Date: September 08, 2026

To,
Listing & Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra
Mumbai - 400051, India

Company Symbol : **CELLECOR**
Company ISIN : **INE0OMO01025**

Sub: Submission of Notice of 6th Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 and Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Notice convening the 06th Annual General Meeting ("AGM") of **Cellecor Gadgets Limited.**

The 06th AGM of the Company is scheduled to be held on **Wednesday, 30th September, 2026 at 04:00 P.M.** through **Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")**, to transact the businesses as set out in the Notice of the AGM.

The Notice of the AGM is enclosed herewith for your information and records.

The same is also being made available on the website of the Company at www.cellecor.com.

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,
For and on behalf of
Cellecor Gadgets Limited

RAVI AGARWAL
Digitally signed by RAVI AGARWAL
Date: 2026.09.08 12:50:01 +05'30'

Ravi Agarwal
Managing Director
DIN: 08471502

Encl.: Notice of 06th Annual General Meeting

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 6th (Sixth) Annual General Meeting (“Meeting”) of the Member(s) of Cellecor Gadgets Limited (“Company”) will be held on Wednesday 30th day of September 2026 at 04:00 P.M. IST through Video Conferencing (“VC”)/ Other Audio- Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone and Consolidated Financial Statements

   To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

2. Re-appointment of Mr. Ravi Agarwal (DIN: 08471502), who is liable to retire by rotation

   To re-appoint Mr. Ravi Agarwal (DIN: 08471502) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment:

   “RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ravi Agarwal (DIN: 08471502), who retires by rotation, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

3. Increase in the ceiling on remuneration payable to Mr. Ravi Aggarwal, 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 in partial modification of the Resolution passed at the Extra-Ordinary General Meeting held on June 20, 2023 for the appointment and remuneration of Mr. Ravi Aggarwal as a Managing Director of the Company and the subsequent revision in his remuneration approved by the Members at the Annual General Meeting held on September 28, 2024.and subject to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and to the extent applicable, and the Remuneration Policy of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for revision/increase in the remuneration payable to Mr. Ravi Agarwal (DIN: 08471502), Managing Director of the Company, from the existing ceiling of ₹90,00,000 (Rupees Ninety Lakhs) per annum to a ceiling of ₹1,50,00,000 (Rupees One Crore Fifty Lakhs) per annum, with effect from October 1, 2026, for the remaining period of his existing tenure up to June 19, 2028, on such terms and conditions as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT except for the aforesaid revision in remuneration, all other terms and conditions of the appointment of Mr. Ravi Agarwal as Managing Director, as approved by the Members at the Extra-Ordinary General Meeting held on June 20, 2023 and the subsequent revision in his remuneration approved by the Members at the Annual General Meeting held on September 28, 2024, shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company, including the Nomination and Remuneration Committee, be and is hereby authorised to determine, revise and vary the components of the remuneration payable to Mr. Ravi Agarwal within the overall ceiling approved by the Members, subject to the applicable provisions of the Act, Schedule V thereto, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors and/or KMP of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For Cellecor Gadgets Limited

Sd/-
Ravi Agarwal
Managing Director
DIN: 08471502

Date: 07.09.2026
Place: New Delhi

IMPORTANT NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021,19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 and Circular No. 03/2025 dated 22nd September, 2025 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/ CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/P/ CIR/2022/0063 dated May 13, 2022, and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January 2023,(collectively referred to as "SEBI Circulars") permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the aforesaid MCA Circulars, the 6th Annual General Meeting of the Members of the Company will be held through VC/ OAVM Wednesday, September 30, 2026 at 04:00 P.M. (IST), without the physical presence of the Members at a common venue. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at AG-12, Shalimar Bagh, Delhi-110088.

2. In accordance with Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/ Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at AG-12, Shalimar Bagh, Delhi-110088, India which shall be the deemed venue of the AGM.

3. Explanatory Statement setting out material facts pursuant to section 102(1) **of the Companies Act, 2013 ("Act")**, which sets out details relating to Ordinary Business to be transacted at the 6th Annual General Meeting is annexed and forms part of this notice hereto.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote at the meeting.

6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM). Pursuant to Section 113 of the Companies Act, 2013, Corporate members and other non-individual (Institutional members) intending to participate in the AGM can authorize their representatives to participate and vote at the meeting are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization Cellecor | Annual Report 2025- 2026 etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting/e-voting at the AGM. The said Resolution/ Authorisation shall be sent to the Scrutinizer and the Company by email through its registered email address to csanumalhotra0403@gmail.com and cs@ cellecor.in with a copy marked to helpdesk, evoting@nsdl.com. Further, HUF members shall participate through Karta or any other member of HUF duly authorized by the Karta by way of authority letter.

7. Since the AGM will be held through Video Conferencing VC/ OAVM Other Audio Visual Means, the route map of the venue of the Meeting is not annexed hereto.

8. The Members attending the AGM through Video Conferencing VC/ Other Audio Visual Means ("OAVM"), shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

9. In terms of the provisions of Section 152 of the Act, Mr. Ravi Agarwal, (DIN: 08471502) retire by rotation at the AGM and, being eligible, offers himself for re-appointment. Nomination and Remuneration Committee and the Board of Directors of the Company recommend their respective reappointments.

10. Details as per regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting ("SS-2") as issued by the Institute of Company Secretaries of India relating to the Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.

11. The facility of participation at the AGM through Video Conferencing VC/ Other Audio Visual Means OAVM will be made available on first come first served basis (FCFS). No

restrictions on account of FCFS entry into AGM will apply in respect of large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and stakeholders' Relationship Committee, Auditors, etc.

12. Members may join the 6th AGM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) Facility by following the procedure as mentioned below in the notice, which shall be kept open for 30 minutes before the time scheduled to start the 6th AGM and the Company may close the window for joining the VC Facility, 15 minutes after the scheduled time to start the AGM. Attendance of members will be counted as the members who have successfully logged in through VC or OAVM and shall be counted for the purpose of reckoning of the quorum under section 103 of the Act.

13. Pursuant to Section 72 of the Act, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members of the Company may nominate a person in whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. Accordingly, members holding shares in dematerialised form, the nomination form may be filed with the concerned Depository Participant.

14. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form effective from April 1, 2019. SEBI has also mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts.

15. Non-resident Indian shareholders are requested to inform about the following to the Company or its RTA or the concerned DP, as the case may be, immediately of:-
    a. The change in the residential status on return to India for permanent settlement;
    b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.

16. In terms of the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015) and Sections 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, read with MCA Circular and SEBI Circular the Company is providing its members the facility to exercise their right to vote at the meeting by electronic means on any or all of the business specified in the accompanying Notice. Necessary arrangements have been made by the Company with NSDL to facilitate e-voting.

17. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date i.e. Wednesday, September 23rd, 2026.

18. The Company has appointed Ms. Anu Malhotra (CP No. 16221), Proprietor, of M/s. Anu Malhotra and Associates, Company Secretaries as scrutinizer to scrutinize the voting entire e-voting process in a fair and transparent manner.

19. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submit not later than two working days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him in writing who shall countersign the same.

Commencement of E-voting	09: 00 AM, Sunday 27th day of September, 2026
End of E-voting	05:00 PM, Tuesday 29th day of September, 2026

20. The Chairman or a Director authorised by him in writing shall declare the results of the remote e-voting and e-voting conducted during the AGM on or before the close of business hours on October 05, 2026. The results so declared, along with the Consolidated Scrutinizer's Report, shall be placed on the Company's website at www.cellecor.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of the results and shall also be communicated to the National Stock Exchange of India Limited, where the shares of the Company are listed.

21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

22. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@cellecor.in.

23. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Monday, September 21st, 2026 through email on cs@ cellecor.in. The same will be replied by the Company suitably.

24. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for financial year 2025- 26 including Audited Financial Statements for the year 2025-2026 are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, those shareholders who have not yet registered their email addresses are

requested to get their email addresses registered through your respective Depository Participant/s.

25. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.cellecor.in, websites of the Stock Exchanges, i.e., National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of **NSDL(National Securities Depository Limited (NSDL),)** (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. at www.evoting.nsdl.com.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday 27th day of September, 2026 at 09:00 A.M. and ends on Tuesday 29th day of September, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd day of September, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd day of September, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method

Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices. nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login throug their existing user id and password. Option will be made available t reach e-Voting page without any further authentication. The users to logi Easi /Easiest are requested to visit CDSL website www. cdslindia.co and click on login icon & New System Myeasi Tab and then user you existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e Voting option for eligible companies where the evoting is in progress a per the information provided by company. On clicking the evoting optio the user will be able to see e-Voting page of the e-Voting service provide for casting your vote during the remote e-Voting period or joining virtu meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so tha the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available a CDSL website www. cdslindia.com and click on login & New Syste Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providin Demat Account Number and PAN No. from a e-Voting link available o www.cdslindia.com home page. The system will authenticate the user b sending OTP on registered Mobile & Email as recorded in the Dema Account. After successful authentication, user will be able to see the e Voting option where the evoting is in progress and also able to direct access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call -**022-48867000 and 022-24997000**
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 22 1800 33 55

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl. com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN12***300******
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c. How to retrieve your 'initial password'?

i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www. evoting.nsdl.com.

c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@ nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?	1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status. 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting". 3. Now you are ready for e-Voting as the Voting page opens. 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and

	click on "Submit" and also "Confirm" when prompted. 5. Upon confirmation, the message "Vote cast successfully" will be displayed. 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csanumalhotra0403@gmail. com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on «Upload Board Resolution / Authority Letter» displayed under «e-Voting» tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 7000 4886 - 022 and 7000 2499 - 022 or send a request to at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@cellecor.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@cellecor.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for

Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password
for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to

Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@cellecor.in. The same will be replied by the company suitably.

6. Speaker Registration :-

1. Members who would like to express their views or ask questions during the AGM may register themselves as speakers by sending the request along with their questions from their registered Email Id mentioning their name, Folio No./DP Id and Client Id and mobile number at cs@cellecor.in on or before, Monday 21st September, 2026, 5:00 P.M. IST. Those Members who have registered themselves as speakers will only be allowed to express their views/ask questions during the AGM. Members are encouraged to submit their questions in advance for smooth conduct of the AGM.
2. When a pre-registered speaker is invited to speak at the Meeting but does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to stay connected to a device with good internet speed.
3. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 3

The Members, at the Extra-Ordinary General Meeting held on June 20, 2023, had approved the appointment of Mr. Ravi Aggarwal as a Managing Director of the Company for a period of 5 years from June 20, 2023 to June 19, 2028 at such remuneration as agreed to by the Company not exceeding the overall ceiling of Rs. 64,00,000 (Rupees Sixty-Four Lakhs) per annum. Subsequently, the Members at the Annual General Meeting held on September 28, 2024 approved an increase in the overall remuneration ceiling from ₹64,00,000 (Rupees Sixty-Four Lakhs only) per annum to ₹90,00,000 (Rupees Ninety Lakhs only) per annum.

Mr. Ravi Agarwal has been instrumental in driving the Company's growth, strengthening its market position and providing strategic leadership. Under his stewardship, the Company has witnessed significant expansion in its business operations, enhanced operational efficiencies, introduction of new product categories and continued value creation for all stakeholders. His vision, leadership and contribution have played a vital role in the Company's sustained growth and long-term strategy.

The remuneration payable to Mr. Ravi Agarwal is presently within the overall ceiling approved by the Members. However, considering his enhanced roles and responsibilities, the significant increase in the scale and complexity of the Company's operations, his overall performance, industry benchmarks for managerial remuneration, prevailing market practices and the need to retain and motivate key managerial talent, it has become necessary to revise the overall remuneration ceiling.

Accordingly, based on the evaluation of Mr. Ravi Agarwal's performance, leadership, enhanced roles and responsibilities, the growth in the scale and complexity of the Company's operations, prevailing industry remuneration benchmarks and the provisions of the Company's Remuneration Policy, the Nomination and Remuneration Committee, at its meeting held on 07th September, 2026 at 04:00 PM, recommended the revision in the overall remuneration payable to Mr. Ravi Agarwal from the existing ceiling of ₹90,00,000 (Rupees Ninety Lakhs only) per annum to ₹1,50,00,000 (Rupees One Crore Fifty Lakhs only) per annum, with effect from October 1, 2026, for the remaining period of his existing tenure ending on June 19, 2028. The recommendation of the Nomination and Remuneration Committee was thereafter considered and approved by the Board of Directors at its meeting held on 07th September, 2026 at 05:00 PM , subject to the approval of the Members of the Company.

Within the aforesaid overall ceiling, the remuneration payable to Mr. Ravi Agarwal shall comprise salary, perquisites, allowances, performance-linked incentives, commission (if any), retirement benefits and such other benefits as may be approved by the Board of Directors and/or the Nomination and Remuneration Committee from time to time, in accordance with the provisions of the Companies Act, 2013, Schedule V thereto, the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Remuneration Policy and other applicable laws.

Except for the aforesaid revision in the maximum remuneration payable, all other terms and conditions relating to the appointment of Mr. Ravi Agarwal as Managing Director, as approved by the Members at the Extra-Ordinary General Meeting held on June 20, 2023 and subsequently modified at the Annual General Meeting held on September 28, 2024, shall remain unchanged.

The proposed remuneration is commensurate with the responsibilities entrusted upon Mr. Ravi Agarwal, the size and operations of the Company, the remuneration practices prevailing in the industry and is in the best interests of the Company and its stakeholders.

Pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Act, the remuneration of a Managing Director is subject to the approval of the Members in the General Meeting. The statement containing the disclosures prescribed under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings, forms an integral part of this Notice and the accompanying Explanatory Statement.

Your Directors recommend the resolution at Item No. 3 for approval of the Members by way of an Special Resolution. Except Mr. Ravi Aggarwal and his relatives, to the extent of their shareholding interest in the Company, if any, none of the Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

ANNEXURE- A

INFORMATION UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IN TERMS OF SECRETARIAL STANDARD (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Mr. Ravi Agarwal
DIN	08471502
Date of Birth	07th April, 1985
Age	41 years
Date of First appointment on board	31st December, 2020
Qualification	Intermediate
Experience and expertise in specific functional area	Mr. Ravi Agarwal, Co-Founder & Managing Director of Cellecor Gadgets Limited, is seasoned entrepreneur. He started his journey in 2012 with Unitel Communications. Starting with keypad phones, he later rebranded the company as Cellecor, which has now evolved into one of India's fastest-growing consumer electronics brands, officially listed on NSE EMERGE in September 2023
Terms and conditions for appointment	Except for the revision in remuneration, all other terms and conditions of the appointment of Mr. Ravi Agarwal as Managing Director, as approved by the Members at the Extra-Ordinary General Meeting held on June 20, 2023 and the subsequent revision in his remuneration approved by the Members at the Annual General Meeting held on September 28, 2024, shall remain unchanged

Remuneration last drawn	₹90 Lakhs per annum
Details of remuneration sought to be paid	Maximum remuneration not exceeding ₹1,50,00,000 (Rupees One Crore Fifty Lakhs only) per annum, effective from October 1, 2026, for the balance period of his existing tenure ending on June 19, 2028.
Directorship in listed entities other than Cellecor Gadgets Limited from which the person has resigned in the past three years	Nil
Directorship held in other companies	Cellecor Foundation
Memberships/ chairmanships of committee of other Companies	Nil
Number of shares held in the company (as on date)	9,82,02,350
No. of meetings of the Board attended during the year	8 (Eight)
Disclosure of relationship between directors/KMP inter se	Brother of Mr. Nikhil Agarwal, Whole-time Director. Husband of Ms. Gunjan Aggarwal, Non-Executive Director and Chairperson. Brother of Ms. Bindu Gupta, Chief Financial Officer.