NOTICE OF POSTAL BALLOT
[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 &22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other subsequent relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), to transact the special businesses as set out hereunder by passing Ordinary/Special Resolution, by way of postal ballot only, by voting through electronic means ('remote e-Voting').

The proposed resolution along with the Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, if any, of the Act read with rules framed thereunder, setting out the material facts and reasons thereof are annexed to this Notice.

In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2 and Pursuant to the abovesaid various circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-Voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-Voting facility will be available during the following period:

Cut-off date for eligibility to vote	Friday, July 31, 2026
Commencement of e-Voting period	09:00 A.M. IST on Saturday, August 08, 2026
Conclusion of e-Voting period	05:00 P.M. IST on Sunday, September 06, 2026

The e-Voting facility will be disabled by National Securities Depository Limited immediately thereafter.

The Board of Directors (the "Board") has appointed Ms. Anu Malhotra, Proprietor of M/s. Anu Malhotra & Associates, (COP No.- 16221), Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot/e- Voting process in a fair and transparent manner.

After collation of the votes downloaded from the e-voting system, the Scrutinizer will submit her report to the Chairman/Executive Director or Company Secretary of the Company. The result of the Postal Ballot would be announced by the Chairman/Executive Director or Company Secretary or by any person as may be authorized not later than two working days from the conclusion of the e-Voting period and the same shall be communicated to the Stock Exchanges, where shares of the Company are listed i.e. www.nseindia.com and displayed along with the Scrutinizer's Report on the Company's Website i.e. www.cellecor.com and on the website of the National Securities Depository Limited at https://www.evoting.nsdl.com.

The last date of e-Voting, i.e. September 06, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. **MIGRATION OF THE LISTING AND TRADING OF THE EQUITY SHARES OF THE COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") TO THE MAIN BOARD OF NSE AND SIMULTANEOUS DIRECT LISTING OF THE EQUITY SHARES ON THE MAIN BOARD OF BSE LIMITED ("BSE")**

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

   "**RESOLVED THAT** pursuant to provisions laid down in Regulation 277 of Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (in each case, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents, permissions and sanctions, as may be required from concerned stock exchanges, and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and in accordance with the eligibility criteria for migration from NSE Emerge Platform to Main Board of National Stock Exchange of India Limited (NSE) as well as of BSE Limited (BSE), as specified by NSE and BSE, respectively and pursuant to the other applicable provisions; the consent of the shareholder of the Company be and is hereby accorded for migration of the listing and trading of the equity shares of the Company from Emerge platform of National Stock Exchange Of India Limited ("NSE") to the Main Board of NSE and simultaneous direct listing of the equity shares on the Main Board of BSE Limited ("BSE").

   RESOLVED FURTHER THAT the formal application(s) for migration of the equity shares to the Main Board of NSE and simultaneous direct listing on the Main Board of BSE shall be submitted only after the Company has fulfilled all applicable eligibility criteria, including the aforesaid minimum listing period requirement, and has obtained the requisite approvals from the shareholders and other regulatory authorities, wherever required.

   RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to migration of the Company to the Main Board of NSE as well as on BSE, including but not limited to making application to the NSE & BSE and to resolve and settle all questions and difficulties that may arise in relation to the proposed migration of the Company the Main Board of NSE & BSE and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution. Resolved Further That all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

**Note: In accordance with Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

2. **APPROVAL OF INTRODUCTION AND IMPLEMENTATION OF "CELLECOR GADGETS LIMITED EMPLOYEES STOCK OPTION PLAN – 2026" ("ESOP 2026"/ "SCHEME")**

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 (the "Act") read with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the "SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Foreign Exchange Management Act, 1999, ("FEMA") (including any statutory amendment(s), modification(s) or re-enactment(s) of the Act or the SBEB Regulations or SEBI Listing Regulations or FEMA, as the case may be, for the time being in force), the Memorandum and Articles of Association of the Company, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India ("GOI"), Reserve Bank of India ("RBI"), the Registrar of Companies (the "ROC"), Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("Stock Exchange"), and/ or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals permissions and/or sanctions, which may be agreed to and accepted by the Company and as recommended/approval by the Nomination & Remuneration Committee and the Board, the consent of the Members of the Company be and is hereby accorded for the introduction and implementation of "Cellecor Gadgets Limited Employees Stock Option Plan – 2026" ("ESOP 2026"/ "Scheme"), the salient features of which are detailed in the Explanatory Statement to this Notice, and authorize the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee, including Nomination and Remuneration Committee ("NRC") which the Board has designated as Compensation Committee to exercise its powers, including the powers, conferred by this resolution) to create, issue, grant, offer and allot time to time, in one or more tranches, upto 50,00,000 (Fifty Lakhs) Employee Stock Options (“Stock Options/ESOPs”), convertible into 50,00,000 (Fifty Lakhs) Equity Shares of face value of Re. 1/- (Rupee One only) each fully paid up, upon exercise at any time, to or for the benefit of present and future employees whether working in India or outside India and director(s), whether whole time director or not, including a Non-Executive director who is not a promoter or member of the promoter group but excluding independent directors, whether working in India or outside India of the Company (hereinafter referred to as "Eligible Employee") but does not include an employee who is a promoter or a person belonging to the promoter group or a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, to subscribe to such number of equity shares and / or equity linked instruments which would give rise to issue of equity shares (hereinafter collectively referred to as “Securities”) on such terms and conditions including vesting conditions, as may be fixed or determined by the Nomination and Remuneration Committee in accordance with the provisions of the scheme, SBEB Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/ undertaking or other re-organisation if any, additional Stock Options of the Company are granted/to be granted or equity shares are issued/to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws so as to ensure that fair and equitable benefits under ESOP 2026 are passed to the employees of the Company and the above ceiling in terms of number of equity shares/stock options shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT the ESOP 2026 shall be administered by the Nomination & Remuneration Committee of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SBEB Regulations for the purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through a direct route, for extending the benefits to the eligible Employees by way of fresh allotment and will follow a cash mechanism.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon the exercise of Options shall rank pari-passu in all respect including dividends with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall confirm the accounting policies, guidelines or accounting standards including the disclosure requirements as prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP 2026.

RESOLVED FURTHER THAT the Board (including Nomination and Remuneration Committee (“NRC”), subject to the extent permissible and in compliance with the SBEB Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme as it may deem fit, from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the scheme as the Board may in its absolute discretion think fit without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT any director or key managerial personnel of the Company be and are hereby severally authorized to take necessary steps for In-principle Approval, Listing and Trading Approval of the Stock Exchange, where the Equity Shares of the Company are listed in compliance with the provisions of the SEBI Listing Regulations and other applicable laws, rules and regulations and to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies, merchant banker and other advisors, valuers, consultants or representatives, being incidental to the effective implementation and administration of the ESOP 2026, as it may, in its absolute discretion deem fit.

RESOLVED FURTHER THAT any director or key managerial personnel of the Company be and are hereby severally authorised to delegate all or any of the powers conferred herein, to any other officers and employees as it may deem fit to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

3. APPOINTMENT OF MS. BINDU GUPTA (DIN: 08476435) AS DIRECTOR OF THE COMPANY

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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force), Ms. Bindu Gupta (DIN: 08476435) who was appointed as Additional Director in the Executive Category by the Board of Directors in its meeting held on August 06, 2026 in terms of Section 161 of the Companies Act 2013, and whose appointment as a Director is recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company in the Executive Category liable to retire by rotation on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file pay returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

4. APPOINTMENT OF MR. SANJEEV KHURANA (DIN: 01652685) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Sanjeev Khurana (DIN: 01652685) who was appointed as Additional Director (Non-Executive, Independent) by the Board of Directors on August 06, 2026 in terms of Section 161 of the Companies Act 2013, and whose appointment as a Director is recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director (Non-Executive, Independent) of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, and the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval by the Board of Directors on August 06, 2026, the approval of the members of the company be and is hereby accorded for the appointment of Mr. Sanjeev Khurana (DIN: 01652685) who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing August 06, 2026 up to August 05, 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or KMP of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. **APPOINTMENT AND REMUNERATION TO MR. NIKHIL AGGARWAL FOR AN OFFICE OR PLACE OF PROFIT IN THE COMPANY UNDER SECTION 188(1)(F) OF THE COMPANIES ACT, 2013**

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 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 15 (3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 (to the extent applicable) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the applicable SEBI Circulars governing Related Party Transactions and such other applicable laws, rules, regulations and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Nomination and Remuneration Committee, the approval of Audit Committee and Board of Directors, consent of the Members be and is hereby accorded for the appointment of Mr. Nikhil Aggarwal, being a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and brother of Mr. Ravi Agarwal, Managing Director, Ms. Bindu Gupta, Chief Financial Officer of the Company and brother in law of Mrs. Gunjan Aggarwal, Chairperson of the company, to hold an office or place of profit in the Company as National

Sales Head (Senior Management Personnel), consequent to his transition from the position of Whole-time Director with effect from August 06, 2026.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with such other applicable laws, rules, regulations and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members be and is hereby accorded for payment of remuneration to Mr. Nikhil Aggarwal, National Sales Head (Senior Management Personnel), at a monthly remuneration of Rs. 9,00,000/- (Rupees Nine Lakhs only), inclusive of all allowances, perquisites, benefits and other emoluments, upon his transition from the position of Whole-time Director.

RESOLVED FURTHER THAT the Members hereby approve and ratify that, for the period commencing from August 06, 2026 until the date of approval of this Resolution, Mr. Nikhil Aggarwal shall be entitled to receive the remuneration, perquisites, benefits and other emoluments applicable to him under the terms and conditions of his appointment as Whole-time Director, as previously approved by the Members, and that such payment shall be deemed to have been duly authorised.

RESOLVED FURTHER THAT with effect from the date of approval of this Resolution, the remuneration, perquisites, benefits and other emoluments payable to Mr. Nikhil Aggarwal in his capacity as National Sales Head (Senior Management Personnel) shall be governed by the terms and conditions approved herein.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, desirable or expedient for giving effect to this Resolution."

6. **INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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 Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to increase Authorized Share Capital of the Company from existing Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of face value of Re. 1/- (Rupee One) each to Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of face value of Re. 1/- (Rupee One) each, by creation of additional 20,00,00,000 (Twenty Crore) Equity Shares of face value of Re. 1/- (Rupee One) each, ranking pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V**:**

"V. The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares having face value of Re. 1/- (Rupee One) each."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto, and to deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.**"**

By Order of the Board of Directors
Cellecor Gadgets Limited

Sd/-
Ravi Agarwal
Managing Director

Date: August 06, 2026
Place: Delhi

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration.

2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-Voting only. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered with RTA (Skyline Financial Services Private Limited) on email id admin@skylinerta.com or to company at cs@cellecor.in

3. In compliance with the MCA Circulars, this Postal Ballot notice ("Notice") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose name appear in the Register of Members/ Record of Depositories as on cut-off date i.e. Friday, July 31, 2026.

   It is however, clarified that all Members of the Company as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice and are requested to promptly register their e-mail addresses with their respective Depository Participant (DP).Members holding shares in physical mode are requested to update their email addresses with the Company's RTA Skyline Financial Services Private Limited.

4. The Company hereby requests all its members to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through e-mail.

5. The Postal Ballot Notice is also available on the Company's website www.cellecor.com and on the website of National Stock Exchange of India Limited ("NSE"): www.nseindia.com on which the Equity Shares of the Company are listed and also on the website of the National Securities Depository Limited.

6. Members are requested to send their assent or dissent through electronic means within a period of thirty days from the date of commencement of e-voting.

   The e-Voting facility will be available during the following period:

Cut-off date for eligibility to vote	Friday, July 31, 2026
Commencement of e-Voting period	09:00 A.M. IST on Saturday, August 08, 2026
Conclusion of e-Voting period	05:00 P.M. IST on Sunday, September 06, 2026

7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on July 31, 2026. Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.

8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their

votes electronically and vote on all the resolutions through the e-Voting service facility arranged by National Securities Depository Limited. Please refer to the instructions for e-Voting given along with this Notice for the process and manner in which e-Voting can be carried out.

9. The Board of Directors of the Company has appointed Ms. Anu Malhotra, Proprietor of M/s. Anu Malhotra & Associates, (COP No. - 16221), Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot process in accordance with law in a fair and transparent manner.

10. After collation of the votes downloaded from the e-voting system, the Scrutinizer will submit her report to the Chairman/Executive Director or Company Secretary of the Company. The result of the Postal Ballot would be announced by the Chairman/Executive Director or Company Secretary or by any person as may be authorized not later than two working days from the conclusion of the e-Voting period and the same shall be communicated to the Stock Exchanges, where shares of the Company are listed i.e. www.nseindia.com and displayed along with the Scrutinizer's Report on the Company's Website i.e. www.cellecor.com and on the website of the National Securities Depository Limited at https://www.evoting.nsdl.com.

11. The resolution, where assented to by the requisite majority of the shareholders by means of postal ballot will be deemed to have been duly passed on September 06, 2026 i.e. the last date of e-Voting. Further, resolution passed by the members through postal ballot is deemed to have been passed as if they it is passed at a general meeting of the members.

12. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement will be posted on the website of the Company www.cellecor.com to facilitate online inspection of relevant documents until the date of announcement of the results of this Postal Ballot.

13. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

The manner of voting by (a) individual shareholders holding shares of the Company in demat mode, (b) Shareholders other than individuals, holding shares of the Company in demat mode and shareholders holding securities in physical mode and c) Shareholders who have not registered their e-mail address/mobile, is explained in the instructions given herein below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e.**

	NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**

	a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
	b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
	c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle. 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period. 3. Now you are ready for e-Voting as the Voting page opens. 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted. 5. Upon confirmation, the message "Vote cast successfully" will be displayed. 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail csanumalhotra0403@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@cellecor.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@cellecor.in.

3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 1:

The Members may kindly note that, over the past few years, the Company has established itself as one of the emerging players in the Electronics Manufacturing Services ("EMS") sector and has continued to strengthen its market presence through sustained business growth, operational excellence and customer-centric execution. Since its listing on the NSE Emerge Platform on September 28, 2023, the Company has consistently endeavoured to adopt governance standards and institutional practices that not only comply with the prevailing regulatory framework but also remain aligned with its long-term strategic vision and the evolving expectations of investors and other stakeholders.

In view of the Company's continued growth trajectory and future expansion plans, the Board of Directors at their meeting held on August 06, 2025, subject to the approval of the Members of the Company and such other regulatory approvals as may be required, approved the proposal for migration of the listing and trading of the equity shares of the Company from the NSE EMERGE Platform to the Main Board of the National Stock Exchange of India Limited ("NSE") and the simultaneous direct listing of the equity shares on the Main Board of BSE Limited ("BSE").

The Company presently has a paid-up equity share capital of Rs. 22,23,26,938 comprising 22,23,26,938 equity shares of face value of Re. 1/- each. Further, the Company has outstanding share warrants and Foreign Currency Convertible Bonds (FCCBs), which are convertible into equity shares in accordance with their respective terms and conditions. Upon conversion of these outstanding securities, the paid-up equity share capital of the Company is expected to exceed Rs. 25 crore. Considering the anticipated increase in the Company's capital base, its robust financial and operational performance and its long-term growth strategy, the Board believes that initiating the migration process at this stage is in the best interests of the Company and its stakeholders.

The proposed migration to the Main Board of NSE and simultaneous direct listing on the Main Board of BSE is expected to enhance the Company's visibility, credibility and profile among investors, financial institutions, analysts and other market participants. It is also expected to provide broader investor participation, improve liquidity in the Company's equity shares, facilitate greater institutional investment and further strengthen the Company's access to capital markets.

Pursuant to Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, read with the applicable circulars and the listing requirements of the Stock Exchanges, an issuer listed on the SME Exchange may migrate its equity shares to the Main Board upon fulfilment of the prescribed eligibility criteria, including completion of the minimum listing period and obtaining the requisite corporate and regulatory approvals. Although the Company will become eligible to submit the formal application only upon fulfilment of the applicable eligibility conditions, the migration process involves substantial preparatory activities, including assessment of eligibility, review of regulatory compliances, appointment and coordination with merchant bankers, legal advisors and other intermediaries, preparation of requisite documentation and engagement with the Stock Exchanges.

Accordingly, in order to ensure timely completion of these preparatory activities and to enable the Company to submit the requisite applications immediately upon becoming eligible, the approval of the Members is being sought by way of the accompanying Special Resolution.

It is clarified that the formal applications for migration and direct listing shall be filed only after the Company fulfils all applicable eligibility criteria and complies with the requirements prescribed under the applicable laws, regulations and the respective Stock Exchanges.

Please note that in accordance with Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, this Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The Board believes that the proposed migration and direct listing would be in the best interests of the Company and its Members and accordingly recommends the Special Resolution for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item No. 1, except to the extent of their shareholding in the Company.

ITEM NO. 2:

The Company has always believed that its employees are the cornerstone of its sustained growth, innovation and long-term success. The dedication, expertise and continuous efforts of its employees have played a significant role in strengthening the Company's operations, enhancing stakeholder value and supporting the achievement of its strategic objectives.

In an increasingly competitive business environment, attracting, nurturing and retaining capable and high-performing talent has become essential for maintaining a sustainable competitive advantage. The Company recognises the importance of fostering a performance-driven culture wherein employees are not only recognised and rewarded for their individual contributions but are also encouraged to actively participate in the Company's future growth and value creation journey.

With this objective and to further strengthen employee engagement and alignment with the Company's long-term goals, the Board of Directors at its meeting held on August 06, 2026, approved the introduction of the "Cellecor Gadgets Limited Employees Stock Option Plan – 2026" ("ESOP 2026"/"Scheme") for the benefit of eligible employees of the Company, as defined under the Scheme.

The Scheme is intended to provide eligible employees an opportunity to participate in the ownership of the Company and serve as a long-term incentive mechanism to attract, retain, motivate and reward employees by aligning their interests with those of the shareholders. Through the Scheme, the Company seeks to create a stronger sense of ownership and commitment among employees by linking employee rewards with the Company's performance, future growth prospects and enhancement of shareholder value.

Under the ESOP 2026, it is proposed that the Nomination and Remuneration Committee ("NRC") would grant upto 50,00,000 (Fifty Lakhs) Employee Stock Options, to such eligible employees as may be determined by the NRC in terms of the Plan, that would entitle the option grantees (in aggregate) to subscribe upto 50,00,000 (Fifty Lakhs) fully paid up equity shares of Re. 1/- (Rupee One only) each, subject to approval of the Members.

In terms of Regulation 6 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") and Section 62 and other applicable provisions of the Companies Act, 2013 ("the Act") for the issue of Shares to the Employees of the Company under an Employee Stock Options Scheme requires approval of the members by way of Special Resolution.

Accordingly, the Board recommends the resolution under Item No. 2 as Special Resolution for approval of the Members for the formulation and implementation of the ESOP 2026 and the issuance of Equity Shares thereunder.

Disclosures pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") and the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) of the Act or the Guidelines, for the time being in force), are as under:

1. **Brief Description of the Plan**

This plan called the "Cellecor Gadgets Limited Employees Stock Option Plan – 2026" ("ESOP 2026"/"Scheme") provides to the Company to reward its eligible employees in form of Stock Options. Subject to applicable law and terms and conditions of the "ESOP 2026", the eligible employees shall be entitled to receive Equity Shares upon fulfillment of those conditions as determined by the Board/NRC including payment of Exercise Price and satisfaction of tax obligation arising thereon.

The objectives of the Company for providing an Employee Stock Option are as under:

a) reward employees for their performance and association with the Company;
b) to retain and reward talent in the organization and motivate the employees to contribute to the growth and profitability of the Company;
c) to attract and retain the key talent in the organization;
d) to foster ownership and financial motivation;
e) to unify the interests of the Company personnel and shareholders; and
f) to achieve inclusive growth by making the employees as stakeholders of the Company.
g) to share ownership of the Company

ESOP 2026 shall be deemed to have come into force on the date of receipt of shareholders' approval.

The NRC of the Company shall act as Compensation Committee for the administration, implementation and monitoring of ESOP 2026 in accordance with the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. All questions of interpretation of ESOP 2026 shall be determined by the NRC.

2. **Total number of options to be granted**

The total number of options that may be granted under ESOP 2026 shall not exceed 50,00,000 (Fifty Lakhs) options which are convertible into the equivalent number of equity shares of the Company having face value Re.1/- (Rupee One Only) each, in one or more tranches and on such terms and conditions as may be fixed or determined by the NRC in its sole and exclusive discretion.

In case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/ undertaking or other re-organisation if any, additional Stock Options of the Company are granted/to be granted or equity shares are issued/to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws so as to ensure that fair and equitable benefits under ESOP 2026 are passed to the employees of the Company and the above ceiling in terms of number of equity shares/stock options shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

3. **Identification of classes of employees entitled to participate and be beneficiaries in Scheme:**

Following classes of employees are entitled to participate in the ESOP 2026:

(i) A permanent employee (present and future) as designated by the company, who is exclusively working in India or outside India;
(ii) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; whether working in India or outside India of the Company

but does not include—

a) an employee who is a promoter or a person belonging to the promoter group; or
b) a director who, either himself or through his relative or through any Body Corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

The stock options to be granted to the employees would be based on eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the employee) determined by the NRC, in its absolute discretion, from time to time.

4. **Requirements of vesting, period of vesting and maximum period within which options shall be vested:**

There shall be a minimum period of one year between the grant of Stock Options and vesting of Stock Options. The Stock Options granted to eligible employees shall vest in one or more tranches during the vesting period, in accordance with the terms and conditions specified in the grant letter and the provisions of the ESOP 2026.

The maximum vesting period for the Stock Options granted under the ESOP 2026 shall be five (5) years from the date of grant or such other period as may be determined in accordance with the terms of the Scheme.

Subject to the provisions of the ESOP 2026, the vesting of Stock Options may be time-based and/or linked to the performance of the Company based on such parameters as may be determined by the Nomination and Remuneration Committee and specified in the grant letter. The vesting of Stock Options shall be governed by the terms and conditions set out under the ESOP 2026.

5. **Exercise Price/Pricing formula:**

The exercise price of stock options shall be at the face value of equity share of the Company as on the grant date. Presently, the face value of equity share of the Company is Re. 1 /- (Rupee One only).

6. **Exercise Period and the process of Exercise:**

The stock options which have been granted and vested shall be exercised by the employee within the exercise period in the manner as set forth in the grant letter subject to maximum period of 5 years from the date of vesting or such lesser period as may be decided by the NRC at its sole discretion from time to time.

The mode and manner of the Exercise of the Options shall be communicated to the employees individually.

For the purpose of exercise of vested stock options, the employee is required to pay exercise amount along with perquisite tax and submit an exercise letter to the Company

The vested stock options will lapse if not exercised within the specified exercise period.

7. **Appraisal Process for determining the eligibility of the employees to ESOP 2026:**

   The stock options to be granted to the employees would be based on eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the employee) determined by the NRC, in its absolute discretion, from time to time.

8. **Maximum number of stock options to be issued per employee and in aggregate:**

   The maximum number of options that may be granted under ESOP 2026 shall not exceed 50,00,000 (Fifty Lakhs) options which shall be convertible into the equivalent number of equity shares of the Company having face value Re. 1/- (Rupees Five Only) each, in one or more tranches and on such terms and conditions as may be fixed or determined by the NRC in its sole and exclusive discretion.

   Subject to the availability of options in the pool under the Scheme, the maximum number of options under ESOP 2026 that may be granted to each employee in any year, shall in aggregate, neither be equal to nor exceed 1% (one percent) of the issued equity share capital, unless the approval of shareholders by way of separate resolution obtained by the Company.

9. **Maximum quantum of benefits to be provided per employee under ESOP 2026:**

   The maximum quantum of benefits underlying the stock options granted to an employee can be construed to be an amount equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of stock options, on the basis of difference between the stock option Exercise Price and the Market Price of the equity shares on the exercise date.

10. **Whether the ESOP 2026 is to be implemented and administered directly by the Company or through a Trust**

    The Scheme will be implemented through a direct route and administered directly by the Company, through the Board/NRC, without forming or involving any Trust

11. **Whether the ESOP 2026 involves new issue of shares by the Company or secondary acquisition or both**

    The "ESOP 2026" contemplates only the issue of new shares by the Company. There is no involvement of trust and therefore there will not be any secondary acquisition

12. **Amount of loan to be provided for implementation of the ESOP 2026 by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**

    Not applicable as the Scheme is not being implemented through Trust.

13. **Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purposes of the ESOP 2026:**

    Not applicable, since the Scheme is proposed to be implemented by direct route.

14. A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of SEBI Regulations:

The Company shall comply with the disclosure and accounting policies prescribed in Regulation 15 of SEBI (SBEB & SE) Regulations and any other authorities as applicable, from time to time, including the disclosure requirements prescribed therein.

15. Method of valuation of stock option by the Company:

The Company will follow fair value method for computing the compensation cost, if any, for the options granted. The company will follow IFRS/ IND AS/ any other requirements for accounting of the Stock options as are applicable to the Company for the same

16. Declarations:

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

17. Period of lock-in:

The equity shares allotted upon exercise of stock options under the ESOP 2026 are not subject to any lock in period.

18. Terms & conditions for buyback, if any, of specified securities covered under SEBI Regulations:

The NRC in accordance with Applicable Laws shall lay down the procedure for buy-back of specified securities issued under ESOP 2026, if to be undertaken at any time by the company, and the applicable terms and conditions, including:

i. permissible sources of financing for buy-back;
ii. any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
iii. limits upon quantum of specified securities that the Company may buy-back in a financial year

19. Conditions under which options vested in employee(s) may lapse

The Options vested in employees under ESOP 2026 may lapse under the following conditions:

i. The Options vested and not exercised within the Exercise Period shall lapse and the Employee shall have no right over such lapsed or cancelled Options unless otherwise decided by the Nomination and Remuneration Committee.
ii. In case of termination of employment due to misconduct or breach of Company Policies / Terms of Employment, all vested options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination /lapse immediately.
iii. In case of abandonment of employment, all the Vested Options shall stand cancelled / lapse. The Nomination and Remuneration Committee, at its sole discretion shall decide the date of cancellation of Options and such decision shall be binding on all concerned.

20. Resignation / Termination (other than due to misconduct or breach of Company Policies / Terms of Employment)

In case of resignation, all Vested Options which were not exercised at the time of resignation shall stand cancelled with effect from the date of such resignation.

In case of Termination (other than due to misconduct or breach of Company Policies / Terms of Employment), All Vested Options which were not exercised at the time of such termination may be exercised by the Option Grantee on or before his last working day with the Company or before the expiry of the Exercise Period, whichever is earlier.

21. Termination due to misconduct or breach of Company Policies / Terms of Employment

All the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination/lapse immediately

22. Certificate of Auditors

The Board shall at each Annual General Meeting place before the shareholders a certificate from the auditors of the Company that the ESOP 2026 has been implemented in accordance with the Companies Act, 2013 and rules framed thereunder and SEBI SBEB & SE Regulations, 2021 and in accordance with the resolution of the Company passed in the general meeting where ESOP 2026 has been approved.

The **"Cellecor Gadgets Limited Employees Stock Option Plan – 2026" ("ESOP 2026"/"Scheme")** shall be available for inspection by the Members of the Company. Members desirous of obtaining a copy of the Scheme may send their request to cs@cellecor.in up to the last date of remote e-voting.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them and to the extent of the stock options that may be granted to them under ESOP 2026 in the Company or the options to be granted under the Scheme.

The Board recommends passing of the resolution(s) as set out under Item No. 2 for approval of the members as special resolution.

ITEM NO. 3 AND 4.

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee considered and approved the proposal to strengthen the Company's leadership and management framework through a strategic realignment of roles and responsibilities and the appointment of the following Directors and Senior Management Personnel w.e.f. August 06, 2026:

a. Appointment of Ms. Bindu Gupta (DIN: 08476435), as an Additional Director under the Executive Category, in addition to her existing role as Chief Financial Officer of the Company, pursuant to the applicable provision of 161 of the Companies Act, 2013, read with the applicable rules made thereunder.

b. Appointment of Mr. Sanjeev Khurana (DIN: 01652685) as an Additional Director under the category of Non-Executive Independent Director pursuant to the applicable provisions of 161 of the Companies Act, 2013 and Independent Director as well pursuant to provisions of Sections 149 and 152 of the Act, read with Schedule IV, subject to approval of the members of the Company, for a term of 5 (Five) years commencing August 06, 2026 up to August 05, 2031 (both days inclusive).

The Board members noted that the above initiatives are intended to strengthen the Company's leadership structure, enhance governance oversight, and establish a robust organisational framework aligned with the Company's long-term strategic objectives and future growth plans.

It may please be noted that in terms of Section 161 of the Companies Act, 2013, an Additional Director shall hold office up to the date of the ensuing Annual General Meeting of the Company or the last date on which such Annual General Meeting ought to have been held, whichever is earlier.

Considering that the appointment of the aforesaid Directors is required to be placed before the Members for their approval pursuant to the applicable provisions of the Companies Act, 2013 and with a view to ensure continuity in the leadership and governance framework of the Company, the Board has considered it appropriate to seek the approval of the Members through Postal Ballot prior to the ensuing Annual General Meeting. Accordingly, the resolutions for approval of the appointment of the aforesaid Directors are being placed before the Members through this Postal Ballot.

The Company has received from the aforesaid appointees all necessary statutory disclosures and declarations, including:

a) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
b) Intimation in Form DIR-8 confirming that they are not disqualified from being appointed as Directors in terms of Section 164(2) of the Companies Act, 2013; and
c) A declaration from Mr. Sanjeev Khurana (DIN: 01652685) confirming that he meets the criteria of independence prescribed under the Companies Act, 2013 and the Listing Regulations.

In the opinion of the Board of Directors, Mr. Sanjeev Khurana (DIN: 01652685) fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his Appointment as an Independent Director of the Company and is independent of the Management.

Further, Mr. Sanjeev Khurana (DIN: 01652685) has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Accordingly, the appointment of Mr. Sanjeev Khurana (DIN: 01652685) as an Independent Director of the Company for a term of five consecutive years commencing from August 06, 2026 up to August 05, 2031 (both days inclusive), not liable to retire by rotation is also being placed before the shareholders for their consideration and approval.

The Board of Directors is of the considered opinion that the appointment and continuation of the aforesaid Directors would be beneficial and in the best interests of the Company considering their respective qualifications, professional experience, expertise, leadership capabilities, and knowledge in the relevant fields.

Ms. Bindu Gupta, being the proposed appointee under Item No. 3 of this Notice, is interested in the said resolution. Further, she is the sister of Mr. Ravi Agarwal, Managing Director of the Company, Mr. Nikhil Aggarwal, National Sales Head (Senior Management Personnel) of the Company, and sister-in-law of Mrs. Gunjan Aggarwal, Chairperson of the Company. Accordingly, Mr. Ravi Agarwal, Mr. Nikhil Aggarwal, Mrs. Gunjan Aggarwal and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the said resolution. Save and except the aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 3 and 4 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors of the Company accordingly recommends the Resolutions set out at Item Nos. 3 and 4 of this Notice for approval of the Members by way of Ordinary/Special Resolution(s), as may be applicable.

Additional information in respect of the aforesaid appointments, pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2), including brief profiles of the appointees, is provided in Annexure- A forming part of this Notice.

ITEM NO.5

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee and the approval of the Audit Committee, considered and approved the proposal for the transition of Mr. Nikhil Aggarwal from the position of Whole-time Director to National Sales Head (Senior Management Personnel) with effect from August 06, 2026. The transition forms part of the Company's strategic realignment of its leadership and management framework with a view to strengthening operational effectiveness by aligning roles and responsibilities with the evolving business requirements of the Company, while continuing to leverage Mr. Aggarwal's extensive industry knowledge and experience in driving the Company's sales and business growth.

Consequent to the above transition, Mr. Nikhil Aggarwal ceased to hold office as Whole-time Director with effect from August 06, 2026 and was appointed as National Sales Head (Senior Management Personnel) of the Company.

Mr. Nikhil Aggarwal is a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013, being the brother of Mr. Ravi Agarwal, Managing Director, Ms. Bindu Gupta, Chief Financial Officer, and brother-in-law of Mrs. Gunjan Aggarwal, Chairperson of the Company. Accordingly, his appointment to an office or place of profit in the Company attracts the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014. Further, the proposed transaction has been reviewed and approved by the Audit Committee and recommended by the Nomination and Remuneration Committee and the Board of Directors, subject to the approval of the Members.

The Board has approved the appointment of Mr. Nikhil Aggarwal as National Sales Head (Senior Management Personnel) on a monthly remuneration of Rs. 9,00,000/- (Rupees Nine Lakhs only), inclusive of all salary components, allowances, perquisites, benefits and other emoluments.

Since the transition became effective from August 06, 2026, and pending the approval of the Members, Mr. Nikhil Aggarwal has continued to receive the remuneration, perquisites, benefits and other emoluments applicable to him under the terms of his appointment as Whole-time Director, as previously approved by the Members, to ensure continuity of his employment and discharge of his responsibilities. Accordingly, Members' approval is also sought to ratify the payment of such remuneration and benefits for the period commencing from August 06, 2026 until the date of approval of the proposed resolution. Upon approval by the Members, the remuneration payable thereafter shall be governed by the terms approved for his appointment as National Sales Head (Senior Management Personnel).

The disclosures required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are set out below:

Particulars	**Details**
Name of the Related Party	Mr. Nikhil Aggarwal

Name of the Director(s)/KMP who is related	Mr. Ravi Agarwal (Managing Director), Ms. Bindu Gupta (Chief Financial Officer) and Mrs. Gunjan Aggarwal (Chairperson)
Nature of Relationship	Brother of Mr. Ravi Agarwal and Ms. Bindu Gupta; Brother-in-law of Mrs. Gunjan Aggarwal
Nature of the Contract/Arrangement	Appointment to an office or place of profit as National Sales Head (Senior Management Personnel) upon transition from the office of Whole-time Director
Duration of the Arrangement	Effective from August 06, 2026 until modified or terminated in accordance with the terms of employment
Remuneration	Monthly remuneration of Rs. 9,00,000/- (Rupees Nine Lakhs only), inclusive of all allowances, perquisites, benefits and other emoluments
Material Terms	Appointment as National Sales Head (Senior Management Personnel) following transition from the position of Whole-time Director; remuneration as stated above; ratification of remuneration paid during the intervening period pending Members' approval
Any Other Information	The Board is of the opinion that Mr. Nikhil Aggarwal's continued association with the Company in a senior management capacity is in the best interests of the Company and will facilitate continuity in business operations, sales leadership and execution of the Company's growth strategy.

Mr. Nikhil Aggarwal, being the proposed appointee under Item No. 5 of this Notice, is interested in the proposed resolution. He is the brother of Mr. Ravi Agarwal, Managing Director of the Company and Ms. Bindu Gupta, Chief Financial Officer of the Company, and brother-in-law of Mrs. Gunjan Aggarwal, Chairperson of the Company. Accordingly, Mr. Ravi Agarwal, Ms. Bindu Gupta, Mrs. Gunjan Aggarwal and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the said resolution. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

In terms of the applicable provisions of the Companies Act, 2013, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the applicable SEBI Circulars governing Related Party Transactions, all Related Parties of the Company shall abstain from voting on the resolutions set out at Item No.5 of this Notice, irrespective of whether they are parties to or interested in the proposed transactions.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

ITEM NO.6

The present Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of face value of Re. 1/- each.

The Company has been continuously evaluating various strategic initiatives to support its long-term growth plans, strengthen its capital structure and maintain adequate financial flexibility to meet its future business and funding requirements. In this regard, the Company presently has outstanding Fully Convertible Warrants and Foreign Currency Convertible Bonds (FCCBs), which are convertible into Equity Shares of the Company in accordance with their respective terms and applicable regulatory provisions. Conversion of such instruments would require the Company to issue additional Equity Shares.

Further, the Company proposes to implement the "Cellecor Gadgets Limited Employees Stock Option Scheme – 2026" ("ESOP 2026" or "Scheme") with the objective of attracting, retaining and motivating eligible employees by enabling them to participate in the long-term growth and value creation of the Company. The exercise of stock options granted under the proposed Scheme may also result in the issuance of additional Equity Shares.

In view of the existing and potential future equity issuances arising from the conversion of outstanding convertible securities, implementation of the proposed ESOP 2026 and to provide sufficient headroom for future capital raising, strategic investments, acquisitions, business expansion and other corporate purposes, the Board of Directors considers it prudent and in the best interests of the Company to increase the Authorised Share Capital.

Accordingly, the Board of Directors, at its meeting held on August 06, 2026, approved, subject to the approval of the Members, the proposal to increase the Authorised Share Capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of face value of Re. 1/- each to Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of face value of Re. 1/- each, by creation of an additional 20,00,00,000 (Twenty Crore) Equity Shares of face value of Re. 1/- each, ranking pari passu in all respects with the existing Equity Shares of the Company.

Pursuant to Sections 13 and 61 and other applicable provisions of the Companies Act, 2013, the proposed increase in the Authorised Share Capital requires consequential alteration of Clause V (Capital Clause) of the Memorandum of Association of the Company and approval of the Members by way of an Ordinary Resolution.

A copy of the Memorandum of Association of the Company together with the proposed amendments will be available for inspection by the Members in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item No. 6, except to the extent of their shareholding in the Company.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

By Order of the Board of Directors
Cellecor Gadgets Limited

Sd/-
Ravi Agarwal
Managing Director

Date: August 06, 2026
Place: Delhi

Annexure-A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meeting

Particulars	Ms. Bindu Gupta	Mr. Sanjeev Khurana
DIN	08476435	01652685
Date of Birth and Age	05/09/1980,45 years	09/03/1975, 51 years
Nationality	Indian	Indian
Date of first appointment on the Board	August 06, 2026	August 06, 2026
Qualification	Chartered Accountant; Diploma in IFRS	Fellow Member (FCS) of the Institute of Company Secretaries of India; Bachelor of Laws (LL.B.) and Master of Commerce (M.Com.).
Experience and Expertise	Ms. Bindu Gupta is a Qualified Chartered Accountant having an experience of more than 20 years in the field of Accounts/ Finance/ Taxation field. Additionally, she holds a Diploma in IFRS, ensuring that her technical knowledge is aligned with the highest global reporting standards. Throughout her career, she has successfully navigated complex financial landscapes and led diverse teams to achieve organizational objectives. As a qualified Chartered Accountant with over 20 years of professional experience, she brings a wealth of expertise in financial management, auditing, and strategic planning.	A Fellow Member (FCS) of the Institute of Company Secretaries of India, holding an LL.B. and M.Com., with around 20 years of diversified experience in corporate secretarial, legal, compliance, governance, and finance functions. Possesses extensive expertise in corporate law compliances, board and shareholder matters, regulatory liaison with MCA, SEBI and Stock Exchanges, drafting and vetting of legal agreements, and compliance management. Has worked across diverse industries and possesses strong exposure to listed and unlisted companies, corporate restructuring, litigation support, taxation, accounting, and financial management. Recognized for providing practical legal and compliance solutions while ensuring robust corporate governance and regulatory compliance.
Directorship held in other Companies (excluding foreign Companies, Private Companies and Section 8 Companies)	Nil	Nil

Chairmanship/ Membership of Committees in other Companies (only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered)	Nil	Nil
Relationship with other directors, manager and other key managerial personnel of the Company	She is the sister of Mr. Ravi Agarwal, Managing Director, Mr. Nikhil Aggarwal, National Sales Head of the Company and Sister-in-law of Mrs. Gunjan Aggarwal, Chairperson of the company.	Not related to any existing / New Director
No. of shares held	Nil	Nil
Number of meetings attended during the year	Nil	Nil
Terms & conditions of appointment/ re-appointment	The details have been provided in the Resolution forming part of this Notice	The details have been provided in the Resolution forming part of this Notice
Remuneration sought to be paid and remuneration last drawn	Remuneration sought to be paid : The remuneration payable shall remain the same as the remuneration drawn by her in the capacity of Chief Financial Officer (CFO) of the Company. Remuneration last drawn: Rs. 1,00,000/- per month as CFO	Sitting fees as approved by the Board/Mutually Decided