

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the members of M/s. FRONTIER INFORMATICS LIMITED will be held at 09.30 AM on Friday, the 29th day of December, 2017 at Lions Bhavan Trust, Behind HDFC Bank, near Paradise Circle, S D Road, Secunderabad -500003, Telangana, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2017, the Profit & Loss Account and Cash Flow Statement for the period ended on March 31, 2017 along with schedules & annexure and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Varun Potail Yadav, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To reappoint auditors of the Company and fix their remuneration

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to section 139 of the Companies Act, 2013 and the rules framed thereunder and pursuant to the recommendation of the audit committee of the Board of Directors, M/s. Niranjana & Narayan, Chartered Accountants, Firm Regn. No : 005899s, be and are hereby reappointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at remuneration as may be decided by the Board of Directors of the Company in consultation with the Audit Committee.”

SPECIAL BUSINESS**4. Appointment of Mr. Rajan Babu Mothe (DIN: 07740978) as Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Mr. Rajan Babu Mothe (DIN: 07740978), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 14th February, 2017 to 13th February, 2020 and whose period of office shall not be liable to rotation.”

“RESOLVED FURTHER THAT the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

“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. Appointment of Mrs. Archana Singh (DIN: 07328641) as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Mrs. Archana Singh (DIN: 07328641), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 14th February, 2017 to 13th February, 2020 and whose period of office shall not be liable to rotation.”

“RESOLVED FURTHER THAT the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

“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 Mr. Sambasiva Prasad Mallela (DIN 07975692) as the Executive Director

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

“RESOLVED THAT pursuant to section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, (The Act) and The Companies (Appointment and Remuneration) of Managerial Persons Rules 2014 (including any statutory modifications or reenactments thereof for the time being in force) read with schedule V of the Act and subject to such approvals consents, permissions and sanctions of appropriate and concerned authorities, approval of the company be and is hereby accorded to the Appointment of Mr. Sambasiva Prasad Mallela (DIN: 07975692) as Executive Director of the company for a period of two years w.e.f 28th October, 2017 and upon such terms and conditions as explained in the explanatory statement annexed to the notice of the meeting in terms of section 102 of the Act. “

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution the Board be and is hereby authorized to do all acts, deeds and matters that, it may, in its absolute discretion, deem necessary or desirable including without remuneration to settle any question or difficulty that may arise in this regard”

7. 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 **60,00,000 (Sixty Lakh only) Equity Shares at a Price of Rs.1/- each** 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.

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;

8. Reclassification of promoters group Category

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

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions if any of the Companies act, 2013, the consent of the members of the Company be and is hereby accorded to reclassify the following individuals from “Promoter Category” to “Public Category”:

Name of the Promoter	No.of Shares	Percentage
1. Mr. V.Upendra Rao	25	Negligible
2. Mrs. G.Ananda Bai	50	Negligible
3. Mrs. V.Radha Bai	550	Negligible
4. Mr Yogesh Sood	3,362	0.05
5. Mr. V. Agam Rao	200	Negligible
6. Mr. Sudharshan Grover	7,617	0.11
7. Mr. V.Kondal Rao	50	Negligible
8. Mr. Rajan Munjal	87,370	1.31
9. Mr. Muralidhar Agusala	24,696	0.37
10. Mr. Sathaym V. Chary	15,150	0.23
11. Mr. Sudhakar Reddy Chandrupatla	300	Negligible
12. Mrs. Sreejayanthi Yalamanchili	11,300	0.17
Total	1,50,670	2.26

RESOLVED FURTHER THAT it is hereby confirmed that

i) The aforesaid persons do not hold more than 10% of paid-up equity share Capital of the Company. In fact, the aggregate shareholding of all of the above 11 persons is only 2.25% of the share capital of the Company. Due to their existing shareholding in the Company being very less and they do not exercise any control over the Company and are also not engaged in the management of the Company.

ii) That the aforesaid persons/ Individuals have not exercised and will continue not to exercise direct or indirect control over the Company. iii) That no director of above entities and aforesaid persons has been or would be appointed as key managerial personnel of the Company.

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

M. Samba Siva Prasad
Executive Director

Place: Hyderabad
Date: 04.12.2017

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 Friday, 23rd December, 2017 to Friday the 29th December 2017 (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 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., 22nd December, 2017, may cast their votes electronically.

The e-voting period will commence on Tuesday, December 26, 2017 at 09.00 am and will end at 5.00 pm on Thursday, December 28, 2017. The e-voting module will be disabled on December 28, 2017 at 6.00 pm. Members holding shares in their physical or dematerialized form as on the cutoff date of 22nd December, 2017 may cast their votes electronically. The eVoting 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 & 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 votes 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)]:

- 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”
- 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 “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 – 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.

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. The facility for voting through ballot 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 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

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 Computershare 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. 1-800-3454-001 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 Tuesday, December 26, 2017 (09.00 am) and ends on Thursday, December 28, 2017 (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 22nd December, 2017 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. 22nd December, 2017.

- e. 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 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.

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 caste 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: 04.12.2017

M.Samba Siva Prasad
Executive Director

ANNEXURE TO THE NOTICE - EXPLANATORY STATEMENT**(Pursuant to Section 102 of Companies Act, 2013)****Item No.4 Appointment of Mr. Rajan Babu Mothe (DIN: 07740978) as Independent Director**

The Board of Directors on its meeting dated 14.02.2017 has appointed Mr. Rajan Babu Mothe (DIN: 07740978) as independent Director with immediate effect subject to the approval of the members in this AGM.

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. Mr. Rajan Babu Mothe (DIN: 07740978), being eligible, the resolution seeks the approval of members for his 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. 4 for the approval of members.

Item No.5 Appointment of Mrs. Archana Singh (DIN: 07328641) as Independent Director

The Board of Directors on its meeting dated 14.02.2017 has appointed Mrs. Archana Singh (DIN: 07328641) as independent Director with immediate effect subject to the approval of the members in this AGM.

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 his 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. 5 for the approval of members.

Item No.6 Appointment of Mr. Sambasiva Prasad Mallela (DIN 07975692) as the Executive Director

Mr. **Sambasiva Prasad Mallela**, is appointed as Executive Director to take proper care of the day to day activities of the company. Mr Sambasiva Prasad did his B.Sc in Computer Science and did his MCA from IGNOU and also completed his M.Tech.

Considering his experience in the field of software, it is proposed to appoint him as Executive Director of the company for a period of Two years with effect from 28th October, 2017. The Board of Directors of the Company in their meeting held on 28th October 2017 appointed Mr **Sambasiva Prasad Mallela** as the Executive Director of the company for a consolidated remuneration of Rs 30,000/- per month; his appointment was subject to necessary approvals by share holders in the this General Meeting.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Mr. **Sambasiva Prasad Mallela** (DIN:07975692) as Executive Director of the Company. The Board recommends the resolution as set out in item no. 6 for approval of the members as a Special resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms and conditions governing the appointment and remuneration and memorandum of interest pursuant to Section 190 of the Companies Act, 2013. Approval of the members is required by way of Special Resolution for appointment.

This intimation may be treated as an abstract of the terms and conditions governing the appointment and payment of remuneration to the Executive Director, as required under the provisions of the Companies Act 2013.

None of the Directors other than Mr **Sambasiva Prasad Mallela** is interested in the respective Resolution.

Item No.7 Preferential Allotment of shares

Your Company plans 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, repaying liabilities 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 60,00,000 (Sixty Lakhs only) equity shares of Rs.1/- each fully paid to the following persons on preferential allotment basis:

S. No.	Name of the Proposed Person	No. of shares proposed to be allotted	Investment proposed Rs
1.	Mullapudi Rama Rao	60,00,000	60,00,000/-

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, repaying liabilities, augmenting working capital and general corporate purposes.

b) The Interest of the Promoters, Directors or Key Management persons to subscribe to the offer:

None of the Promoters, Directors or Key Management persons of the Company intending to subscribe for the equity shares.

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	172224	2.59	6172224	48.77
2	Foreign Promoters	139171	2.09	139171	1.10
	Sub-Total (A)	311395	4.68	6311395	49.87
B	Public Share holding				
3	Institutions	2800	0.04	2800	0.02
A	Financial Institutions/Banks	600	0.01	600	0.00
B	Mutual Funds & UTI	5900	0.09	5900	0.05
C	Venture Capital Funds	-	-	-	-
D	FII's	-	-	-	-
E	Foreign Venture Capital Investors	-	-	-	-
4	Non-Institutions	-	-	-	-
(i)	Bodies Corporate	371597	5.58	371597	2.95
(ii)	Indian public	5819086	87.43	5819086	45.98
(iii)	NRIs	141927	2.13	141927	1.12
(iv)	Clearing Members	-	-	-	-
(v)	Others(Trusts)	1895	0.03	1895	0.01
	Sub-Total (B)				
C	Any Others: Shares held by Custodians against Depository Receipts, FCCBs etc.,	-	-	-	-
	Sub-Total (c)	6343805	95.32	6343805	50.13
	Grand Total (A+B)	6655200	100.00	12655200	100.00

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

The Company will complete the issue and 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	Mullapudi Rama Rao		Not Applicable	47.41

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

There will be change in the composition of the Board of Directors and control of the Company on account of the proposed preferential allotment. The proposed allottee will join as Promoter by complying with procedure prescribed under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. There will be corresponding changes 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 will be issued at such a price (including premium) not lower than the minimum price as stipulated in Chapter VII of SEBI (ICDR) Regulations (Regulation 76) i.e., the higher of the following:

- a. The average of the weekly high and low of the volume weighted average price of the related equity shares of the Company quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- b. The average of the weekly high and low of the volume weighted average prices of the related equity shares of the Company quoted on the recognised stock exchange during the two weeks preceding the relevant date.

“Relevant Date” in relation to the issue of equity shares in accordance with the SEBI (LODR) Regulations, 2015 would be 28.11.2017 being the date 30 days prior to the date of this Annual General Meeting where the proposed preferential issue is being considered for approval of the members.

Certificate is obtained from Practicing Chartered Accountant confirming the minimum price for the preferential issue as per Preferential Issue Guidelines in Chapter VII of SEBI (LODR) Regulations, 2015 and copy of the same is enclosed to the Explanatory Statement and original certificate will be 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.

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.

Item No.8 Reclassification of non participating promoters to Public Category

Several Members belonging to the promoter group, whose names have been figuring in the promoter group have ceased to be associated with company's activities for the past several years. They are not interested to be continuing as the promoters of the company. Hence the Board has decided to reclassify the non participating promoters and having obtained necessary approval from them, the promoters listed in the Resolution are proposed to be moved to Public category and the same has been proposed for the member's approval by way of Special Resolution.

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**

M. Samba Siva Prasad
Executive Director

Place: Hyderabad
Date: 04.12.2017