

MINUTES OF THE 10TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF CELL POINT (INDIA) LIMITED HELD ON FRIDAY, 29TH SEPTMEBER, 2023 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 30-15-139, ROOM NOS. 5 & 6, RAM'S ARCADE, OPP: BSNL OFFICE, DABA GARDENS, VISAKHAPATNAM-530020

THE FOLLOWING DIRECTORS WERE PRESENT AT THE MEETING:

- | | |
|----------------------------|---|
| 1. Mr. Mohan Prasad Panday | : Managing Director and Shareholder |
| 2. Mr. Balabalaji Panday | : Whole Time Director and Shareholder |
| 3. Mrs. Kiranmai Panday | : Non-executive Director and Shareholder |
| 4. Ananda Ravada | : Non –executive and Independent Director |
| 5. Mrs.Kakshyani S | : Non–executive and Independent Director |

IN ATTENDANCE

- | | |
|-------------------------------|---------------------------|
| 6. Raghavapudi Chandra Sekhar | : Company Secretary |
| 7. Mani Kanta BBV | : Chief Financial Officer |

INVITEES

- | | |
|----------------------------|-------------------------------------|
| 8. Anirbhan Paul (partner) | : Rao and Kumar, Statutory Auditors |
| 9. M.K. Kumar | : Internal Auditors |
| 10. B.Uma Maheswara Rao | : Secretarial Auditor |

MEMBERS/PROXIES WERE PRESENT AT THE MEETING:

Members present in the Meeting : 19 members

Proxies Present: 1

QUORUM:

QUORUM being present, the chairman called the meeting in order

CHAIRMAN OF THE MEETING

Mr. Mohan Prasad Panday, (DIN -06493918) Chairman and Managing Director of the company occupied the chair and welcomed all the members present at the meeting and conducted the proceedings of the 10th Annual General Meeting of the Company and put all resolutions for the approval of the members of the Company.

Mr. R.Chandra Sekhar, Company Secretary called the meeting to order as the requisite quorum was present and stated the following:

1. Copies of the Annual Report, Annual General Meeting (AGM) Notice etc. were sent to the members who have registered their email Id with the

Minutes of 10th AGM

Chairman's Initial



- Company/Depository participants (DPs)/Registrar and Share Transfer Agent (RTA) and through registered post to the members who were not having registered mail to the latest mailing address as available in the records with Company/Depository participants (DPs)/Registrar and Share Transfer Agent (RTA).
- II. Register of Directors, KMPs and their shareholding, Directors' Report, Auditors' Report, Secretarial Audit Report, Proxy Register and other statutory documents were kept open for inspection of members during the meeting.
 - III. The notes on Financial statements referred to in the auditor's report are self explanatory.

Mr. Chandra Sekhar R, Company Secretary welcomed the members at the 10th Annual General meeting of the Company and introduced all the dignitaries present on the dais,

Mr. Chandra Sekhar R, Company Secretary, also introduced Mr. Anirbhan Paul, partner representing M/s Rao and Kumar, chartered Accountants, Statutory Auditors of the Company and Mr. B.Uma maheswara Rao, Practicing Company Secretary as Secretarial Auditor of the Company.

Mr. Mohan Prasad Panday, Chairman and Managing Director of the company occupied the chair and welcomed all the members present at the meeting and conducted the proceedings of the 10th Annual General Meeting.

With the consent of the members present at the Meeting, the Notice along with the Annual Report containing the Audited Financial Statements with directors' and Auditors' Report for the year ended march 31, 2023 as sent to the members through electronic mode and available on the Company's website, were taken as read.

The Chairman apprised the Members on the performance of the Company for the Financial Year 2022-2023. Subsequently, the members were further informed that in compliance with the Act, the Company had provided the remote e-voting facility to cast vote electronically on all the resolutions set forth in the Notice. The remote e-voting period before the date of AGM commenced on Tuesday, 26th September, 2023 (9.00 A.M. IST) and ended on Thursday, 28th September, 2023 (5.00 P.M. IST). Members, who did not cast their votes electronically earlier, were also permitted to cast their votes during the course of Meeting through Ballot Paper as details mentioned in the Notice.

Total 20 Members were present in meeting. The Requisite quorum being present, the chairman called the meeting in order and commenced the proceedings of the Meeting.

The Resolutions passed at 10th Annual General Meeting with requisite majority are as under:

Ordinary Business:

Minutes of 10th AGM



Chairman's Initial

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

'RESOLVED THAT the audited Financial Statement of the Company for the Financial Year ended on 31st March, 2023 together with the reports of the board and Auditors thereon be and are hereby received, considered and adopted'.

Chairman announced passing of the above resolution through E-voting and Ballot Paper as submitted by the Scrutinizer appointed for this purpose.

Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	4	9600	0.070
Voting by Ballot Paper at meeting	9	13664800	99.930
Total	13	13674400	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
Voting by Ballot Paper at meeting	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
Remote e-voting	NIL	NIL
Voting by Ballot Paper at meeting	NIL	NIL
Total	NIL	NIL

Thereafter, Chairman declared that the above Ordinary Resolution was passed with requisite majority.

2. Re-appointment of Statutory Auditors, M/s. RAO AND KUMAR, Chartered Accountants (Firm Registration No. 000384W), 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

"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."

Chairman announced passing of the above resolution through E-voting and Ballot Paper as submitted by the Scrutinizer appointed for this purpose.

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	4	9600	0.070
Voting by Ballot Paper at meeting	9	13664800	99.930
Total	13	13674400	100.00

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Type of Voting	Number of members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
Voting by Ballot Paper at meeting	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
Remote e-voting	NIL	NIL
Voting by Ballot Paper at meeting	NIL	NIL

Total	NIL	NIL
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Thereafter, Chairman declared that the above Ordinary Resolution was passed with requisite majority.

3. Re-appointment of MrsKiranmaiPanday ((DIN: 08034071) as a Director of the Company who retires by rotation and being eligible offers herself for reappointment:

'RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Kiranmai Panday (DIN: 08034071), who retires by rotation and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.'

Chairman announced passing of the above resolution through E-voting and Ballot Paper as submitted by the Scrutinizer appointed for this purpose.

- (i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	4	9600	0.070
Voting by Ballot Paper at meeting	9	13664800	99.930
Total	13	13674400	100.00

- (ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
Voting by Ballot Paper at meeting	NIL	NIL	NIL
Total	NIL	NIL	NIL

- (iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
Remote e-voting	NIL	NIL
Voting by Ballot Paper at meeting	NIL	NIL
Total	NIL	NIL



Thereafter, Chairman declared that the above Ordinary Resolution was passed with requisite majority.

SPECIAL BUSINESS

4. Increase in managerial remuneration of Mr. Mohan Prasad Panday, (DIN: 06493918) Managing Director of the Company.

"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."

Chairman announced passing of the above resolution through E-voting and Ballot Paper as submitted by the Scrutinizer appointed for this purpose.

- (i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	2	3600	0.026
Voting by Ballot	9	13664800	99.930



Paper at meeting			
Total	11	13668400	99.956

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	2	6000	0.044
Voting by Ballot Paper at meeting	NIL	NIL	NIL
Total	2	6000	0.044

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
Remote e-voting	NIL	NIL
Voting by Ballot Paper at meeting	NIL	NIL
Total	NIL	NIL

Thereafter, Chairman declared that the above Special Resolution was passed with requisite majority.

5. INCREASE IN MANAGERIAL REMUNERATION OF MR. BALABALAJI PANDAY, WHOLE TIME DIRECTOR OF THE COMPANY:

"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 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 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."

Chairman announced passing of the above resolution through E-voting and Ballot Paper as submitted by the Scrutinizer appointed for this purpose.

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	2	3600	0.026
Voting by Ballot Paper at meeting	9	13664800	99.930
Total	11	13668400	99.956

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	2	6000	0.044
Voting by Ballot Paper at meeting	NIL	NIL	NIL
Total	2	6000	0.044

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
Remote e-voting	NIL	NIL
Voting by Ballot Paper at meeting	NIL	NIL
Total	NIL	NIL



Thereafter, Chairman declared that the above Special Resolution was passed with requisite majority.

6. INCREASE IN MANAGERIAL REMUNERATION OF SMT KIRANMAI PANDAY, NON-EXECUTIVE DIRECTOR OF THE COMPANY

"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."

Chairman announced passing of the above resolution through E-voting and Ballot Paper as submitted by the Scrutinizer appointed for this purpose.

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	2	3600	0.026
Voting by Ballot Paper at meeting	9	13664800	99.930



Total	11	13668400	99.956
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(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast (Shares)	% of total number of valid votes cast
Remote e-voting	2	6000	0.044
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Total	2	6000	0.044

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
Remote e-voting	NIL	NIL
Voting by Ballot Paper at meeting	NIL	NIL
Total	NIL	NIL

Thereafter, Chairman declared that the above Special Resolution was passed with requisite majority.

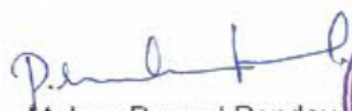
VOTE OF THANKS:

The meeting was concluded at 2.30 P.M.

Thereafter the meeting was concluded with a vote of thanks to the Chair.

Date: 30/09/2023

Place: Visakhapatnam


Mohan Prasad Panday
(Chairman)

