CELL POINT (INDIA) LIMITED
(Formally known as "Cell Point (India) Private Limited")
Registered office: #30-15-139, No.5 & 6
1st Floor, Ram's Arcade, Opp. BSNL Office, Dabagardens,
Visakhapatnam, Andhra Pradesh - 530 020. Phone : 0891 - 6635992, 6642117
CIN - U52390AP2013PLC086912
GST No. 37AAFCC2148H1ZR

Dated 07th September, 2026

To
The Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400051

Sub: Update/Corrigendum to the Notice of Annual General Meeting – Submission of Annexures inadvertently omitted- request to consider and disseminate- reg

Dear Sir/Madam,

We refer to the Notice convening the 13th **Annual General Meeting ("AGM")** of Cell Point (India) Limited, scheduled to be held on 29th September, 2026 **at 11.30 AM**, which was filed with the Exchange on 03rd September, 2026.

In this regard, we wish to inform you that, due to an inadvertent oversight, certain **Annexures forming part of/relating to the AGM Notice were not attached/uploaded along with the Notice filed with the Exchange**.

The Company has now identified the omission and is hereby submitting the said Annexures along with this communication for taking the same on record.

The details of the documents/Annexures being submitted are as follows:

S.No.	Particulars/Annexures
1	Explanatory Statement
2	Annexure-D (Details of the Directors seeking Re-Appointment)
3	Annexure-1(Information Regarding Details of the Directors Seeking Appointment/Reappointment in Annual General Meeting Pursuant to Regulation 36 (3) of The Listing Regulations, 2015-MD)
4	Annexure-2(information as per Part– II of Schedule V-MD)
5	Annexure-3 (Mr. Mohan Prasad Panday's pecuniary relationship with the Company during the FY 2025-26)
6	Annexure-4(Information Regarding Details of the Directors Seeking Appointment/Reappointment in Annual General Meeting Pursuant to Regulation

	36 (3) of The Listing Regulations, 2015-WTD)
7	Annexure-5(information as per Part– II of Schedule V-MD)
8	Annexure-6 (Mr. Bala Balaji Panday's pecuniary relationship with the Company during the FY 2025-26)

We confirm that the aforesaid submission is being made only to rectify the inadvertent omission of the Annexures from the earlier filing. Except for providing the Annexures now submitted, there is no change in the resolutions, agenda items or other material particulars contained in the AGM Notice, to the extent applicable. Further to inform that we will update/rectify the annual report in due course.

The Company will also make the complete/corrected set of AGM documents, including the aforesaid Annexures, available to the Members through the appropriate communication channels and on the Company's website, as applicable, to ensure that all Members have access to the complete AGM documentation.

We request the Exchange to kindly take this Update/Corrigendum and the enclosed Annexures on record as a part of the earlier filing relating to the AGM Notice.

We sincerely regret the inadvertent omission and assure the Exchange that necessary care will be taken to avoid such instances in future.

Thanking you,

Yours faithfully,

Thanks & Regards
For and on behalf of
Cell Point (India) Limited

Raghavapudi Chandra Sekhar
Digitally signed by Raghavapudi Chandra Sekhar
Date: 2026.09.08 12:49:02 +05'30'
(RAGHAVAPUDI CHANDRA SEKHAR)
COMPANY SECRETARY AND COMPLIANCE OFFICER

Encl.: Annexure inadvertently omitted from the AGM Notice

NOTICE OF 13th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 13TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CELL POINT (INDIA) LIMITED WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 30-15-139, FIRST FLOOR, ROOM NO.5 & 6, RAMAS ARCADE, DABAGARDENS, VISAKHAPATNAM, ANDHRA PRADESH 530020 ON TUESDAY, 29TH DAY OF SEPTEMBER, 2026 AT 11.30 AM TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended on March 31, 2026 with the Reports the Board of Directors' and Auditors' thereon.

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

   '**RESOLVED THAT the** audited Standalone Financial Statement of the Company for the Financial Year ended on March 31, 2026 with the Reports the Board of Directors' and Auditors' thereon, as circulated to the members, be and hereby considered and adopted."

2. To re-appoint Mrs.Kiranmai Panday (DIN: 08034071), Non-executive director who retires by rotation and being eligible, offers herself for re-appointment

   As per Section 152 of Companies Act, 2013, executive directors and non-executive directors are subject to retirement by rotation. Mrs. Kiranmai Panday (DIN: 08034071), who was appointed as Non Executive Director on the Board, retires by rotation and, being eligible, seeks re-appointment. To the extent that Mrs. Kiranmai Panday (DIN: 08034071), is required to retire by rotation, she would need to be reappointed as such.

Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

"**RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the re-appointment of Mrs.Kiranmai Panday (DIN: 08034071), as such, to the extent that she is required to retire by rotation."

SPECIAL BUSINESS

3. **TO REAPPOINT MR. MOHAN PRASAD PANDAYAS MANAGING DIRECTOR OF THE COMPANY**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made under the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or re-enactment thereof for the time being in force), the extant Rules / Regulations /Guidelines / Notifications and Circulars prescribed by any relevant authorities including but not limited to Reserve Bank of India / Securities Exchange Board of India, and as per the provisions of Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals and compliances as per the applicable provisions of the Act and other applicable Statutes, as may be necessary and subject to the Nomination and Remuneration Policy of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of **Mohan Prasad Panday (DIN**

06493918) as Managing Director and a Whole Time Key Managerial Personnel of the Company, not liable to retire by rotation, having substantial powers of management of the affairs of the Company **w.e.f. 01-04-2027, for a term of 5 (Five) years ending on 31-03-2032, on** the following additional terms and conditions:-

1. Salary and other benefits like Life Insurance, Personal Accident Insurance, Key Man Insurance, Bonus, Allowances:- Within the range of Rs. 84,00,000/- (Rupees Eighty Four Lakhs Only) per annum to Rs. 1,26,00,000/- (Rupees One Crore and Twenty Six Lakhs Only) per annum w.e.f. 01.04.2027 for a period of three years.
2. Commission:- Commission on sales as may be decided by the Board of Directors based on the Turnover of the Company in each year, not exceeding 4% on the sales during financial year based upon his performance as decided by the Nomination and Remuneration Committee of the Board.
3. He is entitled to use Company's car for official purposes, telephone, tele-fax, and audio and video conferencing and other communication facilities at residence and these will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Company's contribution to Provident Fund, superannuation Fund, Gratuity payable as per the rules of the Company and Encashment of leave at the end of the tenure shall not be included in the Computation of limits for the perquisites and allowances as aforesaid
4. Benefits:- No other benefits, stock options, pension, emoluments, etc.
5. Service Contract period:- 5 years i.e. from 01-04-2027 till 31-03-2032
6. Remuneration period :- 3 years i.e. from 01-04-2027 till 31-03-2030
7. Notice Period:- Three months.
8. Severance Fees:- No severance fees will be paid to him.
9. Reimbursement of expenses as per Company's policy.

"**RESOLVED FURTHER THAT** the above remuneration shall be subject to Section 197 and other relevant Sections and Rules under the Companies Act, 2013 and accordingly the payment of Remuneration as above to the Managing Director shall be irrespective of amount of profits of the Company computed under Section 198 of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Mohan Prasad Panday (DIN 06493918) will be paid the Remuneration as specified above, subject to the provisions of Schedule V of the Companies Act,2013."

"**RESOLVED FURTHER THAT** with the payment of Remuneration as above to Sh. Mohan Prasad Panday (DIN 06493918), Managing Director, the remuneration of other Whole Time Directors and Executive Directors of the Company shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in any Financial Year."

"**RESOLVED FURTHER THAT** Liberty and Authority be and is hereby given to the Board of Directors of the Company, which will be deemed to include any Committee of the Board constituted to exercise its powers, including powers conferred by this Resolution, to decide all questions arising out of this matter, to take all requisite steps to give effect to this resolution, to fix the remuneration within the above range from time to time, to allow advance against salary up to an amount equal to Six Month's salary as per Company's Policy, as amended from time to time, and to vary, alter and modify the terms and conditions governing the appointment and remuneration of the Managing Director of the Company including allowing increments in the Salary within the aforesaid range, as may be agreed to by the Board of Directors or Board Committee and the Managing Director Mohan Prasad Panday (DIN 06493918) from time to time, subject to the provisions of all applicable Laws."

4. **TO REAPPOINT MR. BALABALAJI PANDAY, WHOLE TIME DIRECTOR OF THE COMPANY**

   TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

   "**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded to the re-appointment of Shri Bala Balaji Panday, (DIN: 06493903) as Whole time Director of the Company for a period of 5 (Five) years with effect from 1st April, 2027 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Shri Bala Balaji Panday.

   "**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered office:
30-15-139, FIRST FLOOR, ROOM NO.5 & 6,
RAMAS ARCADE, DABAGARDENS, VISAKHAPATNAM,
Andhra Pradesh- 530009

For and on behalf of Board of Directors,
Cell Point (India) Limited

Date: 02/09/2026
Place: Visakhapatnam

Sd/-	Sd/-
(Mohan Prasad Panday)	(Chandra Sekhar Raghavapudi)
Chairman & Managing Director(06493918)	Company Secretary and Compliance Officer)

Notes:

1) The respective Explanatory Statements, pursuant to Section 102 of the Companies Act 2013, in respect of the business under item Nos. 03-4 of accompanying notice is annexed hereto.

2) The Notice of the 13th AGM along with the Annual Report for the Financial Year 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on **August 28, 2026**.

3) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IS ANNEXED HEREWITH AS ANNEXURE-A**.

4) Proxy forms, in order to be effective, must be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting, duly completed and signed. A proxy does not have the right to speak at the meeting and cast votes only on a poll. A proxy form is annexed to this report. Proxies submitted on behalf of limited

companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.

5) **Pursuant to Section 105 of the Act read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member**.

6) Institutional/Corporate Members are required to send a scanned copy of their Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through e-Voting/remote e-Voting. The said Resolution/Authorization shall be sent to Scrutinizer by email at bmrcs777@gmail.com with a copy marked to cs@cellpoint.biz and evoting@bigshareonline.com

7) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members/List of Beneficial Owners of the Company will be entitled to vote at the AGM.

8) Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 shall be available for inspection through electronic mode, basis the request being sent at **cs@cellpoint.biz**

9) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, and all the documents referred to in the accompanying Notice, are open for inspection in electronic form by the members during the AGM. All documents referred to in the Notice will also be

available for inspection by the members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 4.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting. Members seeking to inspect such documents can send an email to cs@cellpoint.biz

10) Members who have not registered their e-mail IDs are requested to register/update the same with their Depository Participants to promote the green initiative and thus, help preserve the environment.

11) In continued compliance of Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide another opportunity to the members to register/update their email IDs by providing the requisite details in the proforma annexed hereto with the Notice as **Annexure-B**.

12) Members are requested to notify change, if any, in their email ID and/or mailing address, quoting their Folio No. to the Company at its Registered Office or through email at cs@cellpoint.biz

13) Members holding shares in electronic form should notify any change, if any, in their email ID and/or mailing address including PIN Code, bank details etc. directly to their respective Depository Participants.

14) Members/proxies should bring duly filled Attendance Slip to attend the annual general meeting. Attendance slip is annexed herewith as **Annexure-C**.

15) Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website at www.cellpoint.biz , websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com

16) Members holding shares in dematerialized mode are requested to register/update their bank details with their Depository Participants, to enable expeditious credit of the dividend to their bank accounts electronically. For Members who have not updated their bank account details, dividend warrants/demand drafts/cheques will be sent out to their registered addresses.

17) Additional information(s), pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard for General Meetings (SS-2) in respect of Director(s) recommended for appointment/reappointment are annexed with this AGM Notice as **Annexure-D**.

18) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote as provided in the Notice convening the Meeting, which is available on the website of the Company.

19) Members seeking clarifications on the Annual Report are requested to send in writing through email at cs@cellpoint.bizat least 7 days before the date of meeting. This would enable the Company to compile the information and give replies to all the clarifications sought by the members, in the meeting.

20) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI Listing Regulations, the Members are provided with the facility of voting through electronic means ("remote e-Voting" out in this AGM Notice, through remote e-Voting services provided by Big share Services Pvt. Ltd (Big Share) at https://ivote.bigshareonline.com.

21) The facility for e-Voting will also be made available during the AGM and the Members attending the AGM who have not cast their vote by remote e-Voting shall be eligible to vote through the e-Voting system during the AGM. The Members who have cast their

vote by remote e-Voting may also attend the AGM but shall not be entitled to cast their vote again. In case the members cast their votes through remote e-Voting as well as at the AGM, votes cast through remote e-Voting shall only be considered valid.

22) The remote e-Voting period commences on **Saturday September 26, 2026 at 9.00 a.m. and ends on Monday, September 28, 2026 at 5.00 p.m.** Thereafter, the remote e-Voting module shall be disabled for e-Voting. E-vote once cast cannot be altered subsequently.

23) The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date i.e., **September 22, 2026** shall be entitled to vote on the proposed resolutions; and their shareholding on such date shall only be reckoned for the purpose of arriving at the results of the remote e-Voting and voting at the AGM. Any person who is not the member of the Company as on the cut-off date should treat this notice for information purpose only.

24) The Board of Directors of the Company has appointed **Mr B.Uma Maheswara Rao**, Proprietor of M/s BMR and Associates., Company Secretaries, as the Scrutinizer to scrutinize the voting through remote e-Voting and e-Voting process, in a fair and transparent manner.

25) The Scrutinizer shall immediately after the conclusion of the Meeting, will count the e-Voting cast at the Meeting and the vote cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, within the time permissible under the applicable laws, a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, and submit the same to the Chairman or a person authorized by him, who shall counter sign the same.

26) The results declared along with the report of the Scrutinizer shall be placed in the website of the Company **www.cellpoint.biz** and on the website of Big share, i.e. **https://ivote.bigshareonline.com.** Immediately after the declaration of results by the Chairman or a person authorized by him and the results shall also be communicated to National Stock Exchange of India Limited.

27) Route-map to the venue of the Meeting is provided in this Notice.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. The remote e-voting period begins on **Saturday September 26, 2026 at 9.00 a.m. and ends on Monday, September 28, 2026 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22nd September 2026** may cast their vote electronically. The e-voting module shall be disabled by Big share for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

iv. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

v. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

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 through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that 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 at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Votewebsite for casting your vote during the remote e-voting period. 5) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. 2023-24
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is 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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login type	Helpdesk details
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.comor contact at 022- 23058738 and 22-23058542-43.
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 at toll free no.: 1800 1020 990 and 1800 22 44 30

1. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
- Please enter you 'USER ID'(User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
  - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
  - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client IDas user id.
  - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note: If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address). Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "INFAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

1. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE:If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET.

(In case a custodian is having valid email address, Password will be sent to his / her regd email address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
  - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
  - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA)or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).

Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

Process for those shareholders whose email ids are not registered with the depositories/ company 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@cellpoint.biz

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@cellpoint.biz. 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 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.

Contact Details:

Company:

Registered Office:
30-15-139, First Floor, Room No.5 & 6, Ramas Arcade,
Dabagardens, Visakhapatnama Ap 530020
Contact Person. Chandra Sekhar R, Company Secretary and Compliance Officer
Telephone: +91 90001 13897

Email ID: cs@cellpoint.biz

Website: www.cellpoint.biz

CIN: U52390AP2013PLC086912

Corporate Office:
D No 30-15-134 Lalitha Colony Visakhapatnam (Urban)
Visakhapatnam AP 530020 IN

Telephone: +91 90001 13897
Email ID: cs@cellpoint.biz
Website: www.cellpoint.biz
CIN: U52390AP2013PLC086912

Registrar and Transfer Agent:
Big Share Services Private
Limited
E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri(E) , Mumbai – 470072
Tel: +91 22- 40430200

For and on behalf of Board of Directors,
Cell Point (India) Limited

Date: 02/09/2026
Place: Visakhapatnam

Sd/-	Sd/-
(Mohan Prasad Panday)	(Chandra Sekhar Raghavapudi)
Chairman & Managing Director(06493918)	Company Secretary and Compliance Officer)

EXPLANATORY STATEMENT:

(Pursuant To Section 102(1) of the Companies Act, 2013
and Secretarial Standard 2 on General Meetings)

ITEM NO. 3: Mohan Prasad Panday(DIN 06493918) is currently the Managing Director of the Company and is also a Member of the Stakeholders Relationship Committee and Executive Committee of the Board of Directors of the Company.

The present term of Mohan Prasad Panday(DIN 06493918), Managing Director of the Company is valid up to 31.03.2027. As per proviso to Section 196(2) of the Act, no re-appointment of the managing director can be made earlier than one year before the expiry of his term. In compliance with this provision, the Board of Directors of the Company in their meeting held on 02-09-2026, on the recommendation of the Nomination and Remuneration Committee had, subject to the Provisions of Sections 196, 197, 198, 203 and all other applicable Provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V of the said Act, re-appointed Mr. Mohan Prasad Panday (DIN 06493918) as the Managing Director and whole time Key Managerial Personnel of the Company for a period of 5 years w.e.f. 01-04-2027, subject to approval of the shareholders of the Company. Mr. Mohan Prasad Panday shall be a Whole Time Key Managerial Personnel of the Company within the meaning of Section 203 of the Companies Act, 2013. The Board had fixed the remuneration of Mohan Prasad Panday as set out in the Resolution at item no. 3 of the Notice w.e.f. 01-04-2027 for a period of Three years. The said remuneration and other terms and conditions as set out in the said Resolution may be treated as a written memorandum setting out the terms of re-appointment of Mohan Prasad Panday under Section 190 of the Act. The detailed conditions have been provided in the Resolution itself.

As per the requirements of Section 196 and 197 of the Companies Act, 2013 and the provisions of Schedule V thereto, the appointment/re-appointment of the Managing Director/Whole Time Directors and their remuneration is to be made with the approval of the Shareholders in the General Meeting and it is further provided that

except with the approval of the company in general meeting by a special resolution, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the company and if there is more than one such director, remuneration shall not exceed ten per cent of the net profits to all such directors and manager taken together. As the proposed remuneration of Mohan Prasad Panday as Managing Director of the Company is likely to exceed 5% of the Net Profits and remuneration of all whole time directors, taken together is likely to exceed 10% of the net profits of the Company, the matter requires approval of the Shareholders of the Company by way of Special Resolution.

It is further provided in Schedule V to the Act that the Special Resolution passed for payment of remuneration to a managerial person at the general meeting of the company, should be for a period not exceeding three years. As such, while the re-appointment of Mr. Mohan Prasad Panday to the post of Managing Director of the Company is proposed to be approved for a term of 5 years, his remuneration shall be valid for 3 years, as spelt out in the Resolution set out at item no. 3 of the Notice.

It has been further provided in Regulation 17 (6) (e) of SEBI LODR Regulations that the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-the annual remuneration payable to such executive director exceeds Rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or(ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.

As the proposed remuneration of Mr. Mohan Prasad Panday as Managing Director of the Company is likely to exceed the above thresholds, the matter requires

approval of the Shareholders of the Company by way of Special Resolution.

Further, as per the provisions of Section 197 of the Companies Act, 2013 read with Section II of Part II of Schedule V, in case of absence or inadequacy of profits, the remuneration to be paid in excess of the limits specified in Section II of Part II of Schedule V has to be approved by the Members by way of a Special Resolution. Though, the Company has been a consistent performer for the last almost two decades, however, the profit margins may remain inadequate particularly for the purpose of paying Managerial Remuneration due to the fact that the revenues may be under some pressure due to some Global economic factors, which is a crucial requirement of the Company. Accordingly, if the Company's profits are inadequate due to the aforesaid tough external environment, the approval of the Members by way of a Special Resolution will be required for payment of an overall remuneration exceeding the limits specified in Section 197 and Schedule V of Companies Act, 2013. Therefore, in order to suitably remunerate Mr. Mohan Prasad Panday, Managing Director, keeping in view his entitlement and existing remuneration, as also the competitive market practices, if the Company's profits become inadequate, the approval of the Members is sought for payment of a remuneration as set out in the Resolution at item no. 3 of the Notice.

The principal terms and conditions of Mohan Prasad Panday's re-appointment as the Managing Director are as follows:-

- Period of Re-appointment: From April 1, 2027 up to March 31, 2032 (both days inclusive).
- Duties: He shall be vested with substantial powers of management of the affairs of the Company. He shall devote his whole time and attention to the business of the Company and shall carry out his duties as may be entrusted to him by the Board of Directors of the Company from time to time subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint ventures and/or subsidiaries.

- **Remuneration:- As stated in the Resolution set out at item no. 3 of the Notice of this Annual General Meeting, i.e. 3 years i.e. from 01-04-2027 till 31-03-2030**

- **Minimum Remuneration: : Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive as specified in the Resolution set out at item no. 3 of the Notice of this Annual General Meeting**

- **Other Terms of Re-appointment: The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board or its Committee.**

- **The terms and conditions of re-appointment of the Managing Director also includes adherence with the PML Code of Conduct for Directors & Senior Management**

- **Provisions of Companies Act 2013 and Listing Regulations (as amended from time to time) shall be applicable with respect to the relationship between the Company and Mohan Prasad Panday as Managing Director.**

Mohan Prasad Panday has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circular issued by the NSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mohan Prasad Panday, pursuant to Section 152 of the Act, has given his consent to act as Managing Director of the Company, subject to the approval of the Members.

Sh.Mohan Prasad Panday satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. In terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

Therefore, the re-appointment of Mr. Mohan Prasad Panday as Managing Director of the Company and fixation of his salary is placed for approval of the Members of the Company at the ensuing Annual General Meeting by way of Special Resolution and therefore your Directors recommend the Resolution set out at Item no. 3 to be passed as Special Resolution.

It is hereby confirmed that the company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor. Further, the Company has never issued any non-convertible debentures.

Mr. Mohan Prasad Panday is 49 years of age and is holds a degree of Bachelor of Science from Andhra University. He started his entrepreneurial journey in the year 2005. He has over 25 years of diverse experience and has demonstrated his leadership skills, tact and initiative in conjunction with the company's goals & objectives. He possesses requisite personal competencies as per the Chart of skills/expertise/competence of the board of directors adopted by the Company in the Nomination and Remuneration Policy. Having regard to the qualifications, skill, background, experience and knowledge, the Board is of the view that the re-appointment of Mohan Prasad Panday as Managing Director will be beneficial to the functioning and growth of the Company and the remuneration payable to him is commensurate with his abilities and experience.

The appointee Director Mr. Mohan Prasad Panday may be treated as interested in this resolution, to the extent of his remuneration and other benefits arising out of this resolution. Further, Mr. Bala Balaji Panday and Mrs. Kiranmai Panday, Directors of the Company may also be treated as interested in this resolution as immediate relatives of Mr. Mohan Prasad Panday and also as members of the same family. No

other Director/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

As on the date of this report, Mohan Prasad Panday holds 12060600 (64.54%) Equity Shares in the Company and does not hold any Stock Options.

Further, as per Section 197 of the Act read over with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, some Parameters have been specified which are to be taken into account by the Shareholders while according their approval as given below:-

1. the Financial and operating performance of the company during the three preceding financial years.
2. the relationship between remuneration and performance.
3. the principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.
4. whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.
5. the securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.

As such your Directors have considered the above parameters in relation to re-appointment and fixation of remuneration of Mr. Mohan Prasad Panday as Managing Director. The said proposal has also been approved by the Nomination and Remuneration Committee of the Board. The required information as per the above said parameters is given below:-

(1) The Financial and operating performance of the company during the three preceding financial years.

On Standalone basis:-

(in Lakhs)

Particulars	FY2023-24	FY 2024-25	FY 2025-26
Total Revenue	32290.48	32625.86	36851.73
Total Expenditure	32018.40	32579.08	36757.84
Exceptional Items	0	234.63	-
Profit /(Loss) Before Tax	272.09	281.41	93.89
Less: Current Tax	81.64	-	44.17
Deferred Tax	(2.52)	54.69	17.66
Income Tax of earlier years	23.64	0.57	25.70
Profit /(Loss) after Taxation	169.33	226.15	6.35
Earnings per Equity Share	0.97	1.21	0.03

(2) The relationship between remuneration and performance:-

The proposed remuneration as set out in the Resolution at item no. 4 of the Notice, is fully justified by the performance of Mr. Mohan Prasad Panday as he has demonstrated Leadership skill, tact and initiative in every department of the Company especially Finance, New product lines and Overall Market Forecasting and played vital role in sales improvement in all respects. He has displayed exceptional Marketing prowess for company's goal & objectives. Further, the performance evaluation of Mr. Mohan Prasad Panday has been carried by Nomination and Remuneration Committee of the Board on 25-06-2026 and also by the Board of Directors on 02-09-2026. As such, the proposed remuneration to be paid to Mr. Mohan Prasad Panday is fully justified by his performance. The

payment of proposed Remuneration to him has been approved by the Board, Nomination and Remuneration Committee of the Board.

(3) The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the Company

The Principle of proportionality followed in the Company is that Whole Time Directors of the Company are paid monthly remuneration and in case of Managing Director of the Company, commission based upon the net profits of the company is also paid. The rationale behind paying the commission to Managing Director is that the amount of profit earned by the Company in any financial year is directly linked to his strategy formulation, conduct of business, policy decisions and general management of the affairs of the Company. Independent Directors on the Board are paid Sitting Fee for the Board/Committee Meetings and reimbursement of travelling expenses is also made to them for attending Board/Committee Meetings. The sitting fee of the Independent Directors is decided by the Board based upon the qualifications, skill set and experience of the individual directors and the recommendation of the Nomination and Remuneration Committee. Further, the employees of the Company are paid remuneration based upon their qualifications, experience, personal traits and their performance in the Company. Some categories of the staff are also paid incentives and variable salary which is based upon their performance. The remuneration of the directors and senior management people of the company is approved by the Nomination and Remuneration Committee of the Board. As a lot of subjective criteria is involved in fixation of remuneration of the directors and employees of the Company, arithmetic principle of proportionality of remuneration within the Company is difficult to be arrived at and for the same reason, any rating methodology is also difficult to be worked out.

(4) Whether remuneration policy for directors differs from remuneration policy for

the employees and if so, an explanation for the difference.

As per the Nomination and Remuneration Policy of the Company, remuneration payable to the Managing/Whole Time Directors is based upon performance and is subject to the provisions of the Companies Act, 2013, Listing Regulations and Articles of Association of the Company. The sitting fee payable to the independent directors is decided by the Board based upon the qualification, skill set and experience of the individual directors and recommendation of the Nomination and Remuneration Committee. The remuneration payable to Employees is based upon their knowledge, qualification, experience and performance. The reason for this differentiation is that remuneration to the Directors is governed by the provisions of the Companies Act, 2013, Listing Regulations and Articles of Association of the Company and remuneration to the employees of the Company is based upon other factors as explained in the foregoing discussion and the same is also influenced by competitive factors.

(5) The securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.

As on 31-03-2026, Mohan Prasad Panday holds 12060600 (64.54%) Equity Shares. Further he does not hold any Stock Options. Further, he has not pledged any shares as at the end of the preceding financial year i.e. 2025-26.

The information as required under para 1.2.5 of Secretarial Standard -2 is given under Annexure-1 along with information pursuant to Regulation 36 (3) of the SEBI (LODR) Regulations, 2015, at the end of this Explanatory Statement. Information required under Part II of Schedule V to the Companies Act, 2013 is given as Annexure -2

ITEM No.4

Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors has reappointed Shri Bala Balaji Panday as Whole time Director of the Company for a period of 5 (Five) years w.e.f. 01st June, 2027, subject to approval of the members in General Meeting upon terms and conditions set out in the draft agreement to be entered into by the Company with him as approved by the Board of Directors. Through Shri Bala Balaji Panday deep industry expertise and strategic insights, the Company has successfully navigated the dynamic landscape of the Mobile Business in Andhra Pradesh and Telangana.

He has demonstrated exceptional leadership skills, providing guidance and direction that have propelled Company to its new heights. It would be therefore in the interest of the Company to re-appoint Shri Bala Balaji Panday as Whole time Director of the Company. The material terms and conditions of the said draft Agreement are as under:

1. Period of Agreement: 1st April, 2027 to 31st March, 2032
2. Remuneration:
   a) Basic Salary :Basic Salary of 5,00,000/- per month with a power to the Board to give one or more annual increment subject to maximum basic salary of 7,50,000/- per month for a period of three years w.e.f.01-04-2027.

3. Where in any financial year during his tenure as Whole time Director, if the Company has no profit or its profits are in adequate, the Company will pay remuneration by way of salary and perquisites/allowances as aforesaid.

4. Whole time Director shall be entitled to:

a) the reimbursement of entertainment expenses actually incurred by him in the course of legitimate business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors; and

b) the reimbursement of travelling, hotel and other expenses incurred by

him in India and abroad exclusively for the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors.

5. No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.

6. Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate the Agreement, at any time by giving to the other party 90 days notice in writing in that behalf without the necessity of showing any cause and on expiry of the period of such notice, this Agreement shall stand terminated and Whole time Director shall cease to be the Whole time Director of the Company. The said notice period of 90 days may be waived mutually.

7. The terms and conditions of the said appointment herein and/ or agreement may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.

8. The other terms and conditions of the agreement are such as are customarily contained in agreement of similar nature.

10. The said re-appointment / agreement including the remuneration payable to him, is subject to the approval of the members and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, made/ approved as aforesaid.

The draft Agreement to be entered into between the Company and Shri Bala Balaji Panday is open for inspection at the Registered Office of the Company on any working days (excluding Saturdays) between 11.00 a.m. and 1.00 p.m. up to the date

of Annual General Meeting.

The members are informed that Shri Bala Balaji Panday would not attend the age of 70 years during his tenure of appointment and as per the provision of Section 196(3) of the Companies Act, 2013 read with conditions specified in Part 1 of Schedule V to the said section, the appointment of whole time director shall not be made by way of a special resolution but as a good governance the Board of Directors propose the resolution at Item No. 4 of the Notice for re-appointment of Shri Bala Balaji Pandey as Whole time Director be passed as a Special Resolution.

Shri Bala Balaji Pandey is interested in the said resolution as it pertains to his own re-appointment. Shri Mohan Prasad Panday and Kiranmai Pandey are deemed to be interested in the said resolution as they were related to Shri Bala Balaji Pandey .

Details of Shri Bala Balaji Pandey are provided in the notes to the Notice. The other relatives of Shri Bala Balaji Pandey may be deemed to be interested in the said resolution at Item No.4 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

The information as required under para 1.2.5 of Secretarial Standard -2 is given under Annexure 4-5 along with information pursuant to Regulation 36 (3) of the SEBI (LODR) Regulations, 2015, at the end of this Explanatory Statement. Information required under Part II of Schedule V to the Companies Act, 2013 is given as Annexure

Registered office:

30-15-139, FIRST FLOOR, ROOM NO.5 & 6,
RAMAS ARCADE, DABAGARDENS, VISAKHAPATNAM,
Andhra Pradesh- 530009

For and on behalf of Board of Directors,
Cell Point (India) Limited

Date: 02/09/2026
Place: Visakhapatnam

Sd/-	Sd/-
(Mohan Prasad Panday)	(Chandra Sekhar Raghavapudi)
Chairman & Managing Director(06493918)	Company Secretary and Compliance Officer)

ANNEXURE-A

FORM NO. MGT-11

PROXY FORM

13th ANNUAL GENERAL MEETING

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

CIN: U52390AP2013PLC086912

NAME OF THE COMPANY: **CELL POINT (INDIA) LIMITED**

REGISTERED OFFICE: 30-15-139, FIRST FLOOR, ROOM NO.5 & 6, RAMAS ARCADE, DABAGARDENS, VISAKHAPATNAM, Andhra Pradesh-530020

.

VENUE FOR MEETING: 30-15-139, FIRST FLOOR, ROOM NO.5 & 6, RAMAS ARCADE, DABAGARDENS, VISAKHAPATNAM, Andhra Pradesh-530020

Name of the members(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:____________________, or failing him: __________

   Signature

2. Name: __________________________
   Address: ____
   ____

   E-mail ID:____________________, or failing him: ___________

   Signature

As my/our proxy to attend and vote (on a Poll) for me/us and my/our behalf at the 13TH Annual General Meeting of the Company, to be held on **Tuesday, 29th September, 2026 At 11.30 A.M** of the company at 30-15-139, First Floor, Room No.5 & 6, Ramas Arcade, Dabagardens, Visakhapatnam Ap 530020 and at any adjournment thereof in respect of such resolutions as are indicated below:

SNo	Resolutions	Optional	
	Ordinary Business	**For**	**Against**
1	**To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended on March 31, 2026 with the Reports the Board of Directors' and Auditors' thereon**		
2	**To re-appoint Mrs Kiranmai Panday (DIN: 08034071), as a Director who retires by rotation and being eligible, offers herself for re-appointment**		
3	**To reappoint Mr. Mohan Prasad Panday as Managing Director of the Company**		
4	**To reappoint Mr. Bala Balaji Panday as Whole Time Director of the Company**		

Signed this ……………. day of …………………………… 2026

Signature of Shareholder

…………………………………………………………………..

Signature of First Proxy Holder

…………………………………………………………………

Signature of Second Proxy Holder

…………………………………………………………………

Notes:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. Please put a (X) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. The proxy need not to be the member of the Company. All alterations made in the form of proxy should be initialed.

Signature of the shareholder across the Revenue Stamp

Annexure-B

PROFORMA FOR REGISTRATION/UPDATION OF E-MAIL IDs

Date:

CELL POINT (INDIA) LIMITED
30-15-139, First Floor, Room No.5 & 6, Ramas Arcade,
Dabagardens,
Visakhapatnama, Andhra Pradesh- 530020

Folio No. ____________

Dear Sirs,

Please register/up-date my/our e-mail ID for forwarding all official communications including the general meeting notices/ postal ballot notices/annual reports etc. of the Company through electronic mail.

My/our E-mail ID is as follows:

E-mail ID:

____

Name of the shareholder:
Address:
……...…………………………………..

Signature of the sole/first holder

Annexure-C

CELL POINT (INDIA) LIMITED

CIN: U52390AP2013PLC086912
Reg. Off.: 30-15-139, First Floor, Room No.5 &
6, Ramas Arcade, Dabagardens,
Visakhapatnama, Ap 530020
Tel: +91 90001 13897
Website: www.cellpoint.biz I E-mail: cs@cellpoint.biz

ATTENDANCE SLIP

13th ANNUAL GENERAL MEETING TO BE HELD ON
Tuesday, 29th September 2026 at 11.30 A.M

Sr. No.:________________

Reg. Folio/ DP ID & Client ID	
Name & Address of the Member	
Name(s) of Joint holder(s)	
No. of Share(s) held	
Name of Proxy holder	

I/ We hereby record my/ our presence at the **13th ANNUAL GENERAL MEETING** ("AGM") of the Members of the Company being held on **Tuesday, 29th September, 2026 at 11.30 A.M** at 30-15-139, First Floor, Room No.5 & 6, Ramas Arcade, Dabagardens, Visakhapatnama, Andhra Pradesh- 530020

....
Name of the member/Proxy/Authorised Representative
(In BLOCK LETTERS)

....
Signature of member/Proxy/Authorised Representative

Shareholder/Proxy holder wishing to attend the meeting must bring the duly signed Attendance Slip to the meeting and handover at the entrance

Annexure-D

Annexure to Notice of 13th Annual General Meeting

Disclosure under Regulation 36 (3) of SEBI
(Listing Obligations and Disclosure Requirements) Regulaons,
2015 and Secretarial Standards-II issued by ICSI for Item No. 3:

Details of the Directors seeking Re-Appointment in the 13th Annual General Meeting of the company pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulation,2015

ItemNo2: Brief Profile of Mrs.Kiranmai Panday

Mrs. Kiranmai Panday is the Non-Executive Director of Cell Point (India) Limited and has over 7 years of experience as director of the company.

Name of Director	Mrs.Kiranmai Panday
DIN	08034071
Date of Birth	02/04/1983
Date of Original Appointment	01/07/2017
Relationship with other Directors Interse	Spouse of Mr. Mohan Prasad Panday, Managing Director
Profile & Expertise in Specific functional Areas	Mrs. Kiranmai Panday is Non-Executive Director of our Company. She looks after business development & Sales Promotions of Cell Point (India) Limited since 2017
No. of Equity Shares held in the Company	100

List of other Companies in which Directorships are held	NIL
List of committees of Board of Directors(across all other Companies) in which Chairmanship or Member ship is held	NIL
Terms & Conditions	Liable to retire by rotation
Remuneration Last Drawn	60,00,000/-
Remuneration sought to be paid	Within the purview of section 197(1) of the Companies Act
Number of Board Meetings attended during the Financial Year 2025-26	All Board Meetings

ItemNo.2:

Mrs.Kiranmai Panday was appointed as an Non-Executive Director of the Company with effect from 01st December, 2017, in accordance with the provisions of Section161oftheCompanies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mrs. Kiranmai Panday is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director of the company. She shall be liable to retire by rotation. Her brief resume, inter-alia giving her experience, shareholding in the company, other Directorship and other particulars forms part of this notice.

Pursuant to the provisions of section 152 (2) of the Companies Act, 2013, every director shall be appointed in the General Meeting by way of Ordinary Resolution. The Board is of the view that the appointment of Mrs. Kiranmai Panday as Non -Executive Director is desirable and would be beneficial to the Company and hence it recommends the saidResolutionNo.2 for approval by the members of the Company.

Mrs. Kiranmai Panday is interested in the said resolution as it pertains to her own re-appointment. Shri Mohan Prasad Panday and Shri Bala Balaji Pandey are deemed to be interested in the said resolution as they were related to Mrs. Kiranmai Panday. None of the Directors/Key Managerial Personnel of the Company/their relatives are concerned or interested in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

ANNEXURE-1

INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS, 2015 AND PARA 1.2.5 OF SECRETARIAL STANDARDS-2 INCLUDING THE INFORMATION OF DIRECTORS, WHOSE REMUNERATION IS BEING FIXED/VARIED

Name of Director	Mr. Mohan Prasad Panday(DIN: 06493918)
Date of First (Original) Appointment on the Board:	10th April, 2013
Date of Birth, Age	20-11-1976, 49 Years
Designation	Managing Director
It is proposed to approve the re-appointment of Mohan Prasad Panday as Managing Director of the Company not liable to retire by rotation, w.e.f. 01-04-2027, for a term of 5 (Five) years ending on 31-03-2032 on Annual Remuneration within the range from Rs. 84,00,000/- (Rupees Eighty Four Lakhs Only) per annum to Rs. 1,26,00,000/- (Rupees One Crore and Twenty Six Lakhs Only) to be paid for the three years commencing from 01-04-2027 till 31-03-2030 and as other terms, as set out in the Special Resolution at Item no. 4 of the Notice and as explained in the Explanatory Statement to the said item	
Nature of Expertise in Specific Functional Area and experience:- Leadership skill, tact and initiative in every department of the Company especially Finance, New product lines and Marketing. Displayed exceptional financial prowess in developing the verticals of the Company in conjunction with the Company's goals & objectives.	
Terms and Conditions of Appointment or Re-appointment and Remuneration, if any:	
Term	Proposed to be re-appointed for the following term:- **a.** Service Contract period:- 5 years i.e. from 01-04-2027 till 31-03-2032 **b.** Remuneration period :- 3 years i.e. from 01-04-2027 till 31-03-2030
Remuneration last drawn, if applicable	Annual Remuneration paid to him during the FY 2025-26 is Rs. 1,20,00,000/-. **Commission**: - Commission on sales as may be decided by the Board of Directors based on the Turnover of the Company in each year, not exceeding 4% on the

	sales during financial year based upon his performance as decided by the Nomination and Remuneration Committee of the Board. Accordingly, a sum of Rs.4,00,00,000/- has been paid to him on this account as decided by the Nomination & Remuneration Committee for the FY 2025-26.
Details of Remuneration sought to be paid	Salary within the range from Rs. 84,00,000/- (Rupees Eighty Four Lakhs Only) per annum to Rs. 1,26,00,000/- (Rupees One Crore and Twenty Six Lakhs Only) to be paid for the Three years commencing from 01-04-2027 till 31-03-2030. In addition, Commission not exceeding 4% on the sales during financial year based upon his performance as decided by the Nomination and Remuneration Committee of the Board. For more details, please refer the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement thereto.
Qualification	Bachelor of Science from Andhra University.
List of Other Directorships	NIL
Names of Listed Entities in which the person also holds the directorship	No Company other than Cell Point (India) Limited
Chairmanship/Membership of the Committees of the Board of Directors of Cell Point India Ltd	1. Member in Stakeholder Relationship Committee
Chairmanship/Membership of the Committees of the Board of Directors of other Companies	NIL
Names of listed entities from which the person has	NIL
Membership/Chairmanship of the Committees of listed entities from which the person has	NIL
Shareholding in the Company (As on	12060600 (64.54%) Equity Shares
Shareholding in the Company as a Beneficial Owner (As on 31.03.2026)	NIL
Relationship between directors inter-se and relationship with Manager and other Key Managerial Personnel of the Company:- Mr. Mohan Prasad Panday is Brother of Mr. Bala Balaji Panday and Spouse of Kiranmai Panday, Directors of the Company. He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.	
No. of Meetings of Board attended during the FY 2025-26	8

Annexure-2

The following detailed information as per Part– II of Schedule V is as follows:

I. General information:	
(1) Nature of industry	The Company operates principally in Multi Brand retail selling of Smart Phones and consumer durable electronic goods under one roof through our all retails stores located all over Andhra Pradesh
(2) Date or expected date of commencement of commercial production	The Company is already in existence, doing commercial operations w.e.f. 10th April, 2013. The Company had been granted Certificate of Commencement on 10th April, 2013
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable as the Company is already in existence and operating since the year 2013.
4) Financial performance based on given indicators	**STANDALONE BASIS:-** (see table below)
(5) Foreign investments or collaborations, if any.	Nil

STANDALONE BASIS:-

Particulars	**FY 2023-24**	**FY 2024-25**	**FY 2025-26**
Total Revenue	**32290.48**	**32625.86**	**36851.73**
Total Expenditure	**32018.40**	**32579.08**	**36757.84**
Exceptional Items	**0**	**234.63**	**-**
Profit /(Loss) Before Tax	**272.09**	**281.41**	**93.89**
Less:			
Current Tax	**81.64**	**-**	**44.17**
Deferred Tax	**(2.52)**	**54.69**	**17.66**
Income Tax of earlier years	**23.64**	**0.57**	**25.70**
Profit /(Loss) after Taxation	**169.33**	**226.15**	**6.35**
Earnings per Equity Share	**0.97**	**1.21**	**0.03**

II. Information about the appointee:	
(1) Background details	Mr. Mohan Prasad Panday is 49 years of age and he is a Science Graduate from Andhra Universtiy, Visakhapatnam, Andhra Pradesh. He has over 20 years of diverse experience and has demonstrated his leadership skills, tact and initiative in conjunction with the company's goals & objectives. As a Managing Director, he leads all the departments and activities of the Company. As such, Board is of the opinion that he will provide useful value addition to the decision making process of the Board and under his leadership, Direction and guidance the Company will reach new heights of success
(2) Past remuneration	His remuneration during FY 2025-26 is as follows: a. Rs. 10,00,000/- (Rupees Ten Lakhs Only) per month b. Commission of Rs. 4,00,00,000/- has been paid to him on this account as decided by the Nomination & Remuneration Committee for the FY 2025-26. Total Annual Remuneration paid to him for the FY 2025-26 is Rs.5,20,00,000/-.
(3) Recognition or awards	Nil
(4) Job profile and his suitability	Mr. Mohan Prasad Pandayis associated with the Company since 2013. He leads all the departments and activities of the Company as Managing Director of the Company. Mr. Mohan Prasad Panday has over 20 years of diverse experience in the Company and has demonstrated his leadership skills, tact and initiative in conjunction with the company's goals & objectives. Keeping in view his excellent performance, the Board considers him as best suitable candidate for the position of Managing Director. Keeping in view his excellent performance and contribution towards every sphere of the business of the Company and his valuable experience and on the recommendation of Nomination and Remuneration Committee the Board of Directors of the Company in its meeting held on 02-09-2026 had approved his re-appointment as Managing Director of the Company w.e.f. 01-04-2027 for a term till 31-03-2032 on the remuneration as specified in Special Resolution set out at item No. 4 of the Notice of the AGM. The Board of Directors are of unanimous view that under his leadership, direction and guidance, the Company will reach new heights of success.
(5) Remuneration proposed	The Remuneration proposed to be paid to Mr. Mohan Prasad Panday is as per the details set out in the Special Resolution at Item No. 3 of the Notice.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	There are no set standards for remuneration in the industry. The executive remuneration in the industry has been increasing significantly in last few years. Keeping in view the type /trends in the industry, size of the Company, the profile and responsibilities shouldered by Mr. Mohan Prasad Panday, the Board believes that the remuneration proposed to be paid to him as Managing Director is appropriate and commensurate with his profile and is comparable with the industry standards. Further the remuneration proposed to be paid to him is in accordance with the Nomination and Remuneration Policy of the Company and as per the approval and recommendation of Nomination and Remuneration Committee of the Board.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.	Mr. Mohan Prasad Panday's pecuniary relationship with the Company during the FY 2025-26 is detailed in **Annexure -3** to this report. He holds 882759 (28.62%) Equity shares in his name in the Share Capital of the Company as on 31.03.2026. Mr. Mohan Prasad Panday is Brother of Mr. Bala Balaji Panday and spouse of Mrs. Kiranmai Panday, Directors of the Company. He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.
III. Other information:	
(1) Reasons of loss or inadequate profits	The Company has been a consistent performer for the last almost two decades. However, the profit margins may remain inadequate particularly for the purpose of paying Managerial Remuneration due to some global economical factors of the Company.
(2) Steps taken or proposed to be taken for improvement	The Company is fully geared to increase its revenues and to decrease its costs, thereby leading to improved performance in terms of profitability which will boost the revenues of the Company.
(3) Expected increase in productivity and profits in measurable terms	The objective and focus of the Board of Directors is to take the Company to further heights in sales Improvement. Towards this end, the company has already put in place the required roadmap and in the backdrop of the re-engineered business model, rationalization of the work force and adjustment in the branch network, it is hoped to increase the productivity and hence to increase the profitability in the FY 2025-26 in the vicinity of 10-15%.

Annexure –3

1.Nature of contracts/arrangements/ transactions	Rent Agreement in respect of (i) 30-15-126, Opp.:Woodland, Main Road, Dabagardens, Visakhapatnam-530020, (ii) 30-15-140, Shop No.2, Opp: Visakha Medicals, Dabagardens, Visakhapatnam-530020, (iii)30-13-139, 5 &6, Ist Floor, Ram's Arcade, Opp: BSNL Office, Dabagardens, Visakhapatnam-530020 owned by him.	
Duration of the contracts/arrangements/ transactions	The arrangement is running since 01-04-2020 and the Current term is from 01/04/2025 to 31/03/2026	
Salient terms of the contracts or arrangements or transactions including the value, if any:	Rate of Rent	Rs.2,00,000/- per month from 01.04.2025 till 31.03.2026
	Annual	-
	Local Levies	Payable by the Lessee.
Amount paid as advances, if any:	Rent is paid in advance on monthly basis.	
2. Nature of contracts/ arrangements/ transactions		
Duration of the contracts/arrangements/transactions		
Salient terms of the contracts or arrangements or transactions including the value, if any:		
Amount paid as advances, if any:		
3. Nature of contracts/arrangements/ transactions	Salary & Commission	
Duration of the contracts/arrangements/ transactions	01.04.2025 to 31.03.2026	
Salient terms of the contracts or arrangements or transactions including the value, if any:	a. Rs.10,00,000/- (Rupees Ten Lakhs Only) per month b. Commission of Rs. 4,00,00,000/- has been paid to him on this account for the FY 2025-26. Total Annual Remuneration paid to him for the FY 2025-26 is Rs.5,20,00,000/-..	

ANNEXURE-4

INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS, 2015 AND PARA 1.2.5 OF SECRETARIAL STANDARDS-2 INCLUDING THE INFORMATION OF DIRECTORS, WHOSE REMUNERATION IS BEING FIXED/VARIED

Name of Director	Mr. Bala Balaji Panday(DIN: 06493903)
Date of First (Original) Appointment on the Board:	10th April, 2013
Date of Birth, Age	20-07-1978, 47 Years
Designation	Whole Time Director

It is proposed to approve the re-appointment of Bala Balaji Panday as Whole Time Director of the Company not liable to retire by rotation, w.e.f. 01-04-2027, for a term of 5 (Five) years ending on 31-03-2032 on Annual Remuneration within the range from Rs. 60,00,000/- (Rupees Sixty Lakhs Only) per annum to Rs. 72,00,000/- (Rupees Seventy Two Lakhs Only) and as other terms for a period of three years w.e.f.01.04.2027, as set out in the Special Resolution at Item no. 4 of the Notice and as explained in the Explanatory Statement to the said item

Nature of Expertise in Specific Functional Area and experience:-

Leadership skill, tact and initiative in every department of the Company especially New product Marketing and sales. Displayed exceptional financial prowess in developing the verticals of the Company in conjunction with the Company's goals & objectives.

Terms and Conditions of Appointment or Re-appointment and Remuneration, if any:

Term	Proposed to be re-appointed for the following term:- **a.** Service Contract period:- 5 years i.e. from 01-04-2027 till 31-03-2032 **b.** Remuneration period :- 3 years i.e. from 01-04-2027 till 31-03-2030
Remuneration last drawn, if applicable	Annual Remuneration paid to him during the FY 2025-26 is Rs. 60,00,000/-.

Details of Remuneration sought to be paid	Salary within the range from 60,00,000/- (Rupees Sixty Lakhs Only) per annum to Rs. 72,00,000/- (Rupees Seventy Two Lakhs Only) to be paid for the three years commencing from 01-04-2027 till 31-03-2030.
Qualification	Diploma.
List of Other Directorships	NIL
Names of Listed Entities in which the person also holds the directorship	No Company other than Cell Point (India) Limited
Chairmanship/Membership of the Committees of the Board of Directors of Cell Point India Ltd	1. Member in CSR and RMC
Chairmanship/Membership of the Committees of the Board of Directors of other Companies	NIL
Names of listed entities from which the person has resigned in the past three years	NIL
Membership/Chairmanship of the Committees of listed entities from which the person has resigned in the past three years	NIL
Shareholding in the Company (As on 31.03.2026)	1589400 (8.51%) Equity Shares
Shareholding in the Company as a Beneficial Owner (As on 31.03.2026)	NIL

Relationship between directors inter-se and relationship with Manager and other Key Managerial Personnel of the Company:-

Mr. Bala Balaji Panday is Brother of Mr. Mohan Prasad Panday and Brother in law of Kiranmai Panday, Directors of the Company. He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.

No. of Meetings of Board attended during the FY 2025-26	8

Annexure 5

The following detailed information as per Part– II of Schedule V is as follows:

<table>
<tr><td colspan="2">I. General information:</td></tr>
<tr><td>(1) Nature of industry</td><td>The Company operates principally in Multi Brand retail selling of Smart Phones and consumer durable electronic goods under one roof through our all retails stores located all over Andhra Pradesh</td></tr>
<tr><td>(2) Date or expected date of commencement of commercial production</td><td>The Company is already in existence, doing commercial operations w.e.f. 10th April, 2013 . The Company had been granted Certificate of Commencement on 10th April, 2013</td></tr>
<tr><td>(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable as the Company is already in existence and operating since the year 2013.</td></tr>
<tr><td>4) Financial performance based on given indicators</td><td>STANDALONE BASIS:-
<table>
<tr><th>Particulars</th><th>FY2023-24</th><th>FY 2024-25</th><th>FY 2025-26</th></tr>
<tr><td>Total Revenue</td><td>32290.48</td><td>32625.86</td><td>36851.73</td></tr>
<tr><td>Total Expenditure</td><td>32018.40</td><td>32579.08</td><td>36757.84</td></tr>
<tr><td>Exceptional Items</td><td>0</td><td>234.63</td><td>-</td></tr>
<tr><td>Profit /(Loss) Before Tax</td><td>272.09</td><td>281.41</td><td>93.89</td></tr>
<tr><td>Less: Current Tax</td><td>81.64</td><td>-</td><td>44.17</td></tr>
<tr><td>Deferred Tax</td><td>(2.52)</td><td></td><td></td></tr>
<tr><td>Income Tax of</td><td>23.64</td><td>54.69</td><td>17.66</td></tr>
<tr><td>earlier years</td><td></td><td>0.57</td><td>25.70</td></tr>
<tr><td>Profit /(Loss) after Taxation</td><td>169.33</td><td>226.15</td><td>6.35</td></tr>
<tr><td>Earnings per Equity Share</td><td>0.97</td><td>1.21</td><td>0.03</td></tr>
</table></td></tr>
<tr><td>(5) Foreign investments or collaborations, if any.</td><td>Nil</td></tr>
</table>

II. Information about the appointee:	
(1) Background details	Mr. Bala Balaji Panday is 48 years of age and he holds a Diploma in Medical Laboratory Technician Course. He started his entrepreneurial Journey in the field of Mobile phones in the year 2005. He has over 21 years of diverse experience and has demonstrated his leadership skills, tact and initiative in conjunction with the company's goals & objectives. As a Whole Time Director, he leads all the departments and activities of the Company especially in Operations and Marketing. As such, Board is of the opinion that he will provide useful value addition to the decision making process of the Board and under his leadership, Direction and guidance the Company will reach new heights of success
(2) Past remuneration	His remuneration during FY 2025-26 is as follows: a. Rs. 5,00,000/- (Rupees Five Lakhs Only) per month Total Annual Remuneration paid to him for the FY 2025-26 is Rs.60,00,000/-.
(3) Recognition or awards	Nil
(4) Job profile and his suitability	Mr. Bala Balaji Panday is associated with the Company since 2013. He leads all the departments and activities of the Company as Whole time Director of the Company. Mr. Bala Balaji Panday has over 21 years of diverse experience in the Company and has demonstrated his leadership skills, tact and initiative in conjunction with the company's goals & objectives. Keeping in view his excellent performance, the Board considers him as best suitable candidate for the position of Whole Time Director. Keeping in view his excellent performance and contribution towards every sphere of the business of the Company and his valuable experience and on the recommendation of Nomination and Remuneration Committee the Board of Directors of the Company in its meeting held on 02-09-2026 had approved his re-appointment as Whole Time Director of the Company w.e.f. 01-04-2027 for a term till 31-03-2032 on the remuneration as specified in Special Resolution set out at item No. 4 of the Notice of the AGM. The Board of Directors are of unanimous view that under his leadership, direction and guidance, the Company will reach new heights of success.

(5) Remuneration proposed	The Remuneration proposed to be paid to Mr. Bala Balaji Panday Whole Time Director is as per the details set out in the Special Resolution at Item No. 5 of the Notice.
(6)Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	There are no set standards for remuneration in the industry. The executive remuneration in the industry has been increasing significantly in last few years. Keeping in view the type /trends in the industry, size of the Company, the profile and responsibilities shouldered by Mr. Bala Balaji Panday, the Board believes that the remuneration proposed to be paid to him as Whole Time Director is appropriate and commensurate with his profile and is comparable with the industry standards. Further the remuneration proposed to be paid to him is in accordance with the Nomination and Remuneration Policy of the Company and as per the approval and recommendation of Nomination and Remuneration Committee of the Board.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.	Mr. Bala Balaji Panday's pecuniary relationship with the Company during the FY 2025-26 is detailed in **Annexure-6** to this report. He holds 882759 (28.62%) Equity shares in his name in the Share Capital of the Company as on 31.03.2026. Mr. Bala Balaji Panday is Brother of Mr. Mohan Prasad Panday and Brother in law of Kiranmai Panday, Directors of the Company. He is not related to any other Director, Manager or other Key Managerial Personnel of the Company
III. Other information:	
(1) Reasons of loss or inadequate profits	The Company has been a consistent performer for the last almost two decades. However, the profit margins may remain inadequate particularly for the purpose of paying Managerial Remuneration due to some global economical factors of the Company.
(2) Steps taken or proposed to be taken for improvement	The Company is fully geared to increase its revenues and to decrease its costs, thereby leading to improved performance in terms of profitability which will boost the revenues of the Company.
(3) Expected increase in productivity and profits in measurable terms	The objective and focus of the Board of Directors is to take the Company to further heights in sales Improvement. Towards this end, the company has already put in place the required roadmap and in the backdrop of the re-engineered business model, rationalization of the work force and adjustment in the branch network, it is hoped to increase the productivity and hence to increase the profitability in the FY 2025-26 in the vicinity of 10-15%.

Annexure – 6

1. Nature of contracts/arrangements/ transactions	Rent Agreement in respect D.No.30-15-139, No.5 and , Room No.9,1st Floor, Ram's Arcade, Opp: BSNL Office, Dabagardens, Visakhapatnam-530020, Andhra Pradesh owned by him.	
Duration of the contracts/ arrangements/transactions	The arrangement is running since 01-04-2008 and the Current term is from 01/04/2025 to 31/03/2026	
Salient terms of the contracts or arrangements or transactions including the value, if any:	Rate of Rent	Rs. 1,00,000/- per month from 01.04.2025 till 31.03.2026
	Annual Increase	-
	Local Levies	Payable by the Lessee.
Amount paid as advances, if any:	Rent is paid in advance on monthly basis.	
2. Nature of contracts/arrangements/ transactions		
Duration of the contracts/arrangements/transactions		
Salient terms of the contracts or arrangements or transactions including the value, if any:		
Amount paid as advances, if any:		
3.Nature of contracts/arrangements/transactions	Salary/remuneration	
Duration of the contracts/arrangements/transactions	01.04.2025 to 31.03.2026	
Salient terms of the contracts or arrangements or transactions including the value, if any:	a. Rs. 5,00,000/- (Rupees Five Lakhs Only) per month. Total Annual Remuneration paid to him for the FY 2025-26 is Rs.60,00,000/-..	

Sd/-
(Mohan Prasad Panday)
Chairman & Managing Director(06493918)

Sd/-
(Chandra Sekhar Raghavapudi)
Company Secretary and Compliance Officer)

ROUTE MAP OF CELL POINT (INDIA) LIMITED

13th ANNUAL GENERAL MEETING TO BE HELD ON

Tuesday, 29th September 2026 at 11.30 A.M