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

Date.06.09.2023

To,

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block
BandraKurla Complex, Bandra (East)
Mumbai-400051

NSE Scrip Symbol: CELLPOINT ISIN: **INE0O0001013**

Dear Sir/Madam,

Sub: Corrigendum to the Annual Report of Cell Point (India) Limited for FY 2022-23
Re: Submission of Annual Report for the Financial Year 2022-23

***

Respected Sir/Madam,

This is in furtherance to our letter dated 2nd September, 2023.

Where in the Company had submitted its Annual Report for FY 2022-23 dated 2nd September, 2023 along with the Notice of the 10th Annual General Meeting of the Company to be held on Friday, September 29, 2023 at 11:30 A.M at the Registered Office of the Company, at 30-15-139, First Floor, Room No.5 & 6, Ramas Arcade, Daba gardens, Visakhapatnam, Andhra Pradesh- 530020.

This is to inform you that certain inadvertent errors/Typo errors were noticed in the Annual Report FY 2022-23 along with some of annual report information was not attached in the Annual Report which was submitted on 02/09/2023.

In view of the above, we are enclosing herewith the Annual Report of the Company for the FY 2022-23 along with the Notice of the 10TH AGM, after incorporation of the necessary changes (other things remaining the same).

The same will also be made available on the Company's website www. https//cellpoint.biz/

Kindly take the above information on record and acknowledge receipt of the same.

Thanking You
Yours Faithfully,

For Board of Directors of
Cell Point (India) Limited

(Mohan Prasad Panday)
Managing Director-06493918

CELL POINT (INDIA) LIMITED Regd. Office Visakhapatnam

Encl – Annual Report 2022-23 along with Notice of 10th AGM

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

Date: September, 02, 2023

To,
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block
Sandra Kurla Complex, Sandra (East)
Mumbai-400051

NSE Scrip Symbol: **CELLPOINT**

Dear Sirs,

Subject: Submission of 10th Annual Report of Cell Point (India) Limited for the F.Y.2022-23

The 10th Annual General Meeting of the Company will be held on Friday, September 29, 2023 at 11.30 A.M,. IST at the registered office of the Company at Door No 30-15-139/F/5, 6 Ward No 27, Ram's Arcade Oppisite Visakha Medical Centre, Dabagardens, Visakhapatnam, Andhra Pradesh-530020

Pursuant to regulation 34 of SEBI Listing Obligation and Disclosure requirements (LODR) Regulations, 2015 here we are submitting 10th Annual Report for the FY 2022-23 of Cell Point (India) Limited which is being through electronic mode to the Members. The reports contains following:

1. Notice of 10th AGM
2. Directors Report
3. Managing Discussion and Analysis report
4. Independent Auditors report on standalone Financial Statements
5. Audited standalone Financial Statements for the financial year ended on 31st March, 2023
6. Cash flow statement on Standalone financial statement

.A copy of Annual report for F.Y. is attached herewith
You are requested to kindly take same on record.

Thanking You,

Yours faithfully,
For Cell Point (India) Limited

(Mohan Prasad Panday)
(Managing Director)
(DIN: 06493918)

Date: 02/09/2023

Place: Visakhapatnam

CELL POINT (INDIA) LIMITED Regd. Office Visakhapatnam

CELL POINT (INDIA) LIMITED

CIN: U52390AP2013PLC086912

ANNUAL REPORT
2022-23

CELL POINT (INDIA) LIMITED
(Formerly known as Cell Point (India) Private Limited)

Corporate Office: D.No 30-15-134, Dabagardens, Visakhapatnam - 530020

CORPORATE INFORMATION

BOARD OF DIRECTORS:

MOHAN PRASAD PANDAY	Managing Director (DIN: 06493918)
BALA BALAJI PANDAY	Whole time Director (DIN: 06493903)
ANANDA RAVADA	Independent Director (DIN: 07712945)
KIRANMAI PANDAY	Executive Director (DIN: 08034071)
KAKSHAYANI SEKHARAMANTRI	Independent Director (DIN : 09854612)

KEY MANAGERIAL PERSONNEL

GOVINDA GANISETTI	Chief Financial officer
CHANDRA SEKHAR RAGHAVAPUDI	Company Secretary and Compliance Officer

COMMITTEES:

AUDIT COMMITTEE:

ANANDA RAVADA	**Chairman**
KAKSHAYANI SEKHARAMANTRI	**Member**
KIRANMAI PANDAY	**Member**

NOMINATION & REMUNERATION COMMITTEE:

ANANDA RAVADA	**Chairman**
KAKSHAYANI SEKHARAMANTRI	**Member**
KIRANMAI PANDAY	**Member**

STAKEHOLDER RELATIONSHIP COMMITTEE:

KIRANMAI PANDAY	Chairman
MOHAN PRASAD PANDAY	Member
KAKSHAYANI SEKHARAMANTRI	Member

RISK MANAGEMENT COMMITTEE:

BALA BALAJI PANDAY	Chairman
KAKSHAYANI SEKHARAMANTRI	Member
CHANDRA SEKHAR RAGHAVAPUDI	Member

CSR COMMITTEE:

ANANDA RAVADA	Chairman
KAKSHAYANI SEKHARAMANTRI	Member
BALA BALAJI PANDAY	Member

INTERNAL COMPLAINTS COMMITTEE:

KAKSHAYANI SEKHARAMANTRI	Chairman
ANANDA RAVADA	Member
KIRANMAI PANDAY	Member

INTERNAL AUDITOR:

SHANKARA AND KRISHNAN	Chartered Accountants

BANKERS:

IDBI	HDFC Bank Limited

AUDITORS:

RAO AND KUMAR'S	Chartered Accountants

REGISTRAR AND TRANSFER AGENT

Big share Services Private Limited

E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka,
Andheri(E) , Mumbai – 470072
Tel: 022-6263 8200

Email: marketing@bigshareonline.com

Website: https://www.bigshareonline.com/

Contact Person: Venkata Krishna Mohan Nandam
SEBI Registration NO: INR000001385

REGISTERED OFFICE

CELL POINT (INDIA) LIMITED

REGISTERED OFFICE	CORPORATE OFFICE
Door No 30-15-139/F/5, 6 Ward No 27, Ram's Arcade Oppisite Visakha Medical Centre, Dabagardens, Visakhapatnam Email id : cs@cellpoint.biz	Door No 30-15-134, lalitha colony Dabagardens, Visakhapatnam Email id : cs@cellpoint.biz Mobile No.9000113897

WEBSITE ADDRESS
www.cellpoint.biz

CORPORATE IDENTIFICATION NUMBER (CIN):
U52390AP2013PLC086912

Contents of annual report
❖ Company Information
❖ Notice of Annual General Meeting to Shareholders
❖ Directors' Report and Annexure to Directors' Report
❖ Management Discussion Analysis
❖ Information regarding Employees and related Disclosures
❖ Secretarial Audit Report
❖ Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo
❖ Corporate Governance Report
❖ Declaration regarding Code of Conduct
❖ Certification by CEO/CFO
❖ Independent Auditors Report
❖ Balance Sheet as on 31st March, 2023
❖ Statement of Profit and Loss for the year ended on 31st March, 2023
❖ Cash Flow Statement for the year ended on 31st March, 2023
❖ Significant Accounting Policies
❖ Notes forming part of Financial Statement

2022-23

ABOUT CELL POINT (INDIA) LIMITED

- Cell Point (India) Limited is one of the leading Mobile retailer under brand name Cell Point®, Our Company is engaged in multi-brand retail selling of Smart Phones, tablets, mobile accessories and mobile related products and allied accessories of various brands such as Apple, Samsung, Oppo, Realme, Nokia, Vivo, Xiaomi, Nokia, Redmi, Techno, One Plus, GIONEE, VIVO etc. We are also engaged in retail selling of some of the consumer durable electronics goods, specifically, smart televisions of various brands such as Xiaomi, Realme and One Plus. All our products sold under one roof through our 75 retail store chain located all over the Andhra Pradesh.
- Apart from Mobiles handsets, Tablets and its accessories, we are also engaged in trading of home appliances product like Televisions (Smart TV, LED TV and LCD TV), Air conditioners, Air coolers, Microwaves, Refrigerators, Washing Machines and other home Appliances. We sell all these home Appliances of various brands like AKAI, WHIRLPOOL, KENSTAR, PANASONIC, HAIER, VOLTAS, USHA and many more.
- Our Company also provides payment option such as credit/EMI facilities including UPI, vouchers, & pay on delivery to its customers for buying our products for which our company has tied up with major leading credit houses like Bajaj Finserv, Capital First, TVS Credit finance etc. The products sold by the Company enjoy limited warranty from its supplier company as back to back. Generally, in case of defect the company gets free replacement or services from supplier Company.

BOARD OF DIRECTORS CELL POINT (INDIA) LIMITED



Mr. MOHAN PRASAD PANDAY
Managing Director



Mr. BALA BALAJI PANDAY
Whole-Time Director



Mr. ANANDA RAVADA
Independent Director



Mrs. KIRANMAI PANDAY
Executive Director



Mrs. KAKSHAYANI SEKHARAMANTRI
Independent Director

NOTICE OF 10th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 10TH 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, AP 530009 ON **FRIDAY, 29TH DAY OF SEPTEMBER 2023** AT 11.30 AM TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Annual Audited Standalone Financial Statements including Balance Sheet as on 31st March 2023 and Profit and Loss Account for the year ended 31st March 2023 together with the Reports the Board of Directors' and Auditors' thereon.

2. Re-appointment of Statutory Auditors To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('Act) (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. RAO AND KUMAR, Chartered Accountants (Firm Registration No. 000384W), who have confirmed their eligibility to be re-appointed as the Statutory Auditors in terms of Section 141 of the Act read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014, be and are hereby re-appointed as Statutory Auditors of the Company for a tenure of Next Four Financial years, from the conclusion of the 10th Annual General Meeting ('AGM') of the Company till the conclusion of the 14th AGM of the Company to be held in the year 2027, to examine and audit the accounts of the Company till the financial year ending March 31, 2027, on such at such remuneration as shall be fixed by the Board of Directors of the Company."

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

SPECIAL BUSINESS

4. INCREASE IN MANAGERIAL REMUNERATION OF MR. MOHAN PRASAD PANDAY, MANAGING 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** pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018 and other applicable provisions, if any, and pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Schedule V of the Companies Act, 2013 and the rules made there under, including any amendment(s), modification(s) or reenactment(s) thereof for the time being in force; upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision of managerial

remuneration of Mr. Mohan Prasad Panday, (DIN: 06493918), Managing Director of the Company, which is in excess of threshold limits as prescribed under Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (SEBI LODR Regulations) and Schedule V of the Companies Act, 2013 and the Rules made there under.

RESOLVED FURTHER THAT the extent and scope of salary and perquisites of the Directors of the Company be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions.

RESOLVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Managing Director.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

5. INCREASE IN MANAGERIAL REMUNERATION OF MR. BALABALAJI PANDAY, WHOLE TIME 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 pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018 and other applicable provisions, if any, and pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Schedule V of the Companies Act, 2013 and the rules made thereunder, including any amendment(s), modification(s) or reenactment(s) thereof for the time being in force; upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision of managerial remuneration of Mr. Bala Balaji Panday, (DIN: 06493903), Whole Time Director of the Company, which is inexcess of threshold limits as prescribed under Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (SEBI LODR Regulations) and Schedule V of the Companies Act, 2013 and the Rules made there under.

RESOLVED FURTHER THAT the extent and scope of salary and perquisites of the Directors of the Company be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions.

RESOLVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Whole Time Director.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the

Company for the purpose of giving effect to aforesaid resolution."

6. INCREASE IN MANAGERIAL REMUNERATION OF Mrs. KIRANMAI PANDAY, NON-EXECUTIVE 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 pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018 and other applicable provisions, if any, and pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Schedule V of the Companies Act, 2013 and the rules made thereunder, including any amendment(s), modification(s) or reenactment(s) thereof for the time being in force; upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision of managerial remuneration of Mrs. Kiranmai Panday, (DIN: 08034071), Director of the Company, which is in excess of threshold limits as prescribed under Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (SEBI LODR Regulations) and Schedule V of the Companies Act, 2013 and the Rules made there under.

RESOLVED FURTHER THAT the extent and scope of salary and perquisites of the Directors of the Company be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions.

RESOLVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Director.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

Yours faithfully,
For Cell Point (India) Limited
Sd/-
(Chandra Sekhar Raghavapudi)
(Company Secretary and Compliance Officer)

Date: 02/09/2023
Place: Visakhapatnam

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

NOTES:

1. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 10th ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND,ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than ten (10) per cent of the total share capital of the Company. In case proxies proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other personor shareholder.

   The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting i.e.by 11.30 AM. on Thursday, **27th September, 2023**. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. In terms of Section 152 of the Companies Act, 2013, Mrs. Kiranmai Panday (DIN: 00654675), Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends her re-appointment.

3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

4. Members/proxies should bring the attendance slip duly filled in for attending the meeting.

5. The Record Date/Cut-off date for the purpose of determining the eligibility of the Members to attend the 10th Annual General Meeting of Company will be 23rd September 2023.

   The Annual Reports together with the Notice of this meeting will be sending through registered email id to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as on Tuesday, 2nd September 2023.

6. All documents referred to in the accompanying notice will be kept open for inspection at the Registered Office of Company on all working days between 10.00 a.m. to 12.00 p.m.prior to date of Annual General Meeting.

7. In support of the ‘Green Initiative’ announced by the Government of India, all the members holding shares in electronic form are requested to intimate their email addresses to their respective DPs and members holding shares in physical form are requested to intimate their email address to the

Company's Registrar and Share Transfer Agent whose e-mail id is mukesh@bigshareonline.com. in mentioning the Company's name i.e. Cell Point (India) Limited, so as to enable the Company to send the Annual Report, Accounts, Notices and other documents through electronic mode to their e-mail addresses Electronic copy of the Annual Report for 2022-23 including Notice of ensuing Annual General Meeting of the Company inter alia indicating process and manner of e-voting along with attendance slip and proxy form are being sent to all the members whose e-mail addresses are registered with the DPs / Company. Physical copies of the same have been sent to those members whose email addresses are not registered with the DPs /Company indicating the process and manner of e-voting. The members will be entitled to receive physical copy of the Annual Report for the financial year ended on March 31, 2023, free of cost, upon sending a request to the Company Secretary of the Company. The Notice of AGM will also be available on the Company's website, www.cellpoint.biz and that of Big Share Services Private Limited at i-Votewebsite

8. The Annual Report 2022-23 as circulated to the members of the Company is also available on the website of the Company at: www.cellpoint.biz.

9. Non-Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:

   i. Change in their residential status on return to India for permanent settlement.

   ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

10. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 & the Register of Contracts or Arrangements, in which Directors are Interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Registered Office of the Company and at the ensuing Annual General Meeting.

11. The entire Shareholding of the Company is in dematerialized Form. Bifurcation of holding of Shareholders in Depositories as on March 31, 2023 has been formed part of this Report.

12. The attendance of the Members attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

13. Pursuant to 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 Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Big Share Services Private Limited for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility for voting through ballot paper shall be made available at the AGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot. E-voting facility will not be made available at the AGM venue. TheMembers who have cast their vote by remote e-voting prior to the AGM may also attend the AGMbut shall not be entitled to cast their vote again.

14. Members may also note that the Annual Report for the financial year 2022-23 together with the Notice of 10th Annual General Meeting, Attendance Slip, Proxy Form and Route Map will also be available on the website of the Company viz. www.cellpoint.biz for their download.

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

i. The voting period begins on 26th September 2023 09.00 A.M. and ends on 28th September 2023 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 23rd September 2023 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest arehttps://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during theremote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, userwill 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	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 nameBIGSHARE 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 at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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.comor contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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 IDas user id.
    - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

    Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).
- Click on I AM NOT A ROBOT (CAPTCHA)option and login.

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

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

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

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

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 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'sother 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.

15. The Company has appointed Mr. B.Uma Maheswara Rao, Practicing Company Secretary as the Scrutinizer to conduct the voting process through remote e-voting for the AGM in a fair and transparent manner.

16. The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against,

if any, to the Chairman or a person authorized by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.

17. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.cellpoint.biz and communicated to NSE Limited where the shares of the Company are listed.

Contact Details:

Company:

Registered Office:
30-15-139, First Floor, Room No.5 & 6, Ramas Arcade,
Dabagardens, Visakhapatnama Ap 530020

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

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

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

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

FOR AND ON BEHALF OF
CELL POINT (INDIA) LIMITED
Sd/-
MOHAN PRASAD PANDAY
MANAGING DIRECTOR
DIN: 06493918

Date: 02/09/2023
Place: Visakhapatnam

EXPLANATORY STATEMENT:
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In Conformity with the Provisions of Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the items of special business of the Notice and the same should be taken as forming part of the notice.

Item No.2: **REAPPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY**:

In terms of Section 139 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, **M/s. RAO AND KUMAR**, Chartered Accountants (Firm Registration No. 000384W), will hold office until the conclusion of this Tenth Annual General Meeting upon completion of their term of one year.

The Board of Directors at its meeting held on September 02, 2023, after considering the recommendation of the Audit Committee, has recommended for approval of members for the appointment of M/s. RAO AND KUMAR, Chartered Accountants (Firm Registration No. 000384W), as the Statutory Auditors of the Company. The proposed Auditors shall hold office for a term of four consecutive years commencing from the conclusion of the Tenth Annual General Meeting till the conclusion of Fourteenth Annual General Meeting of the Company. Before recommending appointment of M/s. RAO AND KUMAR, Chartered Accountants, as Statutory Auditors of the Company, the Audit Committee has duly assessed the capability of the proposed Statutory Auditors to serve Company's operating business segments besides considering various parameters including market standing, audit experience and peer review certification, technical knowledge, etc. and found M/s. RAO AND KUMAR, Chartered Accountants, to be best suited to handle the audit of financial statements of the Company. The Board of Directors of the Company, based on the fees proposal received and on the recommendation of the Audit Committee, has proposed Annual Audit Fees of Rs. 6,00,000/- plus reimbursement of applicable Goods and Services Tax and actual out of pocket expenses incurred. The Board may revise the Audit Fees payable to the Statutory Auditors, as per the recommendation of the Audit Committee, as may be mutually agreed with the Statutory Auditors of the Company.

M/s. RAO AND KUMAR, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder. The Board recommends the resolution at Item No. 2 to be passed as Ordinary Resolution.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 2 of this Notice.

ITEM 4: INCREASE IN MANAGERIAL REMUNERATION OF MR. MOHAN PRASAD PANDAY (DIN-(06493918), MANAGING DIRECTOR OF THE COMPANY

Mr. Mohan Prasad Panday is the Chairman and Managing Director of the Company since inception actively guiding the board members in all aspects of the Company's activities. He has been instrumental to the Company's growth over the years and the efforts taken by him has turned around the Company as a leading

Mobile retailer in Andhra Pradesh.

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 02nd September, 2023 approved the revision of remuneration payable to Mr. Mohan Prasad Panday, Managing Director of the Company effective from 01st April, 2023. Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr.Mohan Prasad Panday as mentioned below.

Terms of Remuneration:

i) SALARY- Rs.10,00,000 per month.
ii) Commission on sales as may be decided by the Board of Directors based on the Turnover of the Company in each year, not exceeding 4% of the sales.
iii) He is entitled to use Company's car for official purposes, telephone, tele-fax, and audio and video conferencing and other communication facilities at residence and these will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Company's contribution to Provident Fund, superannuation Fund, Gratuity payable as per the rules of the Company and Encashment of leave at the end of the tenure shall not be included in the Computation of limits for the perquisites and allowances as aforesaid.

If in any financial year, the Company has no profit or its profits are inadequate the above remuneration is paid as the minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

The Board of Directors in their meeting held on 02nd September 2023 proposed to increase remuneration payable to Mr. Mohan Prasad Panday, subject to approval of members of the Company. In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of special resolution, for payment of remuneration to Mr. Mr. Mohan Prasad Panday, Managing Director. Further this is brought to the notice of the members that Mr.Mohan Prasad Panday was drawn an amount of 10,00,000/- PM in the previous financial year and needs members consent for drawing the same for the financial Year 2023-24 and onwards

Accordingly, the Board recommends the resolution set forth in Item No. 4 relating to increase in the managerial remuneration payable to Mr. Mohan Prasad Panday, Managing Director, by way of Special Resolution. Except Mr. Mohan Prasad Panday, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM 5 : INCREASE IN MANAGERIAL REMUNERATION OF MR. BALA BALJI PANDAY (DIN-(06493903), MANAGING DIRECTOR OF THE COMPANY

Mr.Balabalaji Panday is the One of the Promoter Director of the Company since inception actively guiding the board members in all aspects of the Company's activities. He has been instrumental to the Company's growth over the years and the efforts taken by him has turned around the Company as a leading Mobile retailer in Andhra Pradesh.

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 02nd September, 2023 approved the revision of remuneration payable to Mr. Balabalaji Panday, Whole Time Director of the Company effective from 01st April, 2023. Further, the

members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Balabalaji Panday as mentioned below.

Terms of Remuneration:

i) SALARY- Rs.5,00,000 per month.
ii) He is entitled to use Company's car for official purposes, telephone, tele-fax, and audio and video conferencing and other communication facilities at residence and these will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Company's contribution to Provident Fund, superannuation Fund, Gratuity payable as per the rules of the Company and Encashment of leave at the end of the tenure shall not be included in the Computation of limits for the perquisites and allowances as aforesaid.

If in any financial year, the Company has no profit or its profits are inadequate the above remuneration is paid as the minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

The Board of Directors in their meeting held on 02nd September, 2023 proposed to increase remuneration payable to Mr. Balabalaji Panday, subject to approval of members of the Company. In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of special resolution, for payment of remuneration to Balabalaji Panday, Whole Time Director. Further this is brought to the notice of the members that Mr. to Balabalaji Panday was drawn an amount of 5,00,000/- PM in the previous financial year and needs members consent for drawing the same for the financial Year 2023-24 and onwards

Accordingly, the Board recommends the resolution set forth in Item No. 5 relating to increase in the managerial remuneration payable to Balabalaji Panday, Whole Time Director, by way of Special Resolution. Except Balabalaji Panday, Whole Time Director, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

Item 6: INCREASE IN MANAGERIAL REMUNERATION OF Mrs.KIRANMAI PANDAY (DIN- (08034071, DIRECTOR OF THE COMPANY

Mrs.KIRANMAI PANDAY is the One of the Key Managerial person of the Company since 2017 and actively guiding the board members in all aspects of the Company's activities, especially sales promotion. She has been instrumental to the Company's growth over the years and the efforts taken by him has turned around the Company as a leading Mobile retailer in Andhra Pradesh.
.
Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 2nd September, 2023 approved the revision of remuneration payable to Mrs.KIRANMAI PANDAY, Director of the Company effective from 01st April, 2023. Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr.Mohan Prasad Panday as mentioned below.

Terms of Remuneration:

i) SALARY- Rs.5,00,000 per month.

ii) He is entitled to use Company's car for official purposes, telephone, tele-fax, and audio and video conferencing and other communication facilities at residence and these will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Company's contribution to Provident Fund, superannuation Fund, Gratuity payable as per the rules of the Company and Encashment of leave at the end of the tenure shall not be included in the Computation of limits for the perquisites and allowances as aforesaid.

If in any financial year, the Company has no profit or its profits are inadequate the above remuneration is paid as the minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

The Board of Directors in their meeting held on 2nd September 2023 proposed to increase remuneration payable to Mrs.KIRANMAI PANDAY, subject to approval of members of the Company. In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of special resolution, for payment of remuneration to Mrs.KIRANMAI PANDAY, Director. Further this is broughtto the notice of the members that Mrs.KIRNAMAI PANDAY was drawn an amount of 5,00,000/- PM in the previous financial year and needs members consent for drawing the same for the financial Year 2023-24 and onwards

Accordingly, the Board recommends the resolution set forth in Item No. 7 relating to increase in the managerial remuneration payable to Mrs.KIRANMAI PANDAY, Director, by way of Special Resolution. Except Mrs.KIRANMAI PANDAY, Director, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

Yours faithfully,
For Cell Point (India) Limited
Sd/-
(Chandra Sekhar Raghavapudi)
(Company Secretary and Compliance Officer)

Date: 02/09/2023
Place: Visakhapatnam

Details of the Directors seeking Re-Appointment in the 10th Annual General Meeting of the company pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulation,2015

ItemNo3

Brief Profile of Mrs. Kiranmai Panday

Mrs. Kiranmai Panday is the Non-Executive Director of Cell Point (India) Limited andhasover6 years of experience as director ofthe company.

Mrs. **Kiranmai Panday** -Non-Executive Director

Brief Profile of Mrs. Kiranmai Panday

Mrs. Kiranmai Panday is the Non-Executive Director of Cell Point (India) Limited and has over 6 years of experience as director of the company and to look after the marketing and business development the products across all out lets from time to time.

Mrs. Kiranmai Panday – Non-Executive Director

Name of Director	Mrs. Kiranmai Panday
DIN	00654675
Date of Birth	02/04/1983
Date of Appointment	01/07/2017
Relationship with other Directors Inter se	Spouse of Mr. Mohan Prasad Panday, Managing Director
Profile & Expertise in Specific functionalAreas	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/Membership is held	NIL

Item No.3:

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 Section 161 of the Companies 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 said Resolution No. 3 for approval by the members of the Company.

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.

FOR AND ON BEHALF OF
CELL POINT (INDIA) LIMITED
Sd/-
MOHAN PRASAD PANDAY
(Managing Director)
DIN: 06493918

Date: 02/09/2023
Place: Visakhapatnam

FORM NO. MGT-11

PROXY FORM
10th ANNUAL GENERAL MEETING
[*Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19 of Companies (Managementand Administration) Rules, 2014*]

Name of Shareholder(s):

_____

Registered Address:

_____

_____

E-mail ID (IF ANY):

_____

Folio No. /DP ID Client No.

_____

I/We, being the shareholder(s) of **CELL POINT (INDIA) LIMITED** holding _____(No. ofshares), 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 10TH Annual General Meeting of the Company, to be held on **Friday, 29th September, 2023 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:

Sr.No	Resolutions	Optional	
	Ordinary Business	**For**	**Against**
1.	To Consider and adopt the Audited Financial Statements of the company for the Financial Yearendedon31st March,2023 and the Reports Of Board of Directors and the Auditor's there on		
2.	To re-appoint Director Mrs. Kiranmai Panday (DIN: 08034071), who retires by rotation and being eligible ,offer herself for re-appointment		
3	Re-appointment of Statutory Auditors M/S Rao & Kumar Chartered Accountants, Visakhapatnam for the four consecutive financial years 2023-24 to 2026-27		
	Special Business		
4	Increase in managerial remuneration of Mr. Mohan Prasad Panday, managing director of the company		
5	Increase in managerial remuneration of Mr. Balabalaji Panday, whole time director of the company		
6	Increase in managerial remuneration of Mrs. Kiranmai Panday, non-executive director of the company		

Signed this_____day of _____2023 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.
4. All alterations made in the form of proxy should be initialed.

CELL POINT (INDIA) LIMITED

CIN: U52390AP2013PLC086912

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

ATTENDANCE SLIP

10th ANNUAL GENERAL MEETING TO BE HELD ON
Friday, 29th September 2023 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	

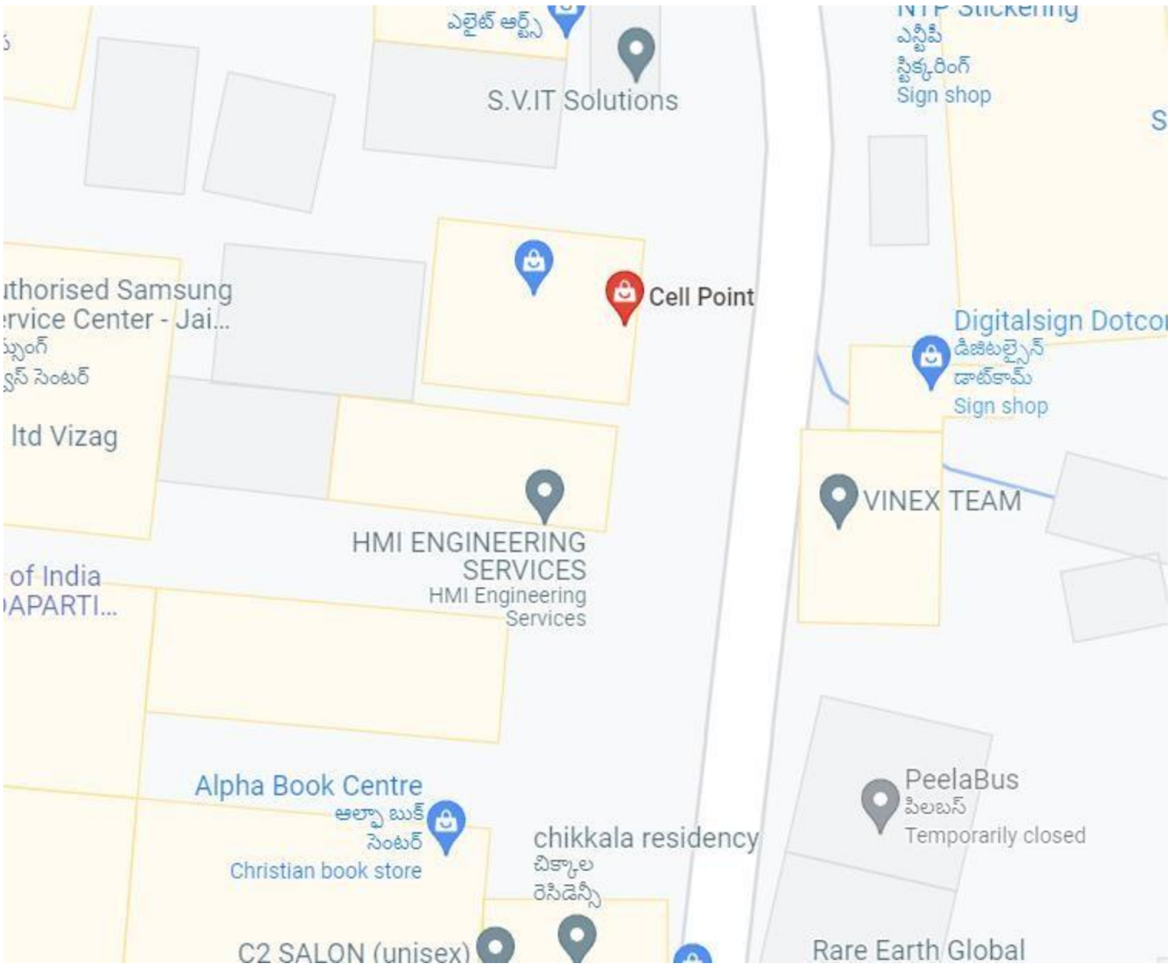
I/ We hereby record my/ our presence at the **10th ANNUAL GENERAL MEETING** ("AGM") of the Members of the Company being held on **Friday, 29th September, 2023 at 11.30 A.M** at 30-15-139, First Floor, Room No.5 & 6, Ramas Arcade, Dabagardens, Visakhapatnama, Andhra Pradesh- 530020

Signature of the Shareholder/ Proxy Present

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

ROUTE MAP OF CELL POINT (INDIA) LIMITED

10th ANNUAL GENERAL MEETING TO BE HELD ON
Friday, 29th September 2023 at 11.30 A.M



FROM THE DESK OF MR. MOHAN PRASAD PANDAY (MD)

Dear

Shareholders,
Ladies & Gentlemen,

Very Good Morning to all of you!

I warmly welcome each one of you to the 10th Annual General Meeting of our Company. It is myhonor to address you as the Managing Director and share some highlights of our journey over the past year.

First and foremost, I want to express my deepest gratitude to our dedicated team members who have worked tirelessly to ensure our company's growth and success. Your unwavering commitment and passion have been the driving force behind our achievements.

Our dedicated team members have been the driving force behind our accomplishments. Thanks to your support, we have attracted top talent, nurtured their skills, and built a cohesive workforce that is passionate about our mission.

Your investments have empowered us to prioritize our customers. Through data-driven insights and personalized experiences, we have strengthened customer loyalty and retention, driving revenue growth.

The company was able to witness a growth in Sales in FY2023 compared to FY2022. The company's growth fundamentals have remained intact too with gains in penetration & distribution, with brand awareness establishing across Andhra Pradesh with our multi-product outlets. The reason why we plan to expand further in other Appliances and consumer electronics (ACE) sector is because the sector is underpenetrated especially in Tier-II cities and Tier-III cities in the suburbs and village area of the Andhra Pradesh. Along with this, there is a lot of scope for growth from the rural market consumption as well as the demand for durables like refrigerators and other consumer electronic goods are likely to witness an increase in the coming years, as the Government plans to invest significantly in rural electrification.

The total number of multi-product outlets across Andhra Pradesh , increasing conversion rate & revenue per square feet for the company. All of these stores are owned by the company and because of this; the company has been able to clock a revenue of INR 2970 million in this financial year. Hereby, on behalf of the company, I would like to thank each and every employee as well as those working with our partners across our value chain for their commitment and service to Cell Point (India) Limited in these challenging times. I would also like to thank our Business Channel Partners which has contributed significantly to the growth of the company. Most importantly, I would like to thank you, our shareholders, for your overwhelming trust, support and confidence in Cell Point (India) Limited

The Directors' Report and the Audited financial statements for the Financial Year ended

March 31,2023 have been with you and, with your consent, It shall take the same as read. Before I speak to you about the performance of your company, let me briefly touch upon the major events which we have took place during year and about future plan.

My best wishes to all of you.

Thank you!
MOHAN PRASAD PANDAY
[MANAGING DIRECTOR]


Never Settle
Cell Point









Future Prospects for Mobile Industry

The pandemic has compelled us to think differently in a way that everyone everywhere can access technology.

Schools have adopted a digital teaching model

The work from home model has led to a further increase in the use of technology by over 70%

Banks and financial institutions have further developed into a "contactless" model.

Deloitte's 2022 Global TMT (Technology, Media and Entertainment, Telecom) forecast predicts 1 billion smartphone users by 2026.

With the government's plan to fiberize all villages by 2025 under Bharat Net,the rural market will also get a push for internet-enabled devices.

Approximately 400 million smartphones will be sold in India in 2026, up from 300 million in 2021 at a CAGR of 6 %

India will have 500Mn 5G users by 2027, accounting for 39% of all mobile subscribers, according to the 2021 edition of the Ericsson Mobility Report

By taking into consideration all the opportunities, future requirements and needs mentioned above our company keeping its sights on the goal of catering to the needs of the people through all kinds of subtle complexities

DIRECTORS' REPORT

To
The Members,
CELL POINT (INDIA) LIMITED

Your directors have pleasure in presenting their Annual Report on the business andoperations of the Company and the accounts for the Financial Year ended March 31, 2023.

1. FINANCIAL RESULTS

[Rs. in lakhs]

Particulars	2022-23	2021-22
Total Revenue	29700.70	27002.29
Total Expenditure	28713.93	26750.42
Exceptional Items	0	0
Profit /(Loss) Before Tax	986.78	251.87
Less: Current Tax	297.42	86.16
Deferred Tax	16.83	(6.91)
Profit /(Loss) after Taxation	672.52	172.62
Earnings per Equity Share	4.93	1.26

2. THE STATE OF THE COMPANY'S AFFAIRS:

The total income during the year has Rs. 2,97,00,70,000/-and Total expenditure of the Company is Rs. 2,87,13,93,000/-The Profit before provision of Tax is Rs. 98678000/- The Company Current Income Tax during the year is 29742000. Deferred tax for the year under review is Rs.1683000/-The net Profit of the Company is Rs.6,72,52,000/-for the year under review.

Your directors will assure to put their efforts for growth of the company.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There were no Material changes in nature of business during the year.

4. DIVIDEND

With a view to provide a cushion for any financial contingencies in the future and to strengthen the financial position of the Company, your directors have decided not to recommend any dividend for the period under review

5. TRANSFER TO RESERVES

During the current financial year our Company incurred a Profit of Rs. 6,72,52,000/- and same amount transfer to reserve this year.

6. SHARE CAPITAL

A) ISSUE OF EQUITY SHARE WITH DIFFERENTIAL RIGHTS

The Company has not issued any Equity Shares with differential rights during the year under review.

B) SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

C) BONUS SHARES

No Bonus Shares were issued during the year review.

D) EMPLOYEE STOCK OPTION

During the year there is no employee stock option scheme approved.

7. DETAILS OF SUBSIDIARY/JOINTVENTURES/ ASSOCIATE COMPANIES:

There is no subsidiary /joint venture or Associate Companies within the meaning of Section 2(6) of the Companies Act, 2013.

8. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis report as required under regulation 34 and Schedule V of SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015 forms and integral part of this report and provides overview of the business and operations of the Company as per **"Annexure A"**

9. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END FINANCIAL YEARS TO WHICH THIS FINANCIAL STATEMENT RELATES AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

10. DETAILS OF SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the period under review, no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

11. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT OF THE COMPANY:

The Board of Directors has formulated the Nomination and Remuneration Policy of your Company as recommended by the Nomination and Remuneration Committee. The salient aspects covered in the Nomination and Remuneration Policy covering the policy on appointment and remuneration of Directors including criteria for determining qualifications, positive attributes, independence of a director and other matters. The same has been uploaded on website of the Company www.cellpoint.biz

Salient feature of the Policy as follows:

(i) APPOINTMENT & QUALIFICATION:

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient or satisfactory for the concerned position.

b) The Company shall not appoint or continue the employment of any person as Whole- Time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice.

(ii) TERM/TENURE:

a) Managing Director/ Whole-Time Director:

The Company shall appoint or re-appoint any person as its, Managing Director or Whole- Time Director for a term not exceeding five years at a time. No re- appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

(iii) REMOVAL:

Due to reasons for any disqualifications mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

(iv) RETIREMENT:

The Directors, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company.

(v) EVALUATION:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

(vi) POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL:

a) Remuneration to Managing Director, Whole-Time Director, Executive, Key Managerial Personnel and Senior Management Personnel: The Remuneration/ Compensation/ Commission etc. to be paid to Director/Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

b) Remuneration to Non-Executive/ Independent Director: The Non-Executive Independent Director may receive remuneration/ compensation/commission as per the provisions of the Companies Act, 2013. The amount of sitting fees shall be subject to limits as provided under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and as may be decided by the Board in consultation with Non-Executive/ Independent Director. Provided that Non-Executive Independent Directors are not eligible for any Stock Option.

(vii) REVIEW AND AMENDMENT:

The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary. This Policy may be amended or substituted by the Nomination and Remuneration Committee or by the Board as and when required and also by the

Compliance Officer where there is any statutory changes necessitating the change in the policy.

12. BOARD DIVERSITY:

The Company recognizes and embraces the importance of a diverse Board in its process. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender which will help us retain our competitive advantage. The Board has adopted the Board diversity policy which sets out the approach to diversity ofthe Board of Directors.

13. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Change in office of Directors and Key Managerial Personnel of the Company during the year

- The Board of the directors appointed Mr. Anand Ravada (DIN: 07712945), as Non-Executive Independent Director of the company on 26th November 2022 and same was ratified by members at EGM held on 12th December 2022.

- The Board of the directors appointed Mrs. Kakshayani Sekharamantri (DIN: 09854612), as Non-Executive Independent Director of the company on 26th November 2022 and same was ratified by members at EGM held on 12th December 2022.

- The Board of the directors appointed Mr. Govinda Ganisetti (PAN: ANDPG4479R) as CFO of the company on 26th November 2022.

- The Board of the directors appointed Mr. Chandra Sekhar Raghavapudi (PAN: ARXPR4456P), as Company Secretary and Compliance Officer of the company. on 26th November 2022.

Retirement by rotation and subsequent re-appointment

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company, Mrs. Kiranmai Panday (DIN: 08034071), Non-Executive Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offered herself for reappointment.

An appropriate resolution for her re-appointment is being placed for your approval at the ensuing Annual General Meeting. The brief resume of Mrs. Kiranmai Panday (DIN: 08034071), Independent Director and other related information has been detailed in the Annual Report.

14. ANNUAL EVALUATION OF BOARD'S AND COMMITTEE PERFORMANCE:

The Nomination and Remuneration committee of the board constituted under Section 178 of the Companies Act, 2013 has been made responsible for carrying out evaluation of every Director's performance. The board is required to evaluate the performance based on the evaluation done by the Nomination and Remuneration committee.

The Nomination and Remuneration Committee carried out an evaluation of performance of Independent Director, Individual Executive and Non-Executive Director and Board as whole and that of its committees. The performance evaluation of the Chairman, the Non- Independent Directors and the Board as a whole was carried out by the Independent Directors in a separate meeting. The exercise of performance evaluation was carried out through a structured evaluation process covering various criteria as recommended by the Nomination and Remuneration Committee.

The performance of the Nomination and Remuneration committee evaluated by Board of directors, on the basis of the terms of reference of the committee.

The performance of Nomination and Remuneration committee reviewed by board of directors and which is much satisfactory.

Then the committee reviewed the Board and other committee. The evaluation of the Nomination and Remuneration Committee was left to the Board of the Directors.

The board as a whole and its committees were reviewed on the following parameters;

1) Size, structure and expertise of the Board
2) Frequency of Meetings
3) Effective discharge of functions and duties by Board and Committee prescribed under the law and as per terms of reference.
4) Ensuring the integrity of the Company's accounting and financial reporting systems, independent audit, internal audit and risk management systems (for Board and Audit Committee)
5) Working in the interests of all the stakeholders of the Company and such otherfactors.

The performance of the board as a whole was satisfactory and up to the mark during the year.

15. DECLARATION OF INDEPENDENCE:

Your Company has received declarations from all the Independent Directors under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence as prescribed under Section 149(6) of Companies Act, 2013 read with the Schedules and Rules issued there under as well as under Regulation 16(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

16. CODE OF CONDUCT:

The Board of Directors has adopted the Policy on Code of Conduct in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015.The Code of Conduct of the Company lays down guidelines and procedures to be followed and disclosures to be made while dealing with shares of the Company as well as consequences of violation.

The code of practices and procedures for fair Disclosures of unpublished price

sensitive information and code of conduct to regulate, monitor and report trading by Insiders is available on the website www.cellpoint.biz

All Board members and Senior Management Personnel have affirmed compliance of the Code of Conduct. A declaration to this effect, signed by the Chairman & Managing Director of the Company forms part of this Report. The Board has also adopted separate code of conduct with respect to duties of Independent Directors as per the provisions of the Companies Act, 2013.

17. COMMITTEES OF THE BOARD:

As on 31st March, 2023, the Board of Directors has following committees:

a. Audit Committee
b. Nomination and Remuneration Committee
c. Stakeholder's Relationship Committee
d. Risk Management Committee
e. CSR Committee
f. Internal Complaints Committee

AUDIT COMMITTEE

The Audit Committee of the Company is constituted on **12th December 2022** in line with the provisions of Section 177 of the Companies Act, 2013 and as per Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The composition of Audit Committee is given below:

Name of Director	Status	Nature of Directorship
Mr. ANANDA RAVADA	Chairman	Independent Non-Executive Director
Mrs. KIRANMAI PANDAY	Member	Non-Executive Director
Mrs. KAKSHAYANI SEKHARAMANTRI	Member	Independent Non-Executive Director

TERMS OF REFERENCE:

The terms of reference of the Audit Committee are as under:

- Overseeing the Company's financial reporting process and the disclosure of its financialinformation to ensure that the financial statements are correct, sufficient and credible.

- Recommending to the Board, the appointment, re-appointment and if required, thereplacement or removal of the statutory auditor and the fixation of audit fees.

- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

- Reviewing, with the management, the annual financial statements before submission tothe Board for approval, with particular reference to:

  a) Matters required being included in the Directors Responsibility Statement to be included in the Board's Report in terms of Clause C of sub-section 3 of Section 134 of the Companies Act, 2013.
  b) Changes, if any, in accounting policies and practices and reasons for the same.
  c) Major accounting entries involving estimates based on the exercise of judgment by management.
  d) Significant adjustments made in the financial statements arising out of audit

findings.

e) Compliance with listing and other legal requirements relating to financial statements.
f) Disclosure of any related party transactions.
g) Qualifications in the draft audit report.

- Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval.

- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purpose other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

- Reviewing, with the management, performance of statutory and internal auditors, adequacy of internal control systems.

- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading department, reporting structure coverage and frequency of internal audit.

- Discussion with internal auditors on any significant findings and follow up there on.

- Reviewing the finding of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems ofa material nature and reporting the matter to the Board.

- Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any areaof concern.

- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) andcreditors.

- To review the functioning of the Whistle Blower mechanism, in case the same is existing.

- To overview the Vigil Mechanism of the Company and took appropriate actions in thecase of repeated frivolous complaints against any Director or Employee

MEETINGS HELD AND ATTENDANCE

During the Financial year 2022-23 **two** meetings were held on **12/12/2022, 01/03/2023**. The attendance records of the members are as follows.

Mr. ANANDA RAVADA (DIN: 07712945) is chairman of Audit Committee.

Members	Category	Meetings held during the tenure of the Directors	Meetings attended
Mr. ANANDA RAVADA	Independent & Non-Executive Director	2	2
Mrs. KIRANMAI PANDAY	Non-ExecutiveDirector	2	2
Mrs. KAKSHAYANI SEKHARAMANTRI	Independent & Non-Executive Director	2	2

NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee of the Company is constituted on **12th December 2022** line with the provisions of Section 178 of the Companies Act, 2013 and as per Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirements), 2015.

The composition of Nomination & Remuneration Committee is given below:

Name of Director	Status	Nature of Directorship
Mr. ANANDA RAVADA	Chairman	Independent Non-Executive Director
Mrs. KAKSHAYANI SEKHARAMANTRI	Member	Independent Non-Executive Director
Mrs. KIRANMAI PANDAY	Member	Non-Executive Director

TERMS OF REFERENCE:

The terms of reference of the Nomination and Remuneration Committee are as under:

- To recommend to the Board, the remuneration packages of the Company's Managing/Joint Managing/Whole time /Executive Directors, including all elements of remuneration package (i.e., salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed components and performances linked incentives along with the performance criteria, service contracts. notice period, severance fees, etc.);

- To be authorized at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company'spolicy on specific remuneration packages for Company's Managing/Joint Managing/Whole time /Executive Directors, including pension rights and any compensation payment;

- Such other matters as May from time to time are required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

MEETINGS HELD AND ATTENDANCE

The members of Nomination and Remuneration Committee met **Two (2)** times during the year on **12/12/2022, 01/03/2023** as per provisions of Section 178 of the Companies Act, 2013 and applicable provisions.

Mr. ANANDA RAVADA (DIN: 07712945) is chairman of Nomination and Remuneration Committee.

Members	Category	Meetings held during the tenure of the Directors	Meetings attended
Mr. ANANDA RAVADA	Independent & Non-Executive Director	2	2
Mrs. KIRANMAI PANDAY	Non-ExecutiveDirector	2	2
Mrs. KAKSHAYANI SEKHARAMANTRI	Independent & Non-Executive Director	2	2

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee of the Company is constituted on **12th December 2022** line with the provisions of Section 178 of the Companies Act, 2013 and as per Regulation 20 of the SEBI (Listing Obligation and Disclosure Requirements), 2015. The composition of Stakeholder Relationship Committee is given below:

Name of Director	Status	Nature of Directorship
Mrs. KIRANMAI PANDAY	Chairman	Non-Executive Director
Mr. MOHAN PRASAD PANDAY	Member	Director
Mrs. KAKSHAYANI SEKHARAMANTRI	Member	Non-Executive Independent Director

TERMS OF REFERENCE:

The terms of reference of the Stakeholder Relationship Committee are as under:

- Redressal of shareholders'/investor's complaints;
- Reviewing on a periodic basis the Approval of Transfer or transmission of shares,debentures or any other securities made by the Registrar and Share Transfer Agent;
- Issue of duplicate certificates and new certificates on split/ consolidation/renewal;
- Non-receipt of declared dividends, balance sheets of the Company; and
- Carrying out any other function as prescribed under the Listing Compliances.

MEETINGS HELD AND ATTENDANCE

The members of Stakeholder Relationship Committee met 2 times during the year on **12/12/2022 and 01/03/2023** as per provisions of Section 178 of the Companies Act, 2013 and applicable provisions.

Mrs. KIRANMAI PANDAY (DIN: 08034071) is the Chairman of Stakeholder Relationship Committee.

Risk Management Committee

Name of Director	Status	Nature of Directorship
Mr. BALA BALAJI PANDAY	Chairman	Director
Mrs. KAKSHAYANI SEKHARAMANTRI	Member	Non-Executive Independent Director
Mr. CHANDRA SEKHAR RAGHAVAPUDI	Member	Company Secretary and Compliance Officer

RISK MANAGEMENT COMMITTEE

The Risk Management Committee has been constituted in line with Regulation 21 of the Listing Regulations, 2015. The risk management framework and policy have been revised subsequent to relevant amendments in the SEBI LODR.

The role of the committee shall include the following:

1. To formulate a detailed risk management policy which shall include:

a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG-related risks), information, cyber security risks or any other risk as may be determined by the Committee

b) Measures for risk mitigation including systems and processes for internal control of identified risks.

c) Business continuity plan.

2. To ensure that appropriate methodology, processes, and systems are in place to monitor and evaluate risks associated with the business of the Company.

3. To monitor and oversee the implementation of the risk management policy, including evaluating the adequacy of risk management systems.

4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.

5. To keep the board of directors informed about the nature and content of its discussions, recommendations, and actions to be taken.The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with the activities of such committees, as per the framework laid down by the board of directors.

The committee shall meet twice a year and a period of 180 days shall not be elapsed between the two meetings.

CSR COMMITTEE

Name of Director	Status	Nature of Directorship
Mr. ANANDA RAVADA	Chairman	Non-Executive Independent Director
Mrs. KAKSHAYANI SEKHARAMANTRI	Member	Non-Executive Independent Director
Mr. BALA BALAJI PANDAY	Member	Director

CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY COMMITTEE:

This Committee has been reconstituted on 12th December 2022 as per the requirements of Section 135 of the Companies Act, 2013. This Committee is constituted to formulate and recommend to the Board, Corporate Social Responsibility Policy as per Schedule VII of the Companies Act, 2013 as amended from time to time; to recommend the amount of expenditure to be incurred on the activities specified in the CSR Policy; to monitor the Corporate Social Responsibility Policy of the company from time to time; and any other matter as the Board may delegate from time to time.

This Committee formulates and recommend to the Board CSR Policy (including sustainable development) from time to time.

The members of CORPORATE SOCIAL RESPONSIBILITY Committee met 01 time during the year on 01/03/2023 as per provisions of Section 135 of the Companies Act, 2013 and applicable provisions

Internal Complaints Committee

Name of Director	Status	Nature of Directorship
Mrs. KAKSHAYANI SEKHARAMANTRI	Chairman	Non-Executive Independent Director
Mrs. KIRANMAI PANDAY	Member	Director
Mr. ANANDA RAVADA	Member	Non-Executive Independent Director

Your company has constituted on 12th December 2022 internal complaints committee to handle complaints regarding sexual harassment and reviewed the safeguards on 12/12/2022 Create awareness among employees on their rights and responsibilities towards creating a safe workplace. Submit Annual Report on POSH Compliance as applicable.

Meeting of the Board of Directors

The Board of Directors of the Company met **Seven (7)** times during the year on 06/06/2022, 22/09/2022, 01/10/2022, 26/11/2022, 12/12/2022, 16/01/2023, and 01/03/2023 in respect of which proper notices were given and the proceedings were properly recorded, signed and maintained in the Minutes book kept by the Company for the purpose.

The intervening Gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Name of Directors	Category	Meetings Held duringthe tenure of the Directors	Meetings Attended	Attendance at the last AGM held on 30th Sept, 2022	No. of committee membership in which he/she isa member and Chairperson
Mr. MOHAN PRASAD PANDAY	Managing Director	7	7	Yes	Member in One Committee
Mr. BALA BALAJI PANDAY	Whole-time Director	7	7	Yes	Chairman in One Committees Member in one Committees
Mrs. KIRANMAI PANDAY	Director	7	7	Yes	Chairman in One Committees Member in Three Committees
Mrs. KAKSHAYANI SEKHARAMANTRI	Independent&Non-Executive Director	4	4	Yes	Chairman in one Committees Member in Five Committees
Mr. ANANDA RAVADA	Non-Executive Independent Director	4	4	Yes	Chairman in Three Committees Member in One Committees

Independent Directors' Meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors)of the Companies Act, 2013 and Regulation 25 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on **26th November, 2022.**

Mr. ANANDA RAVADA (DIN: 07712945) is the Chairman of Independent Directors Meeting.

Members	Category	Meetings held duringthe tenure of the Directors	Meetings attended
Mr. ANANDA RAVADA	Independent & Non-Executive Director	1	1
Mrs. KAKSHAYANI SEKHARAMANTRI	Independent & Non-Executive Director	1	1

18. DIRECTORS RESPONSIBILITY STATEMENT:

The Board of Directors acknowledge the responsibility for ensuring compliance with the provisions of Section 134(3) (C) read with Section 134 (5) of the Companies Act, 2013 in the preparation of annual accounts for the year ended on 31stMarch, 2023 and state that:

In the preparation of the annual accounts for the year ended March 31, 2023, the Applicable accounting Standards have been followed and there are no materials Departures from the same;

I. In the preparation of the annual accounts for the year ended March 31, 2023, the Applicable accounting Standards have been followed and there are no materials Departures from the same;

II. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the company as at March 31, 2023 and of the profit of the company for the year ended on that date;

III. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the Assets of the company and for preventing and detecting fraud andother irregularities;

IV. The Directors had prepared annual accounts on a 'going concern' basis.

V. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

VI. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively

19. WEB ADDRESS OF ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013, the Annual Return for the year ending on March 31, 2023 is available on the Company's website at **https://www.cellpoint.biz**

20. PARTICULARS OF EMPLOYEES:

During the year under review, there was no employee who has drawn remuneration in excess of the limits set out under section 197 (12) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Disclosures pertaining to remuneration and other details as required under Section 197 (12) of the Act read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **"Annexure B''.**

21. SEXUAL HARASSMENT

The Company has complied with the provisions relating to the Constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no case filled or registered with the Committee during the year, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Further Company ensures that there is a healthy and safe environment for every women employee at the workplace and made the necessary policies for safe and secure environment for women employee.

22. CORPORATE GOVERNANCE

Details regarding Corporate Governance Report of the Company regarding compliance of the Conditions of Corporate Governance pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with stock exchanges are annexed herewithas **"Annexure C".**

23. DISCLOSURE OF ACCOUNTING TREATMENT

These Financial statements of the Company are prepared in accordance with India Accounting Standards ("Ind AS"), notified under section 133 of Companies Act, 2013 read along with Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

24. RISK MANAGEMENT

The Company has established a well-defined process of risk management, wherein the identification, analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. Necessary internal control systems are also put in place by the Company on various activities across the board to ensure that business

operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources.

The company has developed and implemented risk management policy. Company has an effective risk management system to keep track of business and operational hazards. All major functions and divisions are responsible for independently monitoring risks in their respective areas of operations. The risk management process is overseen by the Company's board of directors.

The Company, through its risk management process, aims to contain the risks within its appetite. There are no risks which in the opinion of the Board threaten the existence ofthe Company.

25. PARTICULARS OF MATERIAL CONTRACTS OR ARRANGEMENTS MADE WITH THERELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the

financial year with related parties were in its ordinary course of business and on an arm's length basis.

During the year, the Company had not entered into any contract/ arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions or which is required tobe reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. There were no materially significant related party transactions which could have potential conflict with interest of the Company at large.

The Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board is put up on the Company's website and can be accessed at https://cellpoint.biz/investors.cellpoint.biz/

Members may refer Note No. 3.28 to the Standalone Financial Statement which sets outrelated party disclosures pursuant to Ind AS 18.

26. PARTICULARS OF LOANS, GUARANTEES, ADVANCES OR INVESTMENTS MADE UNDERSECTION 186 OF THE COMPANIES ACT, 2013

The particulars of Loans, guarantees or investments made under Section 186 are furnishedhereunder:

Details of Loans:

SR No	Date of makin gloan	Detail of Borrowe r	Amount	Purpose for which the loan is to be utilized by the Recipien t	Time period for which itis give n	Date of Board Resol u-tion	Date of Special Resolu-tion (if required)	Rate of Interes t	Expecte drate of return
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Details of Investments:

SR No	Date of investment	Details of Investee	Amount	Purpose for whichthe proceeds from investment is proposed to be utilized by the recipient	Date of Board Resolution	Date of Special Resolution(if required)	Expectedrate of return
	----------			NA	----------		

Details of Guarantee / Security Provided:

SR No	Date of providing security/ guarantee	Details of recipient	Amount	Purpose for whichthe security/ guarantee is proposed to be utilized by the recipient	Date of Board Resolution	Date of Special Resolution(if required)	Commission
	———	———	———	NA	———	———	

27. LOAN RECEIVED FROM DIRECTORS

During the period under review, the Company has not accepted any unsecured loan from the Directors pursuant to Rule 2(1) (c) (viii) of Companies (Acceptance of Deposits) Rules, 2014.

28. VIGIL MECHANISM:

The Vigil Mechanism/Whistle Blower Policy has been adopted to provide appropriate Avenues to the employees to bring to the attention of the management, the concerns about any unethical behavior, by using the mechanism provided in the Policy. In cases related to financial irregularities, including fraud or suspected fraud,

the employees may directly approach the Chairman of the Audit Committee of the Company. We confirm that no director or employee has been denied access to the Audit Committee during FY 2022- 23.

The Policy provides that no adverse action shall be taken or recommended against any employee in retaliation to his/her disclosure, if any, in good faith of any unethical and improper practices or alleged wrongful conduct. This Policy protects such employees from unfair or prejudicial treatment by anyone in the Company. The same is available on the Company's Web Site **https://www.cellpoint.biz**

With a view to regulate trading in securities by the Directors and Designated Employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading (Code) and Vigil Mechanism/Whistle Blower Policy. The Code also covers the policy and procedures for inquiry in case of leak of Unpublished Price Sensitive Information (UPSI) or suspected leak of UPSI. The Code/Policy is available on the website of the Company https://cellpoint.biz/investors.cellpoint.biz/

29. STATUTORY AUDITORS:

M/s Rao and Kumar (Firm Registration No. 000384W), Chartered Accountants, Visakhapatnam have been appointed as Statutory Auditors of the Company for a period of one year at the Extra Ordinary General Meeting was held on 12th **December, 2022** to hold the office from conclusion of that meeting until the conclusion of the 10th Annual General Meeting of the Company to be held on 29th September, 2023. Further the Board recommended for a term of four years to be continued as the Auditors i.e 2023-24, 2024-25, 2025-26, 2026-27. As required under Regulation 33(d) of SEBI (LODR) Regulations, 2015 the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

30. FRAUDS REPORTED BY AUDITORS:

No frauds are reported by Auditors which falls under the purview of sub section (12) of Section 143 of Companies Act, 2013.

31. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSEREMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN HIS REPORT:

The Notes to the financial statements referred in the Auditors' Report are self-

explanatory. There are no qualifications or reservations or adverse remarks or disclaimers given by Statutory Auditors of the Company and therefore do not call for any comments under Section 134 of the Act. The Auditors' Report is enclosed with the financial statements in this Annual Report.

32. SECRETARIAL AUDIT REPORT

In terms of section 204 of the Act and Rules made there under, Mr. B.Uma Maheswara Rao, Practicing Company Secretary, Visakhapatnam has been appointed as a Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed as **"Annexure- D"** to this report. There are no qualifications or reservations or adverse remarks or disclaimer in the said Secretarial Audit Report.

33. INTERNAL AUDIT & CONTROLS

During the year, the Company continued to implement her suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditor's findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on anongoing basis to improve efficiency in operations.

34. INTERNAL FINANCIAL CONTROLS:

The Company has adequate internal controls and checks in commensurate with its activities. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy.

and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

35. REPORTING ON SUSTAINABILITY

We are continuously striving to promote better and more effective sustainability policy and practices. In order to ensure transparent communication of our sustainability efforts to all our stakeholders we have made conscious efforts through technology innovation and effective communication and transparency.

36. DEPOSITS

The Company has neither accepted/invited any deposits u/s 73 to 76 of the Companies Act, 2013 during the period.

37. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGEEARNINGS AND OUTGO.

Information in accordance with the provisions of Section 134 read with the Companies (Accounts) Rules, 2014 regarding conservation of energy, and technology absorption are NIL

38. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company is pleased to report that during the year under reporting, the industrial relations were cordial.

39. CEO & CFO CERTIFICATION:

Pursuant to Regulation 17(8) of the Listing Regulations, Mr. Mohan Prasad Panday, Managing Director and Mr. Ganisetti Govind, Chief Financial Officer has given CEO/CFO Certificate as per the format specified in part B to the Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and said certificate was placed before the meeting of Board of Directors in their meeting held on 02nd September, 2023.

40. SECRETARIAL STANDARDS

Pursuant to clause 9 of the revised Secretarial Standard – 1, your company has complied with applicable secretarial standards issued by the Institute of Company Secretaries of India, during the financial year under review.

41. ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record the appreciation of the valuable contribution and dedication shown by the employees of the Company, RTA, Auditors and Practicing Company Secretary which have contributed to the successful management of the Company's affairs.

The Directors also take this opportunity to thank all the stakeholders, Investors, Clients, Banks, Government, Regulatory Authorities and Stock Exchange for their continued support.

By Order of the Board of Directors
CELL POINT (INDIA) LIMITED

Sd-
Mohan Prasad Panday
Managing Director
DIN: 06493918

Place: Visakhapatnam
Date: 02/09/2023

Sd/-
Bala Balaji Panday
Whole time Director
DIN: 06493903

Place: Visakhapatnam
Date: 02/09/2023

ANNEXURE TO DIRECTOR'S REPORT

ANNEXURE INDEX

Annexure	Content
A	Management Discussion and Analysis
B	Details for Remuneration paid to Employees
C	Corporate Governance Report
D	MR-3 Secretarial Audit Report
E	Conservation of Energy, Technology Absorption and Foreign ExchangeEarning & Outgo

ANNEXURE A

MANAGEMENT DISCUSSION AND ANALYSIS

To
CELL POINT (INDIA) LIMITED

The mobile industry is a dynamic and rapidly evolving sector of the global economy. It encompasses a wide range of businesses involved in the development, manufacturing, distribution, and servicing of mobile devices, as well as the software, services, and infrastructure that support them. Here are some key aspects of the mobile industry business:

Manufacturers: These companies design and produce mobile devices such as smartphones, feature phones, tablets, and wearables. Prominent manufacturers include Apple, Samsung, Huawei, Xiaomi, and Google's Pixel division.

Operating Systems: Mobile operating systems like iOS (Apple), Android (Google), and HarmonyOS (Huawei) are critical components. They determine the user experience and compatibility with apps.

App Development: Mobile apps are a booming business. Companies and individual developers create apps for various purposes, such as entertainment, productivity, gaming, and more. App stores like Apple's App Store and Google Play provide platforms for distribution.

Telecommunications: Mobile network operators, often referred to as carriers or service providers, offer wireless connectivity services to consumers and businesses. They build and maintain the cellular infrastructure required for voice and data transmission.

Accessories: Businesses manufacture and sell mobile accessories like cases, screen protectors, chargers, headphones, and more. These products enhance the functionality and protection of mobile devices.

Retail: Mobile devices and accessories are sold through a variety of channels, including physical retail stores, online marketplaces, carrier stores, and authorized resellers.

Repair and Servicing: As mobile devices are prone to damage and wear, repair and

servicing businesses provide maintenance, screen replacements, and other repairs.

Ecosystems: Companies like Apple and Google have created expansive mobile ecosystems around their devices, including services like cloud storage, app stores, digital content (e.g., music and movies), and smart home integration.

Emerging Technologies: The mobile industry is at the forefront of emerging technologies like 5G connectivity, augmented reality (AR), virtual reality (VR), Internet of Things (IoT), and artificial intelligence (AI).

Security: With the increasing amount of personal and sensitive data stored on mobile devices, security is a major concern. Businesses in this sector develop security solutions, antivirus software, and encryption technologies.

Environmental and Sustainability Initiatives: There is growing awareness of the environmental impact of mobile device production and disposal. Some companies are taking steps to address these concerns through recycling programs and environmentally friendly manufacturing processes.

Regulations and Standards: The mobile industry is subject to various regulations and standards related to spectrum allocation, network security, privacy, and competition.

Global Market: The mobile industry is truly global, with companies operating and competing on an international scale. Different regions have unique market conditions, consumer preferences, and regulatory environments.

Competition: Fierce competition exists in this industry, with companies constantly innovating to gain an edge. This competition has led to rapid advancements in technology and lower prices for consumers.

Partnerships and Alliances: Many businesses in the mobile industry form partnerships and alliances to expand their reach, improve technology, and offer bundled services.

Overall, the mobile industry is characterized by its fast pace of innovation, continuous technological advancements, and its ability to shape and influence various aspects of modern life, from communication and entertainment to business and healthcare. It's a vital sector of the global economy with a significant impact on society.

DETAILS OF KEY FINANCIAL RATIOS

Sl.No	Particulars	Standalone		Explanations
		2022-23	2021-22	
1	EBIDTA/Turnover	6%	3.6%	Increased Profitability by better management of business Operations.
2	DebtorsTurnoverRatio	2320.16	589.55	Improved sales for similar level of Debtors.
3	InventoryTurnoverRatio	6.44	7.08	Itis almostconstantcomparingwithlastyear,duetostrong Purchasingpattern.
4	InterestCoverageRatio	8.95	7.03	Increased Profitability.
5	CurrentRatio	1.08	1.01	Companyhasenoughliquidassettocovershort-termliabilities.
6	DebtEquityRatio	2.78	3.87	Decrease in Overall Debt.

7	OperatingProfitMargin(%)	3.35%	1.40%	Increased Profitability by better management of business Operations.
8	NetProfitMargin(%)	2%	1%	Increased Profitability by better management of business Operations.
9	Return onnetworth(%)	0.40%	0.10%	Increased Profitability.
10	BookValue per share(Rs)	10	10	-
11	EarningsPerShare(Rs)-Basic	4.93	1.21	Increased Profitability.
12	EarningsPerShare(Rs)-Diluted	4.93	1.21	Increased Profitability.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has implemented proper system for safeguarding the operations/business of the company, through which the assets are verified and frauds, errors are reduced and accounts, information connected to it are maintained such, so as to timely completion of the statements. The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information.

The company gets internal audit and verification done at regular intervals. The requirement of having internal auditor compulsory by statue in case of listed and other classes of companies as prescribed shall further strengthen the internal control measures of company.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONT

Your Company has undertaken employee's development initiatives, which havevery positive impact on the morale and team spirit of the employees. The company has continued to give special attention to human resources and overall development.

CAUTIONARY STATEMENT

Certain statements in the reports of the Board of Directors and Management's discussions and analysis may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since Company's operations are influence by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any of these statements on the basis of any subsequent developments, information or events.

By Order of the Board of Directors
CELL POINT (INDIA) LIMITED

Sd/-
Mohan Prasad Panday
Managing Director
DIN: 06493918

Place: Visakhapatnam
Date: 02/09/2023

Sd/-
Bala Balaji Panday
Whole time Director
DIN: 06493903

Place: Visakhapatnam
Date: 02/09/2023

ANNEXURE B

PARTICULARS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i. The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:

Sr. No.	Name	Ratio
1	Mr. Mohan Prasad Panday (Managing Director)	109.86:1
2	Mrs. Bala Balaji Panday (Whole time Director)	54.93:1

ii. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. No.	Name	Designation	% increase/(decrease)
1	Mr. Mohan Prasad Panday	Managing Director	0.00%
2	Mrs. Bala Balaji Panday	Whole time Director	0.00%
3	Mr. Ganisetty Govind	Chief Financial Officer	0.00%
4	Mr. Chandra Sekhar Raghavapudi	Company Secretary	0.00%

iii. The percentage Increase in the median remuneration of employees in the financial year: - 33%

iv. Thenumberofpermanentemployeesontherollsofcompany:273

v. Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification there of and any exceptional circumstances for increase in the managerial remuneration:

PARTICULARS PURSUANT TO RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The remuneration of top ten employees during the Financial Year 2022-23-NA as company is not listed as on the last date of financial year 22-23

ANNEXURE C

CORPORATE GOVENANCE

1. PHILOSOPHY OF COMPANY ON CORPORATE GOVERNANCE:

Good Governance ensures adoption of best business practices, and accountability of the person's in-charge of the company's operations. Your Directors are committed to good Governance practices and the company has been sharing all important information about its various business segments and operations of the company through Directors' report, half yearly Results and Annual Reports. Further as required by the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 report on Corporate Governance is given below:

2. CORPORATE GOVERNANCE PRACTICE

The Cell Point (India) Limited maintains the highest standard of Corporate Governance; it is the Company's constant endeavor to adopt the best Corporate Governance Practice.

3. ROLE OF COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS:

The Company Secretary plays a key role in ensuring that the Board and Committees procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and Senior Management for effective decision making at the Meetings. The Company Secretary is primarily responsible for assisting and advising the Board in conduct the affairs of the Company, to ensure the compliances with applicable statutory requirements, to provide guidance to Directorsand to facilitate convening of Meetings. The Company Secretary interfaced between the Management and regulatory authority for governance matters.

4. BOARD OF DIRECTORS:

The Cell Point (India) Limited has a broad-based Board of Directors, constituted in compliance with the Companies Act, 2013; Listing Agreement entered with the Stock Exchanges and is in accordance with best practices in Corporate Governance.

As on 31st March, 2023; The Board comprised of five Directors i.e. Managing Director, Whole Time Director, and three Non -Executive Directors comprising two independent Directors. The Chairman of the Board is Non -Executive Director.

a. COMPOSITION AND CATEGORIES OF BOARD OF DIRECTORS:

Name of Directors	Category	Outside Directorship		No. of Committees Chairpersonship/ Membership held including Cell Point (India) Limited	
		Public	Private	Chairmanship	Membership
Mr. Mohan Prasad Panday	Promoter / Managing Director	-	-	-	1
Mrs. Bala Balaji Panday	Whole-time Director	-	-	1	1
Mrs. Kiranmai Panday	Director	-	-	1	3
Mrs. Kakshayani Sekharamantri	Independent & Non-Executive Director	-	-	1	5
Mr. Ananda Ravada	Independent & Non-Executive Director	-	-	3	1

b. DETAILS OF NAME OF OTHER LISTED ENTITIES WHERE DIRECTORS OF THE COMPANY ARE DIRECTORS AND THE CATEGORY OF DIRECTORSHIP AS ON MARCH 31, 2023 ARE AS UNDER:

Sr. No	Name of Director	Name of other Listed entities in which the concernedDirector is a Director	Category of Directorship
1.	Anand Ravada	Sree Lalitha bharathi E-Safe Llp	Designated Partner
2.	Anand Ravada	Sree Lalitha Advisory Llp	Designated Partner
3.	Anand Ravada	Cell Point (India) Limited	Independent Director

c. ATTENDANCE OF DIRECTORS AT THE BOARD MEETINGS HELD DURING 2022-23 ANDTHE LAST ANNUAL GENERAL MEETING HELD ON 6th SEPTEMBER, 2022:

During the Financial Year 2022-23, the Board met 7 times during the year on 06/06/2022, 22/09/2022, 01/10/2022, 26/11/2022, 12/12/2022, 16/01/2023, and 01/03/2023 (Circular Resolution passed dated 12/12/2022)

Name of Directors	Category	Meeting heldduring the tenure of the Directors	Meetings Attended	Attendance at the last AGM held on 30th Sept., 2023
Mr. Mohan Prasad Panday	Promoter / Managing Director	7	7	Yes
Mrs. Bala Balaji Panday	Whole-time Director	7	7	Yes
Mrs. Kiranmai Panday	Director	7	7	Yes

Mrs. Kakshayani Sekharamantri	Independent & Non-Executive Director	4	4	Yes
Mr. Ananda Ravada	Independent & Non-Executive Director	4	4	Yes

d. SKILLS / EXPERTISE COMPETENCIES OF THE BOARD OF DIRECTORS:

The following is the list of core skills / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available within the Board Members:

Strategic Insight	Ability to evaluate competitive corporate and business strategies and, based thereon, contribute towards progressive refinement of the Company's strategiesfor fulfilment of its goals.
Leadership & Team Spirit	Collective discipline and efforts in between the employee and workers helps the company to execute the projectseven in extremely difficult situations.
Cultural Building	Ability to contribute to the Board's role towards promoting an ethical organizational culture, eliminating conflict of interest, and setting & upholding the highest standards of ethics, integrity and organizational conduct.
Financial Expertise	Knowledge and skills in accounting, tax, finance funding and financial reporting processes
Technology & Innovations	Experience or knowledge of emerging areas of technologysuch as digital, artificial intelligence, cyber security, data center, data security etc.

In the table below, the specific areas of focus or expertise of individual board membershave been highlighted.

Name of Director	Areas of Skill/Expertise
Mr. Mohan Prasad Panday	StrategicInsight, Leadership& Team Spirit, Technology & Innovations
Mrs. Bala Balaji Panday	StrategicInsight, Leadership& Team Spirit, Technology & Innovations
Mrs. Kiranmai Panday	Business Development, StrategicInsight
Mrs. Kakshayani Sekharamantri	Leadership& Team Spirit, Legal expertise
Mr. Ananda Ravada	Leadership& Team Spirit, Financial Expertise

e. EQUITY SHAREHOLDING OF THE NON-EXECUTIVE DIRECTORS IN THE COMPANY AS ON 31st MARCH, 2023:

Sr. No.	Name of the Non-Executive Director	No. of Shares
1	Mrs. Kiranmai Panday	100

f. DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTOR INTER SE

Sr. No.	Name of Director	Designation	Relationship
1	Mohan Prasad Panday	Managing Director	Spouse Kiranmai Panday
2	Bala Balaji Panday	Whole-Time Director	Brother of Mohan Prasad panday

g. INDUCTION & FAMILIARIZATION PROGRAMS FOR INDEPENDENT DIRECTORS:

On appointment, the concerned Director is issued a letter of Appointment setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a familiarization program. The aim of program is to familiarize the Directors with the Company, their role and responsibilities, business model of the Company etc.

Web link of Website for the Familiarization Policy for Independent Directors https://cellpoint.biz/investors.cellpoint.biz/

i. INDEPENDENT DIRECTORS MEETING:

In Compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Regulations) Requirement, 2015; the Independent Directors' Meeting of the Company was held on **5th April, 2022**. In the Meeting, Independent Directors had considered the performance of Non-Independent Directors and Board as whole, reviewed the performance of Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

ii. ATTENDANCE OF INDEPENDENT DIRECTORS IN INDEPENDENT DIRECTORS' MEETING:

Mr. Ananda Ravada (DIN: 07218969) is the Chairman of Independent Directors' Meeting.

Name of Director	Meeting held during the year	Meeting Attended
Mr. Ananda Ravada	1	1
Mrs. Kakshayani Sekharamantri	1	1

h. CONFIRMATION FROM THE INDEPENDENT DIRECTORS:

The Company received confirmation from the independent directors that they fulfill the conditions specified in these regulations and are independent of the management.

i. DETAILED REASON OF THE RESIGNATION OF THE INDEPENDENT DIRECTOR BEFORE THE EXPIRY OF HIS/HER TENURE ALONG WITH CONFIRMATION THAT THERE ARE NO MATERIAL REASONS OTHER THAN THOSE PROVIDED

During the year under review, no Independent Director has resigned from the Board ofthe Company

5) AUDIT COMMITTEE:

The Company has an independent Audit Committee. The composition, procedure, Role/ Function of the committee complies with the requirements of the Companies Act, 2013 as well as those of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. The brief terms of reference of the Audit Committee includes the following:

I. BRIEF TERMS OF REFERENCE:

- Overseeing the Company's financial report process and the disclosure of its financial information.
- To recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity.
- To approve the payment to statutory auditors for any other services rendered by the statutory auditors.
- To review, with the management, the financial Statements and Auditor's Report thereon before submitting to the board for approval.
- To review quarterly, half yearly and Annual Financial results before submission to the Board.
- To review, with Management, the statement of uses/application of funds raised through issue, the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by themonitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter.

- To review and monitor the auditor's independence and performance, and effectiveness of audit process.

- To approve any subsequent modification of transactions of the listed entity with related parties.
- Scrutiny of inter-corporate loans and investments.

- Valuation of undertakings or assets of the listed entity, wherever it is necessary.

- Evaluation of internal financial controls and risk management systems.

- To review the adequacy of internal control systems with the management, external & internal auditors.

- To review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

- To review the functioning of the whistle blower mechanism.

- Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity.

- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.

- Discussion with external auditors about the nature and scope of audit including their observation.

- To investigate into any matter referred to by the Board.

II. COMPOSITION AND ATTENDANCE OF MEMBERS AT THE MEETINGS OF THE AUDIT COMMITTEE HELD DURING 2022-23

The members of Audit Committee met 2 times during the year on 12 /12/2022, 01/03/2023, as per provisions of Section 177 of the Companies Act, 2013 and applicable provisions.

Mr. ANANDA RAVADA (DIN: 07712945) is chairman of Audit Committee.

Members	Category	Meetings held during the tenure of the Directors	Meetings attended
Mr. ANANDA RAVADA	Independent & Non-Executive Director	2	2
Mrs. KIRANMAI PANDAY	Non-Executive Director	2	2
Mrs. KAKSHAYANI SEKHARAMANTRI	Independent & Non-Executive Director	2	2

The Company Secretary acts as the Secretary of the Committee.

All the recommendations of the Audit Committee during the year were accepted by the Board of Directors.

6) NOMINATION AND REMUNERATION COMMITTEE:

1. COMPOSITION:

The members of Nomination and Remuneration Committee met 2 times during the year on 12/12/2022, and 01/03/2023 as per provisions of Section 178 of the Companies Act, 2013 and applicable provisions.

Mr. ANANDA RAVADA (DIN: 07712945) is chairman of Nomination and Remuneration Committee.

Members	Category	Meetings held during thetenure of the Directors	Meetings attended
Mr. ANANDA RAVADA	Independent & Non-Executive Director	2	2
Mrs. KAKSHAYANI SEKHARAMANTRI	Independent & Non-Executive Director	2	2
Mrs. KIRANMAI PANDAY	Non-Executive Director	2	2

The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior managementin accordance withthe criteria lay down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance. The committee has been constituted to recommend/ review the remuneration package of Managing/ Whole Time Directors.

2. PERFORMANCE EVALUATION

In compliance with the provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Regulations) Requirement, 2015; the Board during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board. A structured mechanism was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors.

3. NOMINATION AND REMUNERATION POLICY

PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013 and Corporate Governance as per SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. The Company has constituted "Nomination and Remuneration Committee" 12th December 2022 with two Non- executive Independent Directors and one Non-Executive Director as Members of the Committee.

This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

I. OBJECTIVE

The Key Objectives of the Committee would be:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessaryreport to the Board for further evaluation.
- To recommend to the Board on Remuneration payable to the Directors, KeyManagerial Personnel and Senior Management.

II. DEFINITIONS

a) **"Board"** means Board of Directors of the Company.

b) **"Company"** means Cell Point (India) Limited.

c) **"Employees' Stock Option"** means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date ata pre-determined price.

d) **"Independent Director"** means a director referred to in Section 149 (6) of theCompanies Act, 2013.

e) **"Key Managerial Personnel" (KMP)** means

i. Chief Executive Officer or the Managing Director or the Manager,
ii. Whole-time Director,
iii. Chief Financial Officer
iv. Company Secretary, and
v. Such other officer as may be prescribed.

f) **"Nomination and Remuneration Committee"** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.

g) **"Policy or This Policy"** means, "Nomination and Remuneration Policy."

h) **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

i) **"Senior Management"** mean personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

III. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and/or any other SEBI Regulation(s) as amended from time to time.

IV. GUIDING PRINCIPLES

The Policy ensures that

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.

- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and

- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

V. ROLE OF THE COMMITTEE

The role of the Committee inter alia will be the following:

a. To formulate a criteria for determining qualifications, positive attributes and independence of a Director.

b. Formulate criteria for evaluation of Independent Directors and the Board.

c. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.

d. To carry out evaluation of every Director's performance.

e. To recommend to the Board the appointment and removal of Directors and Senior Management.

f. To recommend to the Board, policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

g. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

h. To devise a policy on Board diversity.
i. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

j. To perform such other functions as may be necessary or appropriate for the performance of its duties.

VI. MEMBERSHIP

a. The Committee shall comprise at least three (3) Directors, all of whom shall be non- executive Directors and at least half shall be Independent.

b. The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.

c. Minimum two (2) members shall constitute a quorum for the Committee meeting.

d. Membership of the Committee shall be disclosed in the Annual Report.

e. Term of the Committee shall be continued unless terminated by the Board of Directors.

VII. CHAIRMAN

a. Chairman of the Committee shall be an Independent Director.

b. Chairman of the Company may be appointed as a member of the Committee but shall not Chair the Committee.

c. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.

d. Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer theshareholders' queries.

VIII. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may berequired.

IX. COMMITTEE MEMBERS' INTERESTS

a. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

b. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

X. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

XI. VOTING

a. Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

b. In the case of equality of votes, the Chairman of the meeting will have a casting vote.

XII. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

a) Appointment criteria and qualifications

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP orat Senior Management level and recommend to the Board his/her appointment.

- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to

decide whether qualification, expertise and experience possessed by a person aresufficient / satisfactory for the concerned position.

- The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

b) Term / Tenure:

i. Managing Director/Whole-time Director/Manager(Managerial Person):

The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlierthan one year before the expiry of term.

ii. Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointmenton passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director Serves is restricted to seven listed companies as an Independent Director and three listed companies as an

Independent Director in case such person is serving as a Whole-time Director of alisted company.

c) **Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval.

d) **Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

e) **Retirement:**

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will havethe discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

XIII. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP ANDSENIOR MANAGEMENT

a) **General:**

- The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

- The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

- Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.

- Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

b) Remuneration to Managerial Person, KMP and Senior Management:

1. Fixed pay:

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

3. Provisions for excess remuneration:

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such

sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

c) Remuneration to Non-Executive / Independent Director:

1. Remuneration / Commission:

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

2. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way offees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Limit of Remuneration /Commission:

Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

XIV. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minutes and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

XV. DEVIATIONS FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

DETAILS OF REMUNERATION TO DIRECTORS DURING THE YEAR ENDING ON 31ST MARCH, 2023:

Remuneration paid during the Financial Year 2022-23 to Executive Directors are:

Name of Director	Yearly Remuneration (in Rs.)
Mohan Prasad Panday (DIN : 06493918)	1,20,00,000
Bala Balaji Panday (DIN : 06493903)	60,00,000
Kiranmai Panday (DIN: 08034071)	60,00,000
Total	**2,40,00,000**

The company is neither paying any sitting fees nor providing any perquisite to its Directors.

7) STAKEHOLDERS RELATIONSHIP COMMITTEE:

The company has constituted Stakeholder Relationship Committee shall consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of annual report and non- receipt of declared dividends.

j. Composition, Name of members and chairperson

Name of Director	Status	Nature of Directorship
Mrs. KIRANMAI PANDAY	Chairman	Non-Executive Director
Mr. MOHAN PRASAD PANDAY	Member	Director
Mrs. KAKSHAYANI SEKHARAMANTRI	Member	Independent Non-Executive Director

k. Name and Designation of Compliance Officer

Mr. Chandra Sekhar Raghavapudi, Company Secretary is the Compliance Officer for complying with requirements of Companies Act, Securities laws, SEBI (LODR) Regulations, 2015 with Stock Exchanges.

During the year, the company has not received any complaints/ correspondence from Shareholders regarding non-receipt of Share Certificates/ issuance of Duplicate Share Certificates / Dividend Warrants etc.

l. Meeting and attendance during the Year:

The members of Stakeholder Relationship Committee met 2 times during the year on 12/12/2022 and 01/03/2023 as per provisions of Section 178 of the Companies Act, 2013 and applicable provisions.

Mr. Bhadresh A. Trivedi (DIN: 07218969) is the Chairman of Stakeholders relationship Committee.

Members	Category	Meetings held during the tenure of the Directors	Meetings attended
Mrs. KIRANMAI PANDAY	Non-Executive Director	2	2
Mr. MOHAN PRASAD PANDAY	Director	2	2
Mrs. KAKSHAYANI SEKHARAMANTRI	Independent Non-Executive Director	2	2

m. Details of Shareholders' Complaint

Details of complaints received	Status
No. of investor complaints as on April 01, 2022	-
No. of investor complaints received during the year	-

No. of investor complaints resolved during the year	-
No. of investor complaints pending as on March 31, 2023	-

7) GENERAL BODY MEETINGS:

a. LOCATION AND TIME OF LAST THREE AGM'S HELD:

Year	Location	Date	Time	Special Resolution Passed
2021-22	30-15-139, First Floor, Room No.5 & 6, Ramas Arcade, Dabagardens, Visakhapatnama Ap 530020	30th Sept, 2022	11.00 A.M	No
2020-21	30-15-139, First Floor, Room No.5 & 6, Ramas Arcade, Dabagardens, Visakhapatnama Ap 530020	30th November 2021	10.30 AM	No
2019-20	30-15-139, First Floor, Room No.5 & 6, Ramas Arcade, Dabagardens, Visakhapatnama Ap 530020	30th December 2020	10.30 AM	No

b. POSTAL BALLOT:

During the year under review, the Company has not moved any resolution through postal ballot process. Further, no Special Resolution is proposed to be passed through Postal Ballot as on the date of this Report

8) MEANS OF COMMUNICATION:

During the year, the yearly financial results as on 31st March 2023 of thecompany were submitted to Stock Exchanges immediately after the meeting of the Board of Directors held on 19th July, 2023. The Company has also published its Financial Results on its websites i.e. www.cellpoint.biz

9) GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting:

The ensuing (10th) Annual General Meeting ("the AGM") of the company will be held on Friday, September 29th 2023 at 11:30 A.M. at 30-15-139, First Floor, Room No.5 & 6, Ramas Arcade, Dabagardens, Visakhapatnama Ap 530020

Financial Year

The Financial year of the company is for period of 12 months from 1st April to 31st March.

Record Date:

The Record Date for the purpose of determining the eligibility of the Members to attendthe 10th Annual General Meeting of Company will be September 23, 2023.

Dividend Payment:

The board of directors of the company has not recommended any dividend for the financialyear ended on 31st March, 2023.

Policy on dealing with Related party Transactions:

The company has formulated the policy on dealing with Related party Transactions and also put said policy on the websites of the company for the pursuance of Stakeholders of the company.

Listing on Stock Exchange:

The NSE Stock Exchange Emerge, SME Platform,

Symbol: CELLPOINT

The listing fees of NSE Stock Exchange have been paid.

Reconciliation of Share Capital Audit

As stipulated by SEBI, Mr. B. Uma Maheshwara Rao, a qualified practicing Company Secretary carries out the Reconciliation of Share Capital to reconcile the total listed and paid-up share capital held with the National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Audit is carried out Quarterly basis in a year and the report thereon is submitted to the Stock Exchange. The report, inter alia, confirms that the total listed and paid-up share capital of the Company is in agreement with the aggregate of the total dematerialized shares and those in physical mode.

Dematerialization of Shares

a) As on the Date of AGM, all Equity Shares of the Company are held in dematerialized form. The breakup of the equity shares held in dematerialized and physical form as on follows:

Particulars	No. of share holders	No. of shares	Percent of Total
NSDL	1084	3206200	17.15%
CDSL	2172	15479400	82.84%
PHYSICAL	NIL	NIL	NIL
TOTAL	**3256**	**18685600**	**100%**

b) As on March 31, 2023, all Equity Shares of the Company are held in dematerialized form. The breakup of the equity shares held in dematerialized and physical form as on March 31, 2023 are as follows:

Particulars	No. of share holders	No. of shares	Percent of Total
NSDL	6	1591000	11.66%
CDSL	1	12060600	88.34%
PHYSICAL	NIL	NIL	NIL
TOTAL	**7**	**13651600**	**100%**

The ISIN No. for Equity Shares of the Company ISIN: **INE0O0001013**

Share holding pattern and Distribution of Shareholdings.

i. **Shareholding pattern as on date of AGM**

Category	No. of Shares held	% of Shareholding
1.Promoters	13651600	73.05%
2.Foreign Portfolio Investors	85200	0.46%
3.Banks, FIs, Insurance companies	-	-
4.Private Bodies Corporate	316800	1.69%
5.Clering Members	252000	1.35%
6.Non-Resident Indians	52800	0.28%
7.Indian Public	1987800	21.27%
8.HUF	351600	1.70%
TOTAL	**18685600**	**100.00%**

ii)Shareholding pattern as on 31st March, 2023

Category	No. of Shares held	% of Shareholding
1.Promoters	13651600	73.05%
2.Foreign Portfolio Investors	85200	0.46%
3.Banks, FIs, Insurance companies	-	-
4.Private Bodies Corporate	316800	1.69%
5.Clering Members	252000	1.35%
6.Non-Resident Indians	52800	0.28%
7.Indian Public	1987800	21.27%
8.HUF	351600	1.70%
TOTAL	**18685600**	**100.00%**

ii. **Distribution of Shareholdings as on 31st March, 2023**

No. of equity shares held	No. of shareholders	% of Shareholders	Share Amount Rs.	% of Shareholding
1-5000	5	71.42%	16000	0.01 %
5001-10000	0	0	0	0
10001 and Above	2	28.58%	136500000	99.99%
TOTAL	**7**	**100.00**	**136516000**	**100.00 %**

iii. **High And Low Prices of Shares with NSE Emerge : NA as the company was listed in SME Platform on 28/06/2023**

Stakeholders Relationship Committee attends to share transfer formalities normally twice in a month. Demat requests are normally confirmed within 15 days from the date of receiptof requests.

Registered Office Address:

Door No 30-15-139/F/5, 6 Ward No 27, Ram's Arcade, Opposite Visakha Medical Centre, Dabagardens, Visakhapatnam 530020

Phone: +91 90001 13897
Email: cs@cellpoint.biz
Website: https://cellpoint.biz/

Registrar and Transfer Agents:

Big Share Services P limited.
E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri(E) , Mumbai 470072
Tel: 022-6263 8200
Email: marketing@bigshareonline.com
Website:
https://www.bigshareonline.c
om/
Contact Person: Venkata
Krishna Mohan Nandam
SEBI Registration NO: INR000001385

Investors / Shareholders Correspondence:

Door No 30-15-139/F/5, 6 Ward No 27, Ram's Arcade, Opposite Visakha Medical Centre, Dabagardens, Visakhapatnam 530020
Contact person : Chandra Sekhar Raghavapudi
Phone: +91 90001 13897
Email: cs@cellpoint.biz
Website: https://cellpoint.biz/

IMPORTANT COMMUNICATION TO THE SHAREHOLDERS

Ministry of Corporate Affairs has taken a 'Green initiative in Corporate Governance' by allowing paperless compliances by the companies and has issued circularsstating that service of notice/ documents including Annual Report can be sent by e- mail to its members. Your Company is concerned about the environment and utilizes natural resources in a sustainable way. To support this Green initiative, the Company hereby requests its members who have not registered their e-mail addresses so far, to register their e-mail addresses with the depository through their concerned depository participants in respect of electronic holdings.

10) Other Disclosures:

- No transaction of material has been entered into by the company with its promoters, Directors or management or relatives etc. that may have potential conflict with the interest of the company.

- There were no instances of non-compliances or penalty imposed on the company by Stock Exchanges or SEBI or any other statutory authority or any matter related to capital markets, during the last three years. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and in conformity, in all material respects, with the generally accepted accounting principles and standards in India. The estimates/judgments made in preparation of these financial statements are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.

- The Company has formulated Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company and the same is posted on the websiteof the Company.

- The Company is complying with all mandatory requirements of SEBI(Listing and Disclosure Requirements), Regulation, 2015

DECLARATION REGARDING CODE OF CONDUCT

I hereby declare that all the members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and senior management.

By Order of the Board of Directors
CELL POINT (INDIA) LIMITED

Sd/-
Mohan Prasad Panday
Managing Director
& Chariman
(DIN: 06493918)

Place: Visakhapatnam
Date: 02/09/2023

ANNEXURE D

Form No. MR-3

SECRETARIAL AUDIT

REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No: 9 of the Companies(Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

CELL POINT (INDIA) LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by CELL POINT (INDIA) LIMITED(hereinafter referred to as "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by CELL POINT (INDIA) LIMITED ("the Company") for the financial year ended on 31st March, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- The Securities and Exchange Board of India (Substantial Acquisition ofShares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Prohibition of Insider Trading)Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and DisclosureRequirements) Regulations, 2018;
- The Securities and Exchange Board of India (Employee Stock Option Schemeand Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable**
- The Securities and Exchange Board of India (Issue and Listing of DebtSecurities) Regulations, 2008; **Not Applicable**

- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable** and
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**
- As informed by the Management, there are no other laws that are applicable specifically to the company

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with National Stock ExchangeLimited (Emerge-SME Platform);

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and agenda and

detailed notes on agenda were properly sent and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Signature: Sd/-

Date : 01st September, 2023

B. Umamaheshwara Rao

Place : Visakhapatnam

Company Secretary

FCS No: 10163

C P No.: 13117

PR: 3157/2023

UDIN:
F010163E000907763

Note: This report is to be read with our letter of even date which is annexed as' AnnexureA' and forms an integral part of this report.

ANNEXURE A'

To,

The Members,

CELL POINT (INDIA) LIMITED
Door No 30-15-139/F/5, 6 Ward No 27, Ram's Arcade,
Opposite Visakha Medical Centre, Dabagardens,
Visakhapatnam 530020

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature: Sd/-

Date : 01st September, 2023

B. Umamaheshwara Rao

Place : Visakhaptnam

Company Secretary

ACS No: A35681

C P No.: 13222

PR: 3157/2023

UDIN: F010163E000907763

1. TECHNOLOGY ABSORPTION:

1. The efforts made towards technology absorption: NA
2. The benefits derived from technology absorption: NA
3. The Company has not imported any technology for its products.
4. The Company has not specific Research and Development Department. However, the Company carries out research and development in several areas including material & process developments towards efficiency improvements, quality improvements, waste reduction etc. Apart from process improvements, the research and development also aims at finding equivalent substitutes of various inputs and packaging materials to have cost savings without compromising quality.
5. The Company has derived benefits of product diversification, cost reduction and better quality as a result of the above efforts.
6. The research and development is an on-going exercise and suitable efforts will continue to be made in future.

5. FOREIGN EXCHANGE EARNING AND OUTGO:

The information required to be given in respect of foreign exchanges earning and outgo F.Y. 2022 - 23 and 2021 - 22 are as follows:

i. Foreign Exchange Earnings during F.Y. 2022-23:

Particulars	Amount (In ₹)
Foreign Exchange Received during the year	NIL
Foreign Exchange Paid during the year	NIL

ii. ii. Foreign Exchange Earnings during F.Y. 2021-22:

Particulars	Amount (In ₹)
Foreign Exchange Received during the year	NIL
Foreign Exchange Paid during the year	NIL

CEO/CFO CERTIFICATION

To,
The Board of Directors
CELL POINT (INDIA) LIMITED

Certificate by Chief Executive Officer (CEO) / Chief Financial Officer (CFO) under Corporate Governance pursuant to the Regulation 33(1) (e) and Schedule IV of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015.

We, Mohan Prasad Panday, Managing Director and Govind Ganisetti, the Chief Financial Officer (CFO) of the Company of the Company do hereby certify to the Board that:

1. We have reviewed financial statements and the cash flow statement for the year ending 31st March, 2023 and that to the best of their knowledge and belief

a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

b. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4. We have indicated to the auditors and the Audit committee of the Company.

   a. significant changes in internal control over financial reporting during the year;

b. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
c. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For, CELL POINT (INDIA) LIMITED

Sd/-
Mohan Prasad Panday
(Managing Director)

Sd/-
Manikanta BBV
CFO

Place: Visakhapatnam
Date: 02/09/2023

AUDITOR'S REPORT
2022-23

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Cell Point (India) Limited,
Visakhapatnam.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying Financial statements of Cell Point (India) Limited, Visakhapatnam, ("the Company") which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, and Statement of Cash Flows for the year then ended and notes to the financial statements including a summary of significant accounting policies and other explanatory information. (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Emphasis of Matter

We draw attention to;

a) Note No 3.26 to the financial statements regarding the adjustment to Earnings Per Share on account of issue of Bonus Shares and Rights Issue.

b) Note No 1(II) to the financial statements regarding the completion of fresh issue of equity shares by Initial Public Offer ("IPO") on the Emerge Platform of NSE and disclosing the impact on opening balance of reserves on account of restatement of audited figures for the previous years as a part of IPO Listing requirements.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that in our professional judgment were of most significant in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in management report and chairman's statement but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (AS) specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.
Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

(1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(2) As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the Directors as on March 31, 2023, taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2023 from being appointed as a Director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 3.28 to the financial statements.

(ii) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

(iv) (a) The Management of the Company has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities

identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management of the Company has represented to us that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(v) As stated in the financial statements,
(a) No dividend was proposed, declared and paid in the previous year, by the Company.
(b) The Board of Directors of the Company have not proposed final dividend for the year.

(vi) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable to the Company with effect from April 1, 2023, reporting on Audit Trail in pursuance of Rule 11(g) of the Companies (Audit and Auditors) Rule, 2014 is considered inapplicable for the current year.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and considering the matters disclosed in Note No. 3.25, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

For Rao & Kumar
Chartered Accountants
FRN 03089S

Sd/-

Anirban Pal
Partner
M.No. 214919
UDIN No: 23214919BGWTVF3009

Place: Visakhapatnam
Date: September 02, 2023

Annexure - A:

(Referred to in Paragraph 1 of 'Report on Other Legal and Regulatory Requirements' in our report of even date)

(i)

(a)

a. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
b. The Company does not have any Intangible assets. Hence reporting under this clause is not applicable to the Company.

(b) The management has carried out physical verification of assets in accordance with a designed programme. In our opinion the periodicity of the physical verification is reasonable. No material discrepancies were noticed on such verification.

(c) According to the information and explanations furnished to us and on the basis of our examination of the records of the Company and the details of title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.

(d) The Company had not revalued any of its Property, Plant and Equipment during the year.

(e) To the best of our knowledge and information, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii)

(a) The Inventories except for the material-in-transit have been physically verified by the management during the year. In our opinion, the coverage and procedure of verification by the management is appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

(b) The company was sanctioned working capital limits in excess of ₹ 5 Crores in aggregate by the Banks / Financial Institutions on the basis of security of current assets**.** The quarterly returns or statements filed by the company with such banks / Financial Institutions are not in agreement with books of account of the company to the extent as reported below read with Note No. 3.30 (X), to the Financial Statements.

₹ in Lakhs

Quarter	Name of Bank	Inventory Amount as per Books	Inventory Amount as per Statement	Amount of Difference
June, 2022	State Bank of India (Oppo)	307.72	300.04	7.68
	State Bank of India (Vivo)	479.85	471.31	8.55
	IDBI Bank	896.37	1,160.00	(263.63)
September, 2022	State Bank of India (Oppo)	529.04	524.92	4.12
	State Bank of India (Vivo)	668.98	663.04	5.94
	IDBI Bank	941.80	996.75	(54.96)
December, 2022	ICICI Bank	4,256.12	3,254.53	1,001.59
	State Bank of India (Oppo)	481.41	479.36	2.05
	State Bank of India (Vivo)	636.14	635.81	0.33
	IDBI Bank	703.54	710.12	(6.58)
March, 2023	ICICI Bank	4,390.26	3,168.88	1,221.38
	IDBI Bank	986.73	794.48	192.26
	State Bank of India (Oppo)	342.54	341.11	1.42
	State Bank of India (Vivo)	382.29	381.04	1.25

(iii) The company had not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, reporting under clauses (a) to (f) of paragraph 3(iii) of the Order are considered inapplicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans, investments, guarantees and security.

(v) The company has not accepted any deposits or amounts which are deemed to be deposits to which provisions of Sections 73 to 76 and other relevant provisions of the Act and rules made thereunder are applicable.

(vi) According to the information and explanations given to us and in our opinion, the maintenance of cost records specified by the Central Government under sub section (1) of section 148 of the Act, are not applicable to the Company. Hence reporting under this clause is not applicable to the Company.

(vii)

(a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company is regular in depositing the undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess, and other statutory dues with the appropriate authorities.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the statutory dues referred to in clause (vii) (a) that have not been deposited as on March 31, 2023 on account of any dispute.

(viii) There were no transactions that were not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix)

(a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender;

(b) From the information furnished to us, the company is not declared wilful defaulter by any bank or financial institution or other lender;

(c) Based on review of the records of the term loan drawn and utilization thereof on an overall basis, the term loans have been applied for the purposes for which the loans were raised;

(d) From a review of the Cash flows furnished by the company, we are of the opinion that the company had not utilized any funds raised on short term basis for long term purposes;

(e) The company had not taken any fund from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) During the year the company had not raised any loans on the pledge of securities held in its subsidiaries, joint ventures or Associate Companies.

(x)

(a) The Company had not raised any money by way of Initial Public Offer or further Public Offer (including Debt Instruments).

(b) During the year, the Company had made private placement of 400 Equity Shares of ₹10 each (fully paid) through Rights issue and 1,25,13,600 Equity Shares of ₹10 each (fully paid) through Bonus Issue. According to the information and explanations given to us and based on our examination of the records of the Company, the requirements of Section 42 and Section 62 of the Act have been complied with and funds raised have been used for the purposes for which the funds were raised and the unused amounts were parked in Banks.

(xi)

(a) Based upon the audit procedures performed for the purpose of reporting true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud by the Company or any fraud on the Company has been noticed or reported during the year.

(b) The Auditors have not filed any report with the Central Government under sub-section (12) of section 143 of the Act, in form ADT – 4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014.

(c) From a review of the Secretarial Records, we observe that the company had not received any whistle-blower complaints during the year.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable Accounting Standards.

(xiv)

(a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the reports of the Internal Auditors for the period under audit.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into Non-Cash transactions with Directors or persons connected with them.

(xvi)

(a) According to the information and explanations given to us, the company is not required to be registered under section 45-IA.

(b) Upon a review of the records of the company, we are of the opinion that the company had not conducted any Non-Banking Financial or Housing Finance activity.

(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) The company does not have more than one CIC as part of the Group.

(xvii) The company has not incurred any cash loss in the current financial year and in the immediately preceding financial year.

(xviii) There has been resignation of the statutory auditors during the year and there are no issues, objections or concerns raised by the outgoing auditors.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The provisions of second proviso to sub-section (5) of section 135 of the Act are not yet applicable to the company. Accordingly reporting under this clause is not applicable.

(xxi) The provisions of review of the reports of the respective auditors of companies under the group are not applicable to the Company.

For Rao & Kumar
Chartered Accountants
FRN 03089S

Sd/-

Anirban Pal
Partner
M.No. 214919
UDIN No: 23214919BGWTVF3009

Place: Visakhapatnam
Date: September 02, 2023

Annexure – B
(Referred to in Paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' in our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Cell Point (India) Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of Internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Rao & Kumar
Chartered Accountants
FRN 03089S

Sd/-

Anirban Pal
Partner
M.No. 214919
UDIN No: 23214919BGWTVF3009

Place: Visakhapatnam
Date: September 02, 2023

Cell Point (India) Limited

(Formerly known as Cell Point (India) Private Limited)

CIN: U52390AP2013PLC086912

Balance sheet as at March 31, 2023

(**₹ in Lakhs**, unless otherwise stated)

Particulars	Note	As on March 31, 2023	As on March 31, 2022
Equity and liabilties			
Shareholder's Funds			
(a) Share Capital	3.1	1,365.16	113.76
(b) Reserves and Surplus	3.2	643.34	1,222.18
		2,008.50	**1,335.94**
Non-current liabilities			
(a) Long-term borrowings	3.3	1,806.19	1,981.28
(b) Deferred tax liabilities (net)		-	-
(c) Long term Provisions	3.4	45.54	42.81
		1,851.73	**2,024.09**
Current Liabilties			
(a) Short-term Borrowings	3.5	3,786.81	3,190.40
(b) Trade payables	3.6		
(i) Total outstanding dues of Micro and Small Enterprises		-	-
(ii) Total outstanding dues of creditors other than Micro and Small Enteprises		1,108.29	1,302.53
(c) Other current liabilities	3.7	186.67	207.52
(d) Short-term provisions	3.8	460.10	246.98
		5,541.87	**4,947.43**
TOTAL		**9,402.10**	**8,307.46**
Assets			
Non Current Assets			
(a) Property, plant and equipment and intangible assets			
(i) Property plant and equipment	3.9	1,816.84	1,866.86
(ii) Intangible assets		-	-
(iii) Capital Work-in-progress		-	-
(b) Deferred Tax Assets (Net)	3.10	99.24	115.03
(c) Other Non-current assets	3.11	1,517.09	1,310.72
		3,433.17	**3,292.61**
Current Assets			
(a) Inventories	3.12	4,592.01	3,803.13
(b) Trade Receivables	3.13	12.74	45.66
(c) Cash and cash equivalents	3.14	1,047.89	806.24
(d) Short-term loans and advances	3.15	29.84	29.77
(e) Other current assets	3.16	286.45	330.05
		5,968.93	**5,014.85**
TOTAL		**9,402.10**	**8,307.46**

The accompanying notes form an integral part of the financial statements

As per our report of even date attached
For RAO & KUMAR
Chartered Accountants
FRNo: 03089S

Sd/-
Anirban Pal
Partner
M.No: 214919

Place: Visakhapatnam
Date: September 02, 2023
UDIN: 23214919BGWTVF3009

for and on behalf of the **Board of Directors**

Sd/-
Mohan Prasad Panday
Director
(DIN: 06493918)

Sd/-
Bala Balaji Panday
Director
(DIN: 06493903)

Sd/-
B B V Manikanta
Chief Financial Officer

Sd/-
R Chandra Sekhar
Company Secretary

Cell Point (India) Limited

(Formerly known as Cell Point (India) Private Limited)

CIN: U52390AP2013PLC086912

Statement of Profit and Loss for the year ended March 31, 2023

(**₹ in Lakhs**, unless otherwise stated)

	Particulars	Note	As on March 31, 2023	As on March 31, 2022
Income				
I	Revenue from Operations	3.17	29,567.23	26,916.41
II	Other Income	3.18	133.48	88.02
III	**Total Income (I + II)**		**29,700.71**	**27,004.43**
Expenses				
	Purchases of Stock-in-trade		24,646.56	23,372.59
	Changes in Inventory of Stock-in-trade	3.19	(788.88)	(1,230.84)
	Employee Benefits Expense	3.20	1,046.00	998.14
	Finance Costs	3.21	853.11	802.61
	Depreciation and Amortisation Expense	3.9	94.53	112.06
	Other Expenses	3.22	2,862.61	2,707.12
IV	**Total expenses**		**28,713.93**	**26,761.68**
V	Profit before exceptional and extraordinary items and tax (III - IV)		**986.78**	**242.75**
VI	Exceptional items		-	-
VII	Profit before extraordinary items and tax (V - VI)		986.78	242.75
VIII	Extraordinary items		-	-
IX	**Profit before tax (VII- VIII)**		**986.78**	**242.75**
X	**Tax Expenses:**			
	Current Tax Expenses for Current Year		297.42	86.16
	Current Tax Expenses relating to prior years		1.04	-
	Deferred Tax (including current and prior period)		15.79	(8.04)
	Total Tax Expenses		**314.26**	**78.12**
XI	**Profit (Loss) for the period from continuing operations (IX - X)**		**672.52**	**164.63**
XII	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
	Profit (Loss) for the period (XI + XII)		**672.52**	**164.63**
Earnings per share (of ₹ 10/- each):		3.26		
	(a) Basic		4.93	1.21
	(b) Diluted		4.93	1.21

The accompanying notes form an integral part of the financial statements

As per our report of even date attached
For RAO & KUMAR
Chartered Accountants
FRNo: 03089S

for and on behalf of the **Board of Directors** of

Sd/-
Anirban Pal
Partner
M.No: 214919

Place: Visakhapatnam
Date: September 02, 2023
UDIN: 23214919BGWTVF3009

Sd/-
Mohan Prasad Panday
Director
(DIN: 06493918)

Sd/-
Bala Balaji Panday
Director
(DIN: 06493903)

Sd/-
B B V Manikanta
Chief Financial Officer

Sd/-
R Chandra Sekhar
Company Secretary

Cell Point (India) Limited

(Formerly known as Cell Point (India) Private Limited)

CIN: U52390AP2013PLC086912

Cash Flow Statement for the year ended March 31, 2023

(**₹ in Lakhs**, unless otherwise stated)

Particulars	As on March 31, 2023	As on March 31, 2022
Cash Flow from Operating Activities		
Net Profit before tax	986.78	242.75
Adjustment for:		
Depreciation	94.53	112.06
Finance Cost	831.43	766.63
Actuarial Gain Booked in Current Year	(16.23)	(2.14)
Current Service Cost & Interest Cost of Gratuity	12.78	11.44
Operating Profit before Working Capital changes	**1,909.29**	**1,130.75**
Adjustment for:		
(Increase) / Decrease in Inventories	(788.88)	(1,230.84)
(Increase) / Decrease in Trade Receivables	32.91	(20.77)
(Increase) / Decrease in Short Term loans & Advances	(0.07)	(4.95)
(Increase) / Decrease in Other Assets [2]	(114.59)	(75.70)
Increase / (Decrease) in Other Current Liabilities	(20.85)	(58.86)
Increase / (Decrease) in Trade Payables	(194.24)	315.45
Increase / (Decrease) in Short term Provisions	8.05	2.73
Cash generated from Operating Activities	**831.61**	**57.81**
Taxes paid	(135.38)	(93.24)
Net Cash (used in)/from Operating Activities [A]	**696.23**	**(35.44)**
Cash Flow from Investing Activities		
Purchase of Fixed Assets	(44.51)	(45.70)
Net Cash (used in)/from Investing Activities [B]	**(44.51)**	**(45.70)**
Cash Flow from Investing Activities		
Proceeds from Rights Issue	0.04	-
Proceeds/(Repayment) from/(of) Long term Borrowings (Net)	(175.10)	(446.28)
Proceeds/(Repayment) from/(of) Short term Borrowings (Net)	596.41	1,759.93
Finance Cost paid	(831.43)	(766.63)
Net Cash (used in)/from Financing Activities [C]	**(410.08)**	**547.02**
Net Increase/(Decrease) in Cash and Cash Equivalents [A] + [B]+ [C]	**241.65**	**465.89**
Cash and Cash Equivalents at the beginning of the year	806.24	340.35
Cash and Cash Equivalents at the end of the year	**1,047.89**	**806.24**
Cash and cash equivalents		
Cash on hand	138.45	128.74
Balances with Banks in Current Accounts	296.91	188.88
Other Bank Balances	612.53	488.63
TOTAL	**1,047.89**	**806.24**

Notes:

1 This statement is prepared as per Accounting Standard - 3 (Indirect Method)

2 Includes Non-Current and Other current assets

3 Previous year figures have been regrouped and reclassified wherever necessary

As per our report of even date attached

For RAO & KUMAR
Chartered Accountants
FRNo: 03089S

for and on behalf of the **Board of Directors** of

Sd/-
Anirban Pal
Partner
M.No: 214919

Sd/-
Mohan Prasad Panday
Director
(DIN: 06493918)

Sd/-
Bala Balaji Panday
Director
(DIN: 06493903)

Place: Visakhapatnam
Date: September 02, 2023
UDIN: 23214919BGWTVF3009

Sd/-
B B V Manikanta
Chief Financial Officer

Sd/-
R Chandra Sekhar
Company Secretary

Cell Point (India) Limited

(Formerly known as Cell Point (India) Private Limited)

CIN: U52390AP2013PLC086912

Notes forming part of the **Financial Statements** for the year ended **March 31, 2023**

Note 1: Company Overview

I. Corporate Information

Cell Point (India) Limited [Formerly known as Cell Point (India) Private Limited] was incorporated as private limited on April 10, 2013, and registered under The Companies Act, 2013. Company was converted into Public Limited Company and consequently name of the company was changed from Cell Point (India) Private Limited to Cell Point (India) Limited vide special resolution passed by the shareholders at the Extraordinary General Meeting held on October 31, 2022, and a revised certificate of incorporation dated November 25, 2022, issued by the Registrar of Companies, Vijayawada. The company is engaged in the business of Trading in smart phones, accessories, related products, and other consumer durable electronic goods.

II. Basis of preparation of Financial Statements

These financial statements are prepared in conformity with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory Accounting Standards as prescribed under Section 133 of the Companies Act, 2013('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, provision of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Company had completed a Fresh Issue of 50,34,000 Equity Shares by Initial Public Offer ("IPO") with a face value of ₹ 10.00 each at an issue price of ₹ 100.00 each aggregating to ₹ 5,034.00 Lakhs. Pursuant to the IPO, the Equity shares of the Company were listed on the Emerge Platform of National Stock Exchange of India Limited ("Emerge Platform of NSE") w.e.f. June 28, 2023.

During the year the opening balance of reserves as on April 1, 2022, was reduced to the tune of ₹ 72.63 Lakhs cumulatively on account of restatement of audited figures for the previous years as a part of the IPO listing requirements. The details of which are given below:

Particulars	₹ in Lakhs
Deferred Tax	(3.78)
Depreciation	19.91
Post-Retirement Benefits (Gratuity)	56.50
Total	**72.63**

III. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although, these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

IV. Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Note 2: Summary of Significant Accounting Policies

I. Property, Plant and Equipment

(i) Items of Property, Plant and Equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation, goods and service tax (to the extent not availed as input credit) and accumulated impairment loss, if any. Cost includes duties, freight and other incidental expenses directly related to acquisition / construction and installation of the assets. Any trade discounts, and rebates are deducted in arriving at the purchase price.

(ii) An item of Property, Plant and Equipment is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal. Gains / losses arising from disposal are recognised in the Statement of Profit and Loss.

(iii) Depreciation is provided on Written down Value Method over the useful life of the assets at the rates and in the manner prescribed under part "C" of Schedule II of the Companies Act, 2013. Depreciation for assets purchased / sold during a period is proportionately charged.

II. Inventories

Inventories include only traded finished goods and are valued on the principle laid down in Accounting Standard 2 on "Inventories" on the basis of "Lower of cost and net realizable value.

III. Revenue Recognition

The Company's revenue primarily comprises of Multi brand Retail selling of smart phones, accessories, related products and other consumer durable electronic goods.

Revenue on sale of goods is recognized when property in the goods is transferred to the buyer for a price, or when all significant risks and rewards of ownership have been transferred to the buyer and no effective control is retained by the Company in respect of the goods transferred, to a degree usually associated with ownership, and no significant uncertainty exists regarding the amount of consideration that will be derived from the sale of goods

Dividend income is recognized when the unconditional right to receive the income is established.

Revenue from interest and rent is recognized on a time proportion basis taking into account the value outstanding, the period and rate applicable.

IV. Foreign Currency Transactions

Foreign currency transactions are recorded at the rates prevailing at the date of transaction. Monetary items denominated in foreign currencies at the year-end are translated at the year-end rates. Any exchange differences arising on settlement/transaction are dealt with in the statement of profit and loss.

V. Taxes on Income

The current income tax charge is determined in accordance with the relevant tax regulations applicable to the Company.

Deferred tax is recognized on timing differences between taxable and accounting income / expenditure that originates in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Asset is recognized on the basis of virtual / reasonable certainty about its realizability, as applicable. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date.

VI. Employee Benefits

(i) Short-term Benefits

All employee benefits falling due within twelve months of rendering the service are classified as short-term employee benefits. The cost of the benefits like salaries, wages, bonus, exgratia, etc. is recognised as an expense in the period in which the employee renders the related service.

(ii) Post-Employment Benefits

A) *Defined contribution plans:*

The contribution paid/payable under provident fund scheme and ESI scheme is recognised as expenditure in the period in which the employee renders the related service.

B) *Defined benefit plans:*

A post-retirement obligation towards gratuity is a defined benefit plan. The Company provides for Gratuity, in respect of eligible employees under a Gratuity Scheme. On the reporting date, liabilities with respect to gratuity plan as determined by an independent actuarial valuation and actuarial gains/losses are charged to the Statement of Profit and Loss Account. The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as liability and as per the requirements of AS15 (Revised 2005).

VII. Borrowing Costs

Borrowing costs directly attributable to acquisition or construction of Property, Plant & Equipment which necessarily take substantial period of time to get ready for their intended use are capitalized. Other borrowing costs are charged to profit and loss account.

VIII. Earnings per Share (EPS)

Basic EPS is computed by dividing the profit after tax attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year / period.

Diluted EPS is computed by dividing the profit after tax attributable to equity shareholders, as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential Equity Shares, by the Weighted Average number of Equity Shares considered for deriving basic EPS and the weighted average number of Equity Shares which could have been issued on the conversion of all dilutive potential Equity Shares.

IX. Impairment of Assets

Impairment loss is provided to the extent the carrying amount of assets exceeds their recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal.

X. Provisions Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events, and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes after careful evaluation by the management of the facts and legal aspects of the matters involved. Contingent Assets are neither recognized nor disclosed in the financial statements.

Note 3.1: Share Capital

Particulars	As on March 31, 2023		As on March 31, 2022	
	No's	Amount	No's	Amount
Authorised Shares				
Equity shares of ₹ 10/- each	5,00,00,000	5,000.00	20,00,000	200.00
Issued, Subscribed and fully Paid-up Shares				
Equity shares of ₹ 10/- each fully paid	1,36,51,600	1,365.16	11,37,600	113.76
Total	**1,36,51,600**	**1,365.16**	**11,37,600**	**113.76**

Note: The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The holders of Equity Shares are entitled to receive dividends as declared from time to time. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year:

Particulars	As on March 31, 2023		As on March 31, 2022	
	No's	Amount	No's	Amount
Equity shares of Rs: 10/- each fully paid				
At the beginning of the year	11,37,600	113.76	11,37,600	113.76
Add: Bonus Shares Issued during the year	1,25,13,600	1,251.36	-	-
Add: Right Shares Issued during the year	400	0.04		
Less: Shares Bought back during the year	-	-	-	-
Outstanding at the end of the year	**1,36,51,600**	**1,365.16**	**11,37,600**	**113.76**

(b) Details of shareholders holding more than 5% of the ordinary shares in the company:

Name of the Shareholder	As on March 31, 2023		As on March 31, 2022	
	No's	% holding	No's	% holding
Mohan Prasad Panday	1,20,60,600	88.35%	10,05,050	88.35%
Bala Balaji Panday	15,89,400	11.64%	1,32,450	11.64%

(c) Details of equity shares held by the promoters:

Name of the Promoter	As on March 31, 2023		As on March 31, 2022		% of Change
	No's	% holding	No's	% holding	
Mohan Prasad Panday	1,20,60,600	88.35%	10,05,050	88.35%	-
Bala Balaji Panday	15,89,400	11.64%	1,32,450	11.64%	-

Note 3.2: Reserves and Surplus

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
A. General Reserve		
Balance at the beginning of the year	-	-
Balance at the end of the year	-	-
B. Surplus in the Statement of Profit and Loss		
Balance at the beginning of the year	1,222.18	1,057.56
Less: Bonus Shares Issued	(1,251.36)	-
Add: Net Profit for the year	672.52	164.63
Balance at the end of the year	**643.34**	**1,222.18**

Note 3.3: Long-term Borrowings

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
(a) from Banks		
Term Loans from Banks & Financial Institutions # (Secured by specific Fixed Assets)	1,930.94	2,484.25
Less: Current Maturities of the above	(350.75)	(542.85)
(b) from Other parties		
Margadarshi Chit Fund Pvt Ltd	226.00	39.88
TOTAL	**1,806.19**	**1,981.28**

Term Loans from Banks & Financial Institutions

Particulars	Rate of Interest	Date of Sanction	Term of the Loan	Repayment	Amount as on March 31, 2023	Amount as on March 31, 2022
Loan from Bajaj Finance	10.15%	29-06-2018	10 Years	120 Monthly Installments	1,021.79	1,156.77
[The Loan is secured against company properties situated at visakhapatnam and properties of the Directors of the company]						
Loan from Bajaj Finance	10.15%	26-07-2019	10 Years	120 Monthly Installments	430.82	477.82
[The Loan is secured against company properties situated at visakhapatnam and properties of the Directors of the company]						
GECL Loan from Bajaj Finance	10.80%	03-02-2021	3 Years	36 Monthly Installments	231.73	338.50
[This is an extended credit limit against an existing loan]						
GECL Loan from Punjab National Bank	10.00%	31-08-2020	3 Years	36 Monthly Installments	2.09	13.44
[This is an extended credit limit against an existing loan]						
GECL Loan from IDBI Bank	9.26%	05-03-2021	3 Years	36 Monthly Installments	50.50	70.00
[This is an extended credit limit against an existing loan]						
GECL Loan from State Bank of India	9.25%	26-11-2021	5 Years	60 Monthly Installments	194.00	194.00
[This is an extended credit limit against an existing loan]						
Loan from ICICI Bank	8.00%	21-07-2017	8.00%	120 Monthly Installments	-	233.72
[The Loan is secured against company properties situated at visakhapatnam and properties of the Directors of the company]						

Note 3.4: Long-term Provisions

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
Provision for Employee Benefits	45.54	42.81
TOTAL	**45.54**	**42.81**

Note 3.5: Short-term Borrowings

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
(a) Loans Repayable on demand		
from Banks (Secured) #	2,548.67	1,626.72
(b) Other Loans and Advances		
Trade Advances (Unsecured) ##	631.39	768.83
Chit Fund Payables (Unsecured)	256.00	252.00
(c) Current Maturities of Long-term Borrowings	350.75	542.85
TOTAL	**3,786.81**	**3,190.40**

Loans Repayable on demand from Banks

Particulars	Rate of Interest	Nature of Facility	Amount as on March 31, 2023	Amount as on March 31, 2022
from Punjab National Bank *[Secured against Equitable Mortgage of Residential Property situated at Visakhapatnam of Heera Ratanbai Panday (Relative of Director) and Personal guarantee of Directors of the company]*	10.25%	Overdraft Facility	56.41	68.66
from ICICI Bank *[Secured against Stock-in-trade and Equitable Mortgage of Company's and Directors' properties and Personal guarantee of Directors of the company]*	9.60%	Cash Credit Facility	905.99	-
from State Bank of India *[Secured against Stock & Book Debts of VIVO Brand mobiles of the company and Personal guarantee of Directors of the company and 25% Bank Deposit on Loan sanction amount]*	8.60%	Vivo Channel Finance	647.37	647.24
from State Bank of India *[Secured against Stock-in-trade & Book Debts of OPPO Brand mobiles of the company and Personal guarantee of Directors of the company and 30% Bank Deposit on Loan sanction amount]*	8.60%	Oppo Channel Finance	599.33	597.88
from IDBI Bank *[Secured against Stock-in-trade and Equitable Mortgage of Personal Properties of Directors and Relatives of Directors of the company]*	11.70%	Cash Credit Facility	339.57	312.94

Trade Advances from Banks and Financial Institutions

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
Business Loan from Capital First	184.82	237.20
Trade Advance from HDB Finance	9.20	-
Trade Advance from Bajaj Finance	368.86	531.63
Trade Advance from HDFC Bank	18.83	-
Trade Advance from TVS Finance	49.67	-

Note 3.6: Trade Payables

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
Micro and Small enterprises	-	-
Other than Micro and Small enterprises	1,108.29	1,302.53
TOTAL	**1,108.29**	**1,302.53**

(a) The Disclosures as required under Sec 22 of MSMED Act 2006 under the chapter on Delayed Payments to Micro and Small Enterprises are listed out in the following table:

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
(1) Principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(2) Amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the due date during each accounting year	-	-
(3) Amount of interest due and payable for the period	-	-
(4) Amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(5) Amount of further interest remaining due and payable even in the succeeding years	-	-

Note: The Company has sent communications for identifying the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act, 2006. Based on the intimation received from the suppliers regarding their status under the said Act, disclosures relating to amounts unpaid as at the year end, if any, have been furnished. Considering the long-standing relationship with the suppliers and in the absence of any claims from them, the management is of the opinion that, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material.

(b) Ageing for trade payables outstandings as at 31st March 23 is as follows;

Particulars	*Outstanding for the following periods from the due date* Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	1,108.29	-	-	-	1,108.29
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	**1,108.29**	**-**	**-**	**-**	**1,108.29**

(c) Ageing for trade payables outstandings as at 31st March 22 is as follows;

Particulars	*Outstanding for the following periods from the due date* Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	1,302.53	-	-	-	1,302.53
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	**1,302.53**	**-**	**-**	**-**	**1,302.53**

Note 3.7: Other Current Liabilities

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
Statutory Dues		
TDS Payable	69.73	117.52
GST Payable	116.94	90.00
TOTAL	**186.67**	**207.52**

Note 3.8: Short Term Provisions

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
(a) Provision for Employee Benefits	7.52	13.70
(b) Provision for Income Tax	297.42	86.16
(c) Others #	155.16	147.12
TOTAL	**460.10**	**246.98**

Other Provisions

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
Audit fee payable	5.00	5.00
Electricity charges Payable	14.18	17.84
EPF Payable	4.62	4.37
Fees & Taxes Payable	1.75	3.15
Interest Charges Payable	-	1.30
Office & Showrooms' Rent Payable	62.42	53.39
Printing & Stationary Charges Payable	0.06	-
Professional Fee Payable	5.08	1.70
Professional Tax Payable	0.06	0.15
Repairs and Maintenance Payable	1.04	0.23
Salaries & Directors Remuneration Payable	55.33	51.66
Showroom expenses Payable	2.44	5.30
Telephone & Internet Charges Payable	0.78	1.58
Transport Charges Payable	0.09	-
Travelling & Conveyance Payable	2.32	1.45

Note: 3.9 - Property, Plant and Equipment and Intangible Assets

(i) Property plant and equipment

Particulars	Gross Block				Depreciation				Net Block	
	As on April 01, 2022	Addition	Disposal	As on March 31, 2023	As on April 01, 2022	For the year	Disposal /Adj	As on March 31, 2023	As on March 31, 2023	As on March 31, 2022
(a) Land	1,540.06	-	-	1,540.06	-	-	-	-	1,540.06	1,540.06
(b) Buildings	65.65	-	-	65.65	19.90	2.23	-	22.13	43.52	45.75
(c) Plant & Machinery	60.20	4.79	-	65.00	39.42	4.11	-	43.53	21.47	20.78
(d) Furnitures & Fixtures	638.28	16.65	-	654.93	440.67	53.72	-	494.39	160.54	197.61
(e) Motor Vehicles	57.68	-	-	57.68	52.11	1.75	-	53.86	3.82	5.57
(f) Office Equipments	391.75	18.72	-	410.47	341.19	27.06	-	368.24	42.23	50.57
(g) Computers	63.95	4.34	-	68.29	57.54	5.55	-	63.09	5.20	6.41
(h) Servers & Networks	2.38	-	-	2.38	2.26	0.12	-	2.38	-	0.12
Total	**2,819.96**	**44.51**	**-**	**2,864.46**	**953.10**	**94.53**	**-**	**1,047.63**	**1,816.84**	**1,866.86**
Previous year	**2,774.26**	**45.70**	**-**	**2,819.96**	**841.04**	**112.06**	**-**	**953.10**	**1,866.86**	**1,933.22**

Additional Information

Note 1: The company does not have any lease assets.

Note 2: None of the assets under Property plant and equipment have been revalued during the year.

Note 3: The company does not have any amount representing Capital work-in-progress.

Note 4: There are no intangible assets under development.

Note 5: No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the Rules made thereunder.

Note 3.10: Deferred Tax Assets (Net)

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
Opening Balance	115.03	106.99
Current Year	(15.79)	8.04
CLOSING BALANCE	**99.24**	**115.03**

Note 3.11: Other Non-current assets

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
Rent Advances	624.46	434.22
Security Deposits		
Security Deposit for Mortgage	850.00	850.00
Security Deposit(one Plus)	10.00	10.00
Eletricity Deposit	14.56	14.43
Telephone Deposit	0.07	0.07
Other Investments		
Margadarshi Chit Fund Pvt Ltd	18.00	-
Kolagatla Swamy Chits Pvt Ltd	-	2.00
TOTAL	**1,517.09**	**1,310.72**

Note 3.12: Inventories

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
Stock-in-trade	4,592.01	3,803.13
TOTAL	**4,592.01**	**3,803.13**

Note: Stock-in-trade is valued at lower of cost and net realisable value.

Note 3.13: Trade Receivables

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
Unsecured, considered good	12.74	45.66
TOTAL	**12.74**	**45.66**

(a) Ageing for trade receivables outstandings as at 31st March 23 is as follows;

Particulars	*Outstanding for the following periods from the due date*					
	Less than 6 months	6 months - 1 year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
Undisputed Trade Receivables - considered good	12.74	-	-	-	-	12.74
Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables - considered good	-	-	-	-	-	-
Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**12.74**	**-**	**-**	**-**	**-**	**12.74**

(b) Ageing for trade receivables outstandings as at 31st March 22 is as follows;

Particulars	*Outstanding for the following periods from the due date*					
	Less than 6 months	6 months - 1 year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
Undisputed Trade Receivables - considered good	45.66	-	-	-	-	45.66
Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables - considered good	-	-	-	-	-	-
Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Total	**45.66**	**-**	**-**	**-**	**-**	**45.66**

Note 3.14: Cash and Cash Equivalents

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
(a) Balances with Banks		
Balances in Current Accounts	138.45	128.74
(b) Cash on hand	296.91	188.88
(c) Other Bank Balances		
Balances held as Margin Money or Security against borrowings, guarantees and other commitments	612.53	488.63
TOTAL	**1,047.89**	**806.24**

Note 3.15: Short Term Loans and Advances

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
Unsecured, considered good		
Loan and Advances		
Advances to Employees	29.84	25.00
Advance for Works	-	4.77
TOTAL	**29.84**	**29.77**

Note 3.16: Other Current Assets

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
(a) Balances with Govt. Authorities		
GST Input	61.22	122.97
TDS & TCS Receivable	40.17	16.99
Advance Tax	45.00	20.00
(b) Others		
Prepaid Insurance	5.87	8.53
Selling & Schemes Receivable	47.43	79.72
Other Advances	69.00	60.00
Other Receivables	17.76	21.84
TOTAL	**286.45**	**330.05**

Note 3.17: Revenue from Operations

Particulars	For the Current year	For the Previous year
(a) Sale of Stock-in-trade	28,342.69	25,707.53
(b) Other operating revenue #	1,224.54	1,208.88
TOTAL	**29,567.23**	**26,916.41**

Other operating revenues

Particulars	For the Current year	For the Previous year
Selling Scheme Benefits	1,198.87	1,146.28
Publicity Charges Received	12.52	14.80
Discounts Received	9.10	43.45
Credit Card/EMI Charges Received	4.06	4.35

Note 3.18: Other Income

Particulars	For the Current year	For the Previous year
(a) Interest Income	30.25	19.58
(b) Other Income		
Chit Dividend	52.97	40.13
Other Incomes	34.03	26.17
Actuarial gain on obligations	16.23	2.14
TOTAL	**133.48**	**88.02**

Note 3.19: Changes in Inventory of Stock-in-trade

Particulars	For the Current year	For the Previous year
Opening Inventory of Stock-in-trade	3,803.13	2,572.29
Closing Inventory of Stock-in-trade	4,592.01	3,803.13
CHANGE IN INVENTORY	**(788.88)**	**(1,230.84)**

Note 3.20: Employee benefits expense

Particulars	For the Current year	For the Previous year
(a) Salaries and Wages		
Salaries & Allowances	564.31	512.99
Directors Remuneration	300.00	312.00
Incentives to Employees and Others	126.91	126.79
Bonus	2.23	2.76
(b) Contribution to provident and other funds		
Provident Fund	21.47	16.75
ESIC	8.28	7.96
(c) Other Expenes		
Staff Welfare	7.41	5.75
Staff Uniforms	2.61	1.70
Current service cost of Gratuity	8.75	8.24
Interest Cost on Gratuity	4.03	3.20
TOTAL	**1,046.00**	**998.14**

Note 3.21: Finance Cost

Particulars	For the Current year	For the Previous year
(a) Interest Expense		
Interest on Term Loans	187.82	131.79
Interest paid on OD & CC Loans	506.05	482.54
Other Interest	4.16	18.70
(b) Other Expenses		
Bank Charges	17.52	17.27
Chit Loss	137.56	152.31
TOTAL	**853.11**	**802.61**

Note 3.22: Other Expenses

Particulars	For the Current year	For the Previous year
(a) Administrative Expenses #	2,144.51	1,971.21
(b) Selling and Marketing Expenses ##	709.05	733.41
(c) Payment to Auditor		
Audit Fee	2.50	2.50
Taxation	-	-
Others	4.50	-
(d) Prior Period Expenses ###	2.05	-
TOTAL	**2,862.61**	**2,707.12**

Administrative Expenses

Particulars	For the Current year	For the Previous year
Discounts Allowed	975.86	914.86
Office & Showroom's Rent	687.04	650.63
Power	165.23	128.58
Showrooms & Office Maintenance Expenses	61.10	51.83
Fees & Taxes	59.70	14.54
IPO Expenses	34.53	-
Repairs & Maintenance	34.03	44.78
Travelling & Lodging Expenses	19.58	8.54
Telephone & Internet Expenses	17.69	22.16
Postage & Courier Charges	14.80	13.56
Insurance	13.24	12.87
Computer & Software Maintenance	12.25	14.40
Donations	11.63	0.81
Professional Fee	5.34	9.72
Printing & Stationery	9.07	14.92
Local Conveyance	8.93	8.34
Transportion Charges	5.99	6.01
Carry Bags purchase	3.00	7.92
Rent on Swiping Machine	2.37	12.10
Vehicle Maintenance	0.97	1.83
Legal Expenses	0.82	0.02
Trade Licence	0.61	-
Bad Debts	0.52	22.88
Professional Tax	0.21	0.13
Newspapers & periodicals	0.02	0.02
Interest on GST	-	9.76

Selling and Marketing Expenses

Particulars	For the Current year	For the Previous year
Publicity and Advertisement	209.05	227.70
Business Promotion	-	5.71
Sales Commission to Directors	500.00	500.00

Prior Period Expenses

Particulars	For the Current year	For the Previous year
Chit Loss	0.12	-
Other Interest	1.93	-

Additional Disclosures relating to Accounting Standards (AS)

Note 3.23: Provision for Employee Benefits – Disclosure as per AS 15 – Employee Benefits:

Defined Contribution Plans

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
Contribution towards EPF	21.47	16.75
Contribution towards ESIC	8.28	7.96

Defined Benefit Plans

The Company has a defined benefit gratuity plan. Every employee who has completed five or more years of service is eligible for gratuity @ 15 days salary (last drawn) for every completed year of service with a overall ceiling of ₹ 20,00,000/-. Some of the eligible employees have completed five years of service as at the year end whereas the rest have not completed five years of service yet the Company has worked out its gratuity liability on the above basis in respect of all the employees working with the Company as at the end of the year. The Company has availed the services of acturial valuation for working out its Gratuity Liabilities and provisions towards the same are made as per the report of acturial valuation. The liability for Gratuity is not funded. The details are as follows:

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
1. Assumptions		
1.1 Discount Rate (%)	7%	7%
1.2 Rate of increase in Compensation levels (%)	4%	4%
1.3 Rate of Return on Plan Assets (Actuals) (%)	-	-
2. Changes in Present Value of Obligations		
2.1 Present Value of Obligation as at the start:	56.50	47.20
2.2 Acquisition adjustment	-	-
2.3 Interest Cost	4.03	3.20
2.4a Past Service Cost -non vested benefits	-	-
2.4b Past Service Cost - vested benefits	-	-
2.5 Current Service Cost	8.75	8.24
2.6 Curtailment Cost / (Credit)	-	-
2.7 Settlement Cost / (Credit)	-	-
2.8 Benefits paid	-	-
2.9 Actuarial (gain)/ loss on obligations (balancing figure)	(16.22)	(2.14)
2.10 Present Value of Obligation as at the end	**53.06**	**56.50**
3. Changes in the Fair value of Plan Assets		
3.1 Fair Value of Plan Assets at the start:	-	-
3.2 Acquisition Adjustments	-	-
3.3 Expected Return on Plan Assets	-	-
3.4 Contributions	-	-
3.5 Benefits paid	-	-
3.6 Actuarial Gain /(loss) on plan assets (balancing figure)	-	-
3.7 Fair Value of Plan Assets at the end	-	-
3.8 Total Actuarial gain(loss) to be recognized immediately	**(16.22)**	**(2.14)**
4. Fair Value of Plan Assets		
4.1 Fair value of plan asset at the start	-	-
4.2 Acquisition Adjustments	-	-
4.3 Actual return on plan assets	-	-
4.4 Contributions	-	-
4.5 Benefits Paid	-	-
4.6 Present Value of Assets as at the end	-	-
4.7 Funded Status	**(53.06)**	**(56.50)**
5. Expense Recognized in Statement of Profit and Loss		
5.1 Current Service Cost	8.75	8.24
5.2a Past Service Cost -non vested benefits	-	-
5.2b Past Service Cost - vested benefits	-	-
5.3 Interest Cost	4.03	3.20
5.4 Expected Return on Plan Assets	-	-
5.5 Curtailment Cost / (Credit)	-	-
5.6 Settlement Cost / (Credit)	-	-
5.7 Net actuarial (gain)/loss recognized	(16.22)	(2.14)
5.8 Net Expenses to be Recognized in Statement of Profit and Loss	**(3.44)**	**9.31**
6. Bifurcation of Accrued Liability		
6.1 Current Liability	7.52	13.70
6.2 Non Current Liability	45.54	42.80
6.3 Total Accrued Liability	**53.06**	**56.50**

Note 3.24: Segment Report – Disclosure as per AS 17 – Segment Reporting:

The Company's business activity primarily falls within a single business segment i.e., Retail Selling of Smart Phones, Tablets, Mobile Accessories and allied accessories. The company is operating only in one geographical segment i.e., domestic environment. Since there is neither more than one business segment nor more than one geographical segment, disclosure on segment information as per Accounting Standard (AS) 17 - "Segment Reporting" is not applicable.

Note 3.25: Related Party Transactions – Disclosure as per AS 18 – Related Party Disclosures:

a. List of Related Parties

Name	Nature
Key Management Personnel (KMP)	
Mohan Prasad Panday	Managing Director
Bala Balaji Panday	Director
Kiranmai Panday	Director
Kakshayani Sekharamantri	Independent Director (w.e.f. November 26, 2022)
Ananda Ravada	Independent Director (w.e.f. November 26, 2022)
Maha Vishnu Priya Panday	Director (till December 12, 2022)
Nagendra Prasad Panday	Director (till November 26, 2022)
Heera Ratanbai Panday	Director (till November 26, 2022)
Govinda Ganisetti	Chief Financial Officer
Chandra Sekhar Raghavapudi	Company Secretary
Enterprises on which KMP or their relatives has significant influence	
Amaravati Hotels & Resorts	Partnership Firm

b. List of transactions with related parties and the status of outstanding balances

Particulars	Nature of transaction	Current Year	Previous Year	Amount Outstanding as on March 31, 2023	Amount Outstanding as on March 31, 2022
Key Management Personnel					
	Remuneration paid #	308.35	318.61	-	-
	Rent paid	9.00	7.80	-	-
	Sales Commission paid	500.00	500.00	-	-
	Security deposit for mortgage	-	-	850.00	850.00
	Rent deposit	190.00	-	190.00	-

The total remuneration paid to Directors is in excess of the limits specified under Section 197(1) . Considering the fact that the Company was converted in to a public limited company w.e.f. November 25, 2022, the said remuneration was approved through a special resolution in the Extraordinary General Meeting of the members held on January 31, 2023.

Note 3.26: Earnings per Share – Disclosure as per AS 20 – Earnings per Share (EPS)

Particulars	March 31, 2023	March 21, 2022
Profit for the year	672.52	164.63
Weighted average number of equity shares	1,36,51,600	1,36,51,600
Par value per share (in ₹)	10.00	10.00
Earnings per share from continuing operations:		
- Basic	4.93	1.21
- Diluted	4.93	1.21

Note: The Company had issued 1,25,13,600 bonus shares of ₹ 10.00 each in the ratio of 11:1 to existing shareholders on December 12, 2022 by capitalising a sum of ₹ 1,251.36 Lakhs out of the retained earnings of the Company. Accordingly, Earnings per share for the year ended March 31, 2022 have been adjusted for such issue of bonus shares in accordance with para 24 of Accounting Standard (AS) 20 – "Earnings Per Share". Further, the Company had issued 400 shares of ₹ 10.00 each under rights issue to the existing shareholders on December 12, 2022. In view of the insignificant size of the rights issue to the total equity of the Company, impact of such rights issue on the EPS is considered immaterial and accordingly, had not been adjusted.

Note 3.27: Deferred Taxes – Disclosure as per AS 22 – Accounting for Taxes on Income:

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
Deferred Tax Assets		
Property, Plant and Equipment	84.48	115.03
Provision for Gratuity	14.76	-
Deferred Tax Liabilities	-	-
Deferred Tax Asset after set off of Deferred Tax Liability	**99.24**	**115.03**

Note 3.28: Contingent Liabilities not provided for and commitments – Disclosure as per AS 29 – Provisions, Contingent Liabilities and Contingent Assets:

Particulars	Amount as on March 31, 2023	Amount as on March 31, 2022
(a) Contingent Liabilities not provided for		
Claims against the Company not acknowledged as debts	3.41	0.91
Un-expired guarantees issued on behalf of the Company by banks for which the Company gave counter guarantees	223.86	123.86
(b) Commitments		
Estimated amount of contracts remaining to be executed on Capital account and not provided for	-	-

Note 3.29: Movement in Tax Provisions – Disclosure as per AS 29 – Provisions, Contingent Liabilities and Contingent Assets:

Provision for Income Tax	Amount as on March 31, 2023	Amount as on March 31, 2022
Opening Balance	86.16	67.50
Add: Current Tax Payables for the year	297.42	86.16
Add: Taxes for Earlier Years	1.04	-
Less: Taxes Paid (including Advance Tax and TDS/TCS Receivable)	(87.21)	(67.50)
Closing Balance	**297.42**	**86.16**

Basis for Applicable Tax Rate	March 31, 2023	March 21, 2022
Normal Tax rate	25%	25%
Surcharge	7%	7%
Health and Education Cess	4%	4%
Applicable Tax Rate	**27.82%**	**27.82%**

Note 3.30: Additional Regulatory Information

I. The company does not have any relationship with any companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

II. The Company does not have any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period as on March 31, 2023.

III. The company has utilized the borrowings from banks and financial institutions for the specific purpose for which it was taken.

IV. The Company has not been declared as a Wilful Defaulter by any bank or financial institution as on March 31, 2023.

V. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

VI. No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

VII. The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other source or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall: (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

Similarly, the company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall: (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

VIII. Additional Information Forming part of Statement of Profit and Loss

Particulars	March 31, 2023	March 31, 2022
1) Amount contributed to political parties	-	-
2) Amount contributed to National Defence Fund	-	-
3) Amount contributed to CSR activities	Not Applicable	Not Applicable
4) Details of trading or investment in Crypto Currency or Virtual Currency	-	-
5) Undisclosed Income	-	-
6) Earnings in foreign currency		
Export of goods calculated on FOB basis	-	-
Royalty, know-how, professional and consultation fees	-	-
Interest and dividend	-	-
Other income	-	-

IX. Analytical Ratios

Sno.	Ratios	Numerator	Denominator	For Current Year	For Previous Year	% Of Change	Reasons
1	Current Ratio	Current Assets	Current Liabilities	1.08	1.01	6%	-
2	Debt Equity Ratio	Total Debt #	Shareholders' Equity	2.78	3.87	28%	Decrease in Overall Debt.
3	Debt Service Coverage Ratio	Earnings Available for Debt Service @	Debt Service *	1.52	0.65	135%	Improved profitability combined with decrease in Debt
4	Return on Equity Ratio	Net Profit after tax	Average Shareholder's Equity	0.40	0.10	309%	Increased Profitability.
5	Inventory Turnover Ratio	Net Sales	Closing Balance of Inventory	6.44	7.08	9%	-
6	Trade Receivables Turnover Ratio	Net Sales	Closing Balance of Trade Receivables	2320.16	589.55	294%	Improved Sales for Similar level of Debtors.
7	Trade Payables Turnover Ratio	Total Purchases	Closing Balance of Trade Creditors	22.24	17.94	24%	-
8	Net capital turnover ratio	Net Sales	Average Working Capital	119.59	185.35	35%	Increased Working Capital for Similar level of Sales
9	Net profit ratio	Net Profit after tax	Net Sales	0.02	0.01	272%	Increased Profitability
10	Return on Capital employed	Earnings before Interest and Tax	Capital Employed $	0.24	0.15	56%	Increased Profitability
11	Return on investment	Income earned on investment	Current & non-current investment	NA	NA	-	-

Total Debt - Long term borrowings + Short term borrowings.

@ Earning available for debt service – Earnings before interest (interest on term loans, cash credit and overdraft facilities) tax and depreciation.

* Debt Service – Interest + Principal repayments (Current Maturities of Long-term Borrowings and Trade Finances)

$ Capital employed - Tangible net worth + Total debt +/ (-) Deferred tax liability (asset)

X. Reconciliation of Inventory in Books and Inventory in Statements submitted to Banks/Financial Institutions

Quarter	Name of Bank	Particulars of Securities Provided	Amount as per Books	Amount as per Statement	Amount of Difference	Reason for Material Discrepancies
June 2022	State Bank of India (Oppo)	Stock-in-trade of Oppo Brand	307.72	300.04	7.68	Inventory in books is more than the Inventory as per the statement.
	State Bank of India (Vivo)	Stock-in-trade of Vivo Brand	479.85	471.31	8.55	
	IDBI Bank	Stock-in-trade of few select Brands	896.37	1,160.00	(263.63)	The difference is on account of subsequent entries passed in the books. However, the overall inventory in the books (considering all the brands) is more than the inventory as per the statement.
September 2022	State Bank of India (Oppo)	Stock-in-trade of Oppo Brand	529.04	524.92	4.12	Inventory in books is more than the Inventory as per the statement.
	State Bank of India (Vivo)	Stock-in-trade of Vivo Brand	668.98	663.04	5.94	
September 2022	IDBI Bank	Stock-in-trade of few select Brands	941.80	996.75	(54.96)	The difference is on account of subsequent entries passed in the books. However, the overall inventory in the books (considering all the brands) is more than the inventory as per the statement.
December 2022	ICICI Bank	Stock-in-trade	4,256.12	3,254.53	1,001.59	
	State Bank of India (Oppo)	Stock-in-trade of Oppo Brand	481.41	479.36	2.05	Inventory in books is more than the Inventory as per the statement.
	State Bank of India (Vivo)	Stock-in-trade of Vivo Brand	636.14	635.81	0.33	
	IDBI Bank	Stock-in-trade of few select Brands	703.54	710.12	(6.58)	The difference is on account of subsequent entries passed in the books. However, the overall inventory in the books (considering all the brands) is more than the inventory as per the statement.
March 2023	ICICI Bank	Stock-in-trade	4,390.26	3,168.88	1,221.38	
	IDBI Bank	Stock-in-trade of few select Brands	986.73	794.48	192.26	Inventory in books is more than the Inventory as per the statement.
	State Bank of India (Oppo)	Stock-in-trade of Oppo Brand	342.54	341.11	1.42	
	State Bank of India (Vivo)	Stock-in-trade of Vivo Brand	382.29	381.04	1.25	

Note 3.31: Other Information

I. Balances of Trade Receivables, Payables and Advances are subject to confirmation / reconciliations, if any. The management does not expect any material difference affecting the financial statements consequent to such reconciliation / adjustments. In the opinion of the management, current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet. The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably stated.

II. In the opinion of the board, assets other than property, plant and equipment have a value on realisation in the ordinary course of business, which is at least equal to the amount at which they are stated in the financial statements.

III. Previous year's figures have been restated, (refer Note No - 1(II)) and regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per our report of even date attached
For RAO & KUMAR
Chartered Accountants
FRNo: 03089S

for and on behalf of the **Board of Directors**

Sd/-
Anirban Pal
Partner
M.No: 214919

Sd/-
Mohan Prasad Panday
Director
(DIN: 06493918)

Sd/-
Bala Balaji Panday
Director
(DIN: 06493903)

Place: Visakhapatnam
Date: September 02, 2023
UDIN: 23214919BGWTVF3009

Sd/-
B B V Manikanta
Chief Financial Officer

Sd/-
R Chandra Sekhar
Company Secretary