



# CELLA SPACE LIMITED

CIN:L93000KL1991PLC006207

Regd Office : "SREE KAILAS",57/2993-94, PALIAM ROAD, ERNAKULAM, COCHIN- 682 016

Phone: (0484) 2382182, E-mail: secretary@sreekailas.com, Website:- secretary@sreekailas.com

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September 30, 2024

To  
The Manager  
Compliance Department  
BSE Ltd  
P.J Towers  
Dalal Street, Mumbai 400001

Dear Sir/ Madam

**Sub: Submission of Voting Results of 33<sup>rd</sup> Annual General Meeting of the Company held September 27, 2024, pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015**

**Ref:- Scrip code – 532701, ISIN – INE266H01014**

The 33<sup>rd</sup> Annual General Meeting ("AGM") of the Company was held on Friday, September 27, 2024 at 12.15 p.m. (IST) through video conferencing / other audio-visual means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India. The meeting concluded at 12.56 p.m.

In terms of the provisions of the Companies Act, 2013 and Rules made thereunder and provisions of the Listing Regulations, the Company had provided e-voting facility to its shareholders through the e voting platform provided by Central Depository Services (India) Limited ("CDSL").

Ms. N Srividhya, Company Secretary, was appointed as the Scrutinizer to scrutinize the e-voting process of the 33<sup>rd</sup> AGM. The Scrutinizer's Report dated September 30, 2024 is attached.

As per the Scrutinizer's Report, all the resolutions set out in the AGM Notice were passed with requisite majority.

Requesting to kindly take note of the same.

This is for your information and records.

Thanking You  
For Cella Space Limited



S Rajkumar  
Managing Director  
(DIN:- 01790870)



**SCRUTINIZER'S REPORT**

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

Date: 30<sup>th</sup> September 2024

To,  
The Members,  
**Cella Space Limited,**  
57/2993, "Sree Kailas", Paliam Road, Ernakulam  
Kerala - 682016.

**Sub: Scrutinizer's Report on remote e-voting and e-voting at the Annual General Meeting (AGM) conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 33<sup>rd</sup> AGM of M/s. Cella Space Limited held on Friday, September 27, 2024 at 12:15 P.M (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM)**

I, **N. Srividhya**, Practicing Company Secretary (CP Number: 14058), Chennai, have been appointed as the Scrutinizer, by the Board of Directors of **M/s. Cella Space Limited** (the Company) at its meeting held on August 09, 2024, to scrutinize remote e-voting process pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and e-voting done by the members at the 33<sup>rd</sup> Annual General Meeting ("AGM") of the Company held on **Friday, September 27, 2024, at 12:15 A.M. (IST)** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") for passing of the items of Ordinary business and Special business as Ordinary resolution and Special Resolution by the members of the Company.

The AGM was held through VC/OAVM pursuant to the General Circular No. 09/2023 dated September 25, 2023 read with General Circular No. 10/2022 dated December 28, 2022 General Circular No. 02/2022 dated May 05, 2022, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 14/2020 dated April 08, 2020 read with General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 read with SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated January 05, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter collectively referred to as the "SEBI Circulars") have permitted the companies to hold their general meetings through Video Conferencing/Any Other Audio Visual Means ("VC/OAVM facility") without the physical presence of the members at a common venue.





Hence, in compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company was held through VC facility. The MCA Circulars and SEBI Circulars provide relaxation to companies to hold their general meetings through VC/OAVM including the manner of voting at the meetings.

The Company had availed the e-voting facility from Central Depository Services (India) Limited (CDSL) for the shareholders to cast their votes to the aforesaid resolution(s) through electronic mode. Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 recognizes voting by electronic mode, which prescribed the appropriate mechanism for e-Voting.

The e-Voting process was accordingly conducted and concluded as below:

- The notice dated August 09, 2024, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to 6220 Shareholders on 31<sup>st</sup> August, 2024 whose e-mail addresses are registered with the RTA/Depositories, in compliance with General Circular No. 09/2023 dated September 25, 2023 issued by MCA (read with previous General Circulars issued by MCA as mentioned above)
- As prescribed in the applicable circulars and in Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company issued an advertisement which was published in English in 'Financial Express' newspaper and in Malayalam in 'Deepika' newspaper on 31<sup>st</sup> August, 2024 about the dispatch of AGM notice to the shareholders of the Company.
- In addition to sending notice of the AGM to the shareholders through electronic mode, the Company has also made available the full Annual Report for FY 2023-24 on the website of the Company viz., [www.cellaspace.com](http://www.cellaspace.com) besides notice of the AGM was made available on the website of CDSL and the stock exchange i.e. BSE Limited.
- All the shareholders of the Company whose names appeared on the Register of Members/List of Beneficiaries as on the 'Cut-Off' date of Friday, 20<sup>th</sup> September, 2024 were entitled to vote on the resolutions as set out in the AGM notice.
- The period for remote e-voting process commenced on Tuesday, 24<sup>th</sup> September 2024 at 09:00 A.M. (IST) and was open up to the close of working hours of Thursday, 26<sup>th</sup> September, 2024 at 05:00 P.M. (IST) as mentioned in the notice convening AGM and the e-voting at the time of AGM commenced on 27<sup>th</sup> September 2024 from 12:56 P.M. to 01:10 P.M. (provided 15 minutes time for e-voting after the conclusion of the meeting at 12:56 P.M.)
- All electronic votes received up to the close of working hours at 17.00 Hours IST on Thursday, 26<sup>th</sup> September, 2024 and received at the time of AGM were considered for my scrutiny.



- Details of the votes casted by the members through electronic voting system were downloaded and collected from the CDSL's e-voting system www.evotingindia.com as sent by the RTA on 28<sup>th</sup> September 2024.
- A register containing the details of assent or dissent received, mentioning the particulars of name, address, folio number/Client ID of the shareholders, the number of shares held by them, the nominal value of shares held etc., is maintained in electronic form.

Based on the data, reports and statements collected as mentioned above, the scrutiny was completed and I submit the report as under on the results of the e-voting in respect of said resolutions:

**SUMMARY OF E-VOTING RESULTS:**

**ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the audited Balance Sheet as on 31st March 2024 and the statement of profit and loss and cash flow statement for the year ended on that date and the reports of Board of Directors and Auditors thereon.**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

| Particulars   | Number of Members | Representing Number of Shares |
|---|-------------------|-------------------------------|
| Total number of members who participated in e-Voting process                        | 80                | 13068945                      |
| <b>Valid Votes:</b>   | 80                | 13068945                      |
| <b>Abstained Votes:</b>   | 0                 | 0                             |
| <b>Out of the above:</b>  |                   |                               |
| Number of valid votes cast in favour of the Resolution (e- Voting)                  | 76                | 13067834                      |
| Number of valid votes cast against the Resolution (e- Voting)                       | 4                 | 1111                          |
| Percentage of the total votes received in favour of the resolution (under e-voting) | <b>99.99%</b>     |                               |

**Result:** The above resolution no.1 has been approved by the requisite majority.





2. To appoint a Director in place of Mrs. Rajee Rajkumar (DIN:- 00363280), who retires by rotation and in accordance with Section 152 of the Companies Act, 2013 and Articles of Association of the company, being eligible offers herself for reappointment.

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

| Particulars   | Number of Members | Representing Number of Shares |
|---|-------------------|-------------------------------|
| Total number of members who participated in e-Voting process                        | 80                | 13068945                      |
| <b>Valid Votes:</b>   | 80                | 13068945                      |
| <b>Abstained Votes:</b>   | 0                 | 0                             |
| <b>Out of the above:</b>  |                   |                               |
| Number of valid votes cast in favour of the Resolution (e- Voting)                  | 75                | 13067334                      |
| Number of valid votes cast against the Resolution (e- Voting)                       | 5                 | 1611                          |
| Percentage of the total votes received in favour of the resolution (under e-voting) | <b>99.99%</b>     |                               |

**Result:** The above resolution no.2 has been approved by the requisite majority.

**SPECIAL BUSINESS:**

3. Approval of Related Party Transactions.

**Nature of resolution:** Special Resolution

**Voting requirement:** Three Fourth majority

| Particulars   | Number of Members | Representing Number of Shares |
|---|-------------------|-------------------------------|
| Total number of members who participated in e-Voting process                        | 80                | 13068945                      |
| <b>Valid Votes:</b>   | 72                | 1720156                       |
| <b>Abstained Votes:</b>   | 8                 | 11348789                      |
| <b>Out of the above:</b>  |                   |                               |
| Number of valid votes cast in favour of the Resolution (e- Voting)                  | 68                | 1719045                       |
| Number of valid votes cast against the Resolution (e- Voting)                       | 4                 | 1111                          |
| Percentage of the total votes received in favour of the resolution (under e-voting) | <b>99.94%</b>     |                               |

**Result:** The above resolution no.3 has been approved by the requisite majority.



Therefore we recommend that you may declare the results as above.

Place: Chennai

Date: 30.09.2024



N. Srividhya  
Practising Company Secretary  
Membership No. A34428  
C.P. No. 14058  
Peer Review Certificate No.: 829/2020  
UDIN: A034428F001384898  
Unique Code: P2004TN081200

**NARASIMHAN SRIVIDHYA**  
Company Secretary In Practice  
Mem. No : 34428  
Cop : 14058