

THE COMPANIES ACT, (1 OF 2013)

SCHEDULE

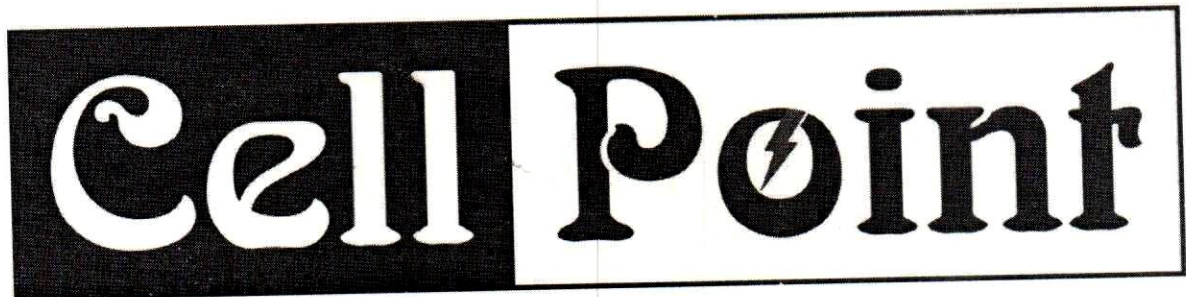
(See Section 92)

THIRD

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 03rd ANNUAL GENERAL MEETING

Notice is hereby given that the 3rd Annual General Meeting of the members of the **CELL POINT (INDIA) PRIVATE LIMITED** (CIN: U52390AP2013PTC086912) will be held on Friday, the 30th September, 2016 at 12.00 Noon 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:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and the Auditors thereon.
2. **TO RATIFY THE APPOINTMENT OF M/s. SANKARAN AND KRISHNAN, CHARTERED ACCOUNTANTS AS STATUTORY AUDITOR OF THE COMPANY FOR THE YEAR 2016-17.**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, the Company hereby ratified the appointments M/s. SANKARAN & KRISHNAN. (Firm Regn. No.003582S), Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting.

FURTHER RESOLVED THAT the remuneration to be paid will be decided by the Board."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

Dated : 18.08.2016
Visakhapatnam

Thanking You,
For and on behalf of
CELL POINT (INDIA) PRIVATE
LIMITED



(MOHAN PRASAD PANDAY)
Managing Director-06493918

Notes:

1. In terms of section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
2. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
3. The instrument appointing the proxy, in order to be effective, must be deposited at the Corporate office of the Company, duly completed and signed, not less than 48 HOURS before the commencement of the meeting.. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days up to the date of Annual General Meeting.
5. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the Annual General Meeting is enclosed.

Dated : 18.08.2016
Visakhapatnam

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



(MOHAN PRASAD PANDAY)
Managing Director-06493918





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

DIRECTOR'S REPORT

To
The Members of
CELL POINT (INDIA) PRIVATE LIMITED
(CIN: U52390AP2013PTC086912)

The Board of Directors of your Company with pleasure is presenting the 03rd Annual Report on the business and operation of the Company and the accounts for the financial year Ended 31st March, 2016.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY :

The financial results for the year ended 31st March, 2016 and the corresponding figures for the last year are as under:-

(In Rupees)

Particulars	2015-16	2014-15
Total Revenue	1,588,663,987	1,65,30,10,636
Finance Cost	27,833,934	16,038,863
Depreciation & Amortization Expense	10,401,942	12,389,586
Profit before Tax	83,23,764	48,35,472
Income Tax	50,50,924	40,96,664
Deferred Tax	(14,04,791)	(20,65,784)
Profit after Tax	46,77,631	28,04,592
Less : Proposed Dividend & Tax thereon	-	-
Balance carried to Balance Sheet	-	-

2. RESERVE & SURPLUS :

Out of the total profit for the financial year 2015-16, it is proposed not to transfer any amount to General Reserve.

3. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR :

Your Directors have pleasure to inform you that the company achieved 66% growth in profit after tax which increased from Rs. 28,04,592/- in F.Y. 2014-15 to Rs. 46,77,631/- in F.Y. 2015-16.

4. CHANGE IN THE NATURE OF BUSINESS :

There is no Change in the nature of the business of the Company done during the year.

5. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS :

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



6. DIVIDEND :

To strengthen the financial position of the Company and to augment working capital your directors regret to declare any dividend.

7. MEETINGS :

There was NO extra Ordinary General Meeting held. However Four (4) meetings of the Board of Directors were held during the financial year 2015-16. Such are 06/06/2015, 12/08/2015, 31/12/2015 and 02/02/2016

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL :

There is no change in the Key Managerial Personnel as well directors of the company.

9. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES :

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.

10. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES :

The provisions of Corporate Social Responsibility are not applicable to the Company for the year under review i.e 2015-16.

11. RISK MANAGEMENT POLICY :

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

12. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY :

There is no subsidiary, Joint Venture, Associate Company during the year i.e 2015-16

13. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

During the year no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

14. CHANGES IN SHARE CAPITAL :

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



15. STATUTORY AUDITORS :

M/s. SANKARAN & KRISHNAN, Visakhapatnam who are our present Statutory Auditors. They are eligible for re-appointment. If the members select them in the ensuing Annual General Meeting (AGM) they will hold office upto the end of next Annual General Meeting.

16. AUDITORS' REPORT :

No adverse remarks have been reported.

17. EXTRACT OF ANNUAL RETURN :

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of annual return in MGT-9 as a part of this Annual Report as **ANNEXURE 'A'**.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 :

The company has not given any No loan(s) nor Guarantees for the year under review.

19. DEPOSIT :

The Company has neither accepted nor renewed any deposits during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

1) Goods/Equipment sold	- Rs. nil.
2) Goods/Equipment purchased	- Rs. nil
3) Lease Rental Agreement	- Rs. nil
4) Service Charges paid	- Rs. nil
5) Remuneration to KMP/directors	- Rs. 108.00 lakhs.

20. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 :

The company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complain during the year 2015-16

21. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO :

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows.



(a) Conservation of energy

(i)	The steps taken or impact on conservation of energy	NIL
(ii)	The steps taken by the company for utilizing alternate sources of energy	NIL
(iii)	The Capital investment on energy conservation equipment's	Nil

(b) Technology absorption

(i)	The effort made towards technology absorption	MOU for PPR animal Vaccine entered with Indian Veterinary Research Institute
(ii)	The benefits derived like product improvement cost reduction product development or import substitution	NIL
(iii)	In case of imported technology (important during the last three years reckoned from the beginning of the financial year)	NIL
	(a) The details of technology imported	N.A
	(b) The year of import	N.A
	(c) Whether the technology been fully absorbed	N.A
	(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A
(iv)	The expenditure incurred on Research and Development	N.A.

(C) Foreign exchange earnings and outgo :

NO Such transaction during year under review

22. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND :

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).



23. DIRECTORS' RESPONSIBILITY STATEMENT :

The Directors' Responsibility Statement referred to in Clause (C) of sub-section (3) of Section 134 of the Companies Act, 2013 shall state that

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The director had selected such accounting policies and applied them consistently and made judgements 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 and of the profit and loss of the company for that period;
- (c) The director 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;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and such internal financial controls are adequate and were operating effectively.
- (f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

24. ACKNOWLEDGEMENTS :

The directors place on record their sincere appreciation for the assistance and co-operation extended by Bank, its employees, its investors and all other associates and look forward to continue fruitful association with all business partners of the company.

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



A handwritten signature in blue ink, appearing to read "P. Prasad Panday".

(MOHAN PRASAD PANDAY)
Chairperson & Managing Director
(DIN: 06493918)

Place : Visakhapatnam
Date : 18th August, 2016

ANNEXURE –A

FORM NO. MGT – 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2016

[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 / Limited by Shares
Address of the Registered Office and contact details	30-15-139, FIRST FLOOR, ROOM NO.5 & 6, RAMAS ARCADE, DABAGARDENS, VISAKHAPATNAMA 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
Mobile phone sales and services	9984	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

There is no Holding, Subsidiary, Joint Venture & Associates during the Current Financial Year i.e. 2015-16.

IV. 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 01.04.2015)				No. of Shares held at the end of the year (as on 31.03.2016)			
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares
A.PROMOTERS								
(1) Indian								



a) Individual / HUF	0	1137600	1137600	100	0	1137600	1137600	100
b) Central Govt.	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	0	1137600	1137600	100	0	1137600	1137600	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)	0	1137600	1137600	100	0	1137600	1137600	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):	0	0	0	0	0	0	0	0
(2) Non-Institutions								
a) Bodies Corporate	-	-	-	-	-	-	-	-
b) Individuals								
i) Individual Shareholders holding nominal share capital upto Rs.1 lakh	-	-	-	-	-	-	-	-
ii) Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	-	-	-	-	-	-	-	-
c) Others	-	-	-	-	-	-	-	-
i) Non Resident Indians	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-



Trusts	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-
Sub-Total B(2) :	0	0	0	0	0	0	0	0
Total B=B(1)+B(2):	0	0	0	0	0	0	0	0
C. Shares held by Custodians, against which	0	0	0	0	0	0	0	0
GRAND TOTAL (A+B+C) :	0	1137600	1137600	100	0	1137600	1137600	100

ii) Shareholding of Promoters:

Sl. No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
1	BALA BALAJI PANDAY	10,05,050	88.35	0	10,05,050	88.35	0	0
2	MOHAN PRASAD PANDAY	1,32,450	11.64	0	1,32,450	11.64	0	0

iii) Change in Promoters' Shareholding:

Sl. No		Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	At the beginning of the year	0	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.)	-	-	-	-



(iv) Share holding Pattern of top ten Shareholders:
(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 01.04.2015		Shareholding at the end of the Year 31.03.2016		
	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	0	0	0	0	0	0
2	0	0	0	0	0	0

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	1,32,450	11.64	-	-	1,32,450	11.64
2	BALA BALAJI PANDAY	10,05,050	88.35	-	-	10,05,050	88.35
Sl. No.	Name of the Key Managerial Personnel	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.	-	-	-	-	-	-	-

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	10,85,37,073	20,39,600	0	11,05,76,673
ii. Interest due but not paid	0	0	0	0
iii. Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	10,85,37,073	20,39,600	0	11,05,76,673
Change in Indebtedness				



during the financial year				
Addition	58,60,846	0	0	58,60,846
Reduction	0	0	0	0
Indebtedness at the end of the financial year				
iii. Principal Amount	11,43,97,919	0	0	11,43,97,919
iv. Interest due but not paid	0	0	0	0
iii. Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	11,43,97,919	0	0	11,43,97,919

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		BALA BALAJI PANDAY	MOHAN PRASAD PANDAY	P.N.PRASAD	
		WTD	MD	DIRECTOR	
1	Gross Salary	36,00,000	60,00,000	12,00,000	108,00,000
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	36,00,000	60,00,000	12,00,000	108,00,000
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	0	0		0
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0		0
2	Stock Options	0	0		0
3	Sweat Equity	0	0		0
4	Commission - as % of profit - others, specify....	0	0		0
5	Others, please specify	0	0		0
	Total (A)	36,00,000	60,00,000	12,00,000	108,00,000

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	-	-	-	
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:

(In Rs.)

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	0	0	0
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	0	0
2	Stock Options	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit - Others, specify	0	0	0	0
5	Others, please specify	0	0	0	0
	Total (C)	0	0		
	Grand Total (A+B+C)				

* Remuneration to CS is for 3 months from 04/01/2016 to 31/03/2016.



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					

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



(MOHAN PRASAD PANDAY)
Chairperson & Managing Director
(DIN: 06493918)

Place : Visakhapatnam
Date : 18th August, 2016

