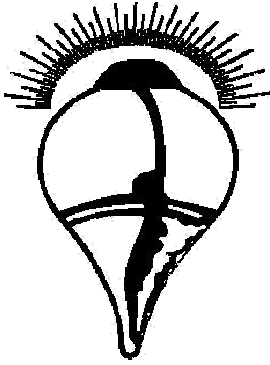


CELLA SPACE LIMITED

(Formerly Known as Sree Sakthi Paper Mills Limited)

30th Annual Report

2020-21



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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
 Mr. G. Raghavan, Non- Executive Independent Director
 Mr. Akhilesh Agarwal – Non- Executive Independent Director
 Mrs. Rajee Rajkumar, Non-Executive Promoter Director
 Mr. S. Subramoniam, Non- Executive Promoter Director
 Mrs. E. Kamalam, Non- Executive Promoter Director

CHIEF FINANCIAL OFFICER

Mr. V.N. Sridharan

COMPANY SECRETARY

Ms. Jiju George (Since 09.01.2021)
 Mr. R Ponnambalam (Till 09.01.2021)

AUDITORS

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

BANKERS

Union 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 ,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, Makwan
 Road, Marol, Andheri East, Mumbai,
 Maharashtra 400059

FINANCIAL HIGHLIGHTS (8 YEARS)						Rs. In lakhs		
Particulars	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21
Sales (Gross)	21,554.41	16,405.45	10,698.82	2,400.67	26.89	-	-	
Sales (Net)	20,306.81	15,559.7	10,140.09	2,782.31	27.25	-	-	
Total Income	20,443.01	15,660.39	10,212.02	2,894.05	1,156.48	393.34	331.55	393.62
Profit before tax	143.26	-1,528.71	-1,762.8	-4,244.94	-1,039.82	162.93	85.91	38.07
Profit after tax	116.08	-1,178.14	-1,694.95	-3,658.14	-767.43	190.71	85.91	38.07
Earnings per Share	0.071	-7.79	-11.14	-23.08	-5.43	0.99	0.46	0.20
Dividend Rate (%)	6	-	-	-	-	-	-	-
Reserves & Retained Earnings	2,750.18	1,509.61	-185.33	-3,843.47	-4,431.65	-4329.82	-4369.74	-4337.18
Equity Share Capital	1,643.62	1,643.62	1,643.62	1,643.62	1,729.62	1820.12	1915.12	1915.12
Equity Shareholders' Funds	4,393.08	4,253.23	2,458.29	-1,199.85	-2,702.03	-2,509.70	-2,454.62	-2407.95
Fixed Assets(Gross Block)	10,985.32	11,182.37	9,192.51	1,638.70	1,069.51	1,348.21	1373.87	3206.52
Fixed Assets(Net Block)	7,145.04	5,835.68	5,502.81	965.80	770.11	930.74	916.28	2666.85

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Company will be held on Monday, September 27, 2021 at 12.15 p.m 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, 2021 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, 2021 and the Report of Auditors thereon.

3. Appointment of a Director retiring by rotation

To appoint a Director in place Mrs. Rajee Rajkumar (DIN:-00363280) 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 herself for re-appointment.

4. Authorization 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 2021-22 on the recommendation of Audit Committee.

SPECIAL BUSINESS

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

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), and in accordance with SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, and as recommended by the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to reappoint Mr. S Rajkumar as the Managing Director of the Company for a period of 1 year with effect from August 13, 2021 at an annual remuneration of Rs.12 lakhs."

6. 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 a **Special 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 and as recommended by the Nomination and

Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the reappointment of Mr. Visakh Rajkumar (DIN: 07079475) as the Whole Time Director of the Company for a period of 2 (two) years with effect from October 1, 2021 at an annual remuneration of Rs.12 lakhs.”

7. Reappointment of Mr.N Subramanian (DIN:-03602858) as Independent Director for second term of five years

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

“RESOLVED THAT pursuant to Section 149, 152 of the Companies Act, 2013 read with Rules made thereunder read with Schedule IV of the Companies Act, 2013 and the applicable provisions of SEBI(Listing Obligations and Disclosure Requirement) Regulations 2015 and amendments thereto (including any statutory modifications or reenactments thereto), for the time being in force, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. N Subramanian (DIN:-03602858) who was appointed as an Independent Director of the Company for a term of five years upto February 22, 2022 & 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. N Subramanian’s candidature for the office of Independent Director, be and is hereby reappointed as the Independent Director of the Company for a second term of five consecutive years commencing from February 23, 2022 till February 22, 2027 and that he shall not be liable to retire by rotation.”

8. Reappointment of Mr.G Raghavan (DIN:-01661856) as Independent Director for second term of five years

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

“RESOLVED THAT pursuant to Section 149, 152 of the Companies Act, 2013 read with Rules made thereunder read with Schedule IV of the Companies Act, 2013 and the applicable provisions of SEBI(Listing Obligations and Disclosure Requirement) Regulations 2015 and amendments thereto (including any statutory modifications or reenactments thereto), for the time being in force, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr.G Raghavan (DIN:- 01661856) who was appointed as an Independent Director of the Company for a term of five years upto February 22, 2022 & 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. G Raghavan’s candidature for the office of Independent Director, be and is hereby reappointed as the Independent Director of the Company for a second term of five consecutive years commencing from February 23, 2022 till February 22, 2027 and that he shall not be liable to retire by rotation.”

By order of the Board of Directors

**For Cella Space Limited
Sd/-**

**Jiju George
Company Secretary**

**Date:-13/08/2021
Place:- Chennai**

Notes

- (i) Considering the extra-ordinary circumstances caused by coVID-19 and in light of the social distancing norms, the Ministry of Corporate Affairs ("MCA") vide its circulars ,Circular Nos. 20/2020, 14/2020, 17/2020, 20/2020 and 02/2021 dated 5th May, 2020, 8th April, 2020, 13th April, 2020 and 13th January, 2021 respectively (collectively known as "MCA Circulars") permitted the holding of the Annual General Meeting (AGM) of a Company through Video Conferencing ("VC") / Other Audio Visual Means("OAVM") for all AGMs held till December 31,2021. Further in alignment with the MCA Circulars, SEBI vide circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circular") has dispensed with sending of physical copies of Annual Report & Proxy forms to shareholders till December 31, 2021.

Accordingly, the Annual Report 2020-21 comprising of the Financial Statements, Reports of the Board of Directors, the Auditors or other documents, required to be attached therewith including the Notice of the 30th Annual General Meeting (AGM) is being sent only through electronic mode to those Members whose e-mail address are registered with the Company or Depository Participant(s) (DP/DPs) pursuant to Section 101 & 136 of the Companies Act, 2013 (" the Act") read with rules framed thereunder and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations"). The said Notice sent to the shareholders is also uploaded in the website of the Company, www.sreekailas.com , the website of BSE Ltd, www.bseindia.com and the website of Central Depository Services (India) Limited, www.cdslindia.com.

- (ii) In compliance with the provisions of the Act, MCA Circulars and SEBI Listing Regulations, the Thirtieth AGM is being held through VC / OAVM on September 27, 2021 at 12.15 p.m. The procedure for joining the AGM through VC/ OAVM is mentioned in this Notice.
- (iii) 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 SEBI Listing Regulations 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/EGM. 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 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.
- (iv) Since 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.
- (v) 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 at least 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.

- (vi) 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. September 20, 2021 ("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.
- (vii) 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.
- (viii) Members shall have the option to vote electronically ("e-voting") either before the AGM ("remote e-voting") or 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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (ix) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- (x) Explanatory Statement pursuant to Section 102 (1) of the Act 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 Regulations 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.
- (xi) Unclaimed dividend for the financial year ended 31st March, 2014 is due for transfer to the Investor Education and Protection Fund of the Central Government by December 4, 2021 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. All shareholders are requested to verify their dividend status. In case their dividend is unpaid or unclaimed, they are requested to write to the Company's email id, secretary@sreekailas.com. 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.

- (xii) SEBI, with effect from 1st April, 2019, mandated that securities of a listed company can be transferred in demat mode only. Accordingly, members of the Company are requested to note that, with effect from 1st April, 2019:
- a) Requests for effecting transfer of equity shares of the Company shall not be processed unless such equity shares are held in demat mode. Accordingly, any shareholder holding equity shares in physical form after 1st April, 2019, desirous of transferring his/her equity shares can do so only after the equity shares are dematerialised. However, this does not prohibit a shareholder from holding equity shares in physical form even after 1st April, 2019;
 - b) Only transmission or transposition requests shall be processed in physical form.

We request all shareholders holding equity shares in physical form to dematerialize their holdings at the earliest.

- (xiii) 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.

Voting through Electronic Means

- (i) The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. September 20, 2021. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- (ii) In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and SS-2 as amended from time to time, the Company is pleased to provide its facility to exercise their right to vote on resolutions proposed to be considered and transacted at the AGM by electronic means provided by CDSL.
- (iii) The voting period begins on Friday, September 24, 2021 at 9.00 a.m and ends on Sunday, September 26, 2021 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 20, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iv) 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
- (v) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (vi) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (vii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (viii) 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.

- (ix) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (x) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of SEBI 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.
- (xi) 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.
- (xii) 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.
- (xiii) 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 is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & voting during the meeting .Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e voting page by providing Demat

	<p>Account Number and PAN No. from a e voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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.</p>

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.