

**K. VIJAYARAGAVAN, B.A., B.L.,
ADVOCATE & LEGAL CONSULTANT
HIGH COURT OF MADRAS**

17th June, 2022

**The Chairman,
Board of Directors,
CELLA SPACE LIMITED
SREE KAILAS 57/2993/94, PALIAM ROAD,
ERNAKULAM,
COCHIN-682016.**

Sub: Report of Scrutinizer for the Postal Ballot Process vide Notice Dated 16th May, 2022 of Cella Space Limited ('the Company') under section 108 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

At the meeting of the Board of Directors of **CELLA SPACE LIMITED** held on 16th May, 2022, I K.Vijayaragavan, Advocate was appointed as Scrutinizers for Postal Ballot as per section 110 of the Companies Act, 2013 ('Cos Act') for passing of the items of businesses as Special Resolutions by the members of the Company:

The Company has availed the e-voting facility from Central Depository Services (India) Limited (the CDSL) for the shareholders to cast their votes to the aforesaid resolution through electronic mode under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 which recognizes voting by electronic mode for postal ballot and, which prescribes the appropriate mechanism for e-Voting.

The postal ballot process was accordingly conducted and concluded as below:

- The Company on 17th May, 2022 dispatched the notice under section 110 of the Companies Act, 2013 through email to 5549 shareholders of the Company whose mail ids are registered with RTA and whose names appeared on the Register of Members/ List of Beneficiaries as on 13th May, 2022.
- The Company issued an advertisement in Financial Express and Deepika about the dispatch of Postal Ballot Notice on 18th May, 2022.
- The e-voting process commenced on Wednesday, 18th May, 2022 (09.00 A.M.) and was open up to the close of working hours at 17.00 hours IST on Thursday, 16th June, 2022.

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- All electronic votes and physical ballot from Preference Shareholder (with voting rights) received up to the close of working hours at 17.00 hours IST on, 16th June, 2022 were considered for my scrutiny.
- The votes cast by the members through electronic voting system was downloaded and collected from the website <https://www.evotingindia.com>.
- 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 the results were as under.

SUMMARY OF POSTAL BALLOT E-VOTING RESULTS:

1. CONFIRMATION OF APPOINTMENT OF MR. KUL BHUSHAN JAIN (DIN: 07984364)
AS AN ADDITIONAL NON-EXECUTIVE DIRECTOR AND APPROVAL TO APPOINT
HIM AS NON-EXECUTIVE INDEPENDENT DIRECTOR

Nature of resolution: Special Resolution

Voting requirement: Three Fourth majority

Particulars	Number of Members	Representing Number of Shares
a) Total number of E-votes received (Equity)	81	12342714
b) Total number of physical consent received (Preference Shares with voting rights)	1	3951200
Total (a+b)	82	16293914
Total number of E-votes/ Physical ballot considered invalid	0	0
Total number of E-votes/ Physical ballot considered Valid	82	16293914
Out of the above E-Voting:		

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i.	Number of votes cast in favour of the Resolution (E-voting)	80	12342061
ii.	Number of votes cast in favour of the Resolution (Postal Ballot Voting)	1	3951200
iii.	Number of votes cast against the Resolution (Both under E-voting and Postal Ballot Voting)	1	653
iv.	Percentage to the total votes received in favour of the resolution (Both under E-voting and Postal Ballot Voting)	99.99	

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

2. TO CONVERT DEBT INTO EQUITY SHARE WARRANTS AND ISSUE OF EQUITY SHARE WARRANTS TO MRS. RAJKUMAR, PROMOTER AND MANAGING DIRECTOR, IN TERMS OF REQUEST MADE BY HIM FOR CONVERSION OF PART OF OUTSTANDING UNSECURED LOAN AGGREGATING TO RS. 1 CRORES INTO EQUITY:

Nature of resolution: Special Resolution

Voting requirement: Three Fourth majority

Particulars	Number of Members	Representing Number of Shares
a) Total number of E-votes received (Equity)	81	12342714
b) Total number of physical consent received (Preference Shares with voting rights)	1	3951200
Total (a+b)	82	16293914
Total number of E-votes/ Physical ballot considered invalid (abstained)	6	14082844
Total number of E-votes/Physical ballot considered Valid	76	2211070
Out of the above E-Voting:		
i. Number of votes cast in favour of the Resolution (E-voting)	75	2210417

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ii.	Number of votes cast against the Resolution (E-voting)	1	653
iii.	Percentage to the total votes received in favour of the resolution (E-voting))	99.97	

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

3. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS WITH SHRI KAILASH SOLAR POWER PRIVATE LIMITED, VISAKH HOMES LIMITED AND SHRI KAILASH LOGISTICS (CHENNAI) LIMITED:

Nature of resolution: Special Resolution

Voting requirement: Three Fourth majority

Particulars	Number of Members	Representing Number of Shares
a) Total number of E-votes received (Equity)	81	12342714
b) Total number of physical consent received (Preference Shares with voting rights)	1	3951200
Total (a+b)	82	16293914
Total number of E-votes/ Physical ballot considered invalid (abstained)	5	13908311
Total number of E-votes/Physical ballot considered Valid	77	2385603
Out of the above E-Voting:		
i. Number of votes cast in favour of the Resolution (E-voting)	76	2384950
ii. Number of votes cast against the Resolution (E-voting)	1	653
iii. Percentage to the total votes received in favour of the resolution (E-voting))	99.97	

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

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4. SALE/TRANSFER/PERPETUAL LEASE OF IMMOVABLE PROPERTY (ALONG WITH SUPERSTRUCTURES IF ANY) OF THE COMPANY OR PART(S) THEREOF ADMEASURING AND EXTENT OF 384.83 ARES OF LAND AND WAREHOUSE/INDUSTRIAL BUILDINGS BEARING BUILDING NOS.C-100, C-200A, C-200B, C-300 & C-400, TOGETHER WITH OTHER BUILDINGS AND INFRASTRUCTURES LOCATED AT EDAYAR INDUSTRIAL DEVELOPMENT AREA, KADUNGALLOOR VILLAGE, PARAVUR TALUK, ERNAKULAM DIST, KERALA - 683110 AT A CONSIDERATION NOT LESS THAN RS.80 CRORES.

Nature of resolution: Special Resolution

Voting requirement: Three Fourth majority

Particulars	Number of Members	Representing Number of Shares
a) Total number of E-votes received (Equity)	81	12342714
b) Total number of E-votes received (Preference Shares with voting rights)	1	3951200
Total (a+b)	82	16293914
Total number of E-votes/ Physical ballot considered invalid	0	0
Total number of E-votes/ Physical ballot considered Valid	82	16293914
Out of the above E-Voting:		
i. Number of votes cast in favour of the Resolution (E-voting)	78	12341161
ii. Number of votes cast in favour of the Resolution (Postal Ballot Voting)	1	3951200
iii. Number of votes cast against the Resolution (E-voting)	3	1553
iv. Percentage to the total votes received in favour of the resolution (E-voting))	99.99	

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

5. APPROVAL FOR STRIKE OFF OF SUBSIDIARY COMPANIES:

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Nature of resolution: Special Resolution

Voting requirement: Three Fourth majority

Particulars	Number of Members	Representing Number of Shares
a) Total number of E-votes received (Equity)	81	12342714
b) Total number of E-votes received (Preference Shares with voting rights)	1	3951200
Total (a+b)	82	16293914
Total number of E-votes/ Physical ballot considered invalid	0	0
Total number of E-votes/ Physical ballot considered Valid	82	16293914
Out of the above E-Voting:		
i. Number of votes cast in favour of the Resolution (E-voting)	82	16293914
ii. Number of votes cast against the Resolution (E-voting)	0	0
iii. Percentage to the total votes received in favour of the resolution (E-voting))	100	

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

6. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS IN RELATION TO AVAILMENT OF UNSECURED LOANS:

Nature of resolution: Special Resolution

Voting requirement: Three Fourth majority

Particulars	Number of Members	Representing Number of Shares
a) Total number of E-votes received (Equity)	81	12342714
b) Total number of physical consent received (Preference Shares with voting rights)	1	3951200

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Total (a+b)	82	16293914
Total number of E-votes/ Physical ballot considered invalid (abstained)	5	13908311
Total number of E-votes/Physical ballot considered Valid	77	2385603
Out of the above E-Voting:		
i. Number of votes cast in favour of the Resolution (E-voting)	76	2384950
ii. Number of votes cast against the Resolution (E-voting)	1	653
iii. Percentage to the total votes received in favour of the resolution (E-voting))	99.97	

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

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



Mr. K. Vijayaraghavan
Advocate

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