



Cello World Limited

(formerly known as 'Cello World Private Limited')

Admin Office : Cello House, Corporate Avenue, 'B' Wing, 8th Floor, Sonawala Road, Goregaon (East), Mumbai-400 063, (INDIA),

Tel : 022 6997 0000, e-mail : cello.sales@celloworld.com, grievance@celloworld.com

Website: www.corporate.celloworld.com **CIN:** U25209DD2018PLC009865

Regd. Office: 597/2A, Somnath Road, Dabhel, Nani Daman, Daman & Diu - 396 210. (INDIA)

| | |
|---|---|
| BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 544012 | National Stock Exchange of India Limited Exchange Plaza, C-1, Block - G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: CELLO |
|---|---|

Subject: Voting Result of Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Report of Scrutinizer pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rules made thereunder.

Dear Sir(s)/ Madam(s),

In continuation to our letter dated June 04, 2024 and corrigendum letter dated June 17, 2024, please find enclosed the following:

- Report of the Scrutinizer dated June 27, 2024 pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rules 20 & 22 of the Companies (Management and Administration), Rules, 2014; and
- Voting Results of Postal Ballot through remote e-voting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The above are also being available on the website of the Company at www.corporate.celloworld.com and also on the website of Link Intime InstaVote website at <https://instavote.linkintime.co.in>

This is for your information and necessary dissemination

Thanking You,

Yours faithfully,

For Cello World Limited
(Formerly known as 'Cello World Private Limited')

Pradeep Ghisulal Rathod
Managing Director
Date: June 28, 2024



Sarvaiya & Co

Company Secretaries

B-28, Shri Kedarnath, Rishikesh Park, Soni Wadi Road,
Shimpoli, Borivali (West), Mumbai - 400 092. Maharashtra, India.
E-mail : info@sarvaiyaco.in • Website : www.sarvaiyaco.in

REPORT OF THE SCRUTINIZER

(Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules 2014 as substituted by the Companies (Management & Administration) Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date: 27/06/2024

To,
The Chairman,
Cello World Limited
597/2A, Somnath Road, Dabhel,
Nani Daman, Daman & Diu - 396 210.

Dear Sir,

Sub: Scrutinizer Report of E-Voting at Extra Ordinary General Meeting of Cello World Limited held on Wednesday, 26th June 2024 at 11:00 am IST.

I, CS Dharmesh Sarvaiya, proprietor of M/s. Sarvaiya & Co. Company Secretaries (FRN: S2016MH425100), Mumbai has been appointed as the Scrutinizer by the Board of Directors of **Cello World Limited** for the purpose of scrutinizing the process of postal ballot through remote e-voting in fair and transparent manner at the Extra Ordinary General Meeting of the Company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules 2014 as substituted by the Companies (Management & Administration) Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned resolutions proposed through notice dated 29th May 2024 at the Extra Ordinary General Meeting of the Company held on 26th June, 2024 at 11.00 a.m. via Audio Visual Means.

| Sr No. | Type of Resolution | Particulars of Resolution |
|--------|--------------------|---------------------------|
|--------|--------------------|---------------------------|

| | | |
|---|---------------------|--|
| 1 | Ordinary Resolution | Increase in the authorised share capital and amendment of the Memorandum of Association of the Company |
| 2 | Special Resolution | Raising of funds by issuance of equity shares to eligible investors by offering a discount upto 5% on the floor price determined pursuant to SEBI ICDR Regulations, by way of special resolution |

With reference to above referred matters, I submit my report as below:

On 04th June 2024, the Notice of the Extra Ordinary General Meeting along with explanatory statement under section 102 was dispatched to the shareholders whose name appeared on the register of members/ list of beneficial owners as received from link intime India Private Limited (RTA) as on 31st May, 2024 (“cut off day”)

On June 15, 2024, the corrigendum to the Notice of Extra Ordinary General Meeting was dispatched to the to the shareholders whose name appeared on the register of members/ list of beneficial owners as received from link intime India Private Limited (RTA) as on 31st May, 2024 (“cut off day”)

The Company completed the dispatch of the Notice of Extra Ordinary General Meeting on 04th June, 2024 and dispatch of corrigendum to the Notice of Extra Ordinary General Meeting was completed on 15th June, 2024 in accordance with MCA circulars, no physical copy of the Notice, Postal ballot form and pre-paid business reply envelope was dispatched to the members. Therefore the Company was not required to provide facility of voting through physical postal ballot.

The Company has published advertisements in Business Standard (English) and Gujarat Mitra & Gujarat Darpan (Gujarati) newspapers regarding the completion of dispatch of the Notice of Extra Ordinary General Meeting on Wednesday 05th June 2024 and corrigendum to the Notice of Extra Ordinary General Meeting on Monday 17th June 2024.

The Company has availed the e-voting facility offered by Link Intime India Pvt. Ltd - InstaVOTE (Linkintime) for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares either in physical or dematerialized form as on the cutoff date i.e. on Wednesday, 19th June, 2024 were entitled to vote on the proposed resolutions as set out at item Nos. 1 and 2 in the Notice of Extra Ordinary general Meeting of Cello World Limited.

The voting period for remote e-voting commenced on Sunday, 23rd June, 2024 at 09:00 a.m. IST and ended on Tuesday 25th June, 2024 at 5:00 p.m. IST (both days inclusive) and the Link Intime India Pvt. Ltd - InstaVOTE e-voting platform was blocked thereafter and the votes cast under e-voting facility were then blocked in the presence of two witnesses who were not in the employment of the company.

During the Extra Ordinary General Meeting the Voting window was kept open for 15 minutes for the members who has not casted their votes already thorough the e-voting facility.

I have scrutinized and reviewed the voting through electronic means and based on the data downloaded from the Link Intime India Pvt. Ltd - InstaVOTE (Linkintime) e-voting system.

The relevant records related to this postal ballot activity will be handed over to the Authorised person of the Company for safekeeping.

I now submit my report on the results of e-voting conducted in relation to the Resolutions considered at the Extra Ordinary General Meeting held on 26th June, 2024 over Audio Visual Means.

ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

Increase in the authorised share capital and amendment of the Memorandum of Association of the Company by way of ordinary resolution.

(i) Voted in favour of the resolution:

| | Number of members voted through electronic voting system and physical mode. | Number of Votes (Shares) | % of total number of valid votes cast |
|--------------|--|---------------------------------|--|
| E-voting | 165 | 195158639 | 100% |
| Physical | NA | NA | NA |
| Total | 165 | 195158639 | 100% |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode. | Number of Votes (Shares) | % of total number of valid votes cast |
|--|--|---------------------------------|--|
| | | | |

| | | | |
|--------------|----------|-----------|--------------|
| E-voting | 6 | 84 | 0.00% |
| Physical | NA | NA | NA |
| Total | 6 | 84 | 0.00% |

(iii) Invalid votes:

| | Total number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|--------------|--|--|
| E-voting | NIL | NIL |
| Physical | NA | NA |
| Total | NIL | NIL |

Item No. 2: Special Resolution

Raising of funds by issuance of equity shares to eligible investors by offering a discount upto 5% on the floor price determined pursuant to SEBI ICDR Regulations, by way of special resolution :

(i) Voted in favour of the resolution:

| | Number of members voted through electronic voting system and physical mode. | Number of Votes (Shares) | % of total number of valid votes cast |
|--------------|--|---------------------------------|--|
| E-voting | 165 | 195158639 | 100% |
| Physical | NA | NA | NA |
| Total | 165 | 195158639 | 100% |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode. | Number of Votes (Shares) | % of total number of valid votes cast |
|--------------|--|---------------------------------|--|
| E-voting | 6 | 84 | 0.00% |
| Physical | NA | NA | NA |
| Total | 6 | 84 | 0.00% |

(iii) Invalid votes:

| | Total number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|--------------|--|--|
| E-voting | NIL | NIL |
| Physical | NA | NA |
| Total | NIL | NIL |

We would like to inform you that the Resolution(s) as contained in the Notice dated 29th May, 2024 have been passed with requisite majority i.e. Resolution No. 1 passed as an Ordinary Resolution and Resolution No. 2 have been passed as Special Resolution You may accordingly declare the result of the voting through remote evoting and voting at Extra Ordinary General Meeting.

Thanking You
Yours Faithfully,
For Sarvaiya & Co.



Dharmesh Sarvaiya
Proprietor
FCS No.: 11454 COP No.: 17136
UDIN: F011454F000626882
Date: June 27, 2024
Place: Mumbai

VOTING RESULTS

RESOLUTION NO:1

| Resolution (1) | | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|---|------------------------------------|--------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | | |
| Description of resolution considered | | | | Increasing Authorised Capital and consequent amendment in MOA of the Company | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled | |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | |
| Promoter and Promoter Group | E-Voting | | 165662971 | 100.0000 | 165662971 | 0 | 100.0000 | 0.0000 | |
| | Poll | 165662977 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | | 165662977 | 165662971 | 100.0000 | 165662971 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 29483184 | 78.0668 | 29483184 | 0 | 100.0000 | 0.0000 | |
| | Poll | 37766595 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | | 37766595 | 29483184 | 78.0668 | 29483184 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 12057 | 0.1370 | 11977 | 80 | 99.3365 | 0.6635 | |
| | Poll | 8801462 | 511 | 0.0058 | 507 | 4 | 99.2172 | 0.7828 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | | 8801462 | 12568 | 0.1428 | 12484 | 84 | 99.3316 | 0.6684 |
| Total | | | 212231034 | 195158723 | 91.9558 | 195158639 | 84 | 100.0000 | 0.0000 |
| Whether resolution is Pass or Not. | | | | | | | Yes | | |
| Disclosure of notes on resolution | | | | | | | Add Notes | | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |

The resolution is passed as an ordinary Resolution.

RESOLUTION NO: 2

| Resolution (2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|---|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Raising of funds by issuance of equity shares to eligible investors by offering a discount upto 5% on the floor price determined pursuant to SEBI ICDR Regulations, by way of special resolution | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 165662977 | 165662971 | 100.0000 | 165662971 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 165662977 | 165662971 | 100.0000 | 165662971 | 0 | 100.0000 |
| Public-Institutions | E-Voting | 37766595 | 29483184 | 78.0668 | 29483184 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 37766595 | 29483184 | 78.0668 | 29483184 | 0 | 100.0000 |
| Public- Non Institutions | E-Voting | 8801462 | 12057 | 0.1370 | 11977 | 80 | 99.3365 | 0.6635 |
| | Poll | | 511 | 0.0058 | 507 | 4 | 99.2172 | 0.7828 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 8801462 | 12568 | 0.1428 | 12484 | 84 | 99.3316 |
| Total | | 212231034 | 195158723 | 91.9558 | 195158639 | 84 | 100.0000 | 0.0000 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |

The resolution is passed as Special Resolution