

**FRONTIER INFORMATICS LIMITED**  
**CIN L72200TG1986PLC006644**

**NOTICE**

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of the members of M/s. FRONTIER INFORMATICS LIMITED will be held at 10:30 AM on Monday, the 30<sup>th</sup> day of September, 2019 at Hotel Minerva Grand, Hall summit, first floor, Beside 'Google' office, Kondapur, Hyderabad - 500 084, Telangana, India, to transact the following business:

**ORDINARY BUSINESS:**

1. **Adoption of Audited Financial Statements**

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019, the Profit & Loss Account and Cash Flow Statement for the period ended on March 31, 2019 along with schedules and annexure and the reports of the Board of Directors and Auditors thereon and in this regard to pass the following resolution as an ordinary resolution:

**"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Directors and Auditors thereon be and are hereby received, considered, approved and adopted."

2. **Appointment of Director**

To appoint a Director in place of Mr. Ramarao Atchuta Mullapudi (DIN:02302179), who retires by rotation, and being eligible, offers himself for re-appointment.

**"RESOLVED THAT** Mr. Ramarao Atchuta Mullapudi (DIN:02302179) who retires by rotation in accordance with section 152 of the Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation."

3. **Appointment of Statutory 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 appoints 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 32<sup>nd</sup> AGM of the Company for One Year at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**SPECIAL BUSINESS:**

4. **Appointment of Ms. Kolla Sudha as an Independent Director of the Company.**

**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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Kolla Sudha (DIN: 06603646), Independent 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 Non-Executive Director of the Company, not liable to retire by rotation, whose term expires at the ensuing 32<sup>nd</sup> Annual General Meeting of the Company."

**"RESOLVED FURTHER THAT** that the Board of Directors be and are hereby authorised to do all such acts, deeds and things and give such directions as may be necessary in the best interest of the company for giving effect to aforesaid Resolutions but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion".

5. **Approval for Related Party Transactions**

**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 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Xenosoft Technologies (India) Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for leasing/rent of office space owned/leased by Xenosoft Technologies (India) Private Limited, Hyderabad on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 100 Lakhs for the financial year 2019-20 and 20-21, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

6. **Approval for Related Party Transactions**

**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 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with XTGlobal INC, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale of its IT and IT consulting services, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of **Rs. 10 Crores and 25 Crores** for the financial year 2019-20 and 2020-2021 respectively, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

7. **Approval for Related Party Transactions**

**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 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Circulus LLC, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale of its IT and IT services, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of **Rs. 5 Crores and Rs. 25 Crores** for the financial year 2019-20 and 2020-21 respectively, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**8. Appointment of Mr. Ramarao Atchuta Mullapudi as a Chairman and Managing Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the "Act") read with Schedule V to the said Act, or any other law and subject to such consent(s), approval(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors, consent of the members be and is hereby accorded to the appointment of Mr. Ramarao Atchuta Mullapudi as a Chairman and Managing Director of the Company for a period of five years with effect from 01<sup>st</sup> October 2019 to 30<sup>th</sup> September 2024, on the terms and conditions as set out by the Nomination and remuneration committee and approved by Board of Directors of the company and as set out in the explanatory statement forming part of this resolution."

**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."

**9. To Consider Preferential allotment of shares**

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

**"RESOLVED THAT** pursuant to the provisions of 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, 2013 (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, 2018, 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), all such other approvals and subject to the approval of Members of the Company through general meeting be and is hereby accorded to the Board to offer, issue, allot and deliver 4,40,00,000 (Four Crore Forty Lakhs only) Equity Shares of face value of Rs. 1/- each at a Price of Rs. 3.5/- each (including a premium of Rs. 2.5/- per Equity share) amounting to Rs. 15,40,00,000 (Rupees Fifteen Crore Forty Lakhs only) to the under mentioned persons, on preferential

basis for consideration other than cash i.e. swap of Equity shares and since the below mentioned persons being the shareholders of the company Xenosoft Technologies (India) Private Limited, (CIN : U72200TG2006PTC049779) 'Target company' having PAN: AAACX0478Q and its registered office at Plot No 31P&32, Tower-A, 3<sup>rd</sup> Floor, Ramky Selenium, Financial District, Hyderabad – 500 032 and these shares shall rank pari-passu with the existing equity shares of the Company based on the valuation report obtained by the company in accordance with applicable laws, at such price determined in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 or other provisions of the law as may be prevailing at the time."

S. No.	Name of Allottee	Value in Rs.	No. of shares proposed to be allotted
1	Ramarao Atchuta Mullapudi	11,93,27,929	3,40,93,694
2	Harika Vardhani Mullapudi	1,02,37,297	29,24,942
3	V.S.R.R PRASAD	7,84,252	2,24,072
4	Batlanki Lakshmi Narasimham	1,12,31,630	32,09,037
5	Sharyafa Gangadhar	91,74,522	26,21,292
6	Gasparro Dianne	11,76,382	3,36,109
7	Dunna Venkata Ravindra	7,48,450	2,13,843
8	Vuppuluri Subbarao	4,79,265	1,36,933
9	Vuppuluri Jayalakshmi	4,79,265	1,36,933
10	Vasanth Velupandian	1,36,934	39,124
11	Venkata Vijayram Dunna	1,24,485	35,567
12	Raja Sekhar Kunkuma	99,589	28,454
<b>Total</b>		<b>15,40,00,000</b>	<b>4,40,00,000</b>

**"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 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 subscribers in dematerialized form within a period of 15 days from the date of passing of this Special 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 V of the SEBI (ICDR) Regulations 2018 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;

**"RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations 2018 and other applicable laws, the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to create, offer, issue and allot up to 4,40,00,000 (Four Crore Forty Lakhs) equity shares of Rs. 1/- (Rupee One) each at a Price of Rs. 3.5/- each (including a premium of Rs. 2.5/- per Equity share) amounting to Rs. 15,40,00,000 (Rupees Fifteen Crore Forty Lakhs only) fully paid up, on a preferential basis to the subscribers and that upon receipt of such non-cash consideration by the Company from the shareholders of target company (i.e. swap of existing shares) based on the valuation report obtained by the Company in accordance with applicable law including section 62 of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules 2014, the full consideration payable by the subscribers in relation to the 4,40,00,000 (Four Crore Forty Lakhs) equity shares of Rs. 1/- (Rupee One) each at a Price of Rs. 3.5/- each (including a premium of Rs. 2.5/- per Equity share) amounting to Rs. 15,40,00,000 (Rupees Fifteen Crore Forty Lakhs only) shall be deemed to be received by the Company in accordance with all applicable laws."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted to listed allottees and to provide any clarifications related to issue and allotment of equity shares, listing of equity shares on Stock Exchange and authorise for preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors) and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive."

**"RESOLVED FURTHER THAT** the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

**10. Approval for change in name of the Company**

**To consider and, if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the Central Government and / or any other authority as may be necessary, consent of the members be and is hereby accorded for change of name of the Company from "Frontier Informatics Limited" to "XTGlobal Infotech Limited" or any other name as may be approved by the statutory authorities, whether under the Companies Act, 2013 or any other rules, laws, acts, statutes or regulations as may be applicable to the Company.

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name "Frontier Informatics Limited" as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name "XTGlobal Infotech Limited. Name Clause being Clause I of the Memorandum of Association of the Company be substituted by the following clause and / or be altered as per the name approved by the statutory authorities:

**The name of the Company is "XTGlobal Infotech Limited."**

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorised to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

**11. Appointment of Mr. China S N Murthy Anupindi (DIN:05149921) as an Independent Director of the Company**

**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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. China S N Murthy Anupindi (DIN:05149921), Independent 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 Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term of one year whose term expires at 32<sup>nd</sup> AGM of the company.

**12. Appointment of Mr. Sreenivasa Rao Potti (DIN: 05119348) as an Independent Director of the Company**

**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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sreenivasa Rao Potti (DIN: 05119348), Independent 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 Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term of one year whose term expires at 32<sup>nd</sup> AGM of the company.

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

**Date: 05<sup>th</sup> September, 2019  
Place: Hyderabad**

*V. Sreedevi*

**Vuppuluri Sreedevi  
Whole-time Director  
DIN: 02448540**





**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the Meeting. A Proxy form is annexed with this Notice. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. All documents referred to in the accompanying notice and the statement shall be open for inspection at the Registered Office of the Company during normal business hours from 11.00 am to 5.00 pm on all working days, up to and including the date of the Extraordinary General Meeting of the Company and will also be available for inspection at the meeting.
5. Members/Proxies are requested to bring their duly filled attendance slip sent herewith at the meeting.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their Demat accounts. Members holding shares in physical form or transferees of Physical Shares must furnish their self-attested copy of the PAN card to the Company/ Registrar and Share Transfer Agents.
7. Members are requested to:
  - a) intimate any change in their addresses/mandates and address all their queries relating to shares of the Company to the Registrar and Share Transfer Agents i.e. Karvy Fintech Pvt. Ltd., for shares held in physical form,
  - b) quote Client ID and DP ID in respect of shares held in dematerialized form and ledger folio number in respect of shares held in physical form in all the correspondence.
  - c) make nomination in respect of the shares held in physical form in the Company. The Nomination Form as prescribed by the Ministry of Corporate Affairs can be obtained from the Registrar and Share Transfer Agents of the Company. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.
8. E-Voting
  - (i) 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 by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through E-voting services arranged by National Securities Depository Limited ("NSDL"). The Members may cast their

votes using an electronic voting system from a place other than the venue of the AGM ("remote E-voting").

- (ii) The facility for voting through electronic voting system or polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote E-voting shall be able to exercise their right at the AGM.
- (iii) The Members who have cast their vote by remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iv) The remote E-voting period commences on Friday 27<sup>th</sup> September, 2019 (09:00 AM IST) and ends on 29<sup>th</sup> September, 2019 (05:00 PM IST). During this period, Members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Monday, 23<sup>rd</sup> September, 2019, may cast their vote by remote E-voting. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

**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](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) \_\_\_ 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 where in 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 " " i.e., "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). 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.

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 Mr. B. Srinivas, Manager (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 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.
- 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 Friday, 27<sup>th</sup> September, 2019 (9:00 A.M. IST) and ends on Sunday, 29<sup>th</sup> September, 2019 (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 23<sup>rd</sup> September, 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 paidup equity share capital of the Company as on the cut-off date i.e. 23<sup>rd</sup> September, 2019.
- 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 i.e., 23<sup>rd</sup> September, 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 E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399 Example for NSDL: MYEPWD IN12345612345678

Example for CDSL: MYEPWD 1402345612345678

Example for Physical: MYEPWD 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. 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 of Directors  
For Frontier Informatics Limited**

*V. Sreedevi*

**Vuppuluri Sreedevi  
Whole-time Director  
DIN: 02448540**



**Date: 05<sup>th</sup> September, 2019**

**Place: Hyderabad**

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the items of business of the accompanying notice dated 05<sup>th</sup> September, 2019

**ITEM No. 3**

**Brief Detail of Statutory Auditor seeking appointment at the 31<sup>st</sup> Annual General Meeting:**

(Pursuant to Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Statutory Auditor	<b>M/s. Niranjan &amp; Narayan, Chartered Accountant</b>
FRN:	005899S
Proposed fees payable	50,000 /- (Rupees Fifty Thousand Only)
Terms of appointment	Appointed from the conclusion of 31 <sup>st</sup> AGM till the conclusion of 32 <sup>nd</sup> AGM.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.	No material change in Fee payable to the proposed auditor.
Basis of recommendation for appointment	The firm and the partners have vast experience of Bank audits including Income & Expenditure Audit, Concurrent Audits and Statutory Audits of Branches of various nationalized and private banks.
Details in relation to and credentials of the statutory auditor(s)	M/s. Niranjan & Narayan, Chartered Accountant is a partnership firm engaged in the profession of Chartered Accountancy. The firm has an overall standing of more than a decade.

**ITEM No. 4**

Ms. Kolia Sudha has been a Non-Executive Director of the Company since 19<sup>th</sup> July, 2018 and is considered as an Independent Director under Resolution 16(1)(b) of the securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015.

As per the provisions of Section 149 of the Act, which has come into force with effect from 1<sup>st</sup> April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Ms. Kolia Sudha has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Ms. Kolia Sudha as Independent Director was placed before the Nomination & Remuneration Committee, which commends her appointment as an Independent Director up to the ensuing 32<sup>nd</sup> Annual General Meeting.

In the opinion of the Board, Ms. Kolia Sudha fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and she is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, and in compliance

with SEBI (LODR) Regulations, 2015 the appointment of Ms. Kolla Sudha as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Other than Ms. Kolla Sudha, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

**ITEM No. 5, 6 & 7**

Under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Shareholders through resolution. The said Regulation further provides a definition of the term 'Material' as follows:

"A transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company."

As a part of its regular business, the Company Frontier Informatics Limited is engaged in the business of software development and consultancy services. The company would like to use the office premises of Xenosoft Technologies (India) Private Limited for its business purposes.

The company expects to indulge in purchase/sale of software services with XT Global INC and Ciculus LLC.

XTGlobal Inc is a Subsidiary of Xenosoft Technologies (India) Pvt. Ltd and Frontier Informatics Limited is a company having common directors with Xenosoft Technologies (India) Pvt. Ltd. About ciculus LLC, Mr. Ramarao Atchuta Mullapudi is a partner of Ciculus LLC.

The Audit Committee of the Board of Directors of the Company reviewed the proposed transactions between the Company and Xenosoft Technologies (India) Pvt. Ltd; XTGlobal Inc. and Ciculus LLC after that recommended the same for approval by the Board of Directors and Members of the Company. The Board of Directors also at their meeting held on 05th September 2019 reviewed the transactions with Xenosoft Technologies (India) Pvt. Ltd., XT Global Inc. and Ciculus LLC proposed the same to be placed before the Members for their approval.

The Members' approval to the above material related party transactions is sought in terms of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Ms. Vuppuluri Sreedevi, Whole-time Director and Mr. Ramarao Atchuta Mullapudi, director being interested in the Xenosoft Technologies (India) Pvt. Ltd. and Mr. Ramarao Atchuta Mullapudi, director being interested in XTGlobal Inc and Ciculus LLC with respect to transactions at Item No. 5, 6 & 7 as Directors of the Company, no other Director, Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5, 6 & 7 of the Notice.

The Members' approval is solicited for the resolutions at Item Nos. 5, 6 & 7 of the accompanying Notice.

**ITEM No. 8**

Mr. Ramarao Atchuta Mullapudi, is the Promoter Director of the Company and has been engaged in the day to day activities of the Company since last year and half.

Considering his vast experience in the field of software and Computer applications, it is proposed to appoint him as Managing Director and Chairman of the Company for a period of 5 years with effect from 01<sup>st</sup> October, 2019 to 30<sup>th</sup> September, 2024. The Board of Directors of the Company in their meeting held on 05<sup>th</sup> September, 2019 appointed Mr. Ramarao Atchuta Mullapudi, as the Managing Director and Chairman of the Company subject to necessary approval by shareholders in the Annual General Meeting and further approval of other regulatory authorities including BSE and Central Govt. In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Mr. Ramarao Atchuta Mullapudi (DIN: 02302179) as Managing Director and Chairman of the Company. The Board after taking confirmation with Nomination and Remuneration Committee recommend the resolution as set out in item no. 8 for approval of the members as a Special Resolution.

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

None of the Directors other than Mr. Ramarao Atchuta Mullapudi is interested in the respective Resolution.

**ITEM No. 9**

Your Company proposes to acquire 33.94% of total equity of Xenosoft Technologies (India) Pvt Ltd (Xenosoft) which is engaged in the business of Information Technology and Information Technology Enabled Services and accordingly a resolution has been passed to issue and allot 4,40,00,000 Equity shares of Rs. 1/- each at an issue price of R. 3.5 each (a premium of Rs. 2.5/- per share) amounting to Rs. 15,40,00,000/- on preferential basis to the shareholders of Xenosoft in proportion to their respective shareholding in the Xenosoft for consideration other than cash i.e swap of Equity shares by allotment of above said equity shares through preferential basis to augment future prospects of the Company. In view of this, it is proposed to create, offer, issue and allot 4,40,00,000 (Four Crore Forty Lakhs Only) Equity shares of Rs.1/- each fully paid at an issue price of Rs.3.5 each (a premium of Rs. 2.5/- per share) amounting to Rs. 15,40,00,000/- to the shareholders 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.

Xenosoft Technologies (India) Private Limited is a Private Limited Company incorporated under the Companies Act, 1956 (CIN: U72200TG2006PTC049779) having its Registered Office at Ramky Selenium, P.No.31 Part & 32, Tower A, 3<sup>rd</sup> Floor, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032. Engaged in the business activity of Software development, IT consulting and other IT enabled services since last 13 years. The Company is having markable growth in past years and having consolidated turnover around INR200 Crores in the Financial Year 2018-19. It is a Holding Company of XTGlobal Inc, a USA based Company having renowned name in IT sector and it was awarded as fastest growing Company in the years 2007 to 2013. Circulus LLC. is a product based enterprise in USA having renowned name as a quality provider of services.

The details of the issue and other particulars as required in terms of the Chapter V of the SEBI (LODR) Regulations, 2015 in relation to the above said Special Resolution are given as under:

**a. Object of the issue:** To acquire business of Xenosoft Technologies (India) Pvt. Ltd. and to expand the Business operations of the Company.

**b. Maximum number of specified securities to be issued and price of the equity share:** The

resolution set out in the accompanying notice authorizes the Board to issue up to 4,40,00,000 Equity shares of Rs. 1 each at a price of Rs. 3.50/- each (including premium of Rs. 2.50 per share) on preferential basis for consideration other than cash i.e swap of Equity shares.

**c. Basis on which the price has been arrived at along with report of the registered valuer:**

The price of equity shares to be issued is fixed at Rs. 3.50/- including a premium of Rs. 2.50/- per equity share of Face Value of Rs.1/- each in accordance with the price determined in terms of Regulations of the ICDR Regulations, 2018.

**d. Relevant date with reference to which the price has been arrived at:** The relevant date in terms of Regulation 161(a) of SEBI (ICDR) Regulations, 2018 for determining the price of Equity share with reference to the proposed allotment is not applicable for the preferential allotment as the shares of the company are not frequently traded.

**e. the class or classes of persons to whom the allotment is proposed to be made:** The Company is Offering shares to subscribe through preferential basis to the Promoter, Directors and some identified persons.

**f. Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:** None of the Directors, Key Managerial Personnel or Promoters of the Company except Mr. Ramarao Archuta Mullapudi, one of the promoters and promoter group of the Company intend to subscribe to the Preferential Allotment.

**g. The proposal for Preferential Allotment to Promoters, Directors Key Management persons to subscribe to the offer:** The details of Promoters, Directors, Key Management persons and other identified persons of the Company intending to subscribe for the equity shares, with their present and proposed shareholding is as under:

Name of the promoter Promoter & promoter group	Present shareholding		Proposed preferential allotment (No. of shares)	Total shares (post preferential allotment)	Total % post allotment	Increase / (Decrease) in %
	No. of shares	%				
Ramarao Archuta Mullapudi	2,55,00,125	50.04	3,40,93,694	5,95,93,819	62.76	12.72
Harika Vardhani Mullapudi	0	0.00	29,24,942	29,24,942	3.08	3.08
Vuppuluri Sri Rama Rudra Prasad	0	0.00	2,24,072	2,24,072	0.74	0.74
Vuppuluri Subbarao	0	0.00	1,36,933	1,36,933	0.14	0.14
Vuppuluri Jayalakshmi	0	0.00	1,36,933	1,36,933	0.14	0.14
Total	2,55,00,125	50.04	3,75,16,574	6,30,16,699	66.36	16.32

**h. 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	7,61,275	1.49%	12,59,213	1.33%
2	Foreign Promoters	2,55,00,125	50.04%	6,25,18,761	65.84%
	Sub-Total (A)	2,62,61,400	51.53%	6,37,77,974	67.17%
B	Public Share holding				



3	Institutions				
A	Financial Institutions/Banks	600	0.00%	600	0.00%
B	Mutual Funds & UTI	5,900	0.01%	5,900	0.00%
C	Venture Capital Funds	-	-	-	-
D	FII's	-	-	-	-
E	Foreign Venture Capital Investors	2,800	0.01%	2,800	0.00%
4	Non-Institutions				
(i)	Individuals Holding upto 2.00 lakhs nominal value	60,15,988	11.81%	61,19,133	6.44%
(ii)	Individuals Holding above 2.00 lakhs nominal value	1,79,92,140	35.31%	2,43,72,421	25.67%
(iii)	Clearing Members	-	-	-	-
(iv)	Others including companies	6,76,370	1.33%	6,76,370	0.00%
	Sub-Total (B)	2,46,93,798	48.46%	3,11,77,224	32.83%
C	Any Others: Shares held by Custodians against Depository Receipts, FCCBs etc.,	-	-	-	-
	Sub-Total (c)	-	0.00%	-	0.00%
	Grand Total (A+B)	5,09,55,198	100.00%	9,49,55,198	100.00%

- i. **The change in control, if any, in the company that would occur consequent to the preferential offer:** There shall be no change in the board of directors and control of the company pursuant to the preferential issue. However, there will be a corresponding change in the shareholding pattern as well as voting rights consequent to this preferential allotment.
- j. **The Proposed time within which the allotment shall be completed:** As required under the SEBI (ICDR) Regulations, 2018 the Company shall complete the allotment of the Allotment Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and allotment of the Allotment Shares, and in the event the allotment of the Allotment Shares requires any approval(s) from any regulatory authority including Competition Commission of India or the Central Government, within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other concerned authorities, as the case may be.
- k. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue**

Proposed allottee	Ultimate beneficial owner	Category	% of pre-issue capital held	% of post-issue capital that may be held	Change in %
Ramarao Atchuta Mullapudi	Self	Promoter	50.044	62.76	12.716
Hanika Vardhani Mullapudi	Self	Promoter group	0.000	3.08	3.08
Vuppuluri Sri Rama Rudra Prasad	Self	Promoter group	0.000	0.236	0.236
Vuppuluri Subbarao	Self	Promoter group	0.000	0.144	0.144
Vuppuluri	Self	Promoter	0.000	0.144	0.144

Jayalakshmi		group			
Batlanki Lakshmi Narasimham	Self	Public	0.000	3.380	3.380
Sharyala Gangadhar	Self	Public	0.000	2.761	2.761
Gasparro Diane	Self	Public	0.000	0.354	0.354
Dunna Venkata Ravindra	Self	Public	0.059	0.257	0.198
Vasanth Velupandian	Self	Public	0.079	0.083	0.004
Venkata Vijayram Dunna	Self	Public	0.039	0.059	0.02
Raja Sekhar Kunkuma	Self	Public	0.039	0.051	0.012
<b>Total</b>			<b>50.260</b>	<b>73.309</b>	<b>23.049</b>

- l. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

In the financial year 2018-19 the company has not made any allotment on preferential basis.

- m. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Exchange method:**

The Company is issuing the Equity shares to the investors on a preferential basis for consideration other than cash, and in accordance with the ICDR Regulations, 2018, Your company has taken the valuation of the shares i.e in consideration for which the equity shares are issued based upon the valuation report dated 9th August 2019 given by Mr. A Someswara Rao, Registered Valuer, Considering the Valuation report, your company's Board of Directors has approved and passed the resolution for issue of 4,40,00,000 Equity shares for the Purchase Consideration of Rs. 15,40,00,000 (Fifteen Crore Forty Lakhs Only) which shall be discharged by issuing the Equity Shares to the shareholders of Xenosoft Technologies (India) Private Limited for the purchase of around 33.94% stake in the Business Undertaking.

- n. Undertaking:** The company undertakes to re-compute the price of the Equity share in terms of the provisions of SEBI (ICDR) Regulations, 2018 where it is required to do so.
- o. Undertaking:** 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.
- p. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations, 2018**  
Disclosure is not applicable in the present case as neither the company nor its promoters / directors are wilful defaulters.
- q. Pricing:** As the shares of the company are not frequently traded, the price of Rs. 5 per share was determined by the company taking into account the valuation parameters prescribed under Regulation 165 of SEBI (ICDR) Regulations, 2018.
- r. Auditors' Certificate:** The Certificate being issued by M/s. Niranjan & Naryan, Chartered Accountants, Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, will be placed before the Members at the AGM and will be kept open for inspection at the Registered Office of the Company between 10:00 AM and 1:00 PM on all working days between Monday to Friday of every week, up to the date of this AGM.
- s. Terms of Issue of the Equity Shares, if any:** The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.
- t. Relevant date:** The relevant date in terms of Regulation 161(a) of SEBI (ICDR) Regulations, 2018

for determining the price of Equity share with reference to the proposed allotment is not applicable for the preferential allotment as the shares of the company are not frequently traded.

- u. **Lock-in period and restrictions on transferability:** The Equity shares of the company allotted to promoters / promoter group to the extent of Twenty percent shall be locked-in for three years from the date of trading approval granted by Stock exchange. Equity shares allotted in excess of the Twenty percent shall be locked-in for one year from the date of trading approval.

The Equity shares allotted on a preferential basis to persons other than the promoters and promoter group and the equity shares allotted issued on preferential basis to such persons shall be locked-in for a period of one year from the date of trading approval.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of trading approval.

#### **ITEM No. 10**

The Board of Directors of the Company in its meeting held on 28<sup>th</sup> August, 2019 decided to change the name of the Company from "Frontier Informatics Limited" to "XTGlobal Infotech Limited" because the management of the Company has changed and they are in the view to fram and give new dimensions to the Company for branding and expansion of the Company, Board has decided to change its name as XTGlobal Infotech Limited and the Board considered the same as an appropriate name for the company.

The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding and re-structuring would make the name of the Company simple, sharp and focused.

The name "XTGlobal Infotech Limited" has been duly approved and made available for changing the name by the Central Registration Center, Minister of Corporate affairs vide its name approval letter dated 30<sup>th</sup> August, 2019.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

#### **ITEM No. 11**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) any person appointed as an Additional Director of the Company can hold office only upto the date of ensuing 32<sup>nd</sup> Annual General Meeting. Since Mr. China S N Murthy Anupindi (DIN:05149921), was appointed as an Additional Director of the Company w.e.f. 05<sup>th</sup> September, 2019, his term of office would expire at ensuing 32<sup>nd</sup> Annual General Meeting and eligible for the re-appointment as an Independent Director.

The Company has received declaration from Mr. China S N Murthy Anupindi, that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. The Company has also received a Notice from Mr. China S N Murthy Anupindi in writing as prescribed under Section 160 of the Act, proposing his candidature for the office of Independent Director, not liable to retire by rotation, under Section 149 of the Companies Act, 2013. In the opinion of the Board, he fulfills the conditions for appointment as Independent Director, as specified in the Companies Act, 2013. A copy of the draft

letter of appointment setting out the terms and conditions of appointment of Independent Director is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days upto the date of the AGM.

Further brief profile of Mr. China S N Murthy Anupindi is enclosed as annexure to this notice. The Board recommends the resolution for approval of Equity Shareholders of the Company at Item No. 11 as an Ordinary Resolution.

Except Mr. China S N Murthy Anupindi and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relative(s) is / are in any way concerned or interested, in passing of the resolution set out at Item No. 11 of the Notice.

**ITEM No. 12**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) any person appointed as an Additional Director of the Company can hold office only upto the date of ensuing Annual General Meeting. Since Mr. Sreenivasa Rao Potti (DIN:05119348), was appointed as an Additional Director of the Company w.e.f. 05<sup>th</sup> September, 2019, his term of office would expire at ensuing Annual General Meeting and eligible for the appointment as an Independent Director.

The Company has received declaration from Mr. Sreenivasa Rao Potti, that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. The Company has also received a Notice from Mr. Sreenivasa Rao Potti in writing as prescribed under Section 160 of the Act, proposing his candidature for the office of Independent Director, not liable to retire by rotation, under Section 149 of the Companies Act, 2013. In the opinion of the Board, he fulfills the conditions for appointment as Independent Director, as specified in the Companies Act, 2013. A copy of the draft letter of appointment setting out the terms and conditions of appointment of Independent Director is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days upto the date of the AGM.

Further brief profile of Mr. Sreenivasa Rao Potti is enclosed as annexure to this notice. The Board recommends the resolution for approval of Equity Shareholders of the Company at Item No. 12 as an Ordinary Resolution.

Except Mr. Sreenivasa Rao Potti and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relative(s) is / are in any way concerned or interested, in passing of the resolution set out at Item No. 12 of the Notice.

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

*V. Sreedevi*  
**Vuppuluri Sreedevi**  
**Whole-time Director**  
**DIN: 02448540**



**Date: 05<sup>th</sup> September, 2019**  
**Place: Hyderabad**

**Brief Profile of Directors seeking Appointment / Reappointment at the 31<sup>st</sup> Annual General Meeting:**

{Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

and Secretarial Standard 2 (SS-2)}

Name of Director	Mr. Mullapudi Atchuta Rama Rao	Ms. Kolla Sudha	Mr. China S N Murthy Anupindi	Mr. Sreenivasa Rao Potti
DIN	02302179	06603646	05149921	05119348
Age	55 years	55 years	55 years	53 years
Qualification	Post-Graduate	Post-Graduate	Post-Graduate in Computer Applications	Post Graduate in Computer Applications
Date of Appointment	13-04-2018	19-07-2018	05-09-2019	05-09-2019
Expertise				
Directorships as on 31 <sup>st</sup> March, 2019 in Other Listed Companies	Nil	Nil	Nil	Nil
Chairmanship/Membership of the Committees of other Companies	Nil	Nil	Nil	Nil
Shareholding in the Company	47.41	Nil	Nil	Nil
Disclosure of relationships between directors inter-se:	He is not related to any Director of the Company	She is not related to any Director of the Company	He is not related to any Director of the Company	He is not related to any Director of the Company