



FRONTIER INFORMATICS LIMITED

CIN: L72200TG1986PLC006644

Regd. Office : Plot No 31P&32, 3rd Floor, Tower A, Ramky Selenium, Financial district,
Nanakramguda, Hyderabad, Telangana – 500032. Tel.: 040 23007456
E-mail: company.secretary@fitlindia.com Website: www.fitlindia.com

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the members of M/s. **FRONTIER INFORMATICS LIMITED** will be held at 10.00 AM on Thursday, the 30th day of May, 2019 at 2nd Floor, Lions Bhavan Trust, Behind LIC and HDFC Bank, near Paradise Circle, S D Road, Secunderabad -500003, Telangana, India, to transact the following business:

SPECIAL BUSINESS:

ITEM NO.1 RATIFICATION OF EARLIER SPECIAL RESOLUTION PASSED AT ANNUAL GENERAL MEETING HELD ON 29TH SEPTEMBER 2018 FOR THE ISSUANCE OF EQUITY SHARES OF THE COMPANY TO THE PROMOTERS, PROMOTER GROUP & NON PROMOTERS OF THE COMPANY ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956 (as amended) (without reference to the provisions that have caused to have effect upon notification of provisions of the Act) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “2018 ICDR Regulations”), as may be applicable (the 2009 ICDR Regulations and the 2018 ICDR Regulations collectively referred to as “**ICDR Regulations**”), as amended (“SEBI (ICDR) Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while

granting such approval, consents, permissions and sanctions and which terms may be agreed and be ratified by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee) and all such other approvals, the consent of the Members of the Company be and is hereby accorded and ratified to create, offer, issue and allot, from time to time in one or more tranches, **3,84,00,000 Equity Shares at a Price of Rs.1/- each amounting to Rs. 3,84,00,000/- (Three Crores eighty Four lakhs Only)** who are entitling to apply for equity shares, to be subscribed by the investors out of the earlier resolution passed for the preferential issue of 3,84,00,000 (Three Crore Eighty Four Lakhs only) Equity Shares at a Price of Re.1/- each amounting to Rs. 3,84,00,000 (Rupees Three Crore Eighty Four Lakhs only) which was approved in the Annual General Meeting held on 29th September, 2018 be ratified and issued and allotted to the under mentioned persons, on preferential basis in one or more tranches, which shall rank pari-passu with the existing equity shares of the Company, in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with SEBI (ICDR) Regulation or other provisions of the law as may be prevailing at the time.

Sl No.	Name of the Allottee	Investment proposed (in Rs.)	No. of shares proposed to be allotted
1.	Ramarao Atchuta Mullapudi	1,95,00,000	1,95,00,000
2.	Velchala Premchand Krishna Rao	6,00,000	6,00,000
3.	Rajan Munjal	1,00,000	1,00,000
4.	Sai Kumar Pallikonda Mohan	25,00,000	25,00,000
5.	Mohan Ratna Babu Vaddlamudi	20,40,000	20,40,000
6.	Ravi Gampala	20,00,000	20,00,000
7.	Radha Krishna Kodali	20,00,000	20,00,000
8.	Sujatha Pamerla	20,00,000	20,00,000
9.	Ravindranath Tagore Velicheti	20,00,000	20,00,000
10.	Hari Hara Nath Mustikovila	20,00,000	20,00,000
11.	Hima Bindu Bellampally	9,00,000	9,00,000
12.	B.Venkata Rama Rao	8,00,000	8,00,000
13.	B.Prasanna Lakshmi	5,00,000	5,00,000
14.	Shashikala Ambarkar	3,00,000	3,00,000
15.	TVS Prakash Rao	2,50,000	2,50,000
16.	Jayalakshmi Chunduri	2,50,000	2,50,000
17.	Varun Yadav Potail	2,00,000	2,00,000
18.	Raghuram Kusuluri	50,000	50,000
19.	Alma Lucy John	40,000	40,000
20.	Vasanth Velupandian	40,000	40,000
21.	Vijay Akella	40,000	40,000
22.	Vuppuluri Sreedevi	30,000	30,000
23.	Venkata Satya Sai Subba Rao Vantipalli	30,000	30,000
24.	Venkata Ravindra Dunna	30,000	30,000
25.	Venkata Vijay Ram Dunna	20,000	20,000
26.	Siva Pavan Kumar Khandika	20,000	20,000
27.	Pydi Raju Obbilisetty	20,000	20,000
28.	Raja Sekhar Kunkuma	20,000	20,000
29.	Venkata Satyanarayana Kiranbabu Kollapureddy	20,000	20,000
30.	Murali Poosarla	20,000	20,000
31.	Ramesh Kumar Chilappagari	20,000	20,000
32.	Sudhakar Tearati	20,000	20,000
33.	Harish Edupuganti	20,000	20,000
34.	Venkata Reddy Vanukuri	20,000	20,000
	TOTAL	3,84,00,000	3,84,00,000

RESOLVED FURTHER THAT:

- i. The Equity Shares as may be issued and allotted in accordance with the terms of the relevant offering, shall rank paripassu with the then existing Equity Shares of the Company in all respects, including in respect of dividend;
- ii. the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government or the Stock Exchange, the issue and allotment shall be completed within a period of 15 days from the date of such approval.
- iii. the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions Chapter VII of the SEBI (ICDR) Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.
- iv. For the purpose of giving effect to the foregoing and without being required to seek any further consent or approval of the Members of otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, the Board be and is hereby authorized for and on behalf of the Company:
 - a. To enter into and execute all such agreements/arrangements as the case may be with any authorities/agencies listing of the Shares/Securities on Exchange(s);
 - b. To settle any questions, difficulties, doubts that may arise in regard to the offer, issue and allotment of securities and utilization of the issue proceeds as it may in its absolute discretion deem fit;
 - c. To do all such acts, deeds, matters and things as the Board may at its sole discretion deem fit, necessary desirable for such purpose, including without limitation of the drafting, finalization, entering into and execution of any arrangements or agreements with the allottees including but not limited to the shareholders' agreements;

By order of the Board
For **Frontier Informatics Limited**

Sd/-
Aditi Jha
Company Secretary

Place: Hyderabad

Date: 04.05.2019

NOTES:

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.
2. The proxy in order to be effective must be received by the company at its registered office, duly completed and signed, not less than 48 hours before the commencement of the Extraordinary General Meeting.
3. Members/proxies are requested to bring their copies of Notice of EGM and the attendance slip duly filled in for attending the meeting. Copies of the Notice of EGM will not be provided at the meeting.
4. Members, who do not have their shares in demat form, are requested to notify immediately any change in their address to the share transfer agents and in case their shares are held in dematerialized form, this information should be passed on to their respective depository participants without delay.

5. Members who hold shares in dematerialized form are requested to bring their client ID and DP IDs for easy identification of attendance at the meeting.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extraordinary General Meeting.
7. The company has designated an exclusive email id namely, frontier@fitlindia.com for Redressal of Share Holders' complaints/grievances.
8. In compliance to the provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide to the members, the facility to exercise their rights to vote at Extraordinary General Meeting by electronic voting and the business may be transacted through eVoting service provided by Karvy Fintech Private Limited (KARVY).
9. Voting through electronic means:

A member may exercise his votes at any General Meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

During the e-voting period, members of the company holding shares either in physical form or dematerialized form, as on the cutoff date i.e., 23rd May, 2019 may cast their votes electronically.

The e-voting period will commence from Monday, May 27, 2019 at 09.00 am and will end at 5.00 pm on Wednesday, May 29, 2019. The e-voting module will be disabled on Wednesday, May 29, 2019 after 5.00 pm. Members holding shares in their physical or dematerialized form as on the cutoff date of 23rd May, 2019 may cast their vote electronically. The e-Voting module shall be enabled by Karvy Fintech Private Limited (KARVY) during the above mentioned period.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. A copy of this notice has been placed on the website of the Company.

PROCEDURE AND INSTRUCTIONS FOR e-VOTING & INSTAPOLL

- I. Remote e-voting: In compliance with 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 the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".

- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company' FRONTIER INFORMATICS LIMITED
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email chveeru@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format " CorporateName_Event No."
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II. Voting at Extra-Ordinary General Meeting (EGM): The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the Extra-Ordinary General Meeting (EGM). The Company will make necessary arrangements in this regard at the Extra-Ordinary General Meeting (EGM). The facility for voting through Attendance shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.
- A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the Extra-Ordinary General Meeting (EGM). If a Member casts votes by both modes then voting done through

Remote e-voting shall prevail and vote at the Extra-Ordinary General Meeting (EGM) shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact B Srinivas (Unit: FRONTIER INFORMATICS LIMITED) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@karvy.com or phone no. 040 – 6716 2222 or call Karvy’s toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on May 27, 2019 (09.00 am) and ends on May 29, 2019 (05.00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of May 23, 2019 may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. May 23, 2019.
- e. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting i.e., May 23, 2019, he/she may obtain the User ID and Password in the manner as mentioned below :
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to einward.ris@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

By order of the Board
For **Frontier Informatics Limited**

Sd/-

Aditi Jha
Company Secretary

Place: Hyderabad

Date: 04.05.2019

**ANNEXURE TO THE NOTICE - EXPLANATORY STATEMENT
(Pursuant to Section 102 of Companies Act, 2013)**

ITEM NO. 1:

Preferential Allotment of shares:

The shareholders of company in the Annual General Meeting held on 29th September 2018 has approved the issue and allotment of 3,84,00,000 (Three Crore Eighty Four Lakhs only) Equity Shares at a Price of Re.1/- each amounting to Rs. 3,84,00,000 (Rupees Three Crore Eighty Four Lakhs only) on preferential basis. However, the Company has not disclosed appropriate disclosures in the explanatory statement of the AGM notice dated 5th September 2018 which was circulated to the members of the company as per the provisions of ICDR regulations. Therefore to comply and as per the instructions of the Statutory authorities, the Board has decided to ratify the earlier resolution passed on 29th September 2018. Hence the board of directors has decided to recommend the resolution for your approval in order to comply the provisions of the Regulations.

The details of the issue and other particulars of this preferential allotment would be same as of the preferential allotment approved by members of the company in their Annual General Meeting held on 29th September 2018 except point no.b, c, d, f and i below:

The details of the issue and other particulars as required in terms of the Chapter V of SEBI (ICDR) Regulations in relation to the above said Special Resolution are given as under.

a) Object of the issue: To mobilize funds for funding current/future expansion plans/activities of the Company, augmenting working capital and general corporate purposes.

b) Maximum number of specified securities to be issued:

3,84,00,000 Equity Shares at a Price of Rs.1/- each amounting to Rs. 3,84,00,000/- (Three Crores eighty Four lakhs Only)

c) The proposal of the Promoters, Directors or Key Management persons to subscribe to the offer:

The details of Promoters, Directors or Key Management persons of the Company intending to subscribe for the equity shares, with their present and proposed share holding is ratified as under:

Name of the Promoter	Present Share holding (No of Shares)	Present Share holding %	Proposed Preferential Allotment (No of Shares)	Total Shares (post preferential Allotment)	Total Post paid %	Increase/ (Decrease) in %
Ramarao Atchuta Mullapudi	60,00,125	47.41%	1,95,00,000	2,55,00,125	49.95%	2.54%
Velchala Premchand Krishna Rao	1,60,725	1.27%	6,00,000	7,60,725	1.49%	0.22%
Rajan Munjal	87,370	0.69	1,00,000	1,87,370	0.37%	-0.32%
Total	62,48,220	49.37%	2,02,00,000	2,64,48,220	51.81%	2.44%

d) Shareholding pattern before and after preferential issue of the capital would be ratified as follows:

S.No	Category	Pre issue holding details		Post issue holding details	
		Total Number of shares	% of shares of shares	Total Number	% of Shares
A	Shareholding of Promoters & Promoter Group:				
1	Indian Promoters	1,61,600	1.28%	7,61,600	1.49%
2	Foreign Promoters	61,49,920	48.59%	2,57,49,920	50.44%
	Sub-Total (A)	63,11,520	49.87%	2,65,11,520	51.93%
B	Public Share holding				
3	Institutions				
A	Financial Institutions/Banks	600	-	600	-
B	Mutual Funds & UTI	5,900	0.05%	5,900	0.01%
C	Venture Capital Funds		-	-	-
D	FII's	-	-		
E	Foreign Venture Capital Investors	2,800	0.02%	2,800	0.01%
4	Non-Institutions	-	-	-	-
(i)	Individuals Holding up to 2.00 lakhs nominal value	53,51,027	42.28%	57,95,652	11.35%
(ii)	Individuals Holding above 2.00 lakhs nominal value	4,52,141	3.57%	1,82,07,516	35.66%
(iii)	Clearing Members	-	-	-	-
(iv)	Others including companies	5,31,212	4.20%	5,31,212	1.04%
	Sub-Total (B)	63,43,680	50.13%	2,45,43,680	48.07%
	Total (A+B)	1,26,55,200	100%	5,10,55,200	100%
C	Any Others: Shares held by Custodians against Depository Receipts, FCCBs etc.,	-	-	-	-
	Sub-Total (c)	-	-	-	-
	Grand Total (A+B+C)	1,26,55,200	100%	5,10,55,200	100%

e) Proposed time within which the allotment shall be completed:

The Company will complete the issue & allotment of Equity Shares within a period of 15 days from the date of passing of the resolutions by the shareholders or where the allotment on preferential basis requires any approval by any regulatory authority like Stock Exchanges or Central Government or any statutory body, the allotment of shares will be completed within 15 days from the date of such approvals.

f) Identity of [the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control] proposed allottee(s) of equity shares and the percentage of the post issue capital that may be held by them / her on conversion of the equity shares into shares ratified as follows:

S. No	Name & Address of the proposed Allottee	Ultimate Beneficial owner(s) of the shares	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue capital that may be held by him / her
1	Ramarao Atchuta Mullapudi	Own	Promoter	49.95%
2	Velchala Premchand Krishna Rao	Own	Promoter	1.49%
3	*Rajan Munjal	Own	Promoter	0.37%
4	Sai Kumar Pallikonda Mohan	Own	Public	4.90%
5	Mohan Ratna Babu Vaddlamudi	Own	Public	4.00%
6	Ravi Gampala	Own	Public	3.92%
7	Radha Krishna Kodali	Own	Public	3.92%
8	Sujatha Pamerla	Own	Public	3.92%
9	Ravindranath Tagore Velicheti	Own	Public	3.92%
10	Hari Hara Nath Mustikovila	Own	Public	3.92%
11	Hima Bindu Bellampally	Own	Public	1.76%
12	*B.Venkata Rama Rao	Own	Public	1.60%
13	B.Prasanna Lakshmi	Own	Public	0.98%
14	*Shashikala Ambarkar	Own	Public	0.59%
15	TVS Prakash Rao	Own	Public	0.49%
16	Jayalakshmi Chunduri	Own	Public	0.49%
17	VarunYadav Potail	Own	Public	0.39%
18	Raghuram Kusuluri	Own	Public	0.10%
19	Alma Lucy John	Own	Public	0.08%
20	Vasanth Velupandian	Own	Public	0.08%
21	Vijay Akella	Own	Public	0.08%
22	Vuppuluri Sreedevi	Own	Public	0.06%
23	Venkata Satya Sai Subba Rao Vantipalli	Own	Public	0.06%
24	Venkata Ravindra Dunna	Own	Public	0.06%
25	Dunna Venkata Vijay Ram	Own	Public	0.04%
26	Siva Pavan Kumar Khandrika	Own	Public	0.04%
27	Pydi Raju Obbilisetty	Own	Public	0.04%
28	Rajasekhar Kunkuma	Own	Public	0.04%
29	Venkata Satyanarayana Kiranbabu Kollapureddy	Own	Public	0.04%
30	Murali Poosarla	Own	Public	0.04%
31	Ramesh Kumar Chilappagari	Own	Public	0.04%
32	Sudhakar Tearati	Own	Public	0.04%
33	Harish Edupuganti	Own	Public	0.04%
34	Venkata Reddy Vanukuri	Own	Public	0.04%

Note:* Mr. B.Venkata Rama Rao, Ms.Shashikala Ambarkar and Mr.Rajan Munjal have pre preferential holding of 15000, 375 and 87370 respectively, which is now included, while calculating the Post issue percentages.

- g) The company undertakes that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- h) The company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- i) Disclosures specified in Schedule VI as required under Regulation 163(1)(i) of ICDR, which is as follows :

"The Issuer Company or Promoters or Directors of the Company are not wilful defaulters."

Non transferability of the Securities The securities issued and allotted on a preferential basis hereunder will be subject to lock-in as specified under Chapter V of SEBI (ICDR) Regulations

Change in the Composition of the Board of Directors and Control of the Company:

There will not be any change in the composition of the Board of Directors and control of the Company on account of the proposed preferential allotment but there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment.

Pricing of the Issue and Relevant Date:

The equity shares of the Target Company are listed on the BSE Limited ("BSE") only. Based on the trading volumes observed from BSE website, the equity shares are infrequently traded in terms of Regulation 2(1)(j) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations"). Therefore valuation of equity shares being issued at such a price (including premium) not lower than the minimum price as stipulated in Chapter V of SEBI (ICDR) Regulations is not applicable to the company.

In this Context, the company obtained Valuation Report dated 3rd September, 2018 from M/s Ramesh Kumar Rao & Co, Chartered Accountants with ten years of standing, confirming the minimum price for the preferential issue as per Preferential Issue Guidelines in Chapter V of SEBI (ICDR) Regulations along with the calculation thereof and the same is made available for inspection at the Registered Office of the Company.

Hence consent of the shareholders for the ratification of the earlier resolution passed on 29th September 2018 is required by way of special resolution is being sought.

The Board recommends the resolution set forth in item No. 1 of the notice for approval of the members.

None of the Directors, key Managerial Personnel or their relatives are directly/indirectly concerned or interested in any manner in the above resolution, except to the extent of their shareholding in the company.

By order of the Board
For **Frontier Informatics Limited**

Sd/-

Aditi Jha
Company Secretary

Place: Hyderabad

Date: 04.05.2019

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

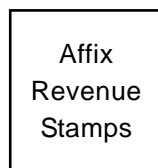
Name :	E-mail Id:
Address:	
Signature ,d or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on the Thursday, the 30th day of May, 2019 at 10.00 a.m. at Lions Bhavan Trust, Behind HDFC Bank, Near Paradise Circle, S D Road, Secunderabad -500003, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

Sl. No.	Resolution(S)	Vote	
		For	Against
1	Ratification of earlier special resolution passed at annual general meeting held on 29th September 2018 for the issuance of equity shares of the company to the promoters, promoter group & non promoters of the company on preferential basis		

Signed this ____ day of ____ 2019



Signature of Shareholder

Signature of Proxy holder

Signature of shareholder
across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company



FRONTIER INFORMATICS LIMITED

Regd. Office : Plot No 31P & 32, 3rd Floor, Tower A,
Ramky Selenium, Financial district,
Nanakramguda, Hyderabad, Telangana – 500032.

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Extra-Ordinary General Meeting on 30th May, 2019

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra-Ordinary General Meeting of the Frontier Informatics Limited, be held on the Thursday, the 30th day of May, 2019 at 10.00 A.M. at Lions Bhavan Trust, Behind HDFC Bank, Near Paradise Circle, S D Road, Secunderabad -500003, Telangana, India

(Member's /Proxy's Signature)

Note:

- 1) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 2) A Proxy need not be a member of the Company.
- 3) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 4) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



Form No. MGT-12
Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

FRONTIER INFORMATICS LIMITED Plot No. 31 P & 32, 3rd Floor, Tower A, Ramky Selenium, Financial District, Nanakramguda, Hyderabad-500032, Telangana, India				
S.No	Particulars	Details		
1.	Name of the First Named Shareholder (In block letters)			
2.	Postal address			
3.	Registered folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share			
I hereby exercise my vote in respect of Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:				
Item No.		No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Ratification of earlier special resolution passed at annual general meeting held on 29th September 2018 for the issuance of equity shares of the company to the promoters, promoter group & non promoters of the company on preferential basis			
Place:				
Date:				(Signature of the shareholder)

Route map for the venue of EGM



