



CELLECOR GADGETS LIMITED

(Formerly Known As Unitel Info Limited, Unitel Info Pvt. Ltd.)

Reg. Office : Unit Space No.703, Seventh Floor, Jaksons Crown Heights Plot No.3B1

Twin District Centre, Sector 10 Rohini New Delhi-110085

CIN. NO. L32300DL2020PLC375196 | Mail ID : accounts@cellecor.in | Landline : 011 43034907, 01145038228

Website: www.cellecor.com

Date: August 31, 2024

To,
National Stock Exchange of India Limited
Listing & Compliance Department Exchange Plaza,
5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra Mumbai - 400 051 India

Company Symbol: CELLECOR
Company ISIN: INE00MO01025

Respected Sir/Madam,

Subject: Outcome of Board Meeting held on Saturday, August 31, 2024, in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Board of Directors of Cellecor Gadgets Limited (Formerly Known as Unitel Info Limited and Unitel Info Private Limited) ("the Company") in its meeting held today i.e., Saturday, August 31, 2024 at 05:00 P.M. and concluded at 07:30 P.M. at its Registered Office have *inter-alia*, transacted the following items of business, and taken the decisions as under:

1. considered and approved the acquisition to effectively hold 100% equity stake in Cellecor Foundation (a section 8 Company) through a Share Transfer and the subscription of additional equity shares.

A detailed disclosure in adherence to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circular SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023 issued by Securities and Exchange Board of India is disclosed in **Annexure - A**;

2. based on recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders of the Company, considered and approved the following:
 - a. pay remuneration to Company's Chairperson Ms. Gunjan Aggarwal, in the form of commission as a percentage of profits, Rs. 30 Lacs per Annum or 1% of net-profit, whichever is lower, w.e.f. October 1, 2024
 - b. revision in remuneration payable to Mr. Ravi Agarwal (DIN: 08471502), Managing Director of the Company, from existing Rs. 64 Lacs per annum to Rs. 90 Lacs per Annum, for remainder of his term, w.e.f. October 1, 2024
 - c. revision in remuneration payable to Mr. Nikhil Aggarwal (DIN: 0901668), Whole-Time Director of the Company, from existing Rs. 36 Lacs per annum to Rs. 60 Lacs per Annum, for remainder of his term, w.e.f. October 1, 2024



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Requisite member's approval(s) for all these decisions is being sought by means of passing Special Resolution(s) at the ensuing Annual General Meeting of the Company.

3. Considered and approved the Notice of the 4th Annual General Meeting of the Company to be held on Saturday, September 28, 2024 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") along with the Director's Report, Secretarial Audit Report and other matters/items incidental thereto of the Company for the financial year ended March 31, 2024 as per the provisions of Companies Act, 2013 and other applicable provisions and rule made there under.
4. considered and appointed M/s. Anu Malhotra & Associates, Practicing Company Secretaries, as the Scrutinizer for scrutinizing the E-Voting process for the 4th Annual General Meeting of the Company as per the provisions of Companies Act, 2013 and other applicable provisions, if any, and rules made there under.
5. considered and approved the following items in connection with the convening of 4th Annual General Meeting (AGM) of the Company:
 - **Fixed the day, time and Place:**
4th Annual General Meeting ("AGM") of the Company for the Financial Year 2023-24 be held on Saturday, September 28, 2024 at 12:15 P.M. via Video Conferencing (VC) or Other Audio Visual Means (OAVM).
 - **Book Closure & Cutoff Dates:**
Book Closure date for the purpose of 04th Annual General Meeting and decided the cutoff date for E-voting and E-voting period mentioned below:

Sr. No.	Particulars	Date
1	Book Closure Date	From September 22, 2024 to September 28, 2024 (both days inclusive)
2	Cut-off date for E-voting	September 22, 2024
3	E-voting period	From September 25, 2024 at 09:00 a.m. to September 27, 2024 till 05:00 p.m.
 - **Notice convening of 4th AGM:**
The Notice of the 04th AGM and the Annual Report shall be circulated to the company's members and other entitled, and be submitted to the Stock Exchange in due course and shall also be made available on the website of the Company.



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The Meeting of the Board of Directors commenced at 05:00 P.M. (IST) and concluded at 07:30 P.M. (IST).

The above information is also available on the website of company at www.cellecor.com.
You are requested to kindly take the same on your record.

Thanking you.

Yours faithfully,

For **Cellecor Gadgets Limited**

(Formerly Known as Unitel Info Limited and Unitel Info Private Limited)

Ravi

Agarwal

Digitally signed by
Ravi Agarwal
Date: 2024.08.31
19:40:27 +05'30'

Ravi Agarwal

Managing Director

DIN: 08471502

Place: Delhi



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Annexure-A

Disclosure pursuant to Regulation 30 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-I/P/CIR/2023/123 dated July 13, 2023

Sl. No.	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc.	Name: Cellecor Foundation (a Non-Profit Organization, under Section 8 of the Companies Act, 2013.) Authorised Share Capital: INR 10,00,000 Existing Paid-up Capital: INR 1,00,000 Turnover: Nil (Yet to commence business)
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	Yes, as existing shareholders are promoter of the Company as well, hence it is a related party transaction, done at par, at arm's length. Save and except mentioned above, the Promoter/Promoter Group/ Group Companies are not interested in the Transaction
3	Industry to which the entity being acquired belongs	Non-Profit Organization, under Section 8 of the Companies Act, 2013.
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The main objects of the Company is to assess the teaching learning and skills of children with disabilities in the classroom, identify physical and academic adaptations for systematic reading and writing of children with disabilities in regular classes, collect information to measure the educational needs of children with disabilities and to determine the educational goals of children with disabilities. Impact of Acquisition: Not Applicable, as it is newly incorporated company hence is no impact of the company.



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5	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
6	Indicative time period for completion of the acquisition	3 Months
7	Nature of consideration - whether cash consideration or share swap and details of the same	Cash Consideration
8	Cost of acquisition or the price at which the shares are acquired	Upto 10,00,000 (approx.) in the following manner: 1. Acquisition of 10,000 Equity Shares at 10 per share from its existing Shareholders; 2. Subscription of fresh issue of 90,000 Equity Shares at the face value of 10 per share
9	Percentage of shareholding / control acquired and / or number of shares acquired;	100%
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	Line of Business: Same as mentioned in point no.4 Date of Incorporation: June 6, 2024 History/ Turnover: Not Applicable, since, it is yet to commence its business.

For Cellecor Gadgets Limited

(Formerly Known as Unitel Info Limited and Unitel Info Private Limited)

Ravi

Agarwal

Digitally signed by

Ravi Agarwal

Date: 2024.08.31

19:40:55 +05'30'

Ravi Agarwal

Managing Director

DIN: 08471502

Place: Delhi