

THE COMPANIES ACT, (1 OF 2013)

SCHEDULE

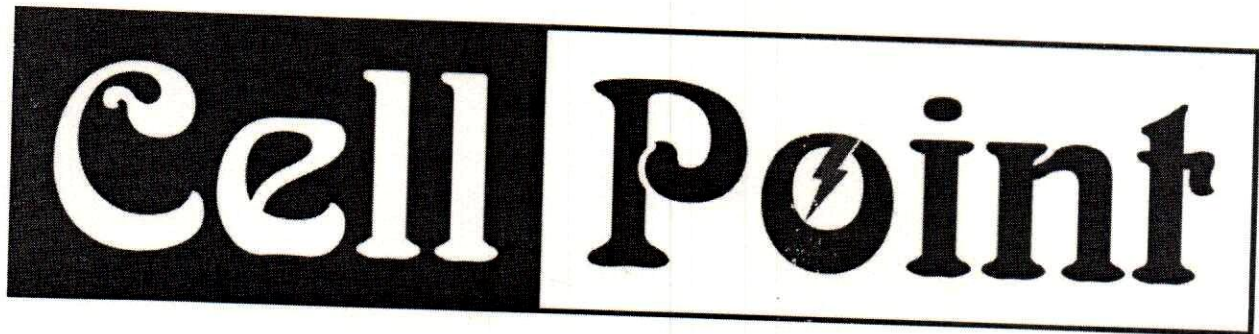
(See Section 92)

FIRST

ANNUAL RETURN of

CELL POINT (INDIA) PRIVATE LIMITED

(CIN : U52390AP2013PTC086912)



Regd. Office:

**30-15-139, FIRST FLOOR, ROOM NO.5 & 6,
RAMAS ARCADE, DABAGARDENS,
VISA KHAPATNAMA, ANDHRA PRADESH
INDIA - 530020**





www.cellpoint.biz email: support@cellpoint.biz

CELL POINT (INDIA) PRIVATE LIMITED

#30-15-139, No.5 & 6, 1st Floor, Ram's Arcade,
Opp. BSNL Office, Dabagardens,
Visakhapatnam, Andhra Pradesh - 530 020.
Phone : 0891 - 6635992, 6642117
CIN - U52390AP2013PLC086912
GST No. 37AAFCC2148H1ZR

NOTICE OF 01st ANNUAL GENERAL MEETING

Notice is hereby given that the 01st Annual General Meeting of the members of the CELL POINT (INDIA) PRIVATE LIMITED (CIN: U52390AP2013PTC086912) will be held on MONDAY 30TH SEPTEMBER, 2014 AT 10.00 A.M at the Registered office of the Company viz., 30-15-139, FIRST FLOOR, ROOM NO.5 & 6, RAMAS ARCADE, DABAGARDENS, VISAKHAPATNAMA AP 530020 IN (T.S) to transact the following business:

ORDINARY BUSINESS

To receive, consider and adopt the financial statement of the Company for the year ended 31st March, 2014 including Audited Balance Sheet as at 31st March, 2014 and the Statement of the Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and to pass the following resolution, with or without modification(s) as an Ordinary Resolution:

"RESOLVED THAT the audited Balance Sheet, Statement of Profit & Loss and (Cash Flow Statement) along with the notes forming part of the audited financials for the financial year ended 31st March 2014 along with the Auditors' Report and the Directors' Report thereon for the financial year ended 31st March 2014 be and are hereby taken as read, approved and adopted by the members."

2. Re-Appointment of Auditor:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section- 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, Shri SANKARAN & KRISHNAN, Chartered Accountants, (M No. 2018C0) be and is hereby re-appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 6th AGM of the Company to be held in the year 2019 (subject to ratification of their re-appointment at every AGM), at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.



Dated: 03.09.2014
Place: Visakhapatnam

For and on behalf of the
For CELL POINT (INDIA) PRIVATE LIMITED



(MOHAN PRASAD PANDAY)
DIRECTOR-06493918



NOTES:

1. Relevant documents with respect to business transactions can be inspected at the Registered Office of the Company.
2. A person entitled to attend the meeting is also entitled to appoint the Proxy to attend and vote at the meeting instead of himself. A proxy need not be the Member of the Company.
3. Pursuant to the Provisions of sections 105 of Companies Act, 2013 read with the applicable rules thereon, person can act as proxy on behalf of the members not exceeding Fifty and holding in aggregate not more than 10% of the share capital of the Company carrying voting rights, may appoint a single person as Proxy, who shall not act as Proxy of any other Member.
4. Proxy form in order to be valid must be lodged with the Company at least 48 hours before the Commencement of the meeting.
5. Road Map: attached.

Explanatory Statement under Section 102 of the Companies Act, 2013:

ITEM No.2:

In terms of the Companies Act, 2013 and Rules framed there under, the first statutory auditors of the Company, M/s Sankaran and Krishnan , Chartered Accountants (FRN 003582S), hold office till the conclusion of this first AGM of the Company. The Board of Directors have recommended the re-appointment of M/s Sankaran and Krishnan, Chartered Accountants to hold office from the conclusion of this first annual general meeting until the conclusion of the sixth annual general meeting, subject to the ratification by the members at every Annual General Meeting, the reappointment of Statutory Auditors for the financial Years 2014-15 to 2018-19 at such remuneration as may be decided by the Board for the said financial years.

The Company has received inter alia, a certificate of eligibility from M/s Sankaran and Krishnan, Chartered Accountants, confirming that they are eligible to be reappointed under Sections 139 and 141 of the Companies Act, 2013 and are not disqualified under the Act, Chartered Accountants Act, 1949 and rules and regulations made there under. The Board recommends the passing of the Item no. 2 as an Ordinary Resolution for your approval.

None of the Directors of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolution





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DIRECTORS' REPORT

TO

**THE MEMBERS OF M/S CELL POINT (INDIA) PRIVATE LIMITED
Visakhapatnam.**

Your Directors are pleased to present their First Annual Report together with the Audited Statement of Accounts for the financial year ended 31st March, 2014.

FINANCIAL RESULTS:

The financial performance of the Company for the year ended 31st March, 2014 is summarized as under:

Particulars	Current year(Rs.)	Previous Year(Rs.)
Total Income	1,109,296,076	0
Profit before Tax	9,004,862	0
Provision for Current Tax	3,012,066	0
Provision for Deferred Tax	49,556	0
Income Tax earlier years	0	0
Profit after Tax	5,943,240	0

OPERATIONS :

The gross turnover of the company during the year stands at Rs. 1,109,296,076/- as compared to Rs.NIL. in the previous year and net profit after tax is Rs. 5,943,240/- as compared to Rs. NIL.

DIVIDEND :

To conserve the resources of the Company, your directors do not recommend any dividend for the year.

AUDITORS' REPORT :

The observations made by the Auditors of the Company in their report read with the Notes to Accounts, are self explanatory and do not need any further clarification.



AUDITORS : Auditors of the Company M/s Shankar & Krishnan, (M No.202092)., Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment until the conclusion of 06th Annual General Meeting of the company to be held in the Year 2019 (subject to ratification of their appointment by the Members at every Annual General Meeting held after the ensuing Annual General Meeting).

As required under the provisions of section – 139(1) of the Companies Act, 2013, the company has received a written consent from M/s SHANKAR & KRISHNAN, (M No.202092)., Chartered Accountant to his appointment and a certificate, to the effect that their re-appointment, if made, would be in accordance with the new Act and the Rules framed there under and that they satisfy the criteria provided in section-141 of Companies Act, 2013. The Board recommends their appointment.

FIXED DEPOSITS :

During the year under review, the Company has not raised any money by way of fixed deposits falling under Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

PERSONNEL :

There was no employee whose particulars are required to be furnished in accordance with the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

The relations with the employees of the Company at all levels remained cordial.

RESEARCH & DEVELOPMENT (R&D) :

a. Specific areas in which R&D carried out by the Company:

The Company has been continuously carrying on Research & Development for improving the quality, production process and development of products.

b. Benefits derived as a result of the above R&D:

Improvement in the design & standard of product resulting in improvement in quality of the products

c. Future plans of action:

Efforts shall be made in the areas of further cost reduction by way of more economical production process and productivity improvement.

d. Expenditure on R&D

Capital Expenditure	-NIL	-
Revenue Expenditure	- NIL	-
Total	- NIL	-
Total R&D Expenditure	- NIL	-
As a percentage of total turnover	- NIL	-

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION :

a. The products are being manufactured from the technology

Developed in – house by the Company.

b. Benefit derived as a result of above:

Improvement in productivity and quality



FOREIGN EXCHANGE EARNING & OUTGO (in Rs.) :

1. Earning :	Nil	Nil
2. Outgo :	Nil	Nil

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to provisions of Section 217 (2AA) of the Companies Act, 1956, the directors of your company state, except as stated otherwise, that:-

- i. In the preparation of the annual accounts for the financial year ended 31st March, 2014 the applicable accounting standards have been followed and there have been no material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgment and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Accounts for the financial year ended 31st March, 2014 have been prepared on a going concern basis.

ACKNOWLEDGMENT :

Your Directors would like to express their grateful appreciation for the assistance and Co-operation received from the financial institutions, Government Authorities, Customers, Vendors and Members during the year under review. Your directors also wish to place on record their deep sense of appreciation for the committed services of executives, staff and workers of Company.



(Handwritten signature of Mohan Prasad Panday)

**(MOHAN PRASAD PANDAY)
DIRECTOR**

For and on Behalf of
CELL POINT (INDIA) PRIVATE LIMITED



(Handwritten signature of Bala Balaji Panday)

**(BALA BALAJI PANDAY)
DIRECTOR**

Date: 03.09.2014
Place: Visakhapatnam

ANNUAL RETURN OF CELL POINT (INDIA) PRIVATE LIMITED

FORM OF ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL

SCHEDULE V (See Section 159)	ANNUAL RETURN	THE COMPANIES ACT, 1956 (1 OF 1956)
PART II		

I. REGISTRATION DETAILS :

Registration No.	086912
State Code	01
Registration Date	10/04/2013
Whether shares listed on recognised Stock Exchnages	No
If yes, Stock Exchange Code	Nil
A.G.M.held	Yes
Date of A.G.M.	30.09.2014

II. Name and Registered Office Address of the Company

Company Name	M/S CELL POINT (INDIA) PRIVATE LIMITED
Address	30-15-139, FIRST FLOOR, ROOM NO.5 & 6, RAMAS ARCADE, DABAGARDENS,
Town/City	Visakhapatnam
State	Andhra Pradesh
Pin Code	530020
Telephone with STD	
Fax	
E-mail Address	ravadacs@yahoo.in



III. Capital Structure of the Company (Amount in Rs.Thousands)**Authorised Share Capital Break-up**

Type of Shares	No.of Shares	Nominal Value (in Rs.)
(i) Equity	2000000	10/-
(ii) Preference	0	0
Total Authorised Capital	20000	

Issued Share Capital Break-up

Type of Shares	No. of Shares	Nominal Value (in Rs.)
(i) Equity	1137600	10/-
(ii) Preference	0	0
Total Issued Capital	11376	

Subscribed Share Capital Break-up

Type of Shares	No. of Shares	Nominal Value (in Rs.)
(i) Equity	1137600	10/-
(ii) Preference	0	0
Total Subscribed Capital	11376	

Paid-up Share Capital Break-up

Type of Shares	No. of Shares	Nominal Value (in Rs.)
(i) Equity	1137600	10/-
(ii) Preference	0	0
Total Paid-up Capital	11376	

Debentures Break-up

Type of Debentures	No. of Debentures	Nominal Value (In Rs.)
(i) Non-Convertible	NIL	NIL
(ii) Partly Convertible	NIL	NIL
(iii) Fully Convertible	NIL	NIL
Total Amount	NIL	



IV. Directors/Manager/Secretary Information (Past and Present)(Refer clause 6 of Part-1 of Schedule V)

<i>Name</i>	<i>MOHAN PRASAD PANDAY</i>
<i>Nationality</i>	<i>INDIAN</i>
<i>Date of Birth</i>	<i>20/11/1976</i>
<i>Designation</i>	<i>DIRECTOR</i>
<i>Date of Appointment</i>	<i>10/04/2013</i>
<i>Date of Ceasing</i>	
<i>Election Commission Identity Card No.</i>	<i>Not Allotted</i>
<i>Residential address</i>	<i>FLAT NO.3, SAISWAROOPA VILLA APPT, RAILWAY NEW COLONY,</i>
<i>Town/City</i>	<i>VISAKHAPATNAM</i>
<i>District</i>	<i>VISAKHAPATNAM</i>
<i>State</i>	<i>ANDHRA PRADESH</i>
<i>Pin Code</i>	<i>530016</i>
<i>Name</i>	<i>BALA BALAJI PANDAY</i>
<i>Nationality</i>	<i>Indian</i>
<i>Date of Birth</i>	<i>20/07/1978</i>
<i>Designation</i>	<i>DIRECTOR</i>
<i>Date of Appointment</i>	<i>10/04/2013</i>
<i>Date of Ceasing</i>	
<i>Election Commission Identity Card No.</i>	<i>Not Allotted</i>
<i>Residential address</i>	<i>44-22-59/1, RAMALAYAM STREET, RAILWAY NEW COLONY, AKKAYYAPALEM</i>
<i>Town/City</i>	<i>VISAKHAPATNAM</i>
<i>District</i>	<i>VISAKHAPATNAM</i>



<i>State</i>	ANDHRA PRADESH
<i>Pin Code</i>	530016
<i>Name</i>	PANDE NAGENDRA PRASAD
<i>Nationality</i>	Indian
<i>Date of Birth</i>	30/04/1951
<i>Designation</i>	DIRECTOR
<i>Date of Appointment</i>	10/04/2013
<i>Date of Ceasing</i>	
<i>Election Commission Identity Card No.</i>	Not Allotted
<i>Residential address</i>	44-22-59/1, SAI SWARUPA VILLA APARTMENTS, NEW COLONY, RAMALAYAM STREET,
<i>Town/City</i>	VISAKHAPATNAM
<i>District</i>	VISAKHAPATNAM
<i>State</i>	ANDHRA PRADESH
<i>Pin Code</i>	530016

V. DETAILS OF SHARES / DEBENTURES HELD AT DATE OF AGM

<i>Ledger Folio of Share Holder</i>	01
<i>Shareholder's Name</i>	MOHAN PRASAD PANDAY
<i>Father's/Husband's Name</i>	NAGA RAGENDRA PRASAD PANDAY
<i>Type of Share</i>	EQUITY
<i>Number of Shares held</i>	10,05,050
<i>Amount per Share</i>	10
<i>Election Commission Identity Card No.</i>	
<i>Residential address</i>	FLAT NO.3, SAISWAROOPA VILLA APPT, RAILWAY NEW COLONY



Town/City	VISAKHAPATNAM
District	VISAKHAPATNAM
State	ANDHRA PRADESH
Pin Code	530016

Ledger Folio of Share Holder	02
Shareholder's Name	BALA BALAJI PANDAY
Father's/Husband's Name	PNR PRASAD
Type of Share	EQUITY
Number of Shares held	132450
Amount per Share	10
Election Commission Identity Card No.	

Residential address	44-22-59/1, RAMALAYAM STREET, RAILWAYNEW COLONY, AKKAYYAPALEM
Town/City	VISAKHAPATNAM
District	VISAKHAPATNAM
State	ANDHRA PRADESH
Pin Code	530016

Ledger Folio of Share Holder	03
Shareholder's Name	PANDE NAGENDRA PRASAD
Father's/Husband's Name	SATYANARAYANA PRASAD PANDE
Type of Share	EQUITY
Number of Shares held	100
Amount per Share	10
Election Commission Identity Card No.	



<i>Residential address</i>	
<i>Town/City</i>	VISAKHAPATNAM
<i>District</i>	VISAKHAPATNAM
<i>State</i>	ANDHRA PRADESH
<i>Pin Code</i>	530016

VI. DETAILS OF SHARES / DEBENTURES TRANSFERS SINCE DATE OF LAST AGM

(OR IN THE CASE OF THE RETURN AT ANY TIME SINCE THE INCORPORATION OF THE COMPANY)

Date of Previous AGM: NIL

Date of Registration of Transfer of Share	
Type of Transfer	
Number of Shares Transferred	NIL
Amount per share	
Ledger Folio of Transferor	
Name of Transferor	
Ledger Folio of Transferee	
Name of Transferee	



VII. Indebtedness of the Company

(Secured Loans including interest outstanding/accrued but not due for payment)

Amount	3837159/-
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VIII. Equity Share Capital Breakup (Percentage of Total Equity)

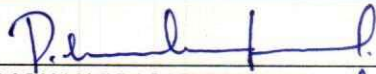
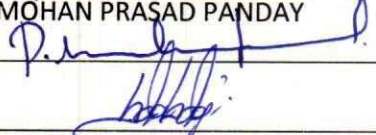
(i) Govt.[Central & State(s)]	NIL
(ii) Govt.Companies	NIL
(iii) Public Financial Institutions	NIL
(iv) Nationalised Other Banks	NIL
(v) Mutual Funds	NIL
(vi) Venture Capital	NIL
(vii) Foreign Holdings [FIIs/FCs/FFIs/NRIs/OCBS]	NIL
(viii) Bodies Corporate(Not mentioned above)	NIL
(ix) Directors/Relatives of Directors	100
(x) Other top 50 Shares Holders (Other than those listed above)	NIL



we certify that:

- a) The return states the facts as they stood on the annual meeting afore said, correctly and completely.
- b) Since the date of the last annual return the transfer of all the shares, debentures, the issue of all further certificates of shares and debentures have been appropriately recorded in the books maintained for the purpose.
- c) The whole of the amount of divided remaining unpaid or unclaimed for a period of three years from the transfers to the special account has been transferred to the General Revenue Account of the Central Government as required under sub-section (5) of Section 205 A;
- d) The company has not, since the date of the annual general meeting with reference to which the last return was submitted, or in the case of a first return, since the date of the incorporation of the company, issued any invitation to the public to subscribe for any shares or debentures of the company;
- e) Where the annual disclose the fact that the number of members of the company exceeds, fifty, the excess consists wholly of persons who under sub-clause -1 of section 3 are not to be included in reckoning the number of fifty;
- f) since the date of annual general meeting with reference to which the first return was submitting or in the case of a first return since the date of the corporation of the private company, no public company or deemed public company has or have held twenty- five percent or more of its paid up share capital;
- g) the company did not have an average turnover of Rs. Ten Crores or more during the relevant period;
- h) since the date of the annual general meeting with reference to which the last annual return was submitted or since the date of incorporation of the company, if it is first return, the company did not hold twenty- five percent or more of the paid up share capital of one or more public companies.
and
- i) the private company did not accept renew or invite deposits from the public.



Signed	
Director	MOHAN PRASAD PANDAY
Signed	
Director	BALA BALAJI PANDAY
Secretary in Whole-Time-Practice	
C.P.No.	
Dated	03/09/2014

NOTE: Certificate to be given by a Director and Manager/Secretary or by two Directors where there is no manager or secretary. In the case of a company whose shares are listed on a recognized stock exchange the certificate shall also be signed by a secretary in whole time practice.

