

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Cella Space Limited (“**the Company**”) by means of Postal Ballot through e-voting only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting Postal Ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 11/2022, 09/2023, and 09/2024 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 December 28, 2022, September 25, 2023, and September 19, 2024 respectively (“**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), Secretarial Standard - 2 issued by The Institute of Company Secretaries of India and other applicable laws and regulations, if any.

The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

In furtherance to the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send this Postal Ballot Notice (“**Notice**”) along with explanatory statement and e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent (“**RTA**”) or Depository/ and whose names appear in the Register of Members of the Company maintained by the Depositories as on Friday, January 17, 2025

In compliance with the requirements of the MCA Circulars, physical copy of Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and Members are required to exercise their voting only through electronic means.

The Board of Directors of the Company have appointed Ms. N Srividhya (CP No. 14058), Practicing Company Secretary, Chennai, as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner based on the consent letter of the scrutinizer.

In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has provided electronic voting facility for this Postal Ballot process. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to the Members of the Company.

E-voting period shall commence from Wednesday, January 22, 2025 (9:00 A.M. IST) and end on Thursday, February 20, 2025 (5.00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via e-voting by not later than the close of working hours at 5.00 P.M. (IST).

Upon completion of remote e-voting, the Scrutinizer will submit the report to the Chairman of the Company in a prescribed manner. The results of Postal Ballot will be announced within the prescribed timeline by the Company by disseminating to the Stock Exchanges, where the securities are listed. Additionally, the results will also be uploaded on the Company's website viz., www.sreekailas.com and on website of CDSL viz. <https://www.evotingindia.com/>.

SPECIAL BUSINESSES:

Item No.1:

1. Approval for granting loan/guarantee or providing Security to Jaya Logistic Parks Private Limited in which director is interested under section 185 of Companies Act, 2013:

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 185, Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for granting of loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to Jaya Logistic Parks Private Limited ("borrower entity") an entity in whom the director(s) of the Company are interested, being an entity covered in the explanation to clause (b) of sub-section 2 of section 185 of the Act, from time to time, up to an aggregate amount not exceeding Rs. 15 crores (Rupees Fifteen Crores only) in one or more tranches, over and above the limit of 60% of its paid-up capital, free reserves and Securities Premium account or 100% of its free reserves and Securities Premium account of the Company, whichever is more.

RESOLVED FURTHER THAT aforesaid loans given by the company shall be utilized by Jaya Logistic Parks Private Limited for its principal business activities, at a rate of interest, as per the provisions of Section 186 of the Companies Act, 2013 read with applicable rules.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to negotiate, finalize, agree, vary and modify the terms and to take all necessary steps, execute such other documents and to do all such acts, deeds, things, actions as may be required to effectuate the above resolutions."

Item No. 2:

2. Approval of Contract/arrangement for Related Party Transactions with Jaya Logistic Parks Private Limited

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to enter into contract/ arrangement/ transaction(s) with Jaya Logistic Parks Private Limited, a related party of the Company, to extend loan of an amount aggregating to Rs. 15 crores either taken individually or in a series of transactions during the term of such contract with the aforesaid related party, provided that the said transactions are entered into/ carried out on an arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized committee thereof);

RESOLVED FURTHER THAT the Board of Directors of the Company which includes the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution to the director except the director who is interested be and is hereby authorized to take such steps as may be required and to sign, execute the deeds, contracts or arrangements and to do such other acts, deeds, things, matters as may be required to effectuate the above resolution.”

By order of the Board
For Cella Space Limited

Sd/-
Vinod Kumar M
Company Secretary & Compliance Officer

Date: 18-01-2025
Place: Chennai

NOTES FOR MEMBER'S ATTENTION:

1. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the proposed resolution is annexed hereto.
2. In accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 02/ 2022, 3/2022, 11/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023, and September 19, 2024 ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India ("SS-2"), this Postal Ballot Notice ("Notice") along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, January 17, 2025.
3. In compliance with the requirement of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot and accordingly, the shareholders are required to communicate their assent or dissent through remote e-voting system only.
4. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, January 17, 2025. ("Cut-off date"). A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who is not a member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.
5. In compliance with the provisions of Sections 108 & 110 and other applicable provisions of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI LODR and the Circulars issued by the Ministry of Corporate Affairs, the Company has engaged the Central Depository Services (India) Limited ("CDSL") as the authorised agency to provide the remote e-voting facility (i.e. the facility of casting votes by a Member by using an electronic voting system). Please refer the instructions for remote e-voting given after the proposed resolution for the process and manner in which remote e-voting is to be carried out.
6. Members may note that this Notice will also be available on Company's website (www.sreekailas.com), Stock Exchange website (www.bseindia.com) and on the website of Service Provider i.e., CDSL (<https://www.evotingindia.com/>) in compliance with the relevant Circulars.
7. The e-voting period shall commence on Wednesday, January 22, 2025 (9:00 A.M. IST) and ends on Thursday, February 20, 2025 (5.00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent

and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on Thursday, February 20, 2025.

8. Members holding shares in (Physical/Demat) whose email IDs are not registered and in Consequence Postal Ballot Notice and E-voting instructions cannot be serviced, may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited through the link: <https://www.bigshareonline.com/InvestorLogin.aspx> and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would receive soft copy of the Notice of Postal Ballot and the procedure for e-voting along with the User ID and Password to enable e-voting from CDSL. In case of any queries relating to the registration of E-mail address, shareholder may write to helpdesk.evoting@cdslindia.com and for e-voting related queries you may write to CDSL at helpdesk.evoting@cdslindia.com. Please note that in case the shares are held in electronic form/demat mode, the above facility is only for temporary registration of email address for receipt of the Notice of Postal Ballot and the e-Voting instructions along with the USER ID and Password. Members holding shares in electronic/Demat form will have to register their email address with their DPs permanently.
9. Upon completion of e-voting, the Scrutinizer will submit her report to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same. The Results of Postal Ballot shall be announced not later than 2 working days from the conclusion of the e-voting i.e. Saturday, February 22, 2025. The results declared along with the Scrutinizer's Report would be displayed at the Registered Office of the Company, communicated to BSE Limited ("BSE") where the shares of the Company are presently listed and on website of CDSL ([https://www.evotingindia.com/.](https://www.evotingindia.com/))
10. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Thursday, February 20, 2025.
11. All relevant documents referred to in this Notice requiring the approval of the Members shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an e-mail to secretary@sreekailas.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, if any, with a self-attested copy of their PAN card attached to the e-mail communication.
12. Instructions for e-voting are as below:

THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:

- 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.

- (i) The voting period begins on on Wednesday, January 22, 2025 (9:00 A.M. IST) and ends on Thursday, February 20, 2025 (5.00 P.M. IST) (both days inclusive). 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 Friday, January 17, 2025 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

- (iv) 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 abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 is also links provided to access the system of all e-Voting Service Providers, 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 cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat 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 Depository</p>	<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.nsd.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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.</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.

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

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

- (v) Login method for Remote e-Voting 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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Cella Space Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 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 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., if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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/RTA email id**.
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 e-Voting from the CDSL e-Voting System, you can write an email to 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, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 1

Pursuant to Section 185 and Section 186 of the Companies Act, 2013 (the “Act”) read with the Companies (Meeting of Board and its Powers) Rules, 2014, if any, the Board of directors at their meeting held on 18 January 2025 approved the extending loans to Jaya Logistic Parks Private Limited up to an amount not exceeding Rs.15 crores, a company in which Mr. Visakh Rajkumar is a common Director. The company is in the process of identifying business opportunities and the surplus funds with the Company which is not immediately required may be used for the aforesaid purpose.

Jaya Logistic Parks Private Limited operates an integrated logistics park designed to cater to the construction and infrastructure sectors, as well as industries such as white goods, electronics, assembling, and manufacturing. It also provides warehouse and factory space for manufacturing and assembly units. The proposed interest-bearing term loan is intended to support the principal business activities of the borrowing entity.

The Board considered it prudent and expedient to extend this facility to ensure greater financial flexibility and enable optimal financial structuring for the borrowing company.

As per Section 185 of the Companies Act, 2013, a company may advance loans, including those represented by book debts, or provide guarantees or security in connection with any loan taken by an entity in which a director of the company is interested, provided that a special resolution is passed by the members in a general meeting. Further, such loans must be utilized by the borrowing entity solely for its principal business activities.

Therefore, the board of directors recommends the **Special Resolution** for the approval of members under item no. 01 of this Notice.

None of the directors/Key Managerial Personnel of the company and their relatives are interested in any way either directly or indirectly except Mr. Visakh Rajkumar and his relatives to the extent of their directorship/shareholding in both the companies.

Item No: 2

Cella space Ltd (“the company”) is an Indian-based warehouse company engaged in logistics, development of industrial parks, and logistics parks. its business operations include the construction and leasing of warehouse, either directly or through third parties, some of whom qualify as related parties under applicable laws.

The annual consolidated turnover of the Company as on March 31, 2024 is Rs. 777.66 lakhs.

Pursuant to provision of Section 188 of Companies Act, 2013 read with the applicable rules issued under the Act, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the Company’s policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company (‘the Policy’), all material related party transactions require prior approval of the members of the Company through an ordinary resolution.

In accordance with Regulation 23 of the SEBI Listing Regulations, a “Material Related Party Transaction” is defined as any transaction with a related party that, either individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover as per the Company’s last audited financial statements.

The members are hereby informed that the Company proposes to lend up to an aggregate amount of Rs. 15 crores, in one or more tranches, to Jaya Logistic Parks Private Limited, a related party as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zc) of the Listing Regulations. The loan is intended to support the principal business operations of Jaya Logistic Parks Private Limited.

The Board of Directors, based on the recommendation of the Audit Committee at its meeting held on 18th January 2025, has priorly approved the proposed transaction. Since the transaction value exceeds 10% of the Company’s annual consolidated turnover as per its last audited financial statements, the approval of the members is sought for the resolution set out in Item 2 of the Notice.

In line with Regulation 23 of the SEBI Listing Regulations, related parties of the Company are not permitted to vote on the resolution set out in Item No. 2 of this Notice, regardless of whether they are parties to the proposed transaction.

The Board of directors recommends passing of resolution as an **Ordinary Resolution** as set out in Item No. 2.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (“SEBI Master Circular”) and Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 are set forth below:

Sr. no.	Particulars	Remarks
1.	Name of the related party	Jaya Logistic Parks Private Limited
2.	Names of the Director or KMP or any other person who is related and nature of relationship.	Mr. Visakh Rajkumar (DIN: 07079475)
3.	Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise).	As per Section 2(76)(iii) of the Companies Act, 2013 Mr. Visakh Rajkumar (DIN: 07079475) is a common Director in both the companies making the entity a related party.
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Granting of loan by the company and collecting interest thereon.
5.	Value of the proposed transaction	The monetary value for the above transaction is for an amount up to Rs. 15 crores
6	Value of RPT as % of Company’s audited annual turnover for the financial year 2023-24	192.89%

7.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) Details of financial indebtedness Incurred to make or give loans, intercorporate deposits, advances or investments; (ii) Nature of indebtedness; (iii) Cost of funds and (iv) Tenure of the indebtedness.	Not applicable
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	The Company propose to extend unsecured term loan at the prevailing lending rates for the tenure as may be mutually agreed between the parties.
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction.	Funds shall be utilized towards the operational cash flow /working capital requirements of Jaya Logistic Parks Private Limited, the borrowing entity.
8.	Justification as to why the RPT is in the interest of the Company.	Jaya Logistic Parks Private Limited is an operator of an integrated logistics park intended to serve construction and infrastructure sectors, white goods, electronic, assembling and manufacturing industries. This transaction has no adverse impact on the financial position/operations of the company.
9.	Copy of the valuation or other external party report, if any such report has been relied upon.	NA
10.	Any other information relevant or important for the members to take a decision on the proposed resolution.	NIL

Other than Mr. Visakh Rajkumar who is interested directly, and through their relatives none of the other Directors, Key Managerial personnel or their relatives are interested or concerned in the proposed Resolution at Item No. 2 of this Notice.

By order of the Board
For Cella Space Limited

Sd/-
Vinod Kumar M
Company Secretary & Compliance Officer

Date: 18-01-2025
Place: Chennai