

THE COMPANIES ACT, (1 OF 2013)

SCHEDULE

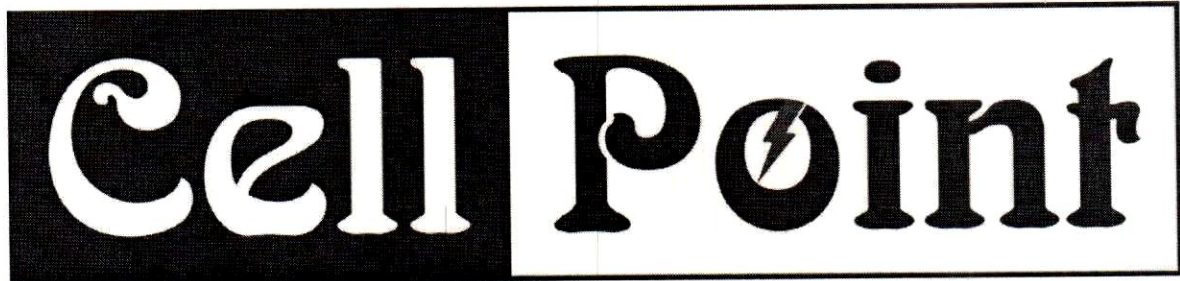
(See Section 92)

SIXTH

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 FOR CALLING 06th ANNUAL GENERAL MEETING

Notice is hereby given that the 06th Annual General Meeting of the Company will be held on 30th September 2019 at 11.30 AM at the Registered Office of the Company situated at 30-15-139, FIRST FLOOR, ROOM NO.5 & 6, RAMAS ARCADE, DABAGARDENS, VISAKHAPATNAM, AP 530009, India, to transact the following businesses:

A. ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Directors' Report and the Audited Balance Sheet as on year ended 31st March, 2019 and the Profit and Loss Accounts for the Year ended on 31st March, 2019 along with the Auditors' Report thereon are hereby considered, approved and adopted and further Resolved that an Annual general meeting of the Company may be called on shorter notice ."

2. To reappoint the Statutory Auditors of the Company to hold office from the conclusion of ensuing 07th Annual General Meeting until the conclusion of the 12th Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provision of section 139 and other applicable provision, if any of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and auditor) Rules, 2014 as may be applicable, the retiring auditors SANKARAN AND KRISHNAN, Chartered Accountants (FRN.0035825), be re-appointed as statutory auditors of the company to hold office from the conclusion of 06th AGM until the conclusion of the subsequent 5 Annual General Meetings of the company to be held in the year 2024 at a remuneration (including term of payment) to be fixed by the board of Direction of the company, plus taxes and such other tax(es), as may be applicable & reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the company."

B.SPECIAL BUSINESS:

3. INCREASE IN THE BORROWING POWERS OF THE COMPANY:

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

"RESOLVED THAT pursuant to section 180(1)(c) and other applicable provisions of the companies Act, 2013, consent of the members of the Company be and is hereby accorded to the Board of Directors of the company for borrowing from time to time any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/moneys so borrowed by the Board shall not at any time exceed the limit of Rupees One Hundred crores."



04. RE-APPOINTMENT OF MANAGING DIRECTOR AND WHOLE TIME DIRECTOR:

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 applicable provisions of Companies Act, 2013 including any statutory modification or re-enactment thereof and subject to such approvals as may be necessary, approval of the members of the company be and is hereby accorded to the appointment of Sri Mohan Prasad Panday, Managing Director and Bala Balaji Panday, Whole Time Director of the company be and are hereby re-appointed as Managing Director and Whole Time Director for a period of five years with effect from 1st October, 2019 upon the terms and conditions including remuneration as set out in draft agreement submitted to this meeting and initialled by the Chairman for the purpose of identification, which agreement be and is hereby approved and sanctioned with the authority to the Board of directors of the Company to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as the Board may deem fit and as may be acceptable to Sri Mohan Prasad Panday, Managing Director and Bala Balaji Panday, Whole Time Director of the company be and are hereby re-appointed as Managing Director and Whole Time Director."

"RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to do all such acts deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution."

Date: 26th September, 2019
Visakhapatnam

Registered Office:
D.No. 30-15-139, Room No.5 & 6,
Ram's Arcade, Opp: BSNL Office,
Daba Gardens, Visakhapatnam – 530 020



By the Order of the Board
For CELL POINT (INDIA) PRIVATE LIMITED

MOHAN PRASAD PANDAY
Managing Director (06493918)

NOTES:

1. A member entitled to attend and vote at the Annual general Meeting(hereinafter known "the Meeting") is entitled to appoint a proxy to attend and vote on poll instead of himself / herself. The proxy need not be a member of the Company. A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly filled-up at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.



2. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.

3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

4. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.

5. Members/proxies attending the meeting are requested to bring their duly filled admission/attendance slips sent along with the notice of annual general meeting at the meeting.

6. Corporate members intending to send their authorised representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.

7. Notice period for general meetings will be proposed as a Ordinary Resolution and would allow the Company to hold annual general meeting on Shorter notice.. The Board is proposing a similar resolution.. The Board will consider on a case by case basis whether the flexibility offered by the shorter notice period would be in the best interests of shareholders generally, taking into account the circumstances and business of the meeting

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

The following sets out all material facts relating to items under Ordinary Business mentioned in the accompanying Shorter Notice for convening the Annual General Meeting of the Company:

ITEM NO.2: TO RE- APPOINT AUDITORS OF THE COMPANY

In terms of the Companies Act, 2013 and Rules framed there under, Statutory Auditors of the Company, M/s Sankaran and Krishnan , Chartered Accountants (FRN 003582S), hold office till the conclusion of 06th AGM of the Company. The Board of Directors have recommended the re-appointment of M/s Sankaran and Krishnan, Chartered Accountants for another five years to hold office from the conclusion of this 06th Annual General Meeting until the conclusion of the 11th Annual General Meeting, 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

ITEM NO. 3

Approval of increasing the borrowing powers of the Company u/s 180(1)(c) of Companies Act, 2013:



The Members are requested to note that As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

In view of the increase in the volume of the business and taking into account the requirement of additional funds, your directors feel that they should obtain consent from the shareholders to borrow more funds. The borrowing limit is proposed to be to the extent of sums shall not exceed in the aggregate of Rs.100 Crores (Rupees One Hundred Crores only) in excess of and in addition to the paid up capital and free reserves of the Company for the time being.

The borrowings by the Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s). Consent of the Shareholders are required under the provisions of Sections 180(1)(c) and 180(1)(a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings.

Accordingly, the Board recommends the proposed resolution set out at Item No. 3 for the approval of members by way of Special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship.

ITEM NO.4:

RE-APPOINTMENT OF MANAGING DIRECTOR AND WHOLE TIME DIRECTOR:

Pursuant to the powers conferred under relevant Article of the Articles of Association of the Company, the Board has re-appointed Mr. Mohan Prasad Pandey, Director of the Company as a Managing Director of the Company and Mr. Bala Balaji Pandey, Director of the Company as a Whole Time Director with effective from 01.10.2019 for a period of 5 years.

Subsequently, the members of the Company on recommendation of the Board have re-appointed them as a Managing director and Whole Time Director of the Company respectively effective 01.10.2019 and their term of appointment would expire on September, 30, 2024.

In view of the above, it is proposed to re-appoint Mr. Mohan Prasad Pandey, Director of the Company as a Managing Director of the Company and Mr. Bala Balaji Pandey, Director of the Company as a Whole Time Director for a period of 5 years effective 01.10.2019. The Board in its meeting held on September 26, 2019 determined that Mr. Mohan Prasad Pandey and Mr. Bala Balaji Pandey are the fit & proper persons to be re-appointed as MD and WTD respectively of the Company and approved their reappointment as MD and WTD respectively of the Company along with the terms of appointment and payment of remuneration as mutually agreed between them.

The Directors recommend the adoption of the Ordinary Resolution at Item No. 3 of the Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Mr. Mohan Prasad Pandey and Mr. Bala Balaji Pandey are concerned or interested in the Resolution at item no. 4 of the Notice.





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 - U52390AP2013PLC086612
GST No. 37AAFCC2148H1ZR

BOARD'S REPORT

To
The Members
M/S CELL POINT (INDIA) PRIVATE LIMITED

The Directors of your company have pleasure in presenting their 06th Board's Report based on standalone financial statement of the company which shall be in abridge form for the year ended on 31st March, 2019.

THE WEB ADDRESS, IF ANY, WHERE ANNUAL RETURN REFERRED TO IN SUB-SECTION (3) OF SECTION 92 HAS BEEN PLACED: NA

NUMBER OF MEETINGS OF THE BOARD:

During the year under review, the Board met 07 times, such as 14/04/2018, 02/08/2018, 31/08/2018, 04/09/2018, 18/12/2018, 30/01/2019 and 20/2/2019

The directors attended all the above meetings were:

1. BALA BALAJI PANDAY
2. MOHAN PRASAD PANDAY
3. NAGENDRA PRASAD PANDE
4. HEERA RATNABAI PONDAY
5. KIRANMAI PANDAY
6. MAHA VISHNU PRIYA PANDAY

DIRECTORS RESPONSIBILITY STATEMENT AS REFERRED TO IN SUB-SECTION (5) OF THE SECTION 134:

As required u/s 134(5) of the Companies Act 2013, the Directors state that:

(i) in the preparation of the annual accounts for the financial year ended 31st March 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(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 affairs of the company at the end of the financial year covered under this Report and of the profit and loss of the company for that period;

(iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(iv) the directors had prepared the annual accounts on a going concern basis and



(v) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143 (12) OTHER THAN THOSE WHICH ARE REPORTABLE TO CENTRAL GOVERNMENT:

M/s. SANKARAN AND KRISHNAN, Chartered Accountants (FRN No.: 003582S), was a Statutory Auditors of the company for the F year 2018-2019. Further the Board recommended them for five years in the 06th AGM to hold office up to the conclusion of 11th AGM, subject to their eligibility as per the provisions of the Section 139 of the Companies Act, 2013.

There is no report and fraud reported by auditor of the Company.

EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY AUDITOR IN HIS REPORT:

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self explanatory and does not call for any further comment.

THE STATEMENTS OF THE COMPANY'S AFFAIRS:
 "Assets" and "Equity & liabilities": Rs. 51,85,08,626/-,
 "Authorised Capital" of the company: Rs. 2,00,00,000/-,
 "Paid-up Capital of the Company: Rs. 1,13,76,000 /-.

The Company is engaged in the business of Trading of Multi Brand Mobiles and Mobile Accessories during the year.

There has been no change in the business of the Company during the financial year ended 31st March, 2019.

THE FINANCIAL SUMMERY OR HIGHLIGHTS:

The operating financial results for the year are summarized below:

Particulars	Year ended 31st March 2018	Year ended 31st March 2018
Turnover and other income	2,97,54,38,790	2,53,65,07,838
Profit Before Tax	4,29,80,133	3,58,85,807
Less: Current Tax	1,57,79,016	1,42,40,382
Deferred Tax	(19,63,561)	(12,73,552)
Income Tax earlier years	0	0
Profit For The Year	2,91,64,678	2,29,48,977
Add: Balance in Profit and Loss Account	0	0
Sub Total	2,91,64,678	2,29,48,977
Less: Appropriation	0	0
Adjustment relating to Fixed Assets	0	0
Transferred to General Reserve	0	0
Closing Balance	2,91,64,678	2,29,48,977



Dividend:

No dividend was declared for the current financial year due to conservation of profits and continued investment in the business.

Company's performance & operations:

Your Company has made an profit amounting to Rs. 2,91,64,678/- during the year under report against Rs. 2,29,48,977/- during the previous year. The company has a profit of Rs. 2,91,64,678/- which has been transferred to Reserves & Surplus in the Balance Sheet of the company. The Company tries to extend the business of the Company and make efforts to achieve a good turnover in future.

Transfer to any reserves:

The company has not transferred any amount to Reserves & Surplus in the Balance Sheet during the year under the review.

MATERIAL CHANGES FROM THE DATE OF CLOSURE OF THE FINANCIAL YEAR IN THE NATURE OF BUSINESS AND THEIR EFFECT ON THE FINANCIAL POSITION OF THE COMPANY:

There is no change in the nature of the business of the company.

THE DETAILS OF DIRECTORS WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR:

In the Financial Year 2018-2019: there was no change in directorship of the Company :

Name of directors	Designation	Appointment/ resignation	Date of appointment or resignation

In current, BALA BALAJI PANDAY, MOHAN PRASAD PANDAY, NAGENDRA PRASAD PANDE, HEERA RATNABAI PONDAY, KIRANMAI PANDAY and MAHA VISHNU PRIYA PANDAY are the directors to the Board of the company.

THE DETAILS OR SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE: NIL**THE REPORT OF THE BOARD SHALL CONTAIN THE PARTICULARS OF CONTRACTS OR AGGANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF THE SECTION 188 IN THE FORM AOC-2:**

The disclosure is given in form AOC-2 attached with this report as Annexure-I.

Annual Return:

As per section 92(1) of the Companies Act, 2013, Annual Return of your Company requires signature of Company Secretary in Practice along with the Director of the Company which will be obtained for the financial year 2018-19.



SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

Our Company does not have any Subsidiaries, Joint Ventures or Associate Companies during the year under report, to disclose the same in the Board's Report.

CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES:

The Company has not undertaken any corporate social responsibility activities as the said provisions are not applicable

INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

PARTICULARS OF LOANS AND INVESTMENT

The Company has not made any Investment, given guarantee and securities during the year under review. There for no need to comply provisions of section 186 of Companies Act, 2013.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

A. Conservation of Energy, Technology Absorption

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

B. Foreign Exchange earnings and Outgo: Nil

RISK MANAGEMENT POLICY

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximise the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, event, financial, human, environment and statutory compliance

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company is committed to provide a safe and conducive work environment to its employees during the year under review.



SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

Our Company does not have any Subsidiaries, Joint Ventures or Associate Companies during the year under report, to disclose the same in the Board's Report.

CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES:

The Company has not undertaken any corporate social responsibility activities as the said provisions are not applicable

INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

PARTICULARS OF LOANS AND INVESTMENT

The Company has not made any Investment, given guarantee and securities during the year under review. There for no need to comply provisions of section 186 of Companies Act, 2013.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

A. Conservation of Energy, Technology Absorption

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

B. Foreign Exchange earnings and Outgo: Nil

RISK MANAGEMENT POLICY

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximise the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, event, financial, human, environment and statutory compliance

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company is committed to provide a safe and conducive work environment to its employees during the year under review.



Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.



DEPOSITS

The Company has not accepted any deposits during the year under review.

ACKNOWLEDGEMENT:

Your Directors place on record their deep appreciation and gratitude for the cooperation and assistance extended to the company by Banks, Government Agencies, Suppliers, Customers, Consultants and company staff at all levels. Your Directors also wish to place on record their appreciation of the wholehearted and continuous support by the shareholders who have always been a source of strength for the company.

FOR AND ON THE BEHALF OF THE BOARD
For CELL POINT (INDIA) PRIVATE LIMITED

		
Date: 26/09/2019	BALA BALAJI PANDAY	MOHAN PRASAD PANDAY
Place: Visakhapatnam	Whole Time Director	Managing Director
	DIN- 06493903	DIN- 06493918

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.]

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of material contracts or arrangements or transactions not at Arm's length basis:


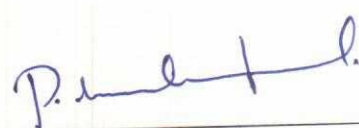
Sl.No	Particulars	Details
1	Name (s) of the related party & nature of relationship	
2	Nature of contracts/arrangements/transaction	
3	Duration of the contracts/arrangements/transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions	
6	Date of approval by the Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	



2. Details of material contracts or arrangements or transactions at Arm's length basis:

Sl.No	Particulars	Details
1	Name (s) of the related party & nature of relationship	
2	Nature of contracts/arrangements/transaction	
3	Duration of the contracts/arrangements/transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions'	
6	Date of approval by the Board	
7	Amount paid as advances, if any	

FOR AND ON THE BEHALF OF THE BOARD
For CELL POINT (INDIA) PRIVATE LIMITED



		
Date:26/09/2019	BALA BALAJI PANDAY	MOHAN PRASAD PANDAY
Place: Visakhapatnam	Whole Time Director	Managing Director
	DIN- 06493903	DIN- 06493918



List of shareholders as on the last date of Financial Year, i.e. 31/03/2019

S. No	Name of the shareholder	ADDRESS	No of shares	Value of the share	Total shareholding
1	BALA BALAJI PANDAY	44-22-59/1, RAMALAYAM STREET,, RAILWAY NEW COLONY, AKKAYYAPALEM, VISAKHAPATNAM, 530016, Andhra Pradesh, INDIA	132450	10	1,32,450
2	MOHAN PRASAD PANDAY	FLAT NO.3, SAISWAROOPA VILLA APPT,, RAILWAY NEW COLONY,, VISAKHAPATNAM, 530016, Andhra Pradesh, INDIA	1005050	10	1,00,50,500
3	PANDE NAGENDRA PRASAD	44-22-59/1, SAI SWARUPA VILLA APARTMENTS,, NEW COLONY, RAMALAYAM STREET,, VISAKHAPATNAM, 530016, Andhra Pradesh, INDIA	100	10	1000
	TOTAL		1137600		11376000

FOR AND ON THE BEHALF OF THE BOARD
For CELL POINT (INDIA) PRIVATE LIMITED

		
Date:26/09/2019	BALA BALAJI PANDAY	MOHAN PRASAD PANDAY
Place: Visakhapatnam	Whole Time Director	Managing Director
	DIN- 06493903	DIN- 06493918



ANNEXURE -A
FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2019
[Pursuant to Section 92(3) of the Companies Act, 2013, and
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

=====

===

I. REGISTRATION AND OTHER DETAILS:

CIN	U52390AP2013PTC086912
Registration Date	10/04/2013
Name of the Company	CELL POINT (INDIA) PRIVATE LIMITED
Category / Sub-Category of the Company	Private Limited Company
Address of the Registered Office and contact details	30-15-139, FIRST FLOOR, ROOM NO.5 & 6, RAMAS ARCADE, DABAGARDENS, VISAKHAPATNAM AP 530020
Whether listed company	No
Name, address and contact details of Registrar and Transfer Agent, if any	N.A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Sale of mobile and mobile accessories	4652	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

There is no Holding, Subsidiary, Joint Venture & Associates during the Current Financial Year i.e 2018-19.



SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2018)				No. of Shares held at the end of the year (as on 31.03.2019)			
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares
A.PROMOTERS								
(1) Indian								
a) Individual / HUF	-	11,37,600	11,37,600	100	-	11,37,600	11,37,600	100
b) Central Govt.	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	-	11,37,600	11,37,600	100	-	11,37,600	11,37,600	100
(2) Foreign								
a) NRIs - Individuals	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	-	11,37,600	11,37,600	100	-	11,37,600	11,37,600	100
B. PUBLIC SHAREHOLDING								
(1) Institutions								
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	-	-	-	-	-	-	-	-
(2) Non-Institutions								
a) Bodies Corporate	-	-	-	-	-	-	-	-
b) Individuals								
i) Individual Shareholders holding	-	0	0	0	-	-	-	-



2	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc.)	There is no change in Promoters' Shareholding between 01.04.2018 to 31.03.2019
---	---	--

(iv) Shareholding Pattern of top ten Shareholder

(Others than Directors, Promoters & Holders of GDRs & SDRs of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the Year 01.04.2018		Shareholding at the end of the Year 31.03.2019		
	For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the company	Reason	No. of Shares	% of total shares of the company
1		NOT APPLICABLE				
2						
3						

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No	Name of the Directors	Shareholding at the beginning of the year		Change in Shareholding		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	Increase	Decrease	No. of Shares	% of total shares of the Company
1	Mohan Prasad Panday	10,05,050	88	0	0	10,05,050	88
2	Bala Balaji Panday	1,32,450	12	0	0	1,32,450	12
3	Nagendra Prasad Panday	100	0			100	0

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:
(Amount in Rs.)

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	12,44,78,708	0	0	12,44,78,708
ii. Interest due but not paid	0	0	0	0
iii. Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	12,44,78,708	0	0	12,44,78,708



Change in Indebtedness during the financial year	0	0	0	0
Addition	6,56,82,283	0	0	6,56,82,283
Reduction	0	0	0	0
Indebtedness at the end of the financial year	0	0	0	0
iii. Principal Amount	19,01,60,991	0	0	19,01,60,991
iv. Interest due but not paid	0	0	0	0
iii. Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	19,01,60,991	0	0	19,01,60,991

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		PM PRASAD	MD	1,20,00,000
		BALALABALI P	WTD	60,00,000
		PNR PRASAD	DIRECTOR	12,00,000
		P.KIRANMAI	DIRECTOR	20,00,000
		P.Vishnu Priya	Director	20,00,000
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-	-
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify....	-	-	-
5	Others, please specify	-	-	-
	Total (A)	-	-	2,32,00,000

B. Remuneration to other Directors:

1. Independent Directors:

Sl. No.	Particulars of remuneration	Name of Director		Total Amount
1	Fee for attending Board/ Committee Meetings	-	NOT APPLICABLE	-
2	Commission			
3	Others, please specify			
	Total (B)(1)			



2. Other Non-Executive Directors:

Particulars of remuneration	Director	Total Amount
-Fee for attending Board/Committee Meetings	-	-
- Commission	NOT APPLICABLE	-
- Others, please specify	-	-
Total	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
0	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	0			
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	0			
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0			
2	Stock Options	0			
3	Sweat Equity	0			
4	Commission - as % of profit - Others, specify	0			
5	Others, please specify	0			
	Total (C)	0			
	Grand Total (A+B+C)				

(In Rs.)

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:



Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	NIL		None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL		None		
Punishment					
Compounding					



C. OTHER OFFICERS IN DEFAULT

Penalty	NIL	None
Punishment		
Compounding		

FOR AND ON THE BEHALF OF THE BOARD
For CELL POINT (INDIA) PRIVATE LIMITED

		
Date: 26/09/2019	BALA BALAJI PANDAY	MOHAN PRASAD PANDAY
Place: Visakhapatnam	Whole Time Director	Managing Director
	DIN- 06493903	DIN- 06493918



Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies
(Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of
subsidiaries/associate companies/joint ventures**

Part "A": Subsidiaries

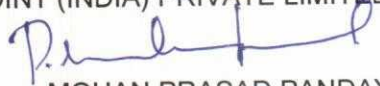
The company is not having any Subsidiary companies

Part "B": Associates and Joint Ventures

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to
Associate Companies and Joint Ventures:-** The Company is not having any Associate
Company or Joint ventures.

**Date: 26th September, 2019
Visakhapatnam**

**By the Order of the Board
For CELL POINT (INDIA) PRIVATE LIMITED**


**MOHAN PRASAD PANDAY
Managing Director (06493918)**



Annexure – C to the Directors Report

Form No. AOC-2

(Pursuant to *clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies(Accounts) Rules, 2014*)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts / arrangements / transactions entered into during the year ended 31st March, 2019 which were not Arm's Length Basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

There were no contracts / arrangements / transactions entered into during the year ended 31st March, 2019 which were Arm's Length Basis

**By the Order of the Board
For CELL POINT (INDIA) PRIVATE LIMITED**

**Date: 26th September, 2019
Visakhapatnam**



**MOHAN PRASAD PANDAY
Managing Director (06493918)**



THE COMPANIES ACT, 2013
Consent of shareholder for Shorter Notice
(Pursuant to Section 101(1))

To,

The Board of Directors
CELL POINT (INDIA) PRIVATE LIMITED (U52390AP2013PTC086912)

Dear Sir,

I, MOHAN PRASAD PANDAY, Shareholder of CELL POINT (INDIA) PRIVATE LIMITED, holding 10,05,050 [Ten Lakh Five Thousand and Fifty Equity Shares of Rs. 10/- each in the Company in my name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold an Annual General Meeting on 30th September, 2019 at a shorter notice.

Dated: 27/09/2019

Signature



Name: MOHAN PRASAD PANDAY

THE COMPANIES ACT, 2013
Consent of shareholder for Shorter Notice
(Pursuant to Section 101(1))

To,

The Board of Directors
CELL POINT (INDIA) PRIVATE LIMITED (U52390AP2013PTC086912)

Dear Sir,

I, Bala Balaji Panday, Shareholder of CELL POINT (INDIA) PRIVATE LIMITED, holding 132450 [One Lakh Thirty Two Thousand and Four Hundred Fifty Equity Shares of Rs. 10/- each in the Company in my name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold an Annual General Meeting on 30th September, 2019 at a shorter notice.

Dated: 27/09/2019

Signature



Name: Bala Balaji Panday



THE COMPANIES ACT, 2013
Consent of shareholder for Shorter Notice
(Pursuant to Section 101(1))

To,

The Board of Directors
CELL POINT (INDIA) PRIVATE LIMITED (U52390AP2013PTC086912)

Dear Sir,

I, PANDE NAGENDRA PRASAD, Shareholder of CELL POINT (INDIA) PRIVATE LIMITED, holding 100 [One Hundred Equity Shares of Rs. 10/- each in the Company in my name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold an Annual General Meeting on 30th September, 2019 at a shorter notice.

Dated: 27/09/2019

Signature 
Name: PANDE NAGENDRA PRASAD

