



CELLECOR GADGETS LIMITED

(Formerly Known As Unitel Info Limited, Unitel Info Pvt. Ltd.)

Reg. Office : Unit Space No.703, Seventh Floor, Jaksons Crown Heights Plot No.3B1

Twin District Centre, Secotor-10 Rohini New Delhi-110085

CIN. NO. U32300DL2020PLC375196 | Mail ID : accounts1@cellecor.in | Land Line : 011 43034907, 01145038228

Website: www.cellecor.com

Ref: - CELLECOR/23-24/35

Date: January 20, 2024

To,
National Stock Exchange of India Limited
Listing & Compliance Department
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra
Mumbai - 400 051 India.

Company Symbol: CELLECOR
Company ISIN: INE00MO01017

Subject: Proceedings & Disclosure of Voting Results of the Postal Ballot process of the Postal Ballot

Reference: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/ Madam,

We are enclosing herewith following documents:

1. Proceedings of the Postal Ballot and Voting results in respect of the Postal Ballot process, as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 attached as "**Annexure – A**"
2. Report of Scrutinizer dated 20th January 2024 pursuant to provisions of section 108 and section 110 of the Companies Act, 2013 and read with Companies (Management and Administration) Rules, 2014 attached as "**Annexure – B**".

The Proceedings, voting results along with Scrutinizer's Report will also be available on the Company's website www.cellecor.com.

Kindly take the above on record and oblige.

Thanking You,

For Cellecor Gadgets Limited
(Formerly Known as Unitel Info Limited and Unitel Info Private Limited)

Ravi Agarwal
Managing Director
DIN: 08471502

Encl: As Above

"ANNEXURE – A"

PROCEEDINGS OF POSTAL BALLOT CONDUCTED BY REMOTE E-VOTING FOR RESOLUTION(S) PASSED ON FRIDAY, JANUARY 19, 2024, BY THE SHAREHOLDERS OF CELLECOR GADGETS LIMITED (FORMERLY KNOWN AS UNITEL INFO LIMITED AND UNITEL INFO PRIVATE LIMITED), RESULTS OF WHICH WERE DECLARED ON SATURDAY, JANUARY 20, 2024

Pursuant to Sections 108, 110 of the Companies Act, 2013 (the "Act") and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, 02/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and other applicable provisions of the Act, rules, regulations, circulars and notifications (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Notice of Postal Ballot dated December 18, 2023 ("the Notice") was sent by electronic mode to all shareholders whose names appear in the register of shareholders/list of beneficial owners as on Friday, December 15, 2023 i.e. the cut-off date and whose email Ids are registered with the Company/ Registrar and Transfer Agent of the Company i.e. Skyline Financial Services Private Limited ("RTA") or Depository Participants ("DP") to seek approval of the shareholders by way of postal ballot through remote e-Voting process ("e Voting") on the following matters:

- ✓ Approved the Appointment of Ms. Swati Gupta (DIN: 09652245) as an Independent Director of the Company;
- ✓ Approved the Appointment of Ms. Vineeta Gautam (Din: 10367916) as an Independent Director of the Company;
- ✓ Approved creation of mortgage/ hypothecation/ pledge and / or charge on the properties /assets of the company under section 180(1)(a) of the companies act, 2013;
- ✓ Approved limits of investments, guarantee(s) and security(ies) under section 186 of the companies act, 2013.

The Board of Directors had engaged services of National Securities Depository Limited (NSDL) to provide e-voting facility to all the members as on cut-off date i.e., Friday, 15th December, 2023.

The e-voting period commenced at 9.00 A.M (IST) on Thursday, December 21, 2023, and ends at 5.00 P.M. (IST) on Friday, January 19, 2024.

After due scrutiny of all the votes casted through e-Voting, the Scrutinizer Mrs. Anu Malhotra (ACS No. 39971 & C.P. No: 16221), Proprietor of M/s Anu Malhotra and Associates, Practicing Company Secretaries, submitted his report dated 20th January, 2024.

The Resolution(s) set out in the Notice have been declared passed with the requisite majority by the shareholders of the Company on January 19, 2024.

The Summary of the result of Postal Ballot by way of e-Voting is outlined as under: -

Resolution No. 1- As a Special Resolution

To consider and approve appointment of Ms. Swati Gupta (DIN: 09652245) as an Independent Director of the Company:

(i) Voting "in favour" of resolution

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
16	1,42,57,080	100

(ii) Valid Votes "against" the Resolution

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
0	0	0

Resolution No. 2 - As a Special Resolution

To consider and approve appointment of Ms. Vineeta Gautam (DIN: 10367916) as an Independent Director of The Company:

(1) Voting "in favour" of resolution

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
15	1,42,55,880	99.99

(ii) Valid Votes "against" the Resolution

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
1	1,200	0.01

(3) Invalid Votes

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
0	0	0

Resolution No. 3 - As a Special Resolution

To approve creation of mortgage/ hypothecation/ pledge and / or charge on the properties / assets of the company under section 180(1)(a) of the companies act, 2013:

(1) Voting "in favour" of resolution

Number of Members	of	Number of Votes cast by them (shares)	% of total number of valid votes cast
14		1,42,54,680	99.98

(ii) Valid Votes “against” the Resolution

Number of Members	of	Number of Votes cast by them (shares)	% of total number of valid votes cast
2		2,400	0.02

(3) Invalid Votes

Number of Members	of	Number of Votes cast by them (shares)	% of total number of valid votes cast
0		0	0

Resolution No. 4 - As a Special Resolution

To approve limits of investments, guarantee(s) and security(ies) under section 186 of the companies act, 2013:

(1) Voting “in favour” of resolution

Number of Members	of	Number of Votes cast by them (shares)	% of total number of valid votes cast
16		1,42,57,080	100

(ii) Valid Votes “against” the Resolution

Number of Members	of	Number of Votes cast by them (shares)	% of total number of valid votes cast
0		0	0

(3) Invalid Votes

Number of Members	of	Number of Votes cast by them (shares)	% of total number of valid votes cast
0		0	0

For Cellecor Gadgets Limited

(Formerly Known as Unitel Info Limited and Unitel Info Private Limited)

Ravi Agarwal
Managing Director
DIN: 08471502



[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
Cellecor Gadgets Limited
(Formerly Known as **Unitel Info Limited** and **Unitel Info Private Limited**)
Unit No. 703, 7th Floor, Jaksons Crown Heights,
Plot No. 3BI Twin District Centre, Sector 10,
Rohini, Rithala, Delhi - 110 085 India.

**Subject: Scrutinizer's Report on Postal Ballot through remote e-voting in respect of passing of
resolution set-out in the notice dated December 18, 2023**

Dear Sir/ Madam,

I, **Anu Malhotra**, Practicing Company Secretary have been appointed as the Scrutinizer by the Board of Directors of the Cellecor Gadgets Limited pursuant to Section 108 and Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purposes of scrutinizing the postal ballot through e-voting in respect of the below stated resolution as proposed in the Postal Ballot Notice dated December 18, 2023 and I submit my report as under.

1. Management Responsibility

The management is responsible for ensuring compliance under the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "**Act**"), read together with the Rule 20 and 22 Companies (Management and Administration) Rules, 2014, as amended (the "**Management Rules**"), General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of postal ballot through remote e-voting.

The Postal Ballot Notice dated December 18, 2023, along with explanatory statement setting out material facts under Section 102 of the Act was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories.

2. Scrutinizer's Responsibility

My responsibility as the Scrutinizer of the voting process, is restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in

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csanumalhotra@gmail.com

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Community Center, Preet Vihar,
Delhi-110092

favour and against the resolution stated in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("**NSDL**") the service provider.

The Company had availed the e-voting facility offered by NSDL for conducting e-voting by electronic means.

3. "Cut-off Date"

The shareholders of the Company holding shares as on the cut-off date of Friday, December 15, 2023, were entitled to vote on the resolution as contained in the postal ballot notice.

4. Remote E-voting Process

In accordance with the Postal Ballot Notice and the 'Advertisement' published pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the remote e-voting commenced at 09:00 A.M. IST on Thursday, December 21, 2023, and ended on Friday, January 19, 2024 at 05:00 P.M. IST, and the e-voting module was blocked by NSDL thereafter.

The Votes cast under e-voting were thereafter unblocked and downloaded on January 19, 2024, at 17:12 from the portal of NSDL.

I have scrutinized and reviewed the remote e-voting based on the data downloaded from the NSDL e-voting system, at www.evoting.nsdl.com.

5. E-voting Result

Resolutions:

I, now submit my report as under on the results of the remote e-voting in respect of the Resolutions;

Resolution No. 1- As a Special Resolution

To consider and approve appointment of Ms. Swati Gupta (DIN: 09652245) as an Independent Director of the Company:

(i) Voting "**in favour**" of resolution

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
16	1,42,57,080	100

(ii) Valid Votes "**against**" the Resolution

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
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0	0	0
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Resolution No. 2 - As a Special Resolution

To consider and approve appointment of Ms. Vineeta Gautam (DIN: 10367916) as an Independent Director of The Company:

(1) Voting "in favour" of resolution

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
15	1,42,55,880	99.99

(ii) Valid Votes "against" the Resolution

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
1	1,200	0.01

(3) Invalid Votes

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
0	0	0

Resolution No. 3 - As a Special Resolution

To approve creation of mortgage/ hypothecation/ pledge and / or charge on the properties / assets of the company under section 180(1)(a) of the companies act, 2013:

(1) Voting "in favour" of resolution

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
14	1,42,54,680	99.98

(ii) Valid Votes "against" the Resolution

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
2	2,400	0.02

(3) Invalid Votes

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
0	0	0

Resolution No. 4 - As a Special Resolution

To approve limits of investments, guarantee(s) and security(ies) under section 186 of the companies act, 2013:

(1) Voting "in favour" of resolution

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
16	1,42,57,080	100

(ii) Valid Votes "against" the Resolution

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
0	0	0

(3) Invalid Votes

Number of Members	Number of Votes cast by them (shares)	% of total number of valid votes cast
0	0	0

6. Custody of Records

All electronic data and relevant records of e-voting have been handed over to the Company Secretary for safe keeping.

Based on the above information, you may kindly announce the results.

Thanking You.

Yours faithfully,

For Anu Malhotra & Associates
Practicing Company Secretaries
(Peer Reviewed Unit)

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by ANU
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Date: 2024.01.20
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Anu Malhotra
Proprietor
Membership No.: A39971
COP No.: 16221

Countersigned by
For Cellecor Gadgets Limited
(Formerly Known as Unitel Info Limited and Unitel Info Private Limited)

Ravi Aggarwal
Managing Director
DIN: 08471502

Peer Review No.: 3819/2023

UDIN: A039971E003272992

Date: January 20, 2024

Place: Vaishali