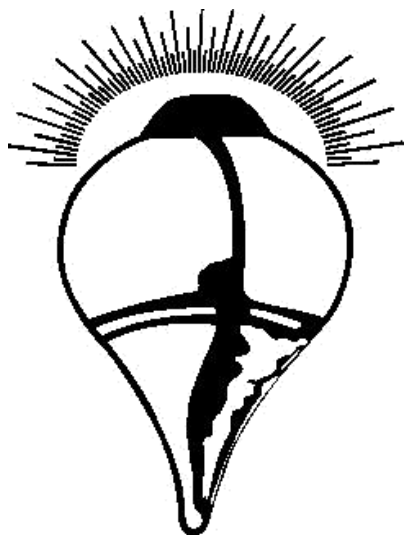


# **CELLA SPACE LIMITED**

**(Formerly known as Sree Sakthi Paper Mills Limited)**

28<sup>TH</sup> ANNUAL REPORT

2018-19



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## BOARD OF DIRECTORS

Dr. S. Rajkumar, Vice Chairman & Managing Director  
 Mr. Visakh Rajkumar, Non-Executive Director  
 Mrs. RajeeRajkumar, Non-Executive Director  
 Mr. S. Subramoniam, Non- Executive Director  
 Mrs. E. Kamalam, Women Director  
 Mr. G. Raghavan, Independent Director  
 Mr. N. Subramanian, Independent Director  
 Mr. U. GururajaBhat, Independent Director  
 Mr. AkhileshAgarwal – Non-Executive Director

## CHIEF FINANCIAL OFFICER

Mr. V.N. Sridharan

## COMPANY SECRETARY

Mr. R. Ponnambalam

## AUDITORS

M/s. KPR& Co.  
 31/181 D, Anantha, Mahakavi G. Road  
 Karikkamuri, Cochin - 682 011

## BANKERS

Andhra Bank Limited  
 State Bank of India

## REGISTERED OFFICE

57/2993, "Sree Kailas" Paliam Road  
 Ernakulam, Cochin - 682 016, Kerala  
 Tel: 0484-3002000 Fax: 0484-2370395  
 E-mail:secretary@sreekailas.com  
 Web: www.sreekailas.com

## WAREHOUSE

Industrial Development Area  
 Muppathadom, Edayar, Aluva - 683 102

FINANCIAL HIGHLIGHTS (8 YEARS)								
	Rs. In lakhs							
Particulars	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19
Sales (Gross)	20,837.99	21,766.94	21,554.41	16,405.45	10,698.82	2,400.67	26.89	-
Sales (Net)	19,792.31	20,505.57	20,306.81	15,559.7	10,140.09	2,782.31	27.25	-
Total Income	19,837.31	20,565.49	20,443.01	15,660.39	10,212.02	2,894.05	1,156.48	393.34
Profit before tax	1,023.57	702.9	143.26	-1,528.71	-1,762.8	-4,244.94	-1,039.82	162.93
Profit after tax	660.33	469.12	116.08	-1,178.14	-1,694.95	-3,658.14	-767.43	190.71
Earnings per Share	4.02	2.85	0.071	-7.79	-11.14	-23.08	-5.43	0.99
Dividend Rate (%)	21	15	6	-	-	-	-	-
Reserves & Retained Earnings	2,568.79	2,749.47	2,750.18	1,509.61	-185.33	-3,843.47	-4,431.65	-4329.82
Share Capital	1,643.62	1,643.62	1,643.62	2,643.62	2,643.62	2,643.62	1,729.62	1820.12
Shareholders' Funds	4,212.41	4,393.09	4,393.08	4,253.23	2,458.29	-1,199.85	-2,702.03	-2,509.70
Fixed Assets(Gross Block)	10,357.61	10,838.2	10,985.32	11,182.37	9,192.51	1,638.70	1,069.51	1,348.21
Fixed Assets(Net Block)	7,472.88	7,451.11	7,145.04	5,835.68	5,502.81	965.80	770.11	930.74

## NOTICE

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the Company will be held on Monday, September 30, 2019 at Hotel Abad Plaza, M G Road, Ernakulam, Cochin -682035 at 2 p.m to transact the following business.

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (both standalone and consolidated financial statements) of the Company for the financial year ended on March 31, 2019 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Iasaki Kamalam (DIN:- 01791001), who retires by rotation in accordance with section 152 of the Companies Act, 2013 and Articles of Association of the Company and being eligible, offers herself for re-appointment.
3. To fix the annual remuneration of M/s. KPR & Co, Chartered Accountants, Cochin (Registration No. 000340S), Statutory Auditors of the Company, for the financial year 2019-20 with the recommendation of Audit Committee.

### SPECIAL BUSINESS

4. **Regularisation of Mr. Visakh Rajkumar (DIN: 07079475) as Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the company, Mr. Visakh Rajkumar (DIN: 07079475) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on February 13, 2019, and whose term expires at the ensuing Annual General Meeting of the company be and is hereby appointed as an Executive Director of the Company at a remuneration as provided in the explanatory statement and his office will be liable to retire by rotation."

### 5. Appointment of Mrs. Iasaki Kamalam

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, if any, and rules made thereunder and in accordance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) or any re-enactment thereof, consent of the Company be and is hereby granted for the continuation of appointment of Mrs. Iasaki Kamalam (DIN:- 01791001), , who has attained the age above 75 years,as a Non-Executive, Non-independent Director, subject to retirement by rotation."

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorized jointly or severally to do all such acts, deeds, matters and things as may be required to give effect to the above resolution."

### 6. Approval of Related Party Transactions

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act 2013, and rules made thereunder and pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Board of Directors of the Company be and is hereby accorded to enter into contract with Viskah Homes Limited as per the details given below:-

<u>Nature of contract</u>	<u>Nature of relationship</u>	<u>limit (in lakhs)</u>	<u>Duration</u>
Construction of warehouse	Related party is a public company with common directors and they, along with relatives, holds more than 2 % of paid up capital of the related party	2500	Upto the exercise of the limit specified
Commission for marketing of warehouse	Related party is a public company with common directors and they, along with relatives, holds more than 2 % of paid up capital of the related party	200	Upto the exercise of the limit specified

**7. Appointment of Dr. S. Rajkumar (DIN 01790870) as Managing Director.**

To consider and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, approval of the Members of the Company be and is hereby accorded for re-appointment Dr. S. Rajkumar (holding DIN 01790870), as the Managing Director of the Company, for a period of 2 (Two) years with effect from 13th August, 2019, at a remuneration on such terms and conditions as set out in the explanatory statement annexed hereto notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits on recommendations of the Nomination and Remuneration Committee.”

**8. Increase in borrowing power in terms of section 180(1) (c) of the Companies act 2013.**

To consider and if thought fit, to pass, with or without modification the following resolution as an Special Resolution:-

**“RESOLVED THAT** pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, for the purpose of the Company’s business, such sum of money, as they in their absolute discretion think fit, notwithstanding that the monies so borrowed together with the monies already borrowed by the company and remaining outstanding shall be in excess of the aggregate of the paid-up share capital and free reserves, but not exceeding Rs.300 Crores (Rupees Three Hundred Crores only) over and above the paid up share capital and free reserves for the time being of the company

**RESOLVED FURTHER THAT** the Board be and is hereby to do all such acts, deeds and things as may be required, with power to settle all questions, or doubts that may arise in this regards as it may in its sole and absolute discretion deem fit and to delegate all or any of its power herein conferred to any committee and/or director(s) and/or officers(s) of the company, to give effect to this resolution.”

**9. Fixation of limit for rendering loans, guarantees or making investments as per Section 186 of the Companies Act, 2013**

To consider and if thought fit, to pass, with or without modification the following resolution as a Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other

body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of 100 Crores (Rupees One Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

#### 10. Forfeiture of Convertible Equity Share Warrants

**“RESOLVED THAT** pursuant to the Articles of Association of the company and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, Listing Regulations and the Listing Agreement, the consent of the Board of Directors of the company be and is hereby accorded for forfeiture of 2,85,000 (Two Lakhs and Eighty Five Thousand) numbers of the Convertible Equity Share Warrants (“Warrants”) of Rs.10/- (Rupees Ten only) each issued to Mr, Rajkumar out of the total 30,00,000 (Thirty Lakhs) Warrants allotted to him on March 29, 2018.”

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

#### 11. Issue of equity shares on rights basis

To consider and if thought fit, to pass, with or without modification the following resolution as **Special Resolution:-**

**“RESOLVED THAT** in terms of the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for

the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any amendments thereof (“SEBI ICDR Regulations”), the Securities Contracts (Regulation) Act, 1956, as amended, the Foreign Exchange Management Act, 1999, directions issued by the Reserve Bank of India, the Listing Agreements entered into by the Company with the stock exchanges on which the equity shares of the Company are listed (the “Stock Exchanges”) and subject to necessary approval of the Shareholders of the Company and subject to further approvals, permissions and sanctions of the Securities and Exchange Board of India (“SEBI”), Stock Exchanges, Reserve Bank of India (“RBI”), Foreign Exchange Promotion Board (“FIPB”), Competition Commission of India (“CCI”), Government of India, the lenders of the Company, and all other concerned statutory authorities, (the Authorities) if and to the extent necessary, and subject to such conditions and modifications as may be prescribed, suggested or imposed by the Authorities while granting such approvals, permissions and sanctions, the consent of the Board of Directors of the Company be and is hereby accorded to create, offer and issue Equity Shares of face value of Rs. 10/- (Rupees Ten only) each at a determined pursuant to, but not limited to, regulation 10(4)(b)(ii) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 (“SEBI Takeover Regulations”), by way of a rights issue to the existing Equity Shareholders of the Company on a record date to be decided later in consultation with BSE Limited for an amount not exceeding Rs.18,00,00,000 (Rupees Eighteen Crores only) (“Rights Issue”), on such other terms and conditions as may be decided by the Board and mentioned in the Letter of Offer to be issued by the Company in respect of the Rights Issue.

**RESOLVED FURTHER THAT** all the new equity shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing equity shares of the Company, including entitlement of dividend except as may be otherwise provided pursuant to

the terms of the Issue in any of the Issue documents.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, agreements, applications, instruments, and writings as they may be deemed necessary or expedient and further authorized to file the necessary application(s), document(s), paper(s) and agreement(s) in this regard to the appropriate authorities and agencies,"

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Rights Issue, in supersession of all the earlier resolutions in this regard, the Board of Directors of the Company, be and is hereby authorised to do the following acts, deeds and things:

- a) to enter into arrangements with intermediaries and advisors including Merchant Banker/ Lead Manager appointed for the Rights Issue and to negotiate, authorise and approve fees in connection therewith;
- b) to finalise the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer ("Offer Document"), Composite Application Form, Split Application Form and other documents and to file the same with SEBI, the stock exchanges and other concerned authorities and issue the same to the equity Shareholders of the Company;
- c) to negotiate, finalise, settle and execute the Issue Agreement, and all other necessary documents, deeds, agreements and instruments;
- d) to approve all notices, including any advertisement(s) required to be issued, as allowed by SEBI and such other applicable authorities and to decide on other terms and conditions of the Rights Issue;
- e) to decide the price and premium of the equity shares to be offered through Rights Issue and suitably vary the size of the issue and to decide the ratio in which the equity shares will be

issued to the existing shareholders, in consultation with the Lead Managers;

- f) to decide the Record Date in consultation with the designated stock exchange for the purpose of ascertaining the names of existing shareholders who will be entitled to the equity shares of the Company;
- g) to take necessary actions and steps for obtaining relevant approvals, consents from FIPB, SEBI, Stock Exchanges, RBI, eel and such other authorities as may be necessary in relation to the Rights Issue;
- h) to obtain necessary approvals and listing for renounce forms and Equity Shares issued in Rights Issue from the Stock Exchanges;
- i) to appoint the Collecting Bankers for the purpose of collection of application money for the proposed Rights Issue at the mandatory collection centres at the various locations in India;
- j) to amend, modify, vary or alter all or any other terms of the issue including the right to increase, decrease or recalculate the number of equity shares to be created, offered and allotted and alter the terms as to premium and to include the same in the Draft Letter of Offer / Letter of Offer or such other documents they offer for subscription, all such other terms and conditions of offer as are necessary or expedient in their discretion to be incorporated on account of any modifications or amendments required or accepted by any concerned authority;
- k) to open separate Bank Accounts with any nationalised Bank / Private Bank / Foreign Bank for the purpose of the Right Issue;
- l) to decide on the marketing strategy of the Rights Issue and the costs involved;
- m) to decide the record/book closure date, date of opening and closing of the Rights Issue and to extend, vary or alter the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by SEBI, stock

exchanges or other authorities from time to time;

- n) to do all such necessary acts, things, execution of documents, undertaking for listing of shares issued in the Rights Issue on the Stock Exchanges;
- o) to issue and allot Equity Shares in consultation with the Lead Managers, Registrar, the designated stock exchange and other stock exchanges where existing shares are listed and to do all necessary acts, things, execution of documents, undertaking, etc. with NSDL / CDSL in connection with admitting of shares issued in Rights issue;
- p) to incur necessary expenses such as fees of various agencies, filing fees, stamp duty, etc;
- q) to enter the names of the allottees in the Register of Members of the Company and issue share certificates;
- r) to decide the mode and manner of allotment of Equity Shares if any not subscribed and left/ remaining after allotment of Equity Shares and additional Equity Shares applied by the shareholders and renouncees;
- s) to apply to regulatory authorities seeking their approval for allotment of any unsubscribed portion of the Rights Issue (in favour of the parties willing to subscribe to the same);
- t) to settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issue and allotment of the Equity Shares as aforesaid and to do all such acts, deeds and things as the Committee may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Rights Issue and allotment of Equity Shares;
- u) to file necessary returns, make declarations / announcements, furnish information, etc, to the concerned authorities in connection with the Rights Issue;
- v) to sign and execute any other document, agreement, undertaking in connection with the Rights Issue;
- w) to decide the treatment to be given to the fractional entitlement, if any, including rounding upward or downwards or ignoring such fractional entitlements or issue of fractional coupons and the terms and conditions for consolidation of fractional entitlements into a whole Equity Share and application to the Company for the same as well as to decide the disposal off the Equity Shares representing the fractional coupons which are not so consolidated and presented to the Company for allotment of whole Equity Shares or treating fractional entitlement in the manner as may be approved by SEBI and the Stock Exchanges;
- x) to finalise the basis of allotment of the Equity Shares in consultation with Lead Managers, Registrar and the designated Stock Exchange and other Stock Exchanges where the existing equity shares are listed, if necessary;
- y) to take all such other steps as may be necessary in connection with this Rights Issue; and for better and more effectively doing, effectuating executing and performing of the several matters and things herein contained, to sub-delegate all or any of the powers and authorities herein contained to any director(s), officer(s), person(s) and entities as it may deem fit and necessary and
- z) to dispose of the unsubscribed portion in such manner as it may think most beneficial to the Company."

## 12. Reclassification of Authorized Share Capital

To consider and if thought fit, to pass, with or without modification the following resolution as an **Special Resolution**:-

**"RESOLVED THAT** pursuant to Sections 13 and 61 and other relevant provisions of the Companies Act, 2013 read with the Articles of Association of the Company, 1,50,00,000 (One Crores and Fifty Lakhs) Un-issued Preference Shares of Rs.10/- (Rupees Ten only), aggregating to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) forming part of the Authorized Share Capital of the Company, be and are hereby cancelled and



reclassified concurrently by creating 1,30,00,000 Equity shares of Rs.10/- (Rupees Ten only) each and 20,00,000 Preference Shares of Rs.10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be substituted as under: -

5. The Authorised Share Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crores only) divided into 3,80,00,000 (Three Crores and Eighty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each and 1,20,00,000 (One Crores and Twenty Lakhs) Preference Shares of Rs.10/- (Rupees Ten only) each with the power to increase or decrease the capital consistent with the rules and regulations of the Company and in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary be and is hereby authorized jointly and/or severally to take all necessary steps for giving effect to the resolution."

**By order of the Board of Directors  
For Cella Space Limited**

**Sd/-**

**Date: 30.08.2019**

**Place: Chennai**

**R.Ponnambalam**

**Company Secretary**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing proxy (duly completed, stamped and signed) in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the 28<sup>th</sup> Annual General Meeting of the Company.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly

notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.

4. The Register of Members and Share Transfer books of the Company will remain closed from 21.09.2019 to 28.09.2019. (both days inclusive).
5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 5.30 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
6. Shareholders are requested to bring their copy of the Annual Report to the meeting.
7. Members/Proxies should fill the attendance slip enclosed in the Annual Report for attending the Meeting.
8. Members who hold shares in dematerialized form are required to write their client ID and DPID numbers, and those who hold shares in physical form are requested to write their Folio number in attendance slip for attending the meeting.
9. The information on the Directors proposed to be appointed or reappointed as prescribed in the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 is enclosed.
10. Under the provisions of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Equity dividend for the Financial Year March 31, 2012, which remains unpaid & unclaimed, will be due for transfer to IEPF by October 30, 2019. Those members who have not encashed their dividend warrants for the financial year 2011-12 onwards may lodge a claim with the Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Pvt Ltd.
11. Copies of the Annual Report 2019 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a

hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2019 are being sent by the permitted mode.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company / M/s. Bigshare Services Pvt. Ltd

13. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / M/s. Bigshare Services Pvt. Ltd.

14. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto.

15. Route Map of the AGM Venue as directed by Secretarial Standards is enclosed in AGM Notice.

16. Information and other instructions relating to e-voting are as under:

(i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

(ii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

(iii) The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.

(iv) The Board of Directors of the Company has appointed Mr. Vijayaraghavan, as Scrutinizer to scrutinize the Venue Voting and remote e-voting process in a fair and transparent manner and they has communicated their willingness to be appointed and will be available for same purpose.

(v) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e 21.09.2019

(vi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 21.09.2019 only shall be entitled to avail the facility of remote e-voting / Venue Voting.

(vii) The voting period begins on 27.09.2018 at 9.00 AM and ends on 29.09.2019 at 5 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) ie, 21.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(viii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(ix) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.sreekailas.com](http://www.sreekailas.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The results shall simultaneously be communicated to the Stock Exchanges.