

## NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the members of M/s. **FRONTIER INFORMATICS LIMITED** will be held at 9.30AM on Saturday, the 29<sup>th</sup> day of September, 2018 at Lions Bhavan Trust, Behind HDFC Bank, near Paradise Circle, S D Road, Secunderabad -500003, Telangana, India, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018, the Profit & Loss Account and Cash Flow Statement for the period ended on March 31, 2018 along with schedules and annexure and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S. P. Vivekanada, who retires by rotation, and being eligible, offers himself for re-appointment.
3. **Ratification of Appointment of Auditors:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the appointment of M/s.Niranjan& Narayan, Chartered Accountants, Firm Regn. No: 005899S, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 31<sup>st</sup> AGM of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### SPECIAL BUSINESS

4. **Regularization of Additional Director, Mr. Ramarao Atchuta Mullapudi (Din: 02302179) as Director:**

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

**“RESOLVED THAT** pursuant to 160 & 161 of the Companies Act ,2013 and any other applicable provision ( including any modification or reenactment thereof ), if any, of the Companies Act, 2013, Mr. Ramarao Atchuta Mullapudi (Din: 02302179) who was appointed as an Additional Director in the meeting of the Board of Directors held on 13<sup>th</sup> April, 2018 and whose term expires at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the director, be and is hereby appointed as Director of the Company who is liable to retire by Rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

**5. Regularization of Additional Director, Ms. Vuppuluri Sreedevi (Din: 02448540) as Director:**

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

**“RESOLVED THAT** pursuant to 160 & 161 of the Companies Act ,2013 and any other applicable provision ( including any modification or reenactment thereof ), if any, of the Companies Act, 2013, Ms. Vuppuluri Sreedevi (Din: 02448540) who was appointed as an Additional Director in the meeting of the Board of Directors held on 18<sup>th</sup> April, 2018 and whose term expires at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing her candidature for the office of the director, be and is hereby appointed as Director of the Company who is liable to retire by Rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

**6. Appointment of Ms. Vuppuluri Sreedevi (Din: 02448540) As Wholetime Director:**

To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 191 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Ms. Vuppuluri Sreedevi (Din: 02448540), as Wholetime Director of the Company for a period of three years with effect from 18<sup>th</sup> April, 2018, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Ms. Vuppuluri Sreedevi.”

**“RESOLVED FURTHER THAT** the remuneration payable to Ms. Vuppuluri Sreedevi, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**7. Regularization of Additional Director, Ms. Kolla Sudha (Din: 06603646) as an Independent Director:**

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

**“RESOLVED THAT** pursuant to 160 & 161 of the Companies Act ,2013 and any other applicable provision ( including any modification or reenactment thereof ), if any, of the Companies Act, 2013, Ms. Kolla Sudha (Din: 06603646)who was appointed as an Additional Director, in Independent capacity, in the meeting of the Board of Directors held on 19<sup>th</sup> July, 2018 and whose term expires at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing her candidature for the office of the director, be and is hereby appointed as Director of the Company who is not liable to retire by Rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

#### **8. Preferential Allotment of shares:**

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, 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 to 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 to the Board to offer, issue, allot and deliver **3,84,00,000 (Three Crore Eighty Four Lakhs only) Equity Shares at a Price of Rs.1/- each amounting to Rs 3,84,00,000 (Rupees Three Crore Eighty Four Lakhs only)** 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, 2009 or other provisions of the law as may be prevailing at the time.

<b>SI No.</b>	<b>Name of the Allottee</b>	<b>Investment proposed in Rs</b>	<b>No. of shares proposed to be allotted</b>
1.	Ramarao Atchuta Mullapudi	1,95,00,000	1,95,00,000
2.	Velchala Premchand Krishna Rao	6,00,000	6,00,000
3.	Sai Kumar Palikonda Mohan	25,00,000	25,00,000
4.	Mohan Ratna Babu Vaddlamudi	20,40,000	20,40,000
5.	Ravi Gampala	20,00,000	20,00,000
6.	Radha Krishna Kodali	20,00,000	20,00,000

7.	Sujatha Pamerla	20,00,000	20,00,000
8.	Ravindranath Tagore Velicheti	20,00,000	20,00,000
9.	Hari Hara Nath Mustikovila	20,00,000	20,00,000
10.	HimaBindu Bellampally	9,00,000	9,00,000
11.	B.Venkata Rama Rao	8,00,000	8,00,000
12.	B.Prasanna Lakshmi	5,00,000	5,00,000
13.	Shashikala Ambarkar	3,00,000	3,00,000
14.	TVS Prakash Rao	2,50,000	2,50,000
15.	Jayalakshmi Chunduri	2,50,000	2,50,000
16.	Varun Yadav Potail	2,00,000	2,00,000
17.	Rajan Munjal	1,00,000	1,00,000
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 KumarKhandika	20,000	20,000
27.	Pydi Raju Obbilisetty	20,000	20,000
28.	Raja SekharKunkuma	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.	SudhakarTearati	20,000	20,000
33.	Harish Edupuganti	20,000	20,000

34.	Venkata ReddyVanukuri	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 pari passu 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**

Vuppuluri Sreedevi  
Wholetime Director  
DIN : 02448540

Place: Hyderabad  
Date: 05.09.2018

## NOTES:

1. A member entitled to attend and vote at the annual 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 Annual General Meeting.
3. Members/proxies are requested to bring their copies of Annual Report and the attendance slip duly filled in for attending the meeting. Copies of the Annual Reports will not be provided at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday the 24<sup>th</sup> day of September, 2018 to Saturday, 29<sup>th</sup> day of September, 2018 (inclusive of both days)**.
5. 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.
6. Pursuant to the requirements of the listing agreement of stock exchanges, the information of the directors proposed to be appointed or Re-appointed is given in the annexure to the Corporate Governance report.
7. Shareholders holding shares in physical form are invited to contribute to the cause of Green Initiative by registering their e-mail ID, by submitting the E- COMMUNICATION REGISTRATION FORM inserted in the Annual Report.
8. 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.
9. 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 Annual General Meeting.
10. The company has designated an exclusive email id namely, [frontier@fitlindia.com](mailto:frontier@fitlindia.com) for Redressal of Share Holders' complaints/grievances.
11. The MCA has taken up Green Initiative, by allowing paperless conveyance by companies, permitting sending of Annual Reports to share holders by e Mails. The Company has taken initiative and sent Annual Reports to share holders whose e-mail ids are available with the Share Transfer Agency. Other Shareholders holding shares in physical form are invited to contribute to the cause of Green Initiative by registering their e-mail ID, by submitting the E- COMMUNICATION REGISTRATION FORM inserted in the Annual Report.
12. 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 the 29th Annual General Meeting by electronic voting and the business may be transacted through eVoting service provided by Karvy Computershare Pvt Ltd (KARVY).

### **13. 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., 21<sup>st</sup> September, 2018 may cast their votes electronically.

**The e-voting period will commence from Wednesday, September 26, 2018 at 09.00 am and will end at 5.00 pm on Friday, September 28, 2018. The e-voting module will be disabled on Friday, September 28, 2018 at 6.00 pm.** Members holding shares in their physical or dematerialized form as on the cutoff date of 22<sup>nd</sup> September, 2018 may cast their vote electronically. The e-Voting module shall be enabled by Karvy Computershare Pvt Ltd (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**

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 Computershare 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)]:

Launch internet browser by typing the URL: <https://evoting.karvy.com>.

Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) \_\_\_ 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.

After entering these details appropriately, click on "LOGIN".

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.

You need to login again with the new credentials.

On successful login, the system will prompt you to select the "\_\_\_" i.e., 'FRONTIER INFORMATICS LIMITED'.

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.

Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

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.

You may then cast your vote by selecting an appropriate option and click on "Submit".

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).

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 ID: 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 "Corporate Name\_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 – \_\_\_\_ (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.

Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. 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 AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

## **OTHER INSTRUCTIONS**

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 Mr. B Srinivas , Manager (Unit: FRONTIER INFORMATICS LIMITED ) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at email ID : einward.ris@karvy.com and evoting@karvy.com or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1-800-3454-001 for any further clarifications.

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).



The remote e-voting period commences on Wednesday, September 26, 2018 (9.00 a.m. IST) and ends on Friday, September 28, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018, 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.

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. 22nd September, 2018.

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 22nd September, 2018, he/she may obtain the User ID and Password in the manner as mentioned below :

If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may sendSMS: 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

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.

Member may call Karvy's toll free number 1800-3454-001.

Member may send an e-mail request to [einward.ris@karvy.com](mailto:einward.ris@karvy.com). However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

The Board of Directors has appointed Mr. Ch. Veeranjanyulu (C.P. No- 6392), Partner of M/s VCSR & ASSOCIATES, Company Secretaries, as scrutinizer to scrutinize the remote evoting and poll voting process in fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting (AGM), first count the votes cast at the AGM thereafter he will unblock the votes castes through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will submit the Consolidated Scrutinizer's Report, not later than 3 working days, of total votes cast in favor or against, if any, to the Chairman of the Company.

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

Place: Hyderabad  
Date: 05.09.2018

Vuppuluri Sreedevi  
Wholetime Director  
DIN : 02448540

ANNEXURE TO THE NOTICE - EXPLANATORY STATEMENT

**(Pursuant to Section 102 of Companies Act, 2013)**

**ITEM NO. 4:**

Mr. Ramarao Atchuta Mullapudi (Din: 02302179) who was appointed as an Additional Director of the Company, categorized as Independent, by the Board of Directors with effect from 13<sup>th</sup> April, 2018, in terms of Section 161 of the Companies Act, 2013. The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. RamaraoAtchuta Mullapudi for the office of Non-Executive Non-Independent Director of the Company, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Mr. RamaraoAtchuta Mullapudi to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and in terms of Schedule IV of the Companies Act, 2013 and a copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. RamaraoAtchutaMullapudi, is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members.

**Item No.5:**

Ms. Vuppuluri Sreedevi (Din: 02448540) who was appointed as an Additional Director of the Company, categorized as Executive, by the Board of Directors with effect from 18<sup>th</sup> April, 2018, in terms of Section 161 of the Companies Act, 2013. The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Ms. Vuppuluri Sreedevi (DIN: 02448540) for the office of Whole Time Director of the Company for a period of Three Years, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Ms. Vuppuluri Sreedevi to the effect that she is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and a copy of the draft letter of appointment, setting out the terms and conditions of appointment of Ms. Vuppuluri Sreedevi, is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

The Board recommends the resolution set forth in item No. 5 of the notice for approval of the members.

**Item No.6:**

**APPOINTMENT OF Ms. VUPPULURI SREEDEVI (Din: 02448540) AS WHOLETIME DIRECTOR OF THE COMPANY:**

The Board of Directors of the Company at their meeting held on April 18th, 2018 and subject to the approval of the members has appointed Ms. Vuppuluri Sreedevi (Din: 02448540) as Wholetime Director for a period of 3 Years from April 18th, 2018.

The Nomination & remuneration Committee of the Board at its meeting held on April 18th, 2018 has reviewed and recommended that remuneration will not be payable to any of the Executive Directors of

the Company for the Financial Year 2018-19, in view of the losses being suffered by the company. The Board recommends the resolution set out in item no: 6 of the notice for approval of the members.

**Item No.7:**

Ms. Kolla Sudha (Din: 06603646) who was appointed as an Additional Director of the Company, categorized as Independent, by the Board of Directors with effect from 19<sup>th</sup> July, 2018, in terms of Section 161 of the Companies Act, 2013. The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Ms. KollaSudha (Din: 06603646) for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013.

Section 149 (10) of the Companies Act, 2013 provides that an independent director shall hold office for a term of up to Five consecutive years on the Board. Further, Section 149 (13) of the Companies Act, 2013 states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of independent directors. Mrs. Archana Singh (DIN:07328641), being eligible, the resolution seeks the approval of members for her appointment as an Independent Director.

No director, key managerial personnel or their relatives is interested or concerned in the resolution. The Board recommends the resolution set forth in Item no. 7 for the approval of members.

Details of Directors seeking appointment in the 30<sup>th</sup> Annual General Meeting:

Name of the Director	Mr.Ramarao Atchuta Mullapudi	Ms.Vuppuluri Sreedevi	Ms. Kolla Sudha
Director Identification Number (DIN)	02302179	02448540	06603646
Date of Birth	23 <sup>rd</sup> August, 1964	27 <sup>th</sup> March 1976	7th September, 1969
Nationality	American Citizen, PIO of India	Indian	Indian
Date of Appointment on Board	13 <sup>th</sup> April 2018	18 <sup>th</sup> April, 2018	19 <sup>th</sup> July, 2018
Relationship with other Directors	NIL	NIL	NIL
Qualification	Master in Computer ApplicationsGraduate of Harvard Business School OPM Program and an Harvard Business School Alumni	Graduate in Commerce	Graduate in Commerce
Shareholding in Frontier Informatics Limited (as on 5 <sup>th</sup> September, 2018)	60,00,125 Equity Shares of Rs 1/- each	NIL	NIL
Expertise in specific functional areas	Rama founded XTGlobal in 1998 to provide IT Consulting and Software Solutions to businesses throughout the United States. He has managed the firm from inception through multifold growth into one of the fastest growing private	Ms. Sreedevi V is the founder director of Xenosoft Technologies (India) Pvt. Ltd. She actively participates in all day to day Finance, accounts and administrative activities of the Company.	MsSudha worked in Construction Industry for the Past 15 Years. She became the Director of SSK Avenues Pvt. Ltd.She has been a Whole time working Director for the Company, SSK Avenues Pvt. Ltd., for the past 4 Years.Simultaneously,she

	companies in America.Rama expanded XTGlobal to India in 2006 to establish an IT delivery Center based in Hyderabad, India. Prior to this, Rama worked for Alcatel & AT&T		is involved in promotion of Hydro Electric Projects, now under persuasion with various Governments.She is know for her acumen in Finance and Administration
List of Directorships held in other Companies (as on 31st March, 2018)	Xenosoft Technologies (India) Private Limited	Xenosoft Technologies (India) Private Limited	SSK Avenues Private Limited
Memberships / Chairmanship of the Committees of Directors of other Companies (as on 31st March, 2018)	NIL	NIL	NIL

There are no inter-se relationships between the Board Members.

### Item No.8 Preferential Allotment of shares

Your Company proposes to issue equity shares on preferential basis which will enable the company to raise further capital and increase the Equity Base of the Company for meeting the working capital requirements, expansion of the company and to augment the required funds for the proposed future projects of the Company. In view of this, it is proposed to create, offer, issue and allot 3,84,00,000 ( Three Crore Eighty Four Lakhonly) equity shares of Rs.1/- each fully paid to the share holders as identified in the proposed resolution. The company is in receipt of letters from the proposed allottees, undertaking to contribute to their respective shares after appropriate procedural aspects are completed.

The details of the issue and other particulars as required in terms of the Chapter VII of the SEBI (LODR) Regulations, 2015 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) 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 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	1,61,275	1.27%	6,00,000	7,61,275	1.49%	0.22%
V.Radha Bai	550	-	--	550	--	--
Total	61,61,950	48.69%	2,01,00,000	2,62,61,950	51.50%	2.76%

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

S.No.	CATEGORY	Pre issue holding details		Post issue holding details	
		Total Number of shares	% of shares	Total Number of shares	% of Shares
A	Shareholding of Promoters & Promoter Group:				
1	Indian Promoters	1,61,275	1.27%	7,61,275	1.49%
2	Foreign Promoters	60,00,125	47.41%	2,55,00,125	49.95%
	<b>Sub-Total (A)</b>	<b>61,61,400</b>	<b>48.69%</b>	<b>2,62,91,400</b>	<b>51.44%</b>
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 upto 2.00 lakhs nominal value	54,60,032	43.14%	60,20,032	11.79%
(ii)	Individuals Holding above 2.00 lakhs nominal value	4,52,141	3.57%	1,81,92,141	35.63%
(iii)	Clearing Members	-	-	-	-
(iv)	Others including companies	5,72,327	4.52%	5,72,327	1.12%
	<b>Sub-Total (B)</b>				
C	Any Others: Shares held by Custodians against Depository Receipts, FCCBs etc.,	-	-	-	-
	<b>Sub-Total (c)</b>	<b>64,93,800</b>	<b>51.31%</b>	<b>2,47,63,800</b>	<b>48.56%</b>
	<b>Grand Total (A+B)</b>	<b>1,26,55,200</b>	<b>100%</b>	<b>5,10,55,200</b>	<b>100%</b>

**d) 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.

**e) 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:**

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	Sai Kumar Pallikonda Mohan	Own	Public	4.90%
4	Mohan Ratna Babu Vaddlamudi	Own	Public	4.00%
5	Ravi Gampala	Own	Public	3.92%
6	Radha Krishna Kodali	Own	Public	3.92%
7	Sujatha Pamerla	Own	Public	3.92%
8	Ravindranath Tagore Velicheti	Own	Public	3.92%
9	Hari Hara NathMustikovila	Own	Public	3.92%
10	HimaBindu Bellampally	Own	Public	1.76%
11	B.Venkata Rama Rao	Own	Public	1.57%
12	B.Prasanna Lakshmi	Own	Public	0.98%
13	Shashikala Ambarkar	Own	Public	0.59%
14	TVS Prakash Rao	Own	Public	0.49%
15	Jayalakshmi Chunduri	Own	Public	0.49%
16	Varun Yadav Potail	Own	Public	0.39%
17	Rajan Munjal	Own	Public	0.20%
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	SudhakarTearati	Own	Public	0.04%
33	Harish Edupuganti	Own	Public	0.04%
34	Venkata ReddyVanukuri	Own	Public	0.04%

**f)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.

**g)Undertaking:**

I. 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.

II. 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.

**h) 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 VII of the SEBI (LODR) Regulations, 2015.

**i) 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 VII of SEBI (ICDR) Regulations (Regulation 76) is not applicable to the company.



In this Context, the company obtained Valuation Report dated 3<sup>rd</sup> 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 VII of SEBI (LODR) Regulations, 2015 along with the calculation thereof and the same is made available for inspection at the Registered Office of the Company.

As per Section 62(1)(C) of the Companies Act, 2013, approval of the shareholders in the General Meeting is required for the issue of the shares by way of preferential allotment as stated in the resolution. Hence consent of the shareholders by way of special resolution is being sought for the issue of such equity shares on preferential basis.

The Board recommends the resolution set forth in item No. 8 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**

Place: Hyderabad  
Date: 05.09.2018

Vuppuluri Sreedevi  
Wholetime Director  
DIN : 02448540