



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

Date:03/09/2025

To,

The Manager,
Listing Compliance Department
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400051

SYMBOL: CELLPOINT ISIN: **INE00001013**

SUB: INTIMATION FOR 12th ANNUAL GENERAL MEETING.

Dear Sir/Ma'am

In reference to captioned subject, we would like to inform National Stock Exchange Limited ("NSE") that our Company has scheduled **12th Annual General Meeting** ("AGM") of the Company to be held **on Saturday, September 27, 2025 at 11.30 A.M.** in physical presence of the Members at 30-15-139, FIRST FLOOR, ROOM NO.5 & 6, RAMAS ARCADE, DABAGARDENS, VISAKHAPATNAM, AP 530009, India.

Further, Our Company has fixed **19th September, 2025** as "Record Date/ Cut-off Date" for determining the eligibility of members to vote at the AGM.

We further state that the Company does not have its equity shares in physical form, all the equity shares of the Company are held in dematerialized form. Hence, closure of transfer of books of the Company is not applicable and accordingly there is no date of closure of transfer of books.

The Notice of AGM is attached for your kind record

The above information and attachment are for your record and reference.

Thanks & Regards

For and on behalf of
Cell Point (India) Limited

(RAGHAVAPUDI CHANDRA SEKHAR)
COMPANY SECRETARY AND COMPLIANCE OFFICER

NOTICE OF 12th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 12TH 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 SATURDAY, 27TH DAY OF SEPTEMBER, 2025 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, 2025 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, 2025 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. **Appointment of Mr. Yanamandra Suryanarayana Murty (DIN: 01368271) as Non-Executive Independent Director of the company:**

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. **Yanamandra Suryanarayana Murty (DIN: 01368271)** who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the 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, being eligible, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of **5 (five)** consecutive years, i.e., from August 19, 2025 to August 18, 2030.

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

4. **Appointment of B.Uma Maheswara Rao, Practicing Company Secretary, Visakhapatnam, as the Secretarial Auditor of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, B.Uma Maheswara Rao, Practicing Company Secretary (FCS-10163, CP-13117) and Peer Review No.3157/2023, Visakhapatnam be and is hereby appointed as the Secretarial Auditor of the Company for a term of Two consecutive years commencing from FY 2025-26 to FY 2026-27, at such



remuneration as may be determined by the Board of Directors of the Company in consultation with the Secretarial Auditor;

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and are hereby authorised to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditor, from time to time, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. To empower board for creation of security on the properties of the company, both present and future of lenders u/s 180(1)(a) & other applicable provisions, if any of the companies act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) & other applicable laws and Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (the "Board") to create charge, hypothecation, mortgage on any movable and/or immovable properties/assets of the Company wheresoever's situated, both present and future and on the whole or substantially the whole of the undertaking or the undertakings of the Company in favour of any banks, financial institutions, hire purchase/ lease companies, body corporate or any other persons on such terms and conditions as the Board may think fit, for the benefit of the Company and as agreed between Board and lender(s) towards security for borrowing of funds from time to time, not exceeding INR 1,00,00,00,000/- (Rupees One Hundred Crores only) for the purpose of business of the Company or otherwise as per the requirements of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other statutory and procedural formalities to be complied with in this regard.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director be and is hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Director of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."



6. To approve the increase in limits applicable for making investments/extending loans & giving guarantees or providing securities in connection with loans to person/ body corporates under Section 186 of the Company Act 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification or re-enactment thereof), subject to the terms of Articles of Association of the Company and any other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the company be and is hereby accorded for empowering the Board of Directors of the company for making investment(s) in excess of limits specified under section 186 of the Companies Act, 2013 from time to time in acquisition of securities of anybody corporate or for giving loans, guarantees or providing securities to anybody or other person/entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs.25,00,00,000/- (Rupees Twenty Five Crores only), notwithstanding that such investment and acquisition together with existing investments of the Company in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013, i.e. the limits available to the company is sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more."



"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Director of the company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

Registered office:

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

Date: 02/09/2025

Place: Visakhapatnam



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

A handwritten signature in blue ink, appearing to read "Chandra Sekhar Raghavapudi".

(Chandra Sekhar Raghavapudi)
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. 03-6 of accompanying notice is annexed hereto.
- 2) The Notice of the 12th AGM along with the Annual Report for the Financial Year 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on **August 29, 2025**.
- 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 2024-25 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.biz at 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 **Bigshare 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 **Wednesday September 24, 2025 at 9.00 a.m. and ends on Friday September 26, 2025 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 19, 2025** 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.
- 28) Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from **September 20, 2025 to September 26, 2025** (both days inclusive).



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

- i. The remote e-voting period begins on **24th September 2025** 09.00 A.M. and ends on **26th September 2025** 05.00 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 **19th September 2025** may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.

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.

- iv. 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	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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 2024-25
Individual Shareholders holding securities in demat mode with NSDL	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. 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 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 nameBIGSHARE 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.com or 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 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.



2. 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 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.



- 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 (selfattested 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.



Company:

Registered Office:

30-15-139, First Floor, Room No.5 & 6, Ramas Arcade,

Dabagardens, Visakhapatnam 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

Date: 02/09/2025

Place: Visakhapatnam

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



A handwritten signature in blue ink, appearing to read "Chandra Sekhar Raghavapudi".

(Chandra Sekhar Raghavapudi)

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: Appointment of Mr. Yanamandra Suryanarayana Murty (DIN: 01368271) as Non-Executive Independent Director of the company:

The Board of Directors ("Board") on the recommendation of the Nomination and Remuneration Committee ("NRC") has appointed Yanamandra Suryanarayana Murty (DIN: 01368271) as an Additional Director of the Company with effect from 19th August, 2025 and also as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from August 19, 2025 to August 18, 2030, subject to approval of the Members by way of a special resolution.

Mr. Yanamandra Suryanarayana Murty , aged 59 years has done his CA from ICAI. He is practising as Chartered Accountant since 1999 at Visakhapatnam. The NRC has identified amongst others his qualification and his vast experience in the Accountancy, Audit and corporate laws. After reviewing the profile of Mr. Yanamandra Suryanarayana Murty, the NRC and the Board was of the view that Mr. Yanamandra Suryanarayana Murty possesses appropriate skills, experience and knowledge as required for the role of an Independent Director. The skills coupled with his rich experience will benefit the Company. Accordingly, the Nomination and Remuneration Committee has recommended to the Board his candidature as an Independent Director of the Company.

The Board has also appointed him as the Member of the following Committees of the Board with effect from August 19, 2025:

(1) Audit Committee (2) Nomination and Remuneration Committee and (3) Stakeholders Relationship Committee.

He holds zero equity shares of the Company.

The Company has received a declaration from Mr. Y.Suryanaraya Murty to the effect that he meets the criteria of independence as provided in Section 149(6) and other applicable provisions of the Act and Rules framed thereunder and Regulation 16(1)(b), Regulation 25(8) and other applicable provisions of the Listing Regulations. Mr. Y.Suryanaraya Murty has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He was associated to Subodh Consulting Private Limited as a Director since 15th October, 2009.



The Board, on the basis of confirmations / declarations provided by Mr. Y.Suryanaraya Murty is of the opinion that he fulfills the conditions / criteria specified under the Act, the Rules framed thereunder and the Listing Regulations in relation to his appointment as an Independent Director of the Company and that he is independent of the management of the Company.

The Company has received a notice pursuant to Section 160 of the Act from a Member signifying the intention to propose the appointment of Mr. Y.Suryanaraya Murty as a Director of the Company. The letter of his appointment as an Independent Director setting out the terms and conditions of his appointment would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cs@cellpoint.biz. The same is also placed on the website of the Company www.cellpoint.biz.

Pursuant to the provisions of section 149, 152, and other applicable provisions of the Companies Act, 2013 and Regulation 17(1C) of the Listing Regulations, approval of Members for appointment of a person on the Board of Directors of a company is required to be obtained.

Hence the approval of the Members for his appointment is sought in this Annual General Meeting. The Board, considering the qualification, experience and expertise of Mr. Y.Suryanaraya Murty, recommends the Special Resolution as set out at Item No. 3 of the Notice for approval of the Members.

Except Mr. Y.Suryanaraya Murty, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of The Institute of Company Secretaries of India (ICSI).

ITEM No.4 : Appointment of B.Uma Maheswara Rao, Practicing Company Secretary, Visakhapatnam, as the Secretarial Auditor of the Company:

Pursuant to the recent amendments notified in Regulation 24A by way of SEBI(LODR) (third amendment) Regulations, 2024, with effect from 1st April, 2025, the Company is required to appoint a Secretarial Auditor, who is a Peer Reviewed Company Secretary.

In accordance with the above regulation, and on the recommendation of the Audit Committee, the Board of Directors in their meeting held on 29th May, 2025 proposed to appoint B.Uma Maheswara Rao, Practicing Company Secretary, Visakhapatnam (FCS-10163, CP-13117) and Peer Review No.3157/2023, as the Secretarial Auditor of the Company, for performing Secretarial Audit of the Company for a period of Two consecutive years beginning from 1st April 2025 till 31st March, 2027, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of their term, plus reimbursement of actual out of pocket expenses, as recommended by the Audit committee and as may be mutually agreed between the Board and the Secretarial Auditor.



The Secretarial Auditor confirms that they holds a valid peer review certificate issued by the Institute of Company Secretaries of India and that they have not incurred any disqualifications as specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders is required for such appointment. B.Uma Maheswara Rao, Practicing Company Secretary, Visakhapatnam has given his consent to act as the Secretarial Auditor of the Company and has also confirmed that he hold a valid peer review certificate issued by Institute of Company Secretaries of India ('ICSI') and they are not disqualified from being appointed as the Secretarial Auditor.

The Board of Directors recommends passing of Ordinary Resolution as contained in Item no. 04 of the notice. None of the Directors or KMPs of the Company or their relatives, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

ITEM No.5: To empower board for creation of security on the properties of the company, both present and future of lenders u/s 180(1)(a) & other applicable provisions, if any of the companies act, 2013:

In terms of the provisions of Section 180(1)(a) read with Section 110 of the Companies Act, 2013 and Rules made thereunder, a company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking or undertakings of the company without the consent of the Shareholders of the Company by way of a Special Resolution. Accordingly, the Special Resolution for creation of mortgage and/or charge on all or any of the movable and/or immovable properties and to sell, lease or otherwise dispose off of all or any of the movable and/or immovable properties of the Company, is proposed to be passed in this AGM.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge hypothecation, mortgage on any movable and/or immovable properties/assets of the Company wheresoever situated, both present and future and on the whole or substantially the whole of the undertaking or the undertakings of the Company in favour of any banks, financial institutions, hire purchase/lease companies, body corporate or any other persons.

The Board of Directors of the Company in its meeting held on September 02, 2025 approved the above proposal and recommends the passing of the Resolution contained in this Item no. 5 of the accompanying Notice as a Special Resolution. None of the Directors or KMPs of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.



ITEM No.6: To approve the increase in limits applicable for making investments/extending loans & giving guarantees or providing securities in connection with loans to person/ body corporates under Section 186 of the Company Act 2013:

As per the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities

premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting. In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans / new investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for the same for an amount not exceeding Rs.25,00,00,000/- (Rupees Twenty Five Crores only).

The Board of Directors of the Company in its meeting held on September 02, 2025 approved the above proposal and recommends the passing of the Resolution contained in this Item no.6 of the accompanying Notice as a Special Resolution.

None of the Directors or KMPs of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

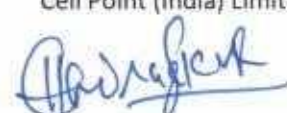
Registered office:

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

Date: 02/09/2025

Place: Visakhapatnam

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

(Chandra Sekhar Raghavapudi)
Company Secretary and Compliance Officer

**ANNEXURE-A
FORM NO. MGT-11
PROXY FORM**

12th 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 member(s):

Registered address:

E-Mail ID:

Folio No./Client ID:

DP ID:

I/We, being the member(s) of shares of the above-named Company hereby
appoint:

1. Name: _____ Address: _____

E-mail ID: _____, 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 12TH Annual General Meeting of the Company, to be held on **Saturday, 27th September, 2025 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	
		For	Against
	Ordinary Business		
1.	To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended on March 31, 2025 with the Reports the Board of Directors' and Auditors' thereon		
2	To re-appoint MrsKiranmai Panday (DIN: 08034071), as a Director who retires by rotation and being eligible, offers herself for re-appointment		
	Special Business		
3	Appointment of Mr. Yanamandra Suryanarayana Murty (DIN: 01368271) as Non-Executive Independent Director of the company		
4	Appointment of B.Uma Maheswara Rao, Practicing Company Secretary, Visakhapatnam, as the Secretarial Auditor of the Company		
5	To empower board for creation of security on the properties of the company, both present and future of lenders u/s 180(1)(a) & other applicable provisions, if any of the companies act, 2013		
6	To approve the increase in limits applicable for making investments/extending loans & giving guarantees or providing securities in connection with loans to person/ body corporate under Section 186 of the Company Act 2013		

Signed this day of 2025

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 | E-mail: cs@cellpoint.biz

ATTENDANCE SLIP

**12th ANNUAL GENERAL MEETING TO BE HELD ON
Saturday, 27th September 2025 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 **12th ANNUAL GENERAL MEETING ("AGM")** of the Members of the Company being held on **Saturday, 27th September, 2025 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 12th Annual General Meeting
Disclosure under Regulation 36 (3) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations,
2015 and Secretarial Standards-II issued by ICSI for Item No. 3:

Details of the Directors seeking Re-Appointment in the 12th Annual General Meeting of the company pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

Item No 2: 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	00654675
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/Memberships held	NIL
Terms & Conditions	Liabe to retire by rotation
Remuneration Last Drawn	
Remuneration sought to be paid	
Number of Board Meetings attended during the Financial Year 2024-25	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.3forapprovalbythemembersoftheCompany.

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.

Registered office:

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

Date: 02/09/2025

Place: Visakhapatnam



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

A handwritten signature in blue ink, appearing to read "Chandra Sekhar Raghavapudi".

(Chandra Sekhar Raghavapudi)
Company Secretary and Compliance Officer)

ROUTE MAP OF CELL POINT (INDIA) LIMITED

12th ANNUAL GENERAL MEETING TO BE HELD ON
Saturday, 27th September 2025 at 11.30 A.M

