

K. VIJAYARAGAVAN
ADVOCATE & LEGAL CONSULTANT,
HIGH COURT OF MADRAS, CHENNAI.

28th September, 2021

The Members,
CELLA SPACE LIMITED
SREE KAILAS57/2993 /94 PALIAM ROAD
ERNAKULAM KL 682016 IN

Sub: Report of Scrutinizer for e-voting Process vide Notice Dated 13th August, 2021 under section 108 of the Companies Act, 2013 read with Rule 20 Companies (Management and Administration) Rules, 2014 by Cella Space Limited ('the Company').

In the meeting of the Board of Directors of CELLA SPACE LIMITED held on 13th August, 2021. I, K VijayaRagavan, Advocate, High Court of Chennai, was appointed as Scrutinizer for process of voting through electronic means ("e-voting") issued in accordance with 2/2021 dated January 13, 2021 read with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, hereby calling the 30th Annual General Meeting of its Equity Shareholders ("the Meeting" / "AGM") through VC / OAVM. The AGM was convened on Monday, 27th September 2021 at 12:15 p.m. through VC / OAVM as per section 108 of the Companies Act, 2013 ('Cos Act') for passing of the items of Ordinary business as Ordinary resolution and Special Business as Special Resolution by the members of the Company:

The Company has availed the e-voting facility from Central Depository Services (India) Limited (CDSL) for the shareholders to cast their votes to the aforesaid resolution 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 Company has dispatched the notice under section 108 of the Companies Act, 2013, through E-Mail on 4th September, 2021 to all the members of the Company whose email ids were available in the records of the company and e-voting facility was provided to all members whose name appeared on the Register of Members as on 20th September, 2021 and total number of members as reported by RTA was 7757 Shareholders.
- The Company issued an advertisement in Financial express and Deepika about the dispatch of Annual Report along with the notice for Annual General Meeting on 5th September, 2021.
- The remote e-voting commenced on 24th September, 2021 at 09.00 A.M and was open up to the close of working hours at 5:00 P.M. on 26th September, 2021 and the e-voting at the

Address: S. K. Law Offices, No: 6/1, Vasan Street, T. Nagar, Chennai -600 017.
Mobile no: (0) 90665 67686, (0) 87544 33414. E-mail: advocateragavan@gmail.com

Page



time of AGM commenced on 27th September, 2021 from 12:45 P.M. to 1:00 P.M.

- All electronic votes received up to the close of working hours at 5:00.P.M on 26th September, 2021 and received at the time of Annual General Meeting was considered for my scrutiny.
- The votes cast by the members through electronic voting system was downloaded and collected from the website www.evotingindia.com was sent by RTA on 27th September 2021.
- 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 results were compiled as under.

SUMMARY OF E-VOTING RESULTS:

1. Adoption of Audited Accounts - Standalone

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

| Particulars | Number of Members | Representative Number of Shares |
|---|-------------------|---------------------------------|
| Total number of E-Voting | 67 | 19151217 |
| Valid Votes: | 67 | 11351590 |
| Invalid Votes: | - | - |
| Abstain Votes: | - | 7799627 |
| Out of the above: | - | - |
| Number of valid votes cast in favour of the Resolution (E-Voting) | 64 | 11350990 |
| Number of valid votes cast against of the Resolution (E- Voting) | 3 | 600 |
| Percentage to the total votes received in favour of the resolution (under E-voting) | 99.99% | |

Result: The requisite majority for passing the above resolution as an ordinary resolution was received.

2. Adoption of Audited Accounts - Consolidated

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority



| Particulars | Number of Members | Representative Number of Shares |
|---|-------------------|---------------------------------|
| Total number of E-Voting | 67 | 19151217 |
| Valid Votes: | 67 | 11351590 |
| Invalid Votes: | - | - |
| Abstain Votes: | - | 7799627 |
| Out of the above: | - | - |
| Number of valid votes cast in favour of the Resolution (E-Voting) | 64 | 11350990 |
| Number of valid votes cast against of the Resolution (E- Voting) | 3 | 600 |
| Percentage to the total votes received in favour of the resolution (under E-voting) | 99.99% | |

Result: The requisite majority for passing the above resolution as an ordinary resolution was received.

3. Appointment of Director retiring by rotation

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

| Particulars | Number of Members | Representative Number of Shares |
|---|-------------------|---------------------------------|
| Total number of E-Voting | 67 | 19151217 |
| Valid Votes: | 67 | 11351590 |
| Invalid Votes: | - | - |
| Abstain Votes: | - | 7799627 |
| Out of the above: | - | - |
| Number of valid votes cast in favour of the Resolution (E-Voting) | 64 | 11351140 |
| Number of valid votes cast against of the Resolution (E- Voting) | 3 | 450 |
| Percentage to the total votes received in favour of the resolution (under E-voting) | 99.99% | |

Result: The requisite majority for passing the above resolution as an ordinary resolution was received.

4. Authorization to fix remuneration of Statutory Auditors

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority



| Particulars | Number of Members | Representative Number of Shares |
|---|-------------------|---------------------------------|
| Total number of E-Voting | 67 | 19151217 |
| Valid Votes: | 67 | 11351590 |
| Invalid Votes: | - | - |
| Abstain Votes: | - | 7799627 |
| Out of the above: | - | - |
| Number of valid votes cast in favour of the Resolution (E-Voting) | 65 | 11351190 |
| Number of valid votes cast against of the Resolution (E- Voting) | 2 | 400 |
| Percentage to the total votes received in favour of the resolution (under E-voting) | 99.99% | |

Result: The requisite majority for passing the above resolution as an ordinary resolution was received.

5. Reappointment of Mr. Rajkumar Sivathanu Pillai (DIN:01790870) as Managing Director

Nature of resolution: Special Resolution

Voting requirement: Three- forth majority

| Particulars | | Number of Members | Representative Number of Shares |
|---|----------|-------------------|---------------------------------|
| Total number of E-Voting | | 67 | 19151217 |
| Valid Votes: | | 66 | 1900385 |
| Invalid Votes: | | - | - |
| Out of the above: | | - | - |
| Abstain Votes: | Promoter | 1 | 9451205 |
| | Public | - | 7799627 |
| Number of valid votes cast in favour of the Resolution (E-Voting) | | 62 | 1899735 |
| Number of valid votes cast against of the Resolution (E- Voting) | | 4 | 650 |
| Percentage to the total votes received in favour of the resolution (under E-voting) | | 99.97% | |

Result: The requisite majority for passing the above resolution as special resolution was received.

6. Reappointment of Mr. Visakh Rajkumar (DIN: 07079475) as Whole Time Director of the Company

Nature of resolution: Special Resolution

Voting requirement: Three- forth majority



| Particulars | | Number of Members | Representative Number of Shares |
|---|----------|-------------------|---------------------------------|
| Total number of E-Voting | | 67 | 19151217 |
| Valid Votes: | | 66 | 11199584 |
| Invalid Votes: | | - | - |
| Out of the above: | | - | - |
| Abstain Votes: | Promoter | 1 | 152006 |
| | Public | - | 7799627 |
| Number of valid votes cast in favour of the Resolution (E-Voting) | | 61 | 11168861 |
| Number of valid votes cast against of the Resolution (E- Voting) | | 5 | 1263 |
| Percentage to the total votes received in favour of the resolution (under E-voting) | | 99.73 | |

Result: The requisite majority for passing the above resolution as special resolution was received.

7. Reappointment of Mr. N Subramanian (DIN:-03602858) as Independent Director for second term of five years

Nature of resolution: Special Resolution

Voting requirement: Three- forth majority

| Particulars | | Number of Members | Representative Number of Shares |
|---|--|-------------------|---------------------------------|
| Total number of E-Voting | | 67 | 19151217 |
| Valid Votes: | | 67 | 11351590 |
| Invalid Votes: | | - | - |
| Out of the above: | | - | - |
| Abstain Votes: | | - | 7799627 |
| Number of valid votes cast in favour of the Resolution (E-Voting) | | 65 | 11351190 |
| Number of valid votes cast against of the Resolution (E- Voting) | | 2 | 400 |
| Percentage to the total votes received in favour of the resolution (under E-voting) | | 99.99% | |

Result: The requisite majority for passing the above resolution as special resolution was received.



8. Reappointment of Mr. G Raghavan (DIN:-01661856) as Independent Director for second term of five years

Nature of resolution: Special Resolution

Voting requirement: Three- fourth majority

| Particulars | Number of Members | Representative Number of Shares |
|---|-------------------|---------------------------------|
| Total number of E-Voting | 67 | 19151217 |
| Valid Votes: | 67 | 11351590 |
| Invalid Votes: | - | - |
| Out of the above: | - | - |
| Abstain Votes: | - | 7799627 |
| Number of valid votes cast in favour of the Resolution (E-Voting) | 65 | 11351190 |
| Number of valid votes cast against of the Resolution (E- Voting) | 2 | 400 |
| Percentage to the total votes received in favour of the resolution (under E-voting) | 99.99% | |

Result: The requisite majority for passing the above resolution as special resolution was received.

Therefore, I am forwarding the voting results casted through e-voting.


K.Vijayaragavan
 Advocate
 Membership No.: MS3454/2010



Date : 28.09.2021

Place: Chennai