

# Frontizo Business Services Private Limited

(CIN: U74900DL2012PTC233481)

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## NOTICE OF 10<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 10<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF FRONTIZO BUSINESS SERVICES PRIVATE LIMITED WILL BE HELD ON FRIDAY, 30<sup>TH</sup> DAY OF SEPTEMBER 2022 AT 12:00 NOON AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT S-405 (LGF), GREATER KAILASH-II, NEW DELHI-110048 TO TRANSACT THE FOLLOWING BUSINESSES:**

### **ORDINARY BUSINESS:**

1. To receive, consider, approve, and adopt the Audited Financial Statements of the Company including the Consolidated Financial Statements for the Financial Year ended March 31<sup>st</sup>, 2022, and Reports of the Board of Directors and Auditors' Report thereon:

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

"RESOLVED THAT the Audited Financial Statements including Consolidated Financial Statements of the Company comprising of Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement and Statement of Equity for the Financial Year ended March 31<sup>st</sup>, 2022, together with notes thereto, reports of the Board of Directors and Auditors' Report, as circulated to the Shareholders and presented before the meeting, be and are hereby received, considered, approved and adopted by the Shareholders."

### **SPECIAL BUSINESSES:**

2. To consider and approve the appointment of Mr. Deepak Dhingra (DIN: 09541186), as a 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 Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), Mr. Deepak Dhingra (DIN: 09541186) be and is hereby appointed as a Director of the Company, with effect from the date of this 10<sup>th</sup> Annual General Meeting i.e. 30<sup>th</sup> September 2022.

RESOLVED FURTHER THAT Mr. Bhaskar Jagubhai Patel (DIN: 03292474), Mr. Sunil Sadashiv Chitale (DIN: 06908275), Mr. Yash Vir Bhardwaj (DIN: 01714824) and Mr. Essaji Goolam Vahanvati (DIN: 00157299), Directors, Mr. Sharath Narahari Belur, Chief Financial Officer and Ms. Himani Singh, Company Secretary of the Company, be and are hereby severally authorized for and on behalf of the Company to sign and file necessary forms as

# Frontizo Business Services Private Limited

(CIN: U74900DL2012PTC233481)

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required under the provisions of the Companies Act, 2013 with the Registrar of the Companies and to make necessary entries in the Statutory Registers and to do all such acts, things and deeds as may be necessary or desirable to give effect to the aforesaid resolution."

**3. To consider and approve the appointment of Mr. Vivek Somareddy (DIN: 08887784), as a 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 Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), Mr. Vivek Somareddy (DIN: 08887784) be and is hereby appointed as a Director of the Company, with effect from the date of this 10<sup>th</sup> Annual General Meeting i.e. 30<sup>th</sup> September 2022.

**RESOLVED FURTHER THAT** Mr. Bhaskar Jagubhai Patel (DIN: 03292474), Mr. Sunil Sadashiv Chitale (DIN: 06908275), Mr. Yash Vir Bhardwaj (DIN: 01714824), Mr. Essaji Goolam Vahanvati (DIN: 00157299), Mr. Bodhisattwa Biswas (DIN: 09714109), Directors, Mr. Sharath Narahari Belur, Chief Financial Officer and Ms. Himani Singh, Company Secretary of the Company, be and are hereby severally authorized for and on behalf of the Company to sign and file necessary forms as required under the provisions of the Companies Act, 2013 with the Registrar of the Companies and to make necessary entries in the Statutory Registers and to do all such acts, things and deeds as may be necessary or desirable to give effect to the aforesaid resolution."

**4. To consider and approve the appointment of Mr. Bodhisattwa Biswas (DIN: 09714109), as a 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 Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), Mr. Bodhisattwa Biswas (DIN: 09714109) be and is hereby appointed as a Director of the Company, with effect from the date of this 10<sup>th</sup> Annual General Meeting i.e. 30<sup>th</sup> September 2022.

**RESOLVED FURTHER THAT** Mr. Bhaskar Jagubhai Patel (DIN: 03292474), Mr. Sunil Sadashiv Chitale (DIN: 06908275), Mr. Yash Vir Bhardwaj (DIN: 01714824), Mr. Essaji Goolam Vahanvati (DIN: 00157299), Mr. Vivek Somareddy (DIN: 08887784), Directors, Mr. Sharath Narahari Belur, Chief Financial Officer and Ms. Himani Singh, Company Secretary

# Frontizo Business Services Private Limited

(CIN: U74900DL2012PTC233481)

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of the Company, be and are hereby severally authorized for and on behalf of the Company to sign and file necessary forms as required under the provisions of the Companies Act, 2013 with the Registrar of the Companies and to make necessary entries in the Statutory Registers and to do all such acts, things and deeds as may be necessary or desirable to give effect to the aforesaid resolution."

For and on behalf of the Board of Directors of  
**Frontizo Business Services Private Limited**

**Himani Singh**

Company Secretary

Membership No. A40429

Address: E-1/1, Police Quarters, Model  
Town I, Delhi 110009

Place: New Delhi

Date: September 7, 2022

# Frontizo Business Services Private Limited

(CIN: U74900DL2012PTC233481)

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## Notes:

1. The Explanatory Statement setting out the material facts pursuant to the provisions of Section 102(1) of the Companies Act, 2013, in respect of the Special Businesses set out above is enclosed hereto and forms a part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY COMPLETED AND SIGNED IN THE ENCLOSED FORM AND FILED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY - EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**  
In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member of the Company.
3. A Form of Proxy is enclosed. The Form of Proxy should be duly filled, signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it and a revenue stamp of adequate value should be affixed before filing the same with the Company.
4. Pursuant to Section 113 of the Companies Act, 2013, Corporate Members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution and Authorization Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged at any time during business hours of the Company, provided that not less than three days of notice in writing of the intention to inspect is given to the Company.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 will be available for inspection in physical form by the Members during business hours on a working day at the registered office of the Company. All other documents referred to in the Notice and Explanatory Statement will be available for inspection in physical form by the Members during business hours on a working day at the registered office of the Company.

# Frontizo Business Services Private Limited

(CIN: U74900DL2012PTC233481)

- Members/proxies/authorized representatives are requested to bring the duly filled in Attendance Slip enclosed herewith to attend the meeting.
- Enclosed the route map and prominent landmark for easy location.

## **THE EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECRETARIAL STANDARDS:**

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

### **Item No. 02**

The Board of Directors appointed Mr. Deepak Dhingra (DIN: 09541186) as an Additional Director and further designated him as Managing Director & Chief Executive Officer of the Company w.e.f April 18, 2022. In terms of Section 161 (1) of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Deepak Dhingra (DIN:09541186) holds office as an Additional Director up to the date of forthcoming Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier.

Accordingly, in terms of the requirements of Section 149, 152, 161, and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, approval of the members of the Company is required for the appointment of Mr. Deepak Dhingra (DIN: 09541186) as a Director of the Company.

In this regard, the Company had received a notice from Mr. Deepak Dhingra (DIN: 09541186) signifying his intention to be appointed as a Director of the Company. In compliance with the provisions of Secretarial Standards, the following are the brief particulars of Mr. Deepak Dhingra (DIN: 09541186):

1	Age	47 Years
2	Qualifications	MBA, BSC & Diploma in Software Technology & Systems Management
3	Experience	23 Years of Experience
4	Terms and conditions of Appointment	As per Appointment Letter
5	Amount of remuneration sought to be paid	As per Appointment Letter
6	Remuneration last drawn	As per Appointment Letter
7	Date of first appointment on the Board	Appointed as Additional Director w.e.f. 18.04.2022;

# Frontizo Business Services Private Limited

(CIN: U74900DL2012PTC233481)

		Designated as Managing Director w.e.f. 18.04.2022 for 5 Years.
8	Shareholding in the company	Nil
9	Relationship with directors, Manager, KMP of the Company	Nil
10	No. of Meetings of Board attended during the year	Nil
11	Other directorship/ membership/ chairmanship of committees of the Board	Other Directorship/ Membership/ Chairman of Board - Nil

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the resolution at **Item No 02** of this Notice for your approval as **Ordinary Resolution**.

*None of the Directors, Key Managerial Personnel and their respective relatives except Mr Deepak Dhingra are in any way concerned or interested in proposed resolutions either financial or otherwise.*

## **Item No. 03**

The Board of Directors appointed Mr. Vivek Somareddy (DIN: 08887784) as an Additional Director of the Company w.e.f August 25, 2022. In terms of Section 161 (1) of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Vivek Somareddy (DIN: 08887784) holds office as an Additional Director up to the date of forthcoming Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier.

Accordingly, in terms of the requirements of Section 149, 152, 161, and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, approval of the members of the Company is required for the appointment of Mr. Vivek Somareddy (DIN: 08887784) as a Director of the Company.

In this regard, the Company had received a notice from Mr. Vivek Somareddy (DIN: 08887784) signifying his intention to be appointed as a Director of the Company. In compliance with the provisions of Secretarial Standards, the following are the brief particulars of Mr. Vivek Somareddy (DIN: 08887784):

1	Age	42 Years
2	Qualifications	Post Graduate
3	Experience	15 Years
4	Terms and conditions of Appointment	As per Board Resolution
5	Amount of remuneration sought to be paid	Nil
6	Remuneration last drawn	Nil
7	Date of first appointment on the Board	Appointed as Additional Director w.e.f. 25.08.2022.



# Frontizo Business Services Private Limited

(CIN: U74900DL2012PTC233481)

8	Shareholding in the company	Nil
9	Relationship with directors, Manager, KMP of the Company	Nil
10	No. of Meetings of Board attended during the year	Nil
11	Other directorship/ membership/ chairmanship of committees of the Board	Other Directorship/ Membership/ Chairman of Board - Nil

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the resolution at **Item No 03** of this Notice for your approval as **Ordinary Resolution**.

*None of the Directors, Key Managerial Personnel and their respective relatives except Mr. Vivek Somareddy are in any way concerned or interested in proposed resolutions either financial or otherwise.*

## **Item No. 04**

The Board of Directors had appointed Mr. Bodhisattwa Biswas (DIN: 09714109) as an Additional Director of the Company w.e.f August 25, 2022. In terms of Section 161 (1) of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Bodhisattwa Biswas (DIN: 09714109) holds office as an Additional Director up to the date of forthcoming Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier.

Accordingly, in terms of the requirements of Section 149, 152, 161, and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, approval of the members of the Company is required for the appointment of Mr. Bodhisattwa Biswas (DIN: 09714109) as a Director of the Company.

In this regard, the Company had received a notice from Mr. Bodhisattwa Biswas (DIN: 09714109) signifying his intention to be appointed as a Director of the Company. In compliance with the provisions of Secretarial Standards, following are the brief particulars of Mr. Bodhisattwa Biswas (DIN: 09714109):

1	Age	35 Years
2	Qualifications	Post Graduate/Master/Equivalent
3	Experience	10+ Years
4	Terms and conditions of Appointment	As per Board Resolution
5	Amount of remuneration sought to be paid	Nil
6	Remuneration last drawn	Nil

# Frontizo Business Services Private Limited

(CIN: U74900DL2012PTC233481)

7	Date of first appointment on the Board	Appointed as Additional Director w.e.f. 25.08.2022.
8	Shareholding in the company	Nil
9	Relationship with directors, Manager, KMP of the Company	Nil
10	No. of Meetings of Board attended during the year	Nil
11	Other directorship/ membership/ chairmanship of committees of the Board	Other Directorship/ Membership/ Chairman of Board - Nil

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the resolution **at Item No 04** of this Notice for your approval as **Ordinary Resolution**

*None of the Directors, Key Managerial Personnel and their respective relatives except Mr. Bodhisattwa Biswas are in any way concerned or interested in proposed resolutions either financial or otherwise.*



# Frontizo Business Services Private Limited

(CIN: U74900DL2012PTC233481)

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**FRONTIZO BUSINESS SERVICES PRIVATE LIMITED**

**CIN: U74900DL2012PTC233481**

## **ATTENDANCE SLIP**

**(To be presented at the entrance)**

**10<sup>th</sup> Annual General Meeting on Friday, September 30, 2022, at 12:00 Noon at the Registered office of the Company situated at S- 405 (LGF), Greater Kailash - II, New Delhi - 110 048**

**Folio No/Customer ID: \_\_\_\_\_**

**DPID No: \_\_\_\_\_**

**No. of Shares Held: \_\_\_\_\_**

**Name of Member: \_\_\_\_\_ Signature \_\_\_\_\_**

**Name of Authorized Representative (body corporate) \_\_\_\_\_ Signature \_\_\_\_\_**

**Name of Proxy holder: \_\_\_\_\_ Signature \_\_\_\_\_**

**I hereby record my presence at the 10<sup>th</sup> Annual General Meeting on Friday, September 30, 2022, at 12:00 Noon at the Registered office of the Company situated at S- 405 (LGF), Greater Kailash - II, New Delhi - 110 048**

# Frontizo Business Services Private Limited

(CIN: U74900DL2012PTC233481)

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Form No. MGT-11

Proxy form

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

10<sup>th</sup> Annual General Meeting: Friday, September 30, 2022

CIN: **U74900DL2012PTC233481**

Name of the Company: **Frontizo Business Services Private Limited**

Registered office: S-405 (LGF), Greater Kailash – II, New Delhi – 110 048

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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

1. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him

3. Name: .....

Address:

E-mail Id:

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the  
10<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, September 30, 2022  
at 12:00 Noon at the Registered Office of the Company at S-405 (LGF), Greater Kailash –  
II, New Delhi – 110 048 and at any adjournment thereof in respect of such resolutions as  
are indicated below:

# Frontizo Business Services Private Limited

(CIN: U74900DL2012PTC233481)

Resolution No.	Description of Resolutions	For	Against
<b>Ordinary Business</b>			
1	To receive, consider, approve and adopt the Audited Financial Statements of the Company including the Consolidated Financial Statements for the Financial Year ended March 31 <sup>st</sup> , 2022 and Reports of the Board of Directors and Auditors' Report thereon.  <b>(Ordinary Resolution)</b>		
<b>Special Businesses</b>			
2	To consider and approve the appointment of Mr. Deepak Dhingra (DIN: 09541186), as a Director of the Company.  <b>(Ordinary Resolution)</b>		
3	To consider and approve the appointment of Mr. Vivek Somareddy (DIN: 08887784), as a Director of the Company.  <b>(Ordinary Resolution)</b>		
4	To consider and approve the appointment of Mr. Bodhisattwa Biswas (DIN: 09714109), as a Director of the Company.  <b>(Ordinary Resolution)</b>		

Signed this..... day of..... 2022

Signature of shareholder

Signature of Proxy holder(s)

AFFIX  
REVENUE  
STAMP OF.  
0.15 PAISE

**Note: This form of proxy in order to be effective should be duly stamped, completed signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

# Frontizo Business Services Private Limited

(CIN: U74900DL2012PTC233481)

## [ROUTE MAP AND PROMINENT LANDMARK]



Please click on the below mentioned link to navigate the destination

<https://goo.gl/maps/6BWEjLfjoW32>

Venue of Meeting: S -405 (LGF), Greater Kailash-II, New Delhi-110048

Prominent Landmark: M Block Market, Greater Kailash II.