

**CELL POINT (INDIA) LIMITED**

(Formerly 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
CIN No. U52390AP2013PLC086912
GST No. 37AAFCC2148H1ZR

15th December, 2025

To,
The Listing Department
National Stock Exchange Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai-400051

NSE SYMBOL: CELLPOINT ISIN : INE000001013

Dear Sirs / Madam,

Sub: Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of the Postal Ballot Notice ("Notice") dated 08th December, 2025, along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013, read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking approval of the Members of the Company on the Resolutions forming part of the Notice by way Postal Ballot through remote e-voting only.

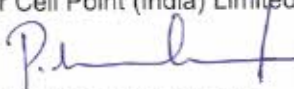
In accordance with the circulars of Ministry of Corporate Affairs, the aforesaid Notice is being sent only by email to all the members who have registered their email addresses with the Company / Registrar and Share Transfer Agent ("RTA") or their respective Depository Participant(s) and whose names are recorded in the Register of Members/Beneficial Owners as on the Cut-Off Date i.e. **05th December, 2025**.

The Company has engaged the services of Big share Services Pvt. Ltd ("BIGSHARE"), for the purpose of providing remote e-voting facility to its members. The remote e-voting commences on Tuesday, 16th December, 2025 at 9:00 A.M. (IST) and ends on Thursday, 15th January, 2026 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by BIGSHARE thereafter. The result of Postal Ballot will be announced within two working days of the conclusion of remote e-voting.

The Notice is also being made available on the website of the Company at www.cellpoint.biz and on the website of Big share at <https://ivote.bigshareonline.com>.

You are requested to take the same on record.

Yours faithfully
For Cell Point (India) Limited


(Mohan Prasad Panday)
Managing Director
DIN: 06493918



Encl.: a/a



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CIN No. U52390AP2013PLC086912
GST No. 37AAFCC2148H1ZR

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given to the Members of Cell Point (India) Limited (the "Company"), pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "Listing Regulations, 2015"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (SS-2) read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, 9/2024 dated 19th September, 2024 and 03/2025 dated 22nd September, 2025 (collectively referred to as 'MCA Circulars') and all other applicable provisions framed under the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, that the Company is seeking consent of the Members of the Company by means of Postal Ballot, to the resolutions appended below, proposed to be passed through Postal Ballot by voting through electronic means only (remote e-voting).

As permitted under the MCA Circulars, the Notice of Postal Ballot is being sent in electronic form only to those Members whose e-mail addresses are registered with the Company / Depositories as on the Cut-Off Date i.e. 05th December, 2025

If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes of the Notice to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communications of the assent or dissent of the Members would only take place through the remote-e-voting system. In compliance with the requirements of the MCA Circulars, the hard copy of the Postal Ballot Notice Along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The proposed resolutions and the Explanatory Statement pertaining to the resolutions in terms of the provisions of Section 102 of the Act, as appended hereto, forms part of this Postal Ballot Notice.

The Company has appointed **B.UmaMaheswara Rao**, (FCS-10163, CP No.13117), Practicing Company Secretary, as Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, 2015, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice.

The Company has engaged the services of Big share Services Pvt. Ltd ("BIGSHARE"), for facilitating e-voting. Voting through remote e-voting commences from Tuesday, **16th December, 2025 at 9:00 A.M. (IST)** and ends on Thursday, **15th January, 2026 at 5:00 P.M. (IST)**. The e-voting module shall be disabled by BIGSHARE for voting after **15th January, 2026 (05:00 P.M. IST)**. The Scrutinizer's decision on the validity of votes shall be final.

The Scrutinizer will submit the Report to the Chairman or any of the Director or the Company Secretary of the Company upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot shall be declared on or before **Saturday, 17th January, 2026**.

The proposed resolution(s) as set out herein below, shall be deemed to be passed on the last day of the Postal Ballot voting period i.e., **15th January, 2026**, as if the same had been passed at a General Meeting of the Members convened in that behalf.

The results along with the Scrutinizer's Report will be posted on the Company's website, viz. www.cellpoint.biz and also on the website of BIGSHARE, viz., <https://ivote.bigshareonline.com>. and National Stock Exchange of India Limited at www.nseindia.com where the Company's shares are listed.

Special Business:

1. APPOINTMENT OF MRS. SAILAJA PENMETSA (DIN: 11354469) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and, if thought fit, approve the appointment of **MRS. SAILAJA PENMETSA (DIN: 11354469)** as an Independent Director (Non-Executive) of the Company to hold office for a first term of consecutive Five years up to 29th October, 2030 and to pass, with or without modification(s), the following resolution as a Special Resolution::

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed there under, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **MRS. SAILAJA PENMETSA (DIN: 11354469)**, who was appointed as an Additional Director by the Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee with effect from October 30, 2025 pursuant to the provisions of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive Five years up to 29th October, 2030."

RESOLVED FURTHER THAT any one Director / Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Visakhapatnam
Date: 08th December, 2025



By order of the Board
For Cell Point (India) Limited

(Mohan Prasad Panday)
Managing Director
DIN: 06493918

NOTES FOR MEMBERS' ATTENTION

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the 'Act') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') as amended, setting out material facts and reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Notice.
2. Mr. B.UmaMaheswaraRao, (FCS-10163, CP No.13117), peer reviewed Practicing Company Secretary (3157/2023) (FCS: 5118 & COP No.: 3726), has been appointed as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner. He has communicated his willingness for such appointment and will be available for the same. The Scrutinizer will submit the Report to the Chairman or any of the Director or the Company Secretary of the Company upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot shall be declared on or before 17th January, 2026. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
3. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cellpoint.biz, and on the website of bigshare <https://ivote.bigshareonline.com> immediately after the result is declared by the Chairman or any of the Director or the Company Secretary, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
4. In compliance with the MCA Circulars, Postal Ballot Notice is being sent only electronically by e-mail to the Members who have registered their e-mail addresses with the Depository or with the Company and whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on 05th December, 2025 (the "Cut-Off Date"). Accordingly, the communications of the assent or dissent of the Members would take place through the e-voting system only. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who is not a Member as on the Cut-Off Date should treat this Postal Ballot Notice for information purposes only. A member cannot exercise his vote by proxy on Postal Ballot.
5. The Postal Ballot period for remote e-voting commences on Tuesday, 16th December, 2025 at 9:00 A.M. (IST) and ends on Thursday, 15th January, 2026 at 5:00 P.M. (IST)..
6. Resolutions passed by Members with requisite majority through remote e-voting shall be deemed to be passed on 17th January, 2026 i.e., the last date specified for receipt of votes through remote e-voting as if they have been passed at a General Meeting of the Members.
7. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules made thereunder, Regulation 44 of the Listing Regulations, 2015 and MCA Circulars, the Company has provided the facility to Members to exercise their votes electronically through remote e-voting. The Company has engaged the services of bigshare to provide remote e-voting facility to its Members. The instructions for remote e-voting are annexed to this Notice.
8. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.cellpoint.biz, website of the National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of bigshare at <https://ivote.bigshareonline.com>.



9. All the material documents, if any, referred to in the statement setting out material facts annexed thereto will be available for inspection at the Registered Office of the Company during office hours on working days and also available electronically from the date of dispatch until the last date for receipt of votes through remote e-voting. Members seeking to inspect the same can send an email from their registered email to the Company at cs@cellpoint.biz.
10. Members are requested to register their e-mail address with the Company. Members are requested to provide details such as Name, Folio number, Certificate number, PAN, Mobile number, E-mail ID, and also upload the image of share certificate and a duly signed request letter (upto 1 MB) in PDF or JPEG format.



Bigshare i-Vote E-Voting System

E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. 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.

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.

- iii. 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.



1. Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your 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 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/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLoginThe 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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-Votewebsite 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 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

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	<p>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.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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.</p>

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. CDSL and NSDL

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.com or contact at toll free No. 1800 22 55 33.
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.com or call at 022- 48867000.

2. 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 ID as 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.

3. 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 registered e-mail 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:

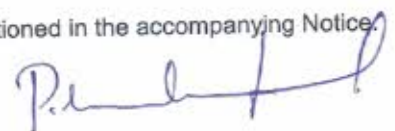
- To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation 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: 022-62638338

Explanatory Statement in respect of the Special Business in item no. 1 pursuant to sections 102 and 110 of the Companies Act, 2013 and Additional Information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The following statement sets out all material facts relating to item no. 1, mentioned in the accompanying Notice.



Item No. 1

Proposal

The Board of Directors of the Company at its Meeting held on October 30, 2025, pursuant to the recommendation of the Governance, Nomination and Remuneration Committee ("GNRC"), has approved the appointment of SAILAJA PENMETSA (DIN: 11354469) as an Additional Director (Independent and Non-Executive) of the Company with effect from October 30, 2025 under section 161 of the Companies Act, 2013 ("the Act") subject to approval of the Members of the Company, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from October 30, 2025 to October, 29 2030 (both days inclusive).

Process & Basis of Appointment:

The GNRC evaluated profiles of various candidates as an Independent Director of the Company. The GNRC had identified skills, expertise and competencies required by the Board for the effective functioning of the Company. The process of short listing and selection of SAILAJA PENMETSA was carried out and concluded by GNRC members, who are Independent Directors and not considered interested in such proposal. After considering the qualifications, skill sets, experience, independence, knowledge and their ability to devote sufficient time, the GNRC selected and recommended to the Board, the appointment of SAILAJA PENMETSA as Independent Directors of the Company. In alignment with its strategic direction, the Company's appointment of SAILAJA PENMETSA demonstrates a strong commitment to long-term sustainability and effective leadership continuity. This decision, made in accordance with the Company's 'Policy on Appointment of Directors and Senior Management and Succession planning for orderly succession to the Board and the Senior Management' and 'Policy for Remuneration of the Directors, Key Managerial Personnel and other employees' reflects a proactive approach to governance. It reinforces the Company's dedication to cultivating a resilient and forward-looking Board, prepared to meet future challenges and embrace emerging opportunities. The Company has also received notices under section 160 of the Act from a member proposing the candidature of SAILAJA PENMETSA for the office of Independent Directors of the Company.

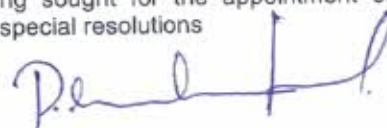
Brief profile of SAILAJA PENMETSA, age, qualifications, nature of their expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which they hold directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to their resignation from listed entities in the past three years, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") are stated herein as Annexure A.

SAILAJA PENMETSA, Chartered Accountant,

Professional Experience : Since 2005 as a Chartered Accountant

Directorships: NIL

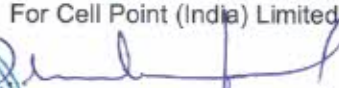
In the opinion of the Board, SAILAJA PENMETSA, fulfill the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and are independent of the Management. The Board is of the view that SAILAJA PENMETSA's knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends her appointment to the Members. As per Section 152 of the Act and the rules there under, a Director can be appointed with the approval of the Members and as per Regulation 17 (1C) of the Listing Regulations, the Company is required to obtain the approval of the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25 (2A), approval of the Members by way of a special resolution is required for the appointment of an Independent Director. Accordingly, approval of the Members is being sought for the appointment of SAILAJA PENMETSA as Independent Directors of the Company by way of special resolutions




A copy of the draft letters of appointment of SAILAJA PENMETSA setting out terms and conditions of Appointment is available for inspection by the Members. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of E-Voting. Members seeking to inspect such documents can send an email to cs@cellpoint.biz. The additional details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, in respect of the person seeking appointment as Directors are furnished herein below as Annexure - A.

The Board recommends the Special Resolutions set out at Item No. 1 of the Notice for approval of the Members

By order of the Board
For Cell Point (India) Limited



(Mohan Prasad Panday)
Managing Director
DIN: 06493918



PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE APPOINTED IS FURNISHED BELOW:

Name	SAILAJA PENMETSA
Designation	Independent Director
Age	49
DIN	11354469
Qualification	Chartered Accountant; B. Com.
Expertise in specific functional areas	SAILAJA PENMETSA is a Chartered Accountant by profession having experience for more than 20 years in the areas of corporate laws, Auditing, taxation, and Financial Management. She has extensive exposure to statutory and internal audits of corporate, governance advisory and regulatory compliance. She possesses strong analytical, organizational, and interpersonal skills developed through her long association with various audit and consultancy engagements.
Directorships held in other public companies (excluding foreign companies)	None
Memberships / Chairmanships of Committees of other Indian public companies	None
Listed entities from which the person has resigned in the past three years	None
Number of Shares held in the Company	Nil
Inter-se relationships between Directors	Nil
No. of Board meetings attended during the financial year 2025-26	
Details of Remuneration last drawn (Rs.) (including sitting fees)	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer the explanatory statement set out at item No. 1 of the notice.
Terms and conditions of appointment / re-appointment	SAILAJA PENMETSA is proposed to be appointed as an Independent Director of the Company on the terms and conditions contained in the Explanatory Statement to the notice
Details of proposed remuneration	As may be approved by the Board of Directors of the Company, in compliance and conformity with the applicable statutory provisions

