

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

29th August 2023

To

The Members
Cella Space Limited,
Sree Kailas, No. 57/2993/94,
Palam Road, Ernakulam,
Cochin-682016.

Sub: Report of the Scrutinizer for e-voting Process conducted vide Board resolution Dated 25th July 2023 under Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 in respect of the 32nd Annual General Meeting of Cella Space Limited ('the Company').

In the meeting of the Board of Directors of Cella Space Limited held on 25th July 2023 I, Mr. K. Vijayaragavan, Advocate, was appointed as Scrutinizer for process of voting through electronic means ("e-voting") in accordance with General Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2021 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular No. 21/2021 dated 14.12.2021, issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India. The 32nd Annual General Meeting of the Company ("the Meeting" / "AGM") was convened on Monday, 28th August, 2023 at 12.15 P.M. through VC / OAVM in accordance with the above referred MCA Circulars for passing of the items of Ordinary business and Special business as Ordinary Resolutions and Special Resolution respectively by the members of the Company:

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

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

- Pursuant to General circular no.2/2022 dated 5th May, 2022 read with 20/2020 dated 5th May 2020, the Company has dispatched the AGM Notice through e-mail on 03rd August, 2023 to 6149 members of the Company whose e-mail ids are registered with the RTA.

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- The Company has issued an advertisement in English Newspaper, "Financial Express" and Malayalam newspaper, "Deepika" on 05th August 2023 about the dispatch of AGM Notice through e mail.
- All the members of the Company whose names appeared on the Register of Members/List of Beneficiaries as on 21st August 2023 were entitled to vote on the resolutions set out in the AGM.
- The e-voting commenced on Friday, 25th August, 2023 (09.00 hours IST) and was open up to the close of working hours of Sunday, 27th August, 2023 (17.00 hours IST) and the e-voting was open at the time of the AGM, i.e., on 28th August, 2023 from 12.58 PM to 1:13 PM (15 minutes time was provided for e-voting after the conclusion of the meeting at 12:58 PM).
- All electronic votes received up to the close of working hours at 17.00 hours IST on 27th August, 2023 and received at the time of the Annual General Meeting were considered for my scrutiny.
- Details of the votes cast by the members through electronic voting system downloaded and collected from the website www.evotingindia.com was sent by the RTA on 28th August, 2023
- 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:

ORDINARY BUSINESS:

1. **ADOPTION OF STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023, TOGETHER WITH THE REPORT OF AUDITORS AND BOARD OF DIRECTORS THEREON.**

Nature of resolution: Ordinary Resolution
Voting requirement: Simple majority

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Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	73	1,32,01,256
Total number of physical consent received (Preference Shares with voting rights)	1	99,51,200
Total (a+b)	74	2,31,52,456
Total number of E-votes/ Physical ballot considered invalid	0	0
Total number of E-votes/ Physical ballot considered Valid	74	2,31,52,456
Out of the above E-Voting:		
i. Number of votes cast in favour of the Resolution (E-voting)	73	1,32,01,256
ii. Number of votes cast in favour of the Resolution (Postal Ballot Voting)	1	99,51,200
iii. Number of votes cast against the Resolution (Both under E-voting and Postal Ballot Voting)	0	0
iv. Percentage to the total votes received in favour of the resolution (Both under E-voting and Postal Ballot Voting)	100%	

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

2. AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023, TOGETHER WITH THE REPORT OF AUDITORS THEREON.

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	73	1,32,01,256
Total number of physical consent received (Preference Shares with voting rights)	1	99,51,200
Total (a+b)	74	2,31,52,456
Total number of E-votes/ Physical ballot considered invalid	0	0
Total number of E-votes/ Physical ballot considered Valid	74	2,31,52,456

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Out of the above E-Voting:		
i.	Number of votes cast in favour of the Resolution (E-voting)	73
ii.	Number of votes cast in favour of the Resolution (Postal Ballot Voting)	1
iii.	Number of votes cast against the Resolution (Both under E-voting and Postal Ballot Voting)	0
iv.	Percentage to the total votes received in favour of the resolution (Both under E-voting and Postal Ballot Voting)	100%

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

3. APPOINTMENT OF A DIRECTOR IN PLACE OF MR. SUBRAMONIAM SIVATHANU PILLAI (DIN: - 01790968), WHO RETIRES BY ROTATION AND IN ACCORDANCE WITH SECTION 152 OF COMPANIES ACT, 2013 AND ARTICLES OF ASSOCIATION OF THE COMPANY, BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT.

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	73	1,32,01,256
Total number of physical consent received (Preference Shares with voting rights)	0	0
Total (a+b)	73	1,32,01,256
Total number of E-votes/ Physical ballot considered invalid	0	0
Total number of E-votes/ Physical ballot considered Valid	73	1,32,01,256



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Out of the above E-Voting:			
i.	Number of votes cast in favour of the Resolution (E-voting)	69	1,31,94,001
ii.	Number of votes cast in favour of the Resolution (Postal Ballot Voting)	0	0
iii.	Number of votes cast against the Resolution (Both under E-voting and Postal Ballot Voting)	4	7,255
iv.	Percentage to the total votes received in favour of the resolution (Both under E-voting and Postal Ballot Voting)	99.95%	

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

SPECIAL BUSINESS:

4: 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	Representing Number of Shares
Total number of E-votes received (Equity)	73	1,32,01,256
Total number of physical consent received (Preference Shares with voting rights)	0	0
Total (a+b)	73	1,32,01,256
Total number of E-votes/ Physical ballot considered invalid	0	0
Total number of E-votes/ Physical ballot considered Valid	73	1,32,01,256



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Out of the above E-Voting:		
i. Number of votes cast in favour of the Resolution (E-voting)	69	1,31,94,001
ii. Number of votes cast in favour of the Resolution (Postal Ballot Voting)	0	0
iii. Number of votes cast against the Resolution (Both under E-voting and Postal Ballot Voting)	4	7,255
iv. Percentage to the total votes received in favour of the resolution (Both under E-voting and Postal Ballot Voting)	99.95%	

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

5. APPROVAL OF RELATED PARTY TRANSACTIONS

Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	73	1,32,01,256
Total number of physical consent received (Preference Shares with voting rights)	0	0
Total (a+b)	73	1,32,01,256
Total number of E-votes/ Physical ballot considered invalid	6	1,15,23,322
Total number of E-votes/ Physical ballot considered Valid	67	16,77,934
Out of the above E-Voting:		
i. Number of votes cast in favour of the Resolution (E-voting)	63	16,70,679



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ii.	Number of votes cast in favour of the Resolution (Postal Ballot Voting)	0	0
iii.	Number of votes cast against the Resolution (Both under E-voting and Postal Ballot Voting)	4	7,255
iv.	Percentage to the total votes received in favour of the resolution (Both under E-voting and Postal Ballot Voting)	99.57%	

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


Mr. K. Vijayaragavan
Advocate

Membership No. MS3454/2014

Date: 29.08.2023

Place: Chennai

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