



**Date: April 07, 2026**

To,

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

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

**Sub: Outcome of Board Meeting held on Tuesday, April 07, 2026**

In terms of Regulation 30 read with Schedule III of the SEBI (LODR) Regulations, 2015, we wish to inform you that the Board of Directors of the Company in their meeting held on today i.e. Tuesday, April 07, 2026, at the registered office of the Company, *inter-alia*, considered and approved the following businesses:

**1. FUND RAISING OF RS. 98,00,00,000 (RUPEES NINETY-EIGHT CRORE ONLY) BY WAY OF ISSUANCE OF SECURITIES ON PREFERENTIAL BASIS**

With a view to meeting the Company's funding requirements, enhancing its overall financial strength and stability, and to augment the financial resources of the Company through raising of funds, by way of creating, issuing and allotting up to 3,50,00,000 (Three Crore Fifty Lakh Only) Fully Convertible Warrants Convertible into equivalent number of fully paid-up equity share of the Company having face value of Re. 1/- (Rupee One Only), in one or more tranches, to **Mr. Ravi Agarwal, Managing Director and Promoter of the Company**, on preferential basis, at an issue price of Rs. 28/- (Rupees Twenty-Eight Only) per warrant, which is higher than the floor price determined in accordance with the provision of Chapter V of SEBI ICDR Regulations, payable in cash for aggregating amount of up to Rs. 98,00,00,000 (Rupees Ninety Eight Crore Only) in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended ("Rules"), Chapter V of SEBI ICDR Regulations, in such manner and on such terms and conditions as determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws subject to approval of shareholders and other regulatory authorities, as may be applicable.

Upon allotment of warrants in accordance herewith, an amount equivalent to 25% (Twenty-Five Percent) of the total issue size shall be called upfront from the proposed allottees.

*Disclosure with respect to the Preferential Issue under Regulation 30 of SEBI Listing Regulations read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 is enclosed as **Annexure -I** to this letter.*

**2. MEMBERS' APPROVAL THROUGH THE PROCESS OF POSTAL BALLOT**

To seek members' approval through the process of postal ballot for the above-said today's board decision and accordingly, approved the draft Notice of Postal Ballot along with the calendar of events, and authorized Director/ KMP to issue the same to the concerned.

Further, approved the appointment of Ms. Anu Malhotra, Proprietor of M/s. Anu Malhotra & Associates, (COP No.- 16221) Practicing Company Secretaries as Scrutinizer for the Postal Ballot process, and National Securities Depository Limited ("NSDL") as the authorized agency for conducting the Postal Ballot process through the remote e-voting facility, along with all matters incidental and related thereto.

The cut-off date for E-Voting, as well as the dispatch of the notice of Postal ballot and the E-Voting period, have also been considered and fixed as follows:

Cut-off date for dispatch and E-voting	April 03, 2026
dispatch date of postal ballot	April 07, 2026
E-voting period	From 9:00 a.m. (IST) on April 08, 2026 up to 5:00 p.m. (IST) on May 07, 2026

The notice of the postal ballot will be sent separately to the Stock Exchange and to the Members of the Company and will also be available on the Company's website at [www.cellecor.com](http://www.cellecor.com) and on the website of the stock exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), and e-voting agency's website at <https://www.evoting.nsdl.com> in due course.

3. This is with reference to the communication received from the National Stock Exchange of India Limited vide Letter No. NSE/LIST-SOP/FINES/0292 dated March 13, 2026, regarding non compliance under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of the said letter is enclosed as Annexure-1. In line with the Exchange's advisory, the matter was placed before the Board of Directors at their meeting held today. After due deliberation, the Board members noted that the non-compliance was unintentional and resulted from an oversight in interpreting the applicable regulatory timelines. The lapse was procedural in nature, with no wrongful intent involved. The Board members has advised the management to take appropriate corrective steps to strengthen internal processes and ensure timely compliance going forward. It was also noted that the fine levied by the Exchange has been paid within the prescribed timeline.

The Board Meeting commenced at 11:00 A.M. and concluded at 11:45 A.M.

You are requested to take the above information on record and oblige.

Thanking you,

Yours faithfully,

For and on behalf of  
**Cellecor Gadgets Limited**

**Bindu Gupta**  
**Chief Financial Officer**

Encl: as above

## ANNEXURE I

THE DETAILS AS REQUIRED UNDER REGULATION 30 OF SEBI LISTING REGULATIONS READ WITH SEBI MASTER CIRCULAR HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 DATED JANUARY 30, 2026 ARE AS UNDER:

S. N.	Particulars	Disclosures																								
1	Type of securities proposed to be Issued	Fully Convertible Warrants																								
2	Type of issuance	Preferential Allotment																								
3	Total number of securities proposed to be issued or total amount for which the securities will be issued	Up to 3,50,00,000 (Three Crore Fifty Lakh Only) Fully Convertible Warrants convertible into equal number of Equity Shares of face value of Re. 1/- each, to person belonging to Mr. Ravi Agarwal, Managing Director and Promoter of the Company, at an issue price of Rs. 28/- (Rupees Twenty-Eight Only) for aggregating amount of up to Rs. 98,00,00,000 (Rupees Ninety Eight Crore Only).																								
<b>In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):</b>																										
4	Name and number of the Investor(s)	1. Mr. Ravi Agarwal																								
5	Issue price	Rs. 28/- per warrant																								
6	post allotment of securities - outcome of the subscription	<table border="1"> <thead> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre preferential issue</th> <th colspan="2">Post preferential issue</th> </tr> <tr> <th>No of Shares</th> <th>%</th> <th>No of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoters &amp; Promoter Group (A)</td> <td>10,21,64,850</td> <td>46.30</td> <td>13,71,64,850</td> <td>53.65</td> </tr> <tr> <td>Public (B)</td> <td>11,85,12,950</td> <td>53.70</td> <td>11,85,12,950</td> <td>46.35</td> </tr> <tr> <td><b>Total (A) + (B)</b></td> <td><b>22,06,77,800</b></td> <td><b>100.00</b></td> <td><b>25,56,77,800</b></td> <td><b>100.00</b></td> </tr> </tbody> </table> <p><b>Notes:</b></p> <ol style="list-style-type: none"> <li>1. Post-SHP has been prepared assuming full conversion of warrants into equity shares</li> <li>2. The Company hereby undertakes that, upon allotment of equity shares pursuant to the conversion of all warrants, its paid-up share capital is expected to exceed Rs. 25 crores. Accordingly, in terms of the proviso to Regulation 280(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company confirms that it shall comply with all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that apply to entities listed on the Main Board.</li> </ol>	Category	Pre preferential issue		Post preferential issue		No of Shares	%	No of Shares	%	Promoters & Promoter Group (A)	10,21,64,850	46.30	13,71,64,850	53.65	Public (B)	11,85,12,950	53.70	11,85,12,950	46.35	<b>Total (A) + (B)</b>	<b>22,06,77,800</b>	<b>100.00</b>	<b>25,56,77,800</b>	<b>100.00</b>
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7	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	The tenure of the warrants shall not exceed 18 (eighteen) months from the date of allotment. Each warrant shall carry a right to subscribe 1 (one) Equity Share per warrant, which may be exercised in one or more tranches during the period commencing from allotment of warrants until the expiry of 18(eighteen) months from the date of allotment of the warrants. In the event that, a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from the date																								

		of allotment of Such warrants, the unexercised warrants shall lapse and the amount paid by the warrants holders on such warrants shall stand forfeited by the Company.
8	<b>Nature of Consideration</b>	Cash
9	<b>Any cancellation or termination of proposal for issuance of securities including reasons thereof.</b>	Not Applicable

## National Stock Exchange of India

NSE/LIST-SOP/FINES/0292

March 13, 2026

To,  
The Company Secretary  
**Cellecor Gadgets Limited**

Dear Sir/Madam,

**Subject: Notice for non-compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Your attention is drawn towards SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023 and last updated on January 30, 2026 (hereinafter referred to as "Master Circular"), specifying Standard Operating Procedure for imposing fines and suspension of trading in case of non-compliance with the Listing Regulations. On verification of the Exchange records, it has been observed that your Company has not complied/delayed complied with certain Listing Regulation(s) for the month ended February 28, 2026. The details of non-compliance(s)/delayed compliance(s), total fine payable by your Company and the particulars about manner in which fine should be remitted to the Exchange is enclosed as **Annexure**.

You are requested to inform the Promoters about identified non-compliance and to make the payment of fines within 15 days from the date of this notice, failing which the Exchange may initiate freezing of entire shareholding of the Promoters in the Company as well as in other securities held in the Demat accounts of the Promoters.

Upon receipt of this review notice, the company may file the waiver request. Below are the parameters for filing the application for waiver:

a) Waiver applications sent via mail is not considered. The Company is requested to submit waiver application on the below mentioned path:

**NEAPS>>Compliance>>Fine Waiver>>Waiver Request**

b) Detailed submission indicating reasons for waiver, mentioning whether it intends to seek personal hearing before the concerned Committee.

c) Further, **compliance is a pre-requisite for applying for waiver**. Thus, waiver application of the non-complied Companies will not be processed without achieving the compliance.

d) In case the Company is non-complaint under multiple regulations, the Company is advised to file a single application mentioning the details of all the respective regulations and quarters for which the Company intends to apply for waiver.

e) **Non-refundable** Processing fees for an amount of Rs.10,000 plus 18% GST to be paid to the designated Exchange, (as segregated between the Exchanges as per the policy for waiver of fines) only if the fine amount is more than Rs. 5,000/- exclusive of GST.

**National Stock Exchange Of India Limited**

However, before filing an application for waiver of fines, you are requested to refer to the below policy available on the Exchange's website. For ready reference you may refer below link:

**Policy on processing of waiver application:**

[https://nsearchives.nseindia.com//web/circular/2026-01/Policy\\_for\\_waiver\\_of\\_fines\\_Final1\\_20260113193131.pdf](https://nsearchives.nseindia.com//web/circular/2026-01/Policy_for_waiver_of_fines_Final1_20260113193131.pdf)

Further, as per Master Circular, your Company is also required to ensure that the said non-compliance which has been identified by the Exchange and subsequent action taken by the Exchange in this regard shall be placed before the Board in the next Board Meeting and comments made by the Board shall be duly informed to the Exchange at the below mentioned path in NEAPS portal along with this letter for dissemination having the announcement text as 'Board comments on fine levied by the Exchange'.

**Path: NEAPS > COMPLIANCE > Announcements > Announcements/CA (Subject: Updates)**

In case of any clarification, you may contact any of the below mentioned Exchange Officers from Listing Compliance Department:

- Ms. Sonam Yadav
- Ms. Madhu Kadam
- Ms. Harshita Chaubal
- Ms. Duhita Dhure
- Ms. Chanchal Daga (Waiver request)
- Ms. Sweety Mamodia (Waiver request)
- Mr. Vinod Nimbalkar (Waiver request)

Yours faithfully,  
For **National Stock Exchange of India Limited**

**Rachna Jha**  
**Manager**

**National Stock Exchange Of India Limited**
**Annexure**

Regulation	Month	Fine amount per day/ instance (Rs.)	No. of day(s) /No. of Instance(s)	Fine amount (Rs.)
REGULATION 44(3)	28-Feb- 2026	10000	1	10000
<b>Total Fine</b>				<b>10000</b>
<b>GST @18%</b>				<b>1800</b>
<b>Total Fine Payable (Inclusive of GST)</b>				<b>11800</b>

**Notes:**

- **If the fine amount is paid before receipt of this letter, then inform the Exchange accordingly.**
- Please update the payment details on below mentioned path:  
**NEAPS > Payment > SOP Fine Payment.**
- The above payment may be made vide RTGS/NEFT/Net Banking favouring 'National Stock Exchange of India Limited'. The bank details towards the payment of fine are as follows:

BENEFICIARY NAME	NATIONAL STOCK EXCHANGE OF INDIA LIMITED
BANK NAME	IDBI BANK LTD
A/C NO.	Please refer Unique Account Code used for making Annual Listing fees to the Exchange
BRANCH	BANDRA KURLA COMPLEX, MUMBAI
RTGS/IFSC CODE	IBKL0001000

- The fine paid as mentioned above will be credited to IPFT as envisaged in the circular.