

**PROPOSED LISTING:**  
The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge"), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle approval letter dated August 29, 2023 from National Stock Exchange of India Limited for using its name in this offer document for listing of our shares on the NSE Emerge. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited.

**DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"):**  
Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Offer Document was not filed with SEBI. In terms of the SEBI ICDR Regulations, SEBI shall not issue any observations on the Offer Document. Hence, there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire "SEBI Disclaimer Clause" on 227 of the Red Herring Prospectus.

**DISCLAIMER CLAUSE OF EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (DESIGNATED STOCK EXCHANGE):**  
It is to be distinctly understood that the permission given by the National Stock Exchange of India Limited ("NSE") should not in any way be deemed or construed that the contents of the Red Herring Prospectus or the price band at which the Equity Shares are offered for bidding has been cleared, solicited or approved by NSE nor does it certify the correctness accuracy or completeness of any of the contents of the Red Herring Prospectus. The investors are advised to refer to the Red Herring Prospectus for the full text of the "Disclaimer Clause of the Emerge Platform of the National Stock Exchange of India Limited" on page 229 of the Red Herring Prospectus.

**RISK IN RELATION TO THE FIRST ISSUE:**  
This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is Rs. 10/- each and the offer price is [●] times of the face value of the equity shares. The Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager as stated in "Basis for Issue Price" on page 78 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

Bidders/ Applicants should note that on the basis of PAN, DP ID And Client ID as provided in the bid cum application form, the Bidder/ Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic details of the Bidders/ Applicants as available on the records of the depositories. These Demographic details may be used, among other things, for or unblocking of ASBA account or for other correspondence related to an issue. Bidders/ Applicants are advised to update any changes to their demographic details as available in the records of the depository participants to ensure accuracy of records. Any delay resulting from failure to update the demographic details would be at the applicant's sole risk. Bidders/ Applicants should ensure that PAN, DP ID and the Client ID are correctly filled in the bid cum application form. The PAN, DP ID and the Client ID provided in the bid cum application form should match with the PAN, DP ID and the Client ID available in the depository database, otherwise the bid cum application form is liable to be rejected. Bidders/ Applicant should ensure that the beneficiary account provided in the Bid cum application form is active.

**GENERAL RISK:**  
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 21 of Red Herring Prospectus.

**CREDIT RATING:** This being the issue of Equity Shares, no credit rating is required.

**DEBENTURE TRUSTEES:** This being the issue of Equity Shares, the appointment of Trustees is not required.

**IPO GRADING:** Since this issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading Agency.

**BASIS OF ISSUE PRICE:** The Issue Price is determined by the Company in consultation with the Lead Manager. The financial data presented in section "Basis of Issue Price" on page no. 78 of the Red Herring Prospectus are based on Company's Restated Financial Statements. Investors should also refer to the section titled "Risk factors" and "Restated Financial Statement" on page no. 21 and 172 respectively of the Red Herring Prospectus.

**ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013**

**CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AS REGARDS ITS OBJECTS:** For information on the main objects and other objects of our Company, see "History and Certain Corporate Matters" on page 141 of the Red Herring Prospectus. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section "Material Contracts and Documents for Inspection" on page 348 of the Red Herring Prospectus.

**LIABILITY OF MEMBERS OF THE COMPANY:** Limited by shares.

**AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE:** The Authorised share capital of the Company is ₹ 22,50,00,000/- divided into 2,25,00,000 Equity Shares of ₹ 10/- each. The issued, subscribed and paid-up share capital of the Company before the Issue is ₹ 15,44,89,800/- divided into 1,54,48,980 Equity Shares of ₹ 10/- each. For details of the Capital Structure, see chapter titled "Capital Structure" beginning on page 56 of the Red Herring Prospectus.

**NAMES OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM:** Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of our Company: Ravi Agarwal- 50,000 Equity Shares and Nikhil Aggarwal- 50,000 Equity Shares, aggregating to 1,00,000 Equity Shares of ₹10/- each.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
 <b>NARNOLIA FINANCIAL SERVICES LIMITED</b> 201, 2nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India Tel: +91-8130678743; Email: pankaj.passi@narnolia.com Contact Person: Mr. Pankaj Pasi Website: www.narnolia.com SEBI registration number: INM000010791 CIN: U51909WB1995PLC072876	 <b>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED</b> D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Tel: +91-11-40450193-97; Fax No: +91-11-26812683 Email: ipo@skylinerts.com Contact Person: Mr. Anuj Rana Website: www.skylinerta.com SEBI Registration Number: INR000003241 CIN: U74899DL1995PTC071324	<b>Ms. Varsha Bansal</b> Unit No. 703, 7th Floor, Jaksons Crown Heights Plot No. 3BI Twin District Centre, Sector 10 Rohini Delhi 110085 India Telephone: 011 – 45038228 Email: cs@cellecor.in Website: www.cellecor.com Investors can contact our Company Secretary and Compliance Officer, the Lead Manager or the Registrar to the Issue, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc.

**AVAILABILITY OF RED HERRING PROSPECTUS:** Investors are advised to refer to the Red Herring Prospectus and the Risk Factors contained therein before applying in the Issue. Full copy of the Red Herring Prospectus is available on the website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the website of the Lead Manager to the Issue at [www.narnolia.com](http://www.narnolia.com), website of company at [www.cellecor.com](http://www.cellecor.com) and websites of stock exchange at [www.nseindia.com](http://www.nseindia.com).

**AVAILABILITY OF BID-CUM-APPLICATION FORMS:** Bid-Cum-Application forms can be obtained from the Registered Office of the Company: Celleror Gadgets Limited (Telephone: 011 – 45038228) Lead Manager: Narnolia Financial Services Limited (Telephone: +91- 8130678743). Bid-cum-application Forms will also be available on the website of NSE ([www.nseindia.com](http://www.nseindia.com)) and the designated branches of SCSBs, the list of which is available at websites of the Stock Exchange and SEBI.

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** The investors are required to fill the application form and submit the same to the relevant SCSBs at the specific locations or registered brokers at the broker centers or RTA or DP's. The SCSBs will block the amount in the account as per the authority contained in application form. On allotment, amount will be unblocked and account will be debited only to the extent required to be paid for allotment of shares. Hence, there will be no need of refund. For more details on the ASBA process, please refer to the details given in application forms and Red Herring Prospectus and also please refer to the chapter titled "Issue Procedure" on page 243 of the Red Herring Prospectus.

**APPLICATION SUPPORTED WITH UNIFIED PAYMENTS INTERFACE:** Investors are advised to carefully refer SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 and as modified through its SEBI circular (SEBI/HO/CFD/ DIL2/CIR/P/2019/50) dated April 3, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and any subsequent circulars or notifications issued by SEBI in this regard for the procedure to be followed for applying through UPI. Retail Individual Investor have to apply through UPI Mechanism. Retail Individual Investor whose bank is not live on UPI as on date of this circular, may use the other alternate channels available to them viz. Submission of application form with SCSBs/ using the facility linked online trading, demat and bank account list. For further details, please refer the chapter titled "Issue Procedure" beginning on page 243 of the Red Herring Prospectus.

**Sponsor Bank to the Issue:** YES Bank Limited  
**Banker to the Issue, Escrow Collection Bank and Refund Banker:** YES Bank Limited  
**Investor should read the Red Herring Prospectus carefully, including the "Risk Factors" beginning on page 21 of the Red Herring Prospectus before making any investment decision.**  
**All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Red Herring Prospectus.**

Celleror Gadgets Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the Red Herring Prospectus with Registrar of Companies, Delhi on Wednesday, September 06, 2023. The Red Herring Prospectus shall be available on the website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the website of the Lead Manager to the Issue at [www.narnolia.com](http://www.narnolia.com), website of company at [www.cellecor.com](http://www.cellecor.com) and websites of NSE i.e. [www.nseindia.com](http://www.nseindia.com), respectively. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see section titled "Risk Factors" beginning on page 21 of the Red Herring Prospectus. Potential investors should not rely on the Red Herring Prospectus for making any investment decision.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable U.S. state securities laws. There will be no public offering in the United States and the securities being offered in this announcement are not being offered or sold in the United States.

**For CELLECOR GADGETS LIMITED**  
 On Behalf of the Board of Directors  
**Sd/-**  
**Ravi Agarwal**  
 Managing Director

**Place:** Delhi  
**Date:** September 09, 2023

  
**UDAYSHIVAKUMAR INFRA LIMITED**  
 CIN : U45309KA2019PLC130901 (Formerly known as Udayshivakumar Infra Private Limited)  
 Registered Office: # 1924/A-196, "Manjukrupa", Banashankari Badavane, Near NH-4 Bypass, Davangere-577005, Karnataka  
 Website: www.uskinfra.com, Email: cs@uskinfra.com, Phone: 08192-297009

**Notice to the members of the company regarding 04th Annual General Meeting**

Notice is hereby given that:

- The 04th Annual General Meeting ("AGM") of the Company will be held on Saturday, the 30th day of September, 2023 at 03:30 PM at the Registered Office of the Company at 1924A/196, Banashankari Badavane, Near Nh-4 Bypass Davangere Karnataka India- 577005, in compliance with all the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), read with General Circulars issued by Ministry of Corporate Affairs ("MCA") and SEBI (collectively referred to as "relevant circulars"), to transact the business as set out in the Notice calling the AGM.
- In compliance with the relevant circulars, the Notice of the AGM and the financial statements for the financial year 2022-23, along with Board's Report, Corporate Governance Report, Auditors' Report and other documents required to be attached thereto, will be sent to all the members of the Company in electronic mode to those members whose email address is registered with the Company/Depository Participant(s)/Registrar & Transfer Agent. The requirements of sending physical copy of above mentioned documents has been dispensed with vide MCA & SEBI circulars. The aforesaid the Company's website at [www.uskinfra.com](http://www.uskinfra.com) on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).
- Pursuant to Section 91 of the Companies Act, 2013 and Rules made thereunder and SEBI Listing Regulations, the Registrar of Members and Share Transfer Books for the purpose of AGM will be closed from Friday, September 22, 2023 to Saturday, September 30, 2023 (both days inclusive)
- Manner of registration/updating email address :
  - Members holding shares in physical mode, if any, who have not registered/updated their email address or who wish to temporarily get their email address and mobile number registered, are requested to register/update the same by writing to the company with details of folio number and attaching a self-attested copy of PAN card at [cs@uskinfra.com](mailto:cs@uskinfra.com) or [info@masserv.com](mailto:info@masserv.com),
  - Members holding shares in dematerialised mode, who have not registered/updated their email address with their Depository Participant(s), are requested to register/update their email address with their Depository Participant(s) with whom they maintain their demat account(s)
- Manner of casting vote(s) through remote e-voting
  - Members will have an opportunity to cast their vote(s) on the business as set out in the Notice of the AGM through remote e-voting.
  - The instructions of remote e-voting by the members holding shares in dematerialised mode, physical mode and for members who have not registered their email address has been provided in the Notice of the AGM. The Members attending the AGM, who have not cast their vote(s) by remote e-voting, will be able to vote at the AGM through Ballot Paper. The instructions for remote e-voting is available on the website of the Company at [www.uskinfra.com](http://www.uskinfra.com).
  - The login credentials for casting votes through e-Voting shall be made available to the members through email. Members who do not receive email or whose email address is not registered with the Company/ MAS Services Limited/ Depository Participant (s), may generate login credentials by following instructions given in the Notes to the Notice of AGM
- Members are requested to carefully read all the Notes set out in the Notice of the AGM and in particular, instructions for casting vote through Remote e- Voting.

**FOR UDAYSHIVAKUMAR INFRA LIMITED**

Name	UDAYSHIVAKUMAR
Designation	Managing Director
DIN	05326601
Address	# 1924 A/196, Behind Swami Vivekananda School Near NH4 Bypass Banashankari Badavane Davanagere-577005, KA IN
Place: Davangere, Karnataka	Date - 09th September 2023

  
**UDAYSHIVAKUMAR INFRA LIMITED**  
 CIN : U45309KA2019PLC130901 (Formerly known as Udayshivakumar Infra Private Limited)  
 Registered Office: # 1924/A-196, "Manjukrupa", Banashankari Badavane, Near NH-4 Bypass, Davangere-577005, Karnataka  
 Website: www.uskinfra.com, Email: cs@uskinfra.com, Phone: 08192-297009

**Notice of the Annual General Meeting and E-Voting Information**

Notice is hereby given that:

- The 04th Annual General Meeting ("AGM") of the Company will on Saturday, the 30th day of September, 2023 at 03:30 PM at the Registered Office of the Company at 1924A/196, Banashankari Badavane, Near Nh-4 Bypass Davangere Karnataka India- 577005, in compliance with all the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), read with General Circulars issued by Ministry of Corporate Affairs ("MCA") and SEBI (collectively referred to as "relevant circulars"), to transact the business as set out in the Notice calling the AGM.
- In compliance with the relevant circulars, the Notice of the AGM and the financial statements for the financial year 2022-23, along with Board's Report, Corporate Governance Report, Auditors' Report and other documents required to be attached thereto, are sent to all the Members of the Company in electronic mode to those members whose email address is registered with the Company/Depository Participant(s)/Registrar & Transfer Agent. The requirements of sending physical copy of above mentioned documents has been dispensed with vide MCA & SEBI circulars. The dispatch of notice and annual report has been completed on September 08, 2023.
- Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide the facility of voting through electronic means (remote e-voting) to its members. The Company will also provide the facility of voting through Ballot Paper to the members during the AGM, who have not cast their votes by remote e-voting.
- Manner of casting vote(s) through remote e-voting
  - Members will have an opportunity to cast their vote(s) on the business as set out in the Notice of the AGM through remote e-voting.
  - The instructions of remote e-voting by the members holding shares in dematerialised mode, physical mode and for members who have not registered their email address has been provided in the Notice of the AGM. The Members attending the AGM, who have not cast their vote(s) by remote e-voting, will be able to vote at the AGM through Ballot Paper. The instructions for remote e-voting is available on the website of the Company at [www.uskinfra.com](http://www.uskinfra.com).
- Members holding shares either in physical form or in dematerialised form, as on cut-off date i.e. September 23, 2023, may cast their votes electronically on all the businesses as set out in the notice, through remote e-voting system provided by National Services Depository Limited (NSDL). The members are informed that:
  - the businesses set out in the notice may be transacted through voting by electronic means;
  - the remote e-voting shall commence on Wednesday, September 27, 2023 at 9:00 am;
  - the remote e-voting shall end on Friday, September 29, 2023 at 5:00 pm;
  - the cut-off date for determining the eligibility to vote by electronic means or at the AGM is September 23, 2023;
  - any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holds shares as of the cut-off date may obtain the user ID and Password by sending email at [info@masserv.com](mailto:info@masserv.com);
  - Members may please note that: (a) the remote e-voting module shall be disabled by NSDL after the aforesaid date and time provided for e-voting (b) the members will be provided the facility of voting by Ballot Paper at the AGM (c) the Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again in the meeting; (d) a person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as of the cut-off date only shall be entitled to avail the facility of remote e-voting;
  - the notice and annual report is available on the Company's website at [www.uskinfra.com](http://www.uskinfra.com) on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).
  - In case of any query, members may contact at Sharwan Mangla, General Manager, MAS Services Limited, T-34, 1IInd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020, Phone No: +91 11 2638 7281,82,83, Fax No: +91 11 2638 7384, Mobile number – 9811742828, Email : [info@masserv.com](mailto:info@masserv.com), for any further clarifications.

**FOR UDAYSHIVAKUMAR INFRA LIMITED**

Name	UDAYSHIVAKUMAR
Designation	Managing Director
DIN	05326601
Address	# 1924 A/196, Behind Swami Vivekananda School Near NH4 Bypass Banashankari Badavane Davanagere-577005, KA IN
Place: Davangere, Karnataka	Date - 09th September 2023