



# CELLA SPACE LIMITED

CIN:L93000KL1991PLC006207

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

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

August 27, 2022

To  
The Manager  
Listing Department  
BSE Limited  
Phiroze Jeejeeboy Towers  
Dalal Street  
Mumbai – 400001

**Sub:- Submission of Notice of the 31<sup>st</sup> Annual General Meeting of the Company under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015.**

**Ref:- Scrip Code- 532701, ISIN-INE266H01014**

Dear Sir/Madam,

In terms of Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, please find enclosed herewith the Notice of 31<sup>st</sup> AGM of the Company scheduled to be held on Tuesday, September 20, 2022 at 11.00 a.m through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'). In relation to the 31<sup>st</sup> AGM, we further intimate that:-

1. The record date/cut off date for the purpose of e voting is fixed as Tuesday, September 13, 2022.
2. The remote e voting shall commence from Saturday, September 17, 2022 at 9.00 a.m and ends on Monday, September 19, 2022 at 5.00 p.m
3. The Register of Members and Share Transfer books will remain closed from Wednesday, September 14, 2022 to Tuesday, September 20, 2022 (both days inclusive).
4. Mr. K Vijayaragavan, Advocate, act as the Scrutinizer for the e voting process of the 31<sup>st</sup> AGM.

Requesting to kindly take note of the same into your records.

Yours Faithfully

For Cella Space Limited

S Rajkumar  
Vice Chairman and Managing Director



## NOTICE

Notice is hereby given that the 31<sup>st</sup> (Thirtyfirst) Annual General Meeting of the shareholders of the Company will be held on Tuesday, September 20, 2022 at 11.00 a.m through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following businesses.

### ORDINARY BUSINESSES

To receive, consider and adopt the following:-

1. Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2022, together with the report of Auditors and Board of Directors thereon.
2. Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2022, together with the report of Auditors thereon.
3. To appoint a Director in place of Mrs. lasaki Kamalam (DIN:- 01791001), 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.
4. To reappoint M/s. KPR & Co, Chartered Accountants, Kochi (Firm Reg No.05326S) as Statutory Auditors for their 2<sup>nd</sup> (second) term of 5 years commencing from the conclusion of 31<sup>st</sup> Annual General Meeting till the conclusion of 36<sup>th</sup> Annual General Meeting of the Company at an annual remuneration of Rs.70,000 (Rupees Seventy Thousand only) excluding all out of pocket expenses incurred by them during the course of audit as recommended by the Audit Committee and Board of Directors.

***“RESOLVED THAT*** pursuant to Section 139, 141 and 142 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules 2014 and based on the recommendations of the Audit Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to re-appoint M/s. KPR & Co, Chartered Accountants, Kochi (Firm Reg No.05326S) as Statutory Auditors for a further period of 5 years from the conclusion of 31<sup>st</sup> Annual General Meeting of the company till the conclusion of 36<sup>th</sup> Annual General Meeting of the Company at an annual remuneration of Rs.70,000 (Rupees Seventy Thousand only) and that all out of pocket expenses incurred to them during the course of audit be reimbursed to them.”

## SPECIAL BUSINESSES

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

To consider and if thought fit to pass the following resolution as a Special Resolution:-

*“RESOLVED THAT pursuant to Sections 196, 197, 198 , 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Managerial Personnel) Rules 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015, including any statutory modifications and/or re-enactments thereof for the time being in force and based on the recommendations of the Nomination and Remuneration Committee (NRC), and the Board of Directors, consent of the shareholders of the Company be and is hereby accorded to reappoint Mr. Rajkumar Sivathanu Pillai (DIN:- 01790870) as the Managing Director of the company for a period of 5 (Five) years with effect from August 13, 2022 at a remuneration as detailed in the explanatory statement annexed hereto with authority to the Board of Directors (on the recommendations of the NRC) to alter, enhance or widen the scope of remuneration (including the fixed pay, variable pay or other benefits) or the terms and conditions of the appointment including such periodical increase in his remuneration as may be permissible within the overall remuneration limits under Section 197 read with Schedule V of the Companies Act, 2013 and rules made thereunder and other applicable laws, regulations as amended from time to time.*

*RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the company shall pay Mr. Rajkumar Sivathanu Pillai, remuneration not exceeding limits specified under Section 197 read with Schedule V of the Act as may be decided by the Board of Directors on recommendations of the Nomination and Remuneration Committee subject to necessary approvals if any.*

*“RESOLVED FURTHER THAT any of the Board of Directors of the Company be and is hereby severally authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”*

**By the Order of the Board**

**For Cella Space Limited**

**Sd/-**

**Jiju George**

**Company Secretary**

**Place :- Chennai**

**Date:03/08/2022**

## Notes

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of business to be transacted at the Annual General Meeting ("AGM") as set out under item no .5 and the relevant details of the Directors as mentioned under item nos. 3&5 as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("the Listing Regulations") and as required under Secretarial Standards-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is annexed hereto. Also, necessary disclosure on reappointment of Statutory Auditor as mandated under Regulation 36(5) of the Listing Regulations, forms part of the Explanatory statement
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8<sup>th</sup> December 2021, 21/2021 dated 14th December, 2021 and 2/2022 dated 5th May, 2022, issued by the Ministry of Corporate Affairs ("MCA") read with Circular No.SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conference ("VC") or Other Audio Visual Means ("OAVM") upto 31st December, 2022, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
3. In compliance with the Circulars , AGM Notice and Annual Report for the FY 2021-22 is being sent through electronic mode only to those members whose email addresses are registered with the Depositories. Members may note that the AGM Notice and Annual Report will be available in the Company website, [www.sreekailas.com](http://www.sreekailas.com) and in BSE website, [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e.[www.evotingindia.com](http://www.evotingindia.com).
4. As the AGM shall be conducted through VC/OAVM, there is no requirement of appointment of proxies, pursuant to the Circulars. Accordingly, the facility for appointment of proxy by the members is not available for this AGM and hence proxy form is not annexed to this Notice. Also, attendance slip including Route Map is not annexed to this Notice.
5. Authorised representatives of the corporate members intending to participate in the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc. authorising them to attend the AGM, by way of email to [secretary@sreekailas.com](mailto:secretary@sreekailas.com) at least 7 days prior to AGM.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations and above mentioned circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's

agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of member/beneficial owner list maintained by the depositories as on the cut off date, ie September 13, 2022. A person whose name is recorded in the Register of members or in the Register of members or in the Register of beneficial owners maintained by the depositories as on the cut off date only shall be entitled to avail the facility of remote e voting/venue voting. A person who is not a member as on cut off date should treat this notice for information purpose only.
8. The Register of Members and Share Transfer Books will remain closed from Wednesday, September 14, 2022 to Tuesday, September 20, 2022 (both days inclusive) for the purpose of AGM.
9. The detailed steps for e voting is given under e voting instructions.
10. The Company has appointed Mr.K Vijayaragavan, Advocate, as the scrutinizer for scrutinizing the e voting process, ie, remote e voting and venue voting during AGM to ensure that the process is carried out in a fair and transparent manner.
11. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Bigshare Services Private Limited, the Registrar & Share Transfer Agent of the Company.
12. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of these members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Bigshare Services Private Limited for assistance in this regard.

#### **Explanatory Statement as per Section 102(1) of the Act**

#### **Item No.4 – Reappointment of M/s. KPR & Co, Chartered Accountants, Kochi (Firm Reg No.05326S) as Statutory Auditors**

The Statutory Auditors of the Company, M/s. KPR & Co, Chartered Accountants, Kochi (Firm Reg No.05326S), was appointed at the 26<sup>th</sup> AGM held on December 29, 2017. As per the terms of appointment, they hold office for a period of 5 consecutive years from the conclusion of 26<sup>th</sup> AGM till the conclusion of 31<sup>st</sup> AGM.

In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than two (2) terms of five (5) consecutive years. Accordingly M/s. KPR & Co are eligible to be reappointed for a further period of 5 years.

They have also expressed their willingness to be reappointed and have further confirmed that they do not incur any disqualification to be reappointed at the Statutory auditors..

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on August 3, 2022, proposed their reappointment for a further period of 5 consecutive years commencing from the conclusion of 31<sup>st</sup> AGM till the conclusion of 36<sup>th</sup> AGM at a remuneration of Rs. 70,000 /- (Rupees Seventy Thousand only).

M/s. KPR & Co have given consent for their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

The proposed remuneration to be paid to M/s. KPR & Co for statutory audit is Rs.70,000 (Seventy Thousand only) and re-imbursement of out-of pocket expenses. Besides, the Company may also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved/ ratified by the Board of Directors in consultation with the Audit Committee.

Considering the evaluation of the past performance, experience and expertise of M/s. KPR & Co and based on the recommendation of the Audit Committee, your Board recommends reappointment of KPR & Co, Statutory Auditors of the Company for a second term of five consecutive years till the conclusion of the 36<sup>th</sup> AGM of the Company .

None of the Directors or KMP or their relatives are concerned or interested in the proposed resolution.

#### **Item No.5 - Reappointment of Mr.Rajkumar Sivathanu Pillai (DIN:- 01790870) as Managing Director**

The shareholders of the Company, in their previous AGM held on September 27, 2021 have approved the reappointment of Mr. S Rajkumar for a period of 1 year with effect from August 13, 2021. As his tenure as Managing Director expired on August 12, 2021, the Board of Directors of the Company as recommended by the Nomination and Remuneration Committee (NRC) at their meeting held on August 3, 2022, has approved his reappointment for a period of 5 (five) years with effect from August 13, 2022 at a monthly remuneration of Rs. 1,00,000/- (Rupees One Lakh only) subject to applicable TDS with authority to the Board of Directors to alter, enhance or widen the scope of remuneration (including the fixed pay, variable pay or other benefits) or the terms and conditions of the appointment including such periodical increase in his remuneration as may be permissible within the overall remuneration limits under Section 197 read with Schedule V of the

Companies Act, 2013 and rules made thereunder and other applicable laws, regulations as amended from time to time.

In accordance with Section 196 and 197 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, approval of shareholders by way of Ordinary Resolution is needed if the overall managerial remuneration payable by the Company exceeds 11 % of net profits of the company for that financial year calculated as per Section 198 of the Act. Further, approval of shareholders of the company by way of Special Resolution is needed if the remuneration payable to Managing Director exceeds 5% of net profits of the company.

Pursuant to Regulation 17(2)(e) of Listing Regulations, consent of shareholders of the Company by way of Special Resolution is required in case if the Company is paying to its executive directors annual remuneration exceeding 5% of net profits of the Company

Mr. S Rajkumar has informed the Company his desire to be reappointed as the Managing Director of the Company. He has also intimated the Company that he does not incur any disqualifications mentioned under Section 164 of the Act and that he also satisfies the criteria mentioned under Section 196(3) and Part I of Schedule V of the Act. Pursuant to Section 197 and Schedule V of the Act, in case of occurrence of loss or inadequate profits during a financial year, the remuneration shall be paid to Managing Director only in accordance with Schedule V.

Based on the above, the Board of Directors recommends the shareholders of the company to approve item no.5 as a Special Resolution. Disclosures as required under Part II of Schedule V is provided as under:-

Nature of Industry	Construction and leasing of warehouses
Date or expected date of commencement of commercial production	Company was incorporated on October 3,1991 and the certificate of commencement of business was obtained on March 26, 1992
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial Performance based on given indicators	Details of financial performance is given under Audited Financial Statements which accompanies the AGM notice
Foreign investments or collaborations, if any	NIL
Background details of appointee	The detailed profile of the appointee is given as per Regulation 36 of the Listing Regulations and SS-2
Past Remuneration	Rs.12 lakh per annum

Recognition or awards, if any, received by Mr.S Rajkumar	NIL
Job profile or suitability	The appointee has over 40 years of experience in the industry of paper manufacture, construction, warehousing and logistics
Remuneration Proposed	Rs.1,00,000/- (Rupees One lakh only) per month subject to applicable TDS with authority to the Board of Directors to revise the remuneration within the permissible limits of the Act on recommendations of the Nomination and Remuneration Committee
Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Proposed remuneration is is comparable to the remuneration of MD in similar sized companies
Pecuniary relationship directly or indirectly with the Company or relationship with the management personnel if any	Save and except the proposed remuneration, shareholding (both equity and preference) and unsecured loans given by the appointee and his relatives to the company the details of which are given in financial statements, the appointee does not have any other pecuniary relationship directly or indirectly with the Company
Reasons of loss or inadequate profits	The Company has to close down its paper plant during FY 2016-17 and now is in the path of revival. However for the FY 2021-22, the company managed to earn profit
Steps taken or to be taken for improvement	As part of revamping its business operations, the Company has changed its business operations from paper manufacturing to logistics. In order to enable the same, the company during 2018, has altered its object clause and subsequently adopted the current name
Expected increase in productivity and profits in measurable terms	As the entire constructed area has been let out there will be improvement in the top line. Due to the rent escalation clause, there will be increase of rental income by 5% every year. As the company is repaying bank loan, there will be reduction in interest expense. All these factors will lead to increase in the profitability of the Company in the coming years.



Mr. S Rajkumar and his relatives are interested in the resolution set out as item no.5 of the AGM Notice.

All relevant documents and papers relating to item no.5 and referred to in this notice and Explanatory Statement shall be open for inspection by the members of the company. Members can request inspection of such documents by sending an email to [secretary@sreekailas.com](mailto:secretary@sreekailas.com).

**Disclosure of Directors seeking appointment or reappointment as per Regulation 36 of Listing Regulations and SS-2**

Sl. No	Name of Director	Particulars
1	lasaki Kamalam	❖ Date of birth – November 10, 1933
		❖ Age – 88 years
		❖ DIN - 01791001
		❖ Qualification – Matriculation
		❖ Original date of appointment – August 3, 1995
		❖ Experience – More than 20 years
		❖ Terms and conditions of reappointment – Reappointment due to retirement by rotation
		❖ Remuneration last drawn - NIL
		❖ Proposed Remuneration - NIL
		❖ Shareholding in the Company – 1,74,533 equity shares of Rs.10/- each
		❖ Details of directorships in other companies – NIL
		❖ No of meetings of Board of Directors attended during the FY 2021-22 – 1 (one)
		❖ Status in other Board Committees of the Company – NIL
		❖ Relationship between directors interse – She is mother of Mr. S Rajkumar, Vice Chairman and Managing Director and Mr.Subramoniam Sivathanu Pillai, Director, mother in law of Mrs. Rajee Rajkumar, Director and grandmother of Mr. Visakh Rajkumar, Whole Time Director
		❖ Brief profile – She has been a director of the company since 03/08/1995 and has more than 20 years of experience in the field of

		paper business. She also has enormous experience in the field of construction .
2	Rajkumar Sivathanu Pillai	<ul style="list-style-type: none"> <li>❖ Date of birth – October 15, 1958</li> <li>❖ Age – 63 years</li> <li>❖ DIN - 01790870</li> <li>❖ Qualification –Post Graduate in Commerce &amp; Doctorate in Business Management</li> <li>❖ Original date of appointment – since 11/07/2011</li> <li>❖ Experience – More than 40 years</li> <li>❖ Terms and conditions of reappointment</li> <li>❖ Remuneration last drawn – Rs. 12 lakh per annum</li> <li>❖ Proposed Remuneration - Rs.1,00,000/- (Rupees One lakh only) per month for the first year of appointment and afterwards remuneration shall be decided by the Board of Directors on recommendations of the Nomination and Remuneration Committee</li> <li>❖ Shareholding in the Company – 1,04,61,205 equity shares of Rs.10/- each and 99,51,200 preference shares of Rs.10/- each</li> <li>❖ Details of directorships in other companies –Director of Jalashaayi Alamparathodu Hydro Power Ltd, Sree Adi Sakthi Mukkuttathode Hydro Power Ltd, Sree Kailas Palchuram Hydro Power Ltd, Aadrik Industrial and Logistics Parks Pvt Ltd, Visakh Homes Ltd and Shri Kailash Logistics (Chennai) Limited</li> <li>❖ No of meetings of Board of Directors attended during the FY 2021-22 – He has attended all the 5 (Five) meetings held during the year</li> <li>❖ Status in other Board Committees of the Company – Chairman of Corporate Social Responsibility Committee and Share Issue/Transfer Committee , Member of Stakeholders Relationship Committee</li> <li>❖ Relationship between directors interse – Son of Mrs.Iasaki Kamalam,Director. Brother of Mr. Subramoniam Sivathanu Pillai, Director, husband of Mrs. Rajee Rajkumar, Director and Father of Mr. Visakh Rajkumar, Whole Time Director.</li> <li>❖ Brief profile –. Presently he is the Vice Chairman and Managing Director of the Company. He has more than 40 years of experience in Paper Industry , construction and logistics.</li> </ul>

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

### CDSL e-Voting System – For e-voting and Joining Virtual meetings.

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circulars , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

### INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- The voting period begins on Saturday, September 17, 2022 at 9.00 a.m and ends on Monday, September 19, 2022 at 5.00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 13, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09/12/2020, read with Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, login method for e-voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also link provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so</p>

	<p>that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option, where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote</p>

	during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no. 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
Click on the EVSN for the relevant <Cella Space Limited> on which you choose to vote.	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  ➤ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company at <a href="http://www.sreekailas.com">www.sreekailas.com</a>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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.  ➤ 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.

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) 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.

- (v) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vi) 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.
- (vii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (viii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (ix) 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.
- (x) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - 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).
  - 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.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [secretary@sreekailas.com](mailto:secretary@sreekailas.com)., if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id, [secretary@sreekailas.com](mailto:secretary@sreekailas.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company email id at [secretary@sreekailas.com](mailto:secretary@sreekailas.com).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> 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 tall free no. 1800 22 55 33.