



# CELLA SPACE LIMITED

(Formerly known as Sree Sakthi Paper Mills Limited)

CIN:L93000KL1991PLC006207

Regd Office : "SREE KAILAS", 57/2993-94, PALIAM ROAD, ERNAKULAM, COCHIN- 682 016

Phone: (0484) 2382182, E-mail: Secretary@sreekailas.com

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June 18, 2020

To

The BSE Limited  
15th Floor, Phiroze Jeejeeboy Towers  
Dalal Street  
Mumbai – 400001

**Ref :- Security Code - 532701**  
**ISIN - INE266H01014**

Dear Sir/Madam,

**Subject: Submission of Annual Secretarial Audit Report for the Financial Year ended March 31, 2020**

Pursuant to Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, read with clause 3(b)(iii) of the SEBI Circular No.CIR/CFD/CMD1/27/2019 dated February 08, 2019, we enclose herewith the Annual Secretarial Audit Report of the Company for the Financial Year ended March 31, 2020.

You are requested to take note of the same in your records.

Yours Faithfully

S Rajkumar  
Vice Chairman and Managing Director



**NARASIMHAN SRIVIDHYA, B.Com, ACS**  
Company Secretary in Practice

**Secretarial Compliance Report of Cella Space Limited**  
**(Formerly SreeSakthi Paper Mills Limited)**  
**for the year ended 31<sup>st</sup> March, 2020**

I, N.Srividhya, have examined all the documents and records made available to us and explanation provided by Cella Space Limited (formerly SreeSakthi Paper Mills Limited) ("the listed entity"),

(i) the filings/ submissions made by the listed entity to the stock exchanges,

(ii) website of the listed entity,

(iii) annual returns filed with the Ministry of Corporate Affairs, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2020 ("Review Period") in respect of compliance with the provisions of:

(1) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(2) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

New No: 161-3/Old No:72- 3, "Jayalakshmi"SI, II nd Floor,  
LakeView Road,, West Mambalam,  
Chennai - 600033

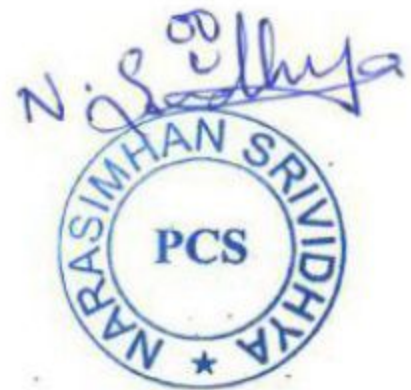
Email id : srividhya0806@gmail.com





- b. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- e. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- f. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- g. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- h. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- i. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- j. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 amended by Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulation, 2018
- k. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009
- l. Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
- m. Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 and circulars/ guidelines issued thereunder;

Further there are no events reported under (f) to (j), and (l) and (m) for the year under review. With regard to (a) (b) (c) (d) (e) (i) (k) and (l), deviations, wherever applicable, are reported as below.




Based on the above examination, we hereby report that, during the Review Period:

(a)The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S. No.	Compliance Requirement(Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
1	Regulation 23(9) of SEBI(Listing Obligations and Disclosure Requirements), Regulations,2015	-	The Company has got approval from Shareholders for the overall limit up to 2.5 crores which was subsequently increased and utilised in the quarter January to March, 2020. Due to the COVID period the returns for the above are delayed.

(b)The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c)The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder

*N. S. Sridhya*  





S. No.	Action taken by	Details of Violation	Details of Action taken, eg., fines, warning letter, debarment, etc.	Observations/Remarks of the Practising Company Secretary, if any
1	BSE Limited	Contravention of point 4 sub point 4 of SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94	Fine of Rs.6,60,000 has been levied based on 33 days of delay in filing application for receipt of trading approval before the exchange	BSE vide its mail dated 02 <sup>nd</sup> January has instructed company to pay fine for delay in filing of application for receipt of trading approval. The Company has made request to the Securities and Exchange Board of India for personal representation to explain the reason for delay by the Company and to waive the penalty levied.


(d)The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practising Company Secretary in previous reports (Prior to FY 2018-19)	Observations made in the secretarial compliance report for the previous year (FY 2018-19)	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1	Not Applicable	The Shareholding of the Promoters was not in dematerialised format for all the Quarters	The Company has submitted request for dematerialisation of 27,15,000 equity shares to CDSL to comply with both SEBI (LODR), Regulation, 2015 and SEBI (Depositories and Participants), Regulation 2018	The Company has fully dematted the promoter's shareholding and is awaiting trading approval from BSE to the extent of 18,55,000 shares allotted Mr.Rajkumar, promoter of the Company
2	Not Applicable	Fine of Rs. 9,80,000 was levied for contravention of the Regulation 108(2) of SEBI (Issue of Capital and Disclosure Requirements), 2009, along with additional fine of Rs. 17,296.22 for non-compliance beyond 15 days based on the non-compliance	The Company has submitted an application before Securities Exchange Board of India under Regulation 113 of SEBI (Issue of Capital and Disclosure Requirements),2009 explaining the reason for delay in filing of application for listing approval and to set aside the penalty imposed by BSE Limited.	Securities Appellate Tribunal (SAT) vide its order dated 30th April,2019 has disposed off the appeal made by the Company by directing the company to file an application before SEBI under Regulation 113 of SEBI (Issue of Capital and Disclosure Requirements),

*N. S. Srinidhya*  
  
 NARASIMHAN SRINIDHYA  
 PCS



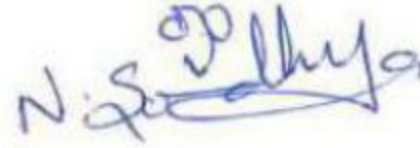
				2009, Accordingly the Company has filed letter to SEBI explaining the reason for delay in filing of application for listing approval which was acknowledged and listing approval for 9,05,000 Equity shares was given on 19th November,2019 by setting aside the penalty .
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Place: Chennai

Date:18-06-2020

Name of the Practising Company Secretary N. Srividhya

Signature:



ACS No. 34428

C.P.No.14058

UDIN: A034428B000353494

**NARASIMHAN SRIVIDHYA**

Company Secretary In Practice

Mem. No : 34428

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