



Cello World Limited

(formerly known as 'Cello World Private Limited')

Regd. Office: 597/2A, Somnath Road, Dabhel, Nani Daman, Daman & Diu - 396 210. (India)

Admin Office: Cello House, Corporate Avenue, 'B' Wing, 8th Floor, Sonawala Road, Goregaon (East), Mumbai-400 063, (India),

Tel: 022 6997 0000, e-mail: cello.sales@celloworld.com, grievance@celloworld.com

Website: www.corporate.celloworld.com **CIN:** L25209DD2018PLC009865

November 22, 2024

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001

Scrip Code: 544012

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Composite Scheme of Arrangement amongst Wim Plast Limited ("WPL") and Cello Consumer Products Private Limited ("CCPPL") and Cello World Limited ("CWL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme")

Compliance report as per Securities and Exchange Board of India's ("SEBI") Master Circular dated June 20, 2023 bearing reference number SEBI/HO/CFD/POD-2/P/CIR/2023/93 ("SEBI Master Circular")

It is hereby certified that the draft Composite Scheme of Arrangement amongst Wim Plast Limited and Cello Consumer Products Private Limited and Cello World Limited and their respective shareholders and creditors does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl. No.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of the SEBI Master Circular			



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(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Complied
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied. Copy of the share exchange ratio report is enclosed as part of this application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied Copy of the certificates issued by the statutory auditors of WPL, CCPPL and CWL confirming that accounting treatment mentioned in the Scheme is in compliance with Section 133 of the Companies Act 2013 and accounting standards framed thereunder are enclosed as part of this application.
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	CWL and WPL will comply with provisions of e-voting as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time

For Cello World Limited

For Cello World Limited

Hemangi Trivedi
Company Secretary

Pradeep Ghisulal Rathod
Managing Director



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Certified that the transactions / accounting treatment provided in the draft Composite Scheme of Arrangement amongst Wim Plast Limited and Cello Consumer Products Private Limited and Cello World Limited and their respective shareholders and creditors are in compliance with all the Accounting Standards applicable to a listed entity.

For Cello World Limited

Atul Parolia
Chief Financial Officer

For Cello World Limited

Pradeep Ghisulal Rathod
Managing Director