



# CELLA SPACE LIMITED

(Formerly known as Sree Sakthi Paper Mills Limited)

CIN:L93000KL1991PLC006207

Regd Office : "Sree Kailas", 57/2993-94, Paliam Road, Ernakulam, Kochi- 682 016

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

---

## POSTAL BALLOT NOTICE

Notice is hereby given that pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules"), Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosures Requirement) Regulations, 2015 (the "SEBI Listing Regulations"), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) to each of the foregoing, for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 (the "MCA Circulars") in view of COVID-19 pandemic and any other applicable laws and regulations, the following item of special business is proposed to be passed by the Members of Cella Space Limited (the "Company") through Postal Ballot via remote electronic voting (e-voting).

**ITEM NO.1- ISSUANCE OF 60,00,000 (SIXTY LAKHS) 11.25% UNLISTED NON CONVERTIBLE REDEEMABLE CUMULATIVE PREFERENCE SHARES OF RS.10/- (RUPEES TEN ONLY) EACH**

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

***"RESOLVED THAT*** in accordance with the provisions of Sections 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed there under as applicable and as may be amended from time to time and as per the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to offer or invite to subscribe, issue and allot, 60,00,000 (Sixty Lakhs) 11.25% Non Convertible Redeemable Cumulative Preference Shares (hereinafter referred to as "NCRCPs") of face value of Rs. 10/- each at par, for an aggregate value not exceeding Rs. 6,00,00,000/- (Rupees Six Crores only) to Mr. S Rajkumar (Managing Director and Promoter) for cash in one or more tranches on such terms and conditions, as may be approved as per the discretion of the Board of Directors.



# CELLA SPACE LIMITED

(Formerly known as Sree Sakthi Paper Mills Limited)

CIN:L93000KL1991PLC006207

Regd Office : "Sree Kailas", 57/2993-94, Paliyam Road, Ernakulam, Kochi- 682 016

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

---

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 of the Act and rules made thereunder, the following terms and conditions of NCRCPs be and are hereby approved:

*Terms and Conditions of Issue of NCRCPs:*

*The NCRCPs shall-*

- *carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;*
- *be non-participating in the surplus funds, surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;*
- *be entitled to dividend, if declared by the Board of Directors, on cumulative basis;*
- *not be converted into equity shares;*
- *carry right to vote only on resolutions placed before the Company which directly affect the rights attached to the preference shares and any resolution for the winding up of the Company or for the repayment or reduction of its equity or preference share capital and the voting right on a poll shall be in a proportion to the share in the paid up preference share capital of the Company and shall be subject to the provisions of Section 47(2) of the Act;*
- *The Company shall have an option to redeem the NCRCPs, upon completion of a period of 10 years from the date on which they are issued. The tenure of the NCRCPs may exceed 10 years from the date of issue, but shall in no circumstances exceed 20 years from the date of issue. However, any variation (extension or reduction) in the tenure of the NCRCPs will be subject to the mutual agreement of both Parties.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said NCRCPs, utilization of Funds, execution of all deeds and documents as may be required."

By Order of the Board

For Cella Space Limited

Sd/-

Jiju George

Company Secretary & Compliance Officer

Date:- 09/01/2021

Place:- Kochi



# CELLA SPACE LIMITED

(Formerly known as Sree Sakthi Paper Mills Limited)

CIN:L93000KL1991PLC006207

Regd Office : "Sree Kailas", 57/2993-94, Paliam Road, Ernakulam, Kochi- 682 016

Phone: (0484) 2382182, E-mail: [secretary@sreekailas.com](mailto:secretary@sreekailas.com), Website:-[www.sreekailas.com](http://www.sreekailas.com)

---

## Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the resolution in this Notice are appended herein below for your information and consideration and the same shall be considered as part of this Notice.
2. All relevant documents referred to in this Notice requiring the approval of the Members shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an e-mail to [secretary@sreekailas.com](mailto:secretary@sreekailas.com) mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, if any, with a self-attested copy of their PAN card attached to the e-mail
3. The Company has appointed Mr. K Vijayaragavan, Advocate, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
4. On account of the outbreak of the COVID-19 pandemic, the Company is sending the Postal Ballot Notice in electronic form only, instead of dispatching hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members.
5. The Postal Ballot Notice is being sent by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on January 15, 2021 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Bigshare Services Private Limited (the "RTA"), in accordance with the provisions of the Companies Act, 2013, read with the Rules made thereunder and the framework provided under the MCA circulars. This Notice is also available at the Company's website: [www.sreekailas.com](http://www.sreekailas.com).
6. The Cut-Off Date is for determining the eligibility to receive this Notice and to vote by electronic means. Only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date shall be entitled to avail the facility of remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only.
7. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time and the MCA Circulars, the Company is pleased to offer remote e-voting facility to all the Members of the Company to cast their votes.
8. The Company has engaged CDSL (hereinafter referred to as CDSL or "Service Provider") for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.



# CELLA SPACE LIMITED

(Formerly known as Sree Sakthi Paper Mills Limited)

CIN:L93000KL1991PLC006207

Regd Office : "Sree Kailas", 57/2993-94, Paliam Road, Ernakulam, Kochi- 682 016

Phone: (0484) 2382182, E-mail: [secretary@sreekailas.com](mailto:secretary@sreekailas.com), Website:-[www.sreekailas.com](http://www.sreekailas.com)

9. To facilitate the shareholders to receive this Notice electronically, the Company has made special arrangements with its RTA, for registration of e-mail addresses in terms of the General Circular No. 17/2020 dated April 13, 2020 issued by the MCA. The process for registration of e-mail address is as under:-

- a. Members who have not registered their e-mail address and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, by clicking the link: <https://bigshareonline.com> and following the registration process as guided thereafter. Post successful registration of the e-mail, the Members will get soft copy of the Notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, Members may write to the RTA at <https://bigshareonline.com>.
- b. It is clarified that for permanent registration of e-mail address, Members are requested to register their email addresses as follows:

Physical holding	By sending a request to the Company's RTA, M/s. Bigshare Services Pvt Limited at: <a href="https://bigshareonline.com">https://bigshareonline.com</a> by providing name of the Member folio number, scanned copy of the share certificate (front and back) PAN (self-attested scanned copy) for registering e-mail address and mobile number.
Demat Holding	By contacting Depository Participant ("DP") and registering e-mail address and mobile number in demat account, as per the process advised by the DP.

- c. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their DP / the Company's RTA, to enable servicing of notices / documents / Annual Reports etc. electronically to their e-mail address.
10. The voting period begins on January 21, 2021 at 9.00 a.m (IST) and ends on February 19, 2021 at 5.00 p.m (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of January 15, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
11. The Scrutinizer will submit his report to the Chairman or any other authorized director of the Company after the completion of the scrutiny of the postal ballot e voting. The result of the postal ballot shall be declared on or before February 21, 2021 and communicated to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company's website, [www.sreekailas.com](http://www.sreekailas.com) not less than forty eight hours from the conclusion of Postal Ballot .
12. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same were passed at a general meeting of the members convened in that regard. The resolution(s), if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of e-voting, i.e. February 19, 2021.



# CELLA SPACE LIMITED

(Formerly known as Sree Sakthi Paper Mills Limited)

CIN:L93000KL1991PLC006207

Regd Office : "Sree Kailas", 57/2993-94, Paliam Road, Ernakulam, Kochi- 682 016

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

## **Instructions to shareholders for remote e voting**

The instructions for shareholders voting electronically are as under:

1. The voting period begins on January 21, 2021 and ends on February 19, 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of January 15, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
3. Click on Shareholders.
4. Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

5. Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>➤ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>➤ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field</p>



# CELLA SPACE LIMITED

(Formerly known as Sree Sakthi Paper Mills Limited)

CIN:L93000KL1991PLC006207

Regd Office : “Sree Kailas”, 57/2993-94, Paliam Road, Ernakulam, Kochi- 682 016

Phone: (0484) 2382182, E-mail: [secretary@sreekailas.com](mailto:secretary@sreekailas.com), Website: [www.sreekailas.com](http://www.sreekailas.com)

---

6. After entering these details appropriately, click on “SUBMIT” tab.
7. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
8. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
10. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
11. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
12. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
13. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
15. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
16. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
17. Note for Non – Individual Shareholders and Custodians
  - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.





# CELLA SPACE LIMITED

(Formerly known as Sree Sakthi Paper Mills Limited)

CIN:L93000KL1991PLC006207

Regd Office : “Sree Kailas”, 57/2993-94, Paliam Road, Ernakulam, Kochi- 682 016

Phone: (0484) 2382182, E-mail: [secretary@sreekailas.com](mailto:secretary@sreekailas.com), Website:-[www.sreekailas.com](http://www.sreekailas.com)

---

- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f. If you have any queries or issues regarding e voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- g. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
- h. You may also send an e-mail to the Company at [secretary@sreekailas.com](mailto:secretary@sreekailas.com) for any queries or information.

By Order of the Board

For Cella Space Limited

Sd/-

Jiju George

Company Secretary & Compliance Officer

Date:- 09/01/2021

Place:- Kochi



# CELLA SPACE LIMITED

(Formerly known as Sree Sakthi Paper Mills Limited)

CIN:L93000KL1991PLC006207

Regd Office : "Sree Kailas", 57/2993-94, Paliam Road, Ernakulam, Kochi- 682 016

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

## **Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013**

### **Item No.1 - Issuance of 60,00,000 (Sixty Lakhs) 11.25% Unlisted Non Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs.10/- (Rupees Ten Only) Each**

Kerala State Industrial Development Corporation Limited (KSIDC) had invested Rs.10 Crores in the Preference Share Capital of our Company during May 2014. As per the terms of Agreement, our Company had to redeem Rs.2.5 Crores every year starting from May 2020 till May 2023. However, our Company has already redeemed Rs.1 Crore and Rs. 3 Crores during June 2017 and January 2018 respectively. Our Company vide letter dated April 24, 2020 has intimated KSIDC about our willingness to redeem the balance Preference Share Capital amounting to Rs. 6 Crores at par in four equal annual instalments of Rs.1.5 Crores each starting from May 2020 to May 2023. As response to the same, KSIDC vide its letter No.KSIDC/EKM/220/583 dated October 27, 2020 has requested the Company to redeem the entire balance Rs.6 Crores within 3 months from the date of issue of letter i.e by January 27, 2021. We have written letter to KSIDC in response to their letter that we will be redeeming Rs.2 crores each in 3 tranches on or before 31.03.2021.

As per Section 55 of the Companies Act 2013, Preference shares shall be redeemed either out of the profits of the Company or out of fresh issue of shares. As our Company has no sufficient profits to redeem the Preference Shares, the Board of Directors, in their meeting held on January 9, 2021 has approved the issue of 60,00,000 (Sixty Lakhs) numbers of 11.25% Unlisted Non Convertible Redeemable Cumulative Preference Shares (NCRCPs) to Mr.S Rajkumar, Managing Director and Promoter, for the purpose of redeeming the Preference Shares held by KSIDC.

As per the Sections 42, 55 and 62 (1)(c) of the Companies Act 2013 read with relevant rules made thereunder, approval of shareholders by way of Special Resolution is required to offer, invite to subscribe, issue and allot the Preference Shares to the proposed allottee. Hence the Board of Directors accordingly recommends the Resolution set out under item no1 for approval of Shareholders by way of Special Resolution.

Disclosures as required under Section 42 and 55 of the Companies Act, 2013 read with Rules made thereunder are given as under:-

a.	Size of the issue	Rs. 6 crores (Rupees Six Crores)
	Number of preference shares	60,00,000 (Sixty Lakhs) 11.25% Unlisted Non Convertible Redeemable Cumulative Preference Shares
	Nominal value of each share;	Rs.10/- each
b.	Nature of shares	Non- Convertible/ Redeemable /Cumulative / Non-Participating Preference Shares





# CELLA SPACE LIMITED

(Formerly known as Sree Sakthi Paper Mills Limited)

CIN:L93000KL1991PLC006207

Regd Office : “Sree Kailas”, 57/2993-94, Paliam Road, Ernakulam, Kochi- 682 016

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

c.	Objectives of the issue;	To augment funds for repaying the Preference Shares held by KSIDC
d.	Manner of issue of shares;	As fresh issue in accordance with the provisions of Section 42 of the Act.
e.	Price at which such shares are proposed to be issued;	Issued at par to the existing preference shares, ie. Rs.10/- each
f.	Basis on which the price has been arrived at;	Not applicable as the securities are Non Convertible Preference Shares proposed to be issued at par,
g.	Terms of issue, including terms and rate of dividend on each share, etc.;	<p>The Preferential Dividend shall be cumulative, and accordingly, if and to the extent that the profits available for distribution are not sufficient to pay the full amount (or any part thereof) of the Preferential Dividend due for payment in any financial year, then the investor(s) shall have the right to receive the unpaid Preferential Dividend in the future financial years.</p> <p>Out of the profits of the Company available for distribution and resolved by the Board of Directors to be distributed, NCRCPs holders shall be entitled in priority to any payment of dividend to the holders of any other class of shares to be paid in respect of each financial year or other accounting period of the Company other than any other preference share.</p>
i.	Terms, Tenure, Mode and Manner of redemption	The NCRCPs shall be redeemed at par upon completion of a period of 10 years from the date on which they are issued. The tenure may exceed 10 years from the date of issue, but shall in no circumstances exceed 20 years from the date of issue. However, any variation (extension or reduction) in the tenure of the NCRCPs will be subject to the mutual agreement of both Parties.
j.	Terms of conversion	Not Applicable as the Preference Shares are Non Convertible
k.	Current shareholding pattern of the company (considering both equity and preference share capital)	<p>Promoter &amp; Promoter Group – 49.94%</p> <p>Public – 50.06%</p>
l.	Expected dilution in equity share capital upon conversion of preference shares	Not Applicable as the Preference Shares are Non Convertible



# CELLA SPACE LIMITED

(Formerly known as Sree Sakthi Paper Mills Limited)

CIN:L93000KL1991PLC006207

Regd Office : "Sree Kailas", 57/2993-94, Paliyam Road, Ernakulam, Kochi- 682 016

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

j.	Date of Board Meeting in which issue is proposed	January 9, 2021
k	Proposed Time Schedule	Entire issue to be completed by March 31, 2021

Mr. S Rajkumar, being the proposed allottee, Mrs. Rajee Rajkumar, Mr. Visakh Rajkumar, Mrs. E Kamalam and Mr. Subramoniam Sivathanu Pillai, being related to Mr. S Rajkumar, are interested in the Resolution set out under item no.1.

By Order of the Board

For Cella Space Limited

Sd/-

Jiju George

Company Secretary & Compliance Officer

Date:- 09/01/2021

Place:- Kochi