



CELLA SPACE LIMITED

(Formerly Known as Sree Sakthi Paper Mills Limited)

29th Annual Report

2019-20



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BOARD OF DIRECTORS

Mr. N. Subramanian, Chairman & Non- Executive Independent Director
 Mr.S. Rajkumar, Vice Chairman & Managing Director
 Mr.Visakh Rajkumar, Whole Time Director
 Mrs. Rajee Rajkumar, Non-Executive Promoter Director
 Mr. S. Subramoniam, Non- Executive Promoter Director
 Mrs. E. Kamalam, Non- Executive Promoter Director
 Mr. G. Raghavan, Non- Executive Independent Director
 Mr. Akhilesh Agarwal – Non- Executive Independent Director
 Mr. U G Bhat -, Erstwhile Chairman & Non- Executive Independent Director (*expired on June 16, 2020*)

CHIEF FINANCIAL OFFICER

Mr. V.N. Sridharan

COMPANY SECRETARY

Mr. R. Ponnambalam

AUDITORS

M/s. KPR & Co.,Chartered Accountants
 39/181 C, Anantha, Mahakavi G. Road
 Karikkamuri, Cochin - 682 011

BANKERS

Union Bank of India (Formerly Andhra Bank Limited)

REGISTERED OFFICE

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

WAREHOUSE

Industrial Development Area
 Muppathadom, Edayar, Aluva - 683 102

REGISTRAR AND SHARE TRANSFER AGENT

Bigshare Services Private Limited,
 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
 Makwana Road, Marol, Andheri East, Mumbai,
 Maharashtra 400059

FINANCIAL HIGHLIGHTS (8 YEARS)							Rs. In lakhs	
Particulars	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20
Sales (Gross)	21,766.94	21,554.41	16,405.45	10,698.82	2,400.67	26.89	-	-
Sales (Net)	20,505.57	20,306.81	15,559.7	10,140.09	2,782.31	27.25	-	-
Total Income	20,565.49	20,443.01	15,660.39	10,212.02	2,894.05	1,156.48	393.34	331.55
Profit before tax	702.9	143.26	-1,528.71	-1,762.8	-4,244.94	-1,039.82	162.93	85.91
Profit after tax	469.12	116.08	-1,178.14	-1,694.95	-3,658.14	-767.43	190.71	85.91
Earnings per Share	2.85	0.071	-7.79	-11.14	-23.08	-5.43	0.99	0.46
Dividend Rate (%)	15	6	-	-	-	-	-	-
Reserves & Retained Earnings	2,749.47	2,750.18	1,509.61	-185.33	-3,843.47	-4,431.65	-4329.82	-4369.74
Share Capital	1,643.62	1,643.62	2,643.62	2,643.62	2,643.62	1,729.62	1820.12	1915.12
Shareholders' Funds	4,393.09	4,393.08	4,253.23	2,458.29	-1,199.85	-2,702.03	-2,509.70	-2,454.62
Fixed Assets(Gross Block)	10,838.2	10,985.32	11,182.37	9,192.51	1,638.70	1,069.51	1,348.21	1373.87
Fixed Assets(Net Block)	7,451.11	7,145.04	5,835.68	5,502.81	965.80	770.11	930.74	916.28

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Company will be held on Monday, December 28, 2020 at 12:30 pm through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business.

ORDINARY BUSINESS

1. Adoption of Audited Accounts – Standalone

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2020 and the Report of the Board of Directors and Auditors thereon.

2. Adoption of Audited Accounts – Consolidated

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2020 and the Report of Auditors thereon.

3. Appointment of a Director retiring by rotation

To appoint a Director in place Mr. Subramoniam Sivathanu Pillai (DIN:- 01790968) who retires by rotation in accordance with section 152 of the Companies Act, 2013 and the Articles of Association of the Company and being eligible, offers himself for re-appointment.

4. Authorisation to fix remuneration of Statutory Auditors

To authorize the Board of Directors 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 2020-21 on the recommendation of Audit Committee.

SPECIAL BUSINESS

5. Reappointment of Mr. Visakh Rajkumar (DIN: 07079475) as Whole Time 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 196,197,203 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) read with Relevant Rules made thereunder and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 as amended to date and pursuant to Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded for the reappointment of Mr. Visakh Rajkumar (DIN: 07079475) as a Whole Time Director of the Company for a period of 1 (one) year with effect from October 1, 2020 at an annual remuneration of Rs.12 lakhs per annum and that his office shall be liable to retire by rotation."

6. Appointment of Mr. Akhilesh Agarwal (DIN: 00918838) as Independent Director

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 Sections 149,150,152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended to date, and Regulations 16(1)(b) and 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulation") as amended to date and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Akhilesh Agarwal (DIN: 00918838) who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b)

of the Regulation and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Akhilesh Agarwal (DIN: 00918838) for the office of Director, be and is hereby appointed as an Independent Director of the Company for his first term of five consecutive years commencing from September 12, 2020 upto September 11, 2025 and that he shall not be liable to retire by rotation.”

7. Approval of Related Party Transactions

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act 2013 read with the Companies (Meeting of Board and its Power) Rules 2014 and subject to the applicable provisions of SEBI (Listing Obligations and Disclosure) Requirement Regulations 2015 and in supersession of all the earlier resolutions passed in this behalf, the consent of the members of the Company be and is hereby accorded to enter into Related Party Transactions as enlisted below:-

Sl. no	Name of Related Party	Nature of Contract	Nature of relationship	Addition al Limit (in lakhs)	Total Limit including the earlier limit (in lakhs)	Duration
1.	Visakh Homes Ltd	Construction of warehouse	Related Party is a public company with common directors and they, along with relatives, holds more 2 % of paid up capital of the related party	1000	3500	Upto the exercise of specified limit
2	Visakh Homes Ltd	Commission for marketing of warehouse	Related Party is a public company with common directors and they, along with relatives, holds more 2 % of paid up capital of the related party	100	300	Upto the exercise of specified limit.”

8. Approval for striking off subsidiaries

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

“RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 if any and in accordance with the relevant provisions of the Memorandum and Articles of Association of the subsidiaries:- Sree Kailas Palchuram Hydro Power Limited (CIN:- U40100KL2008PLC022145), Sree Adi Sakthi Mukkuttathode Hydro Power Limited (CIN:- U40100KL2008PLC022144) and Jalashaayi Alamparathodu Hydro Power Limited (CIN:- U40100KL2008PLC022143) and subject to the consents, approvals and /or permissions being obtained from appropriate authorities to the extent applicable and necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors to render consent

for striking off its subsidiaries enlisted above as per the provisions of Section 248 of the Companies Act 2013 and relevant rules made thereunder.”

9. Ratification of Revised Compliance Certificate from Statutory Auditors

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

“RESOLVED THAT the consent of the members of the Company be and is hereby accorded to ratify the Compliance Certificate rendered by R Lakshmi Narayanan, Chartered Accountants, Chennai as required under Regulation 163(2) of SEBI (Issue of Capital and Disclosure Requirement) Regulations 2018, for the purpose of making listing application with BSE Limited for 9,50,000 (Nine Lakhs and Fifty Thousand) equity shares of Rs.10/- each allotted at a premium of Rs.1/- each to Mr. S Rajkumar, Vice Chairman & Managing Director, on Preferential basis pursuant to conversion of Convertible Equity Share Warrants allotted to him.”

**By order of the Board of Directors
For Cella Space Limited
Sd/-**

**Date:- 12/11/2020
Place:- Chennai**

**R Ponnambalam
Company Secretary**

1. Considering the extra-ordinary circumstances caused by COVID-19 and in light of the social distancing norms, the Ministry of Corporate Affairs (“MCA”) has vide its circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (“MCA Circulars”) permitted the holding of the Annual General Meeting of a company through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). In compliance with the provisions of the Act, MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”), the Twenty Nine Annual General Meeting of the Company (“AGM”) is being held through VC / OAVM on Monday, December 28, 2020 at 12.30 p.m. The procedure for joining the AGM through VC/ OAVM is mentioned in this Notice.
2. Since the AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. The Proxy Form, Attendance Slip & Route Map are therefore, not annexed to this Notice. . However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, 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.
3. Members shall have the option to vote electronically (“e-voting”) either before the AGM (“remote e-voting”) or during the AGM. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings (“SS-2”), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited (“CDSL”). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.
4. 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.

5. The Company has appointed Mr. K Vijayaragavan, Advocate, as the scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.
6. The voting period begins on December 25, 2020 at 9.00 AM and ends on December 27, 2020 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) ie, December 21, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member/ Beneficial Owner list maintained by the depositories as on the cut -off date i.e. December 21, 2020 ("cut-off date"). 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, 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 purposes only.
8. Unclaimed dividend for the financial year ended 31st March, 2013 is due for transfer to the Investor Education and Protection Fund of the Central Government on November 18, 2020, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The Members/Claimants whose unclaimed dividend amount have been transferred to IEPF may apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.
9. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2020 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the aforesaid documents are required to send an e-mail to secretary@sreekailas.com for registering their e-mail addresses.
10. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed to the notice. The relevant details as required pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment or reappointment is annexed and forms part of this Notice.

The instructions for shareholders for remote e-voting are as under:

- (i) The voting period begins on December 25, 2020 and ends on December 27, 2020. 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 December 21, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on “Shareholders” module.

(v) 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.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">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/RTA..
Dividend Bank Details OR 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. <ul style="list-style-type: none">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 as mentioned in instruction (v).

(ix) After entering these details appropriately, click on “SUBMIT” tab.

(x) 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.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) 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.

(xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xviii) 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.

(xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

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/RTA email id, secretary@sreekailas.com.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id. secretary@sreekailas.com.

Instructions for shareholders attending the AGM through VC/OAVM are as under:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 atleast 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. 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, secretary@sreekailas.com. These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Instructions for shareholders for e-voting during the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. 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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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(designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

General Information

1. There will be one vote for every Client ID / registered folio number irrespective of the number of joint holders.
2. The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.sreekailas.com and on the website of CDSL. Such Results will also be forwarded to the BSE Limited where the Company's shares are listed and will be available in the BSE website.