator spending (capex)
 - Delays in DAS (Distributed Antenna System) projects (especially airport infrastructure)
 - Transition phase due to expansion into new business verticals

➤ **Steps taken or proposed to be taken for improvement:**

The company has taken multiple strategic steps to improve performance

Business Expansion & Diversification

- Entered EMS (Electronics Manufacturing Services)
- Expanded into AI-driven surveillance (AI EYE)
- Started Digital Connectivity Rating Agency (DCRA) services
- Entered 5G deployment and telecom infrastructure services
- Expansion into defence and next-gen connectivity solutions

Operational & Market Actions

- Added a leading telecom operator as a new customer
- Commissioned major airport DAS projects
- Expanding product portfolio (CCTV, EMS, etc.)

➤ **Expected increase in productivity and profits in measurable terms:**

FY27 to witness stronger operational performance and improved business momentum considering that business operates on a going concern basis, it is believed that financial position of the company will improve further in near future.

IV. Disclosures:

The remuneration package of all the managerial persons is given in the respective resolutions.