



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

August 12, 2025

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 544012	National Stock Exchange of India Limited Exchange Plaza, C-1, Block - G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: CELLO
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Sub: Submission of Scrutinizer's Report of the voting results on the resolutions passed at the 7th Annual General Meeting of the Company

Dear Sir(s) / Madam(s),

Enclosed herewith is the Scrutinizer' Report received from Mr. Dharmesh Sarvaiya, Proprietor of M/s. Sarvaiya & Co., Company Secretaries, on the voting done through remote e-voting and e-voting at the 7th Annual General Meeting of the Company held on Friday, August 08, 2025 at 01.30 p.m. (IST) through Video Conferencing/ Other Audio Visual Means.

The above information is also available on the website of the Company.

Kindly take the above information on your record.

Thanking you.

Yours faithfully,

For Cello World Limited

Hemangi Trivedi

Company Secretary and Compliance Officer

Encl: As above

REPORT OF THE SCRUTINIZER

(Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules 2014 as substituted by the Companies (Management & Administration) Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date: 11/08/2025

To,
The Chairman,
Cello World Limited
597/2A, Somnath Road, Dabhel,
Nani Daman, Daman & Diu - 396 210.

Dear Sir,

Sub: Scrutinizer Report of E-Voting at Annual General Meeting of Cello World Limited held on Friday, August 08, 2025 at 01:30 pm IST.

I, CS Dharmesh Vijay Kumar Sarvaiya, proprietor of M/s. Sarvaiya & Co. Company Secretaries (FRN: S2016MH425100), Mumbai has been appointed as the Scrutinizer by the Board of Directors of **Cello World Limited** for the purpose of scrutinizing the Remote E-voting process and the E-Voting facility offered to the shareholders of the Company during the course of 7th Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules 2014 as substituted by the Companies (Management & Administration) Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned resolutions in the notice of 7th Annual General Meeting dated May 23, 2025:

Sr No.	Type of Resolution	Particulars of Resolution
1	Ordinary Resolution	To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Auditors and Board of Directors thereon.

2	Ordinary Resolution	To declare a dividend of @ 30% i.e. Rs. 1.5/- (Rupees One Rupee fifty paisa only) each on Equity Shares of the Company of face value of Rs. 5/- each for the financial year 2024-25.
3	Ordinary Resolution	To consider and approve appointment of Mr. Pradeep Ghisulal Rathod (DIN: 00027527), as a Managing Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.
4	Ordinary Resolution	Appointment of M/s. Sarvaiya & Co, Practicing Company Secretaries, as Secretarial Auditor of the Company for term of Five (5) consecutive years.
5	Special Resolution:	Reappointment of Mr. Pushapraj Singhvi (DIN: 00255738) as Non-Executive Independent Director for another term w.e.f. July 28, 2025.
6	Special Resolution:	Continuation of Mr. Pushapraj Singhvi (DIN: 00255738) as an Independent Director beyond the age of 75 years.
7	Special Resolution:	Reappointment of Mr. Piyush Sohanraj Chhajer (DIN: 02907098) as Non-Executive Independent Director for another term w.e.f. July 28, 2025.
8	Special Resolution:	Reappointment of Mr. Arun Singhal (DIN: 07516577) as Non-Executive Independent Director for another term w.e.f. July 28, 2025.
9	Special Resolution:	Reappointment of Ms. Sunipa Ghosh (DIN: 10259183) as Non-Executive Independent Director for another term w.e.f. July 28, 2025.
10	Special Resolution:	Reappointment of Ms. Manali Nitin Kshirsagar (DIN: 10258361) as Non-Executive Independent Director for another term w.e.f. July 28, 2025.
11	Special Resolution:	Adoption of revised Articles of Association.
12	Special Resolution:	Approval of "Cello - Employee Stock Option Scheme-2025" (Cello Esop-2025) for the employees of the Company.
13	Special Resolution:	Extension of approval of "Cello - Employee Stock Option Scheme- 2025" ("Cello Esop-2025") to the

		employees of its Subsidiary Company(ies) and/ or Associate Company(ies), Group Company(ies) [present and future].
14	Special Resolution:	Grant of options to issue securities equal to or exceeding one percent (1%) but not exceeding – two percent (2%) of the issued capital of the Company during any one year to identified employees under “Cello - Employee Stock Option Scheme- 2025” (“Cello ESOP-2025”).

With reference to above referred matters, I submit my report as below:

The Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 followed by General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022 Circular No. 9/2023 dated September 25, 2023, General Circular No. 9/2024 dated September 19, 2024, and all other relevant circulars issued by the Ministry of Corporate Affairs from time to time (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 issued by Securities and Exchange Board of India (“SEBI”) dated October 3, 2024 has permitted the holding of the AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) without the physical presence of the Members at a common venue.

SEBI vide its Circular dated January 15, 2021, read with SEBI Circulars dated May 13, 2022, January 05, 2023, October 07, 2024 (“SEBI Circulars”) has granted relaxations in respect of sending physical copies of Annual Reports to shareholders and requirement of proxy for general meetings held through electronic mode.

On July 17, 2025, the Notice of the Annual General Meeting along with explanatory statement under section 102 was dispatched/mailed to the shareholders whose name appeared on the register of members/ list of beneficial owners as received from . MUFG Intime India Private Limited (RTA)

The Company completed the dispatch of the Notice of Annual General Meeting on July 17, 2025 in accordance with MCA circulars, no physical copy of the Notice, Postal ballot form and pre-paid business reply envelope was dispatched to the members. Therefore, the Company was not required to provide facility of voting through physical postal ballot.

The Company has published advertisements in Business Standard (English) and Gujarati Mitra (Gujarati) newspapers regarding the completion of dispatch of the Notice of Annual General Meeting on Friday, July 18, 2025.

The Company has availed the e-voting facility offered by MUFG Intime India Private Limited- InstaVOTE (MUFGintime) for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares either in physical or dematerialized form as on the cutoff date i.e. on Friday, August 01, 2025 were entitled to vote on the proposed resolutions as set out at item Nos. 1 to 14 in the Notice of 7th Annual General Meeting of Cello World Limited.

The voting period for remote e-voting commenced on Tuesday, August 05, 2025 at 09:00 a.m. IST and ended on Thursday, August 07, 2025 at 5:00 p.m. IST (both days inclusive) and the MUFG Intime India Private Limited - InstaVOTE e-voting platform was blocked thereafter and the votes cast under e-voting facility were then blocked in the presence of two witnesses who were not in the employment of the company.

During the Annual General Meeting the Voting window was kept open for 15 minutes for the members who has not casted their votes already thorough the e-voting facility.

I have scrutinized and reviewed the voting through electronic means and based on the data downloaded from the MUFG Intime India Private Limited- InstaVOTE (MUFGintime) e-voting system.

The relevant records related to this E-Voting facility will be handed over to the Authorised person of the Company for safekeeping.

I now submit my report on the results of e-voting conducted in relation to the Resolutions considered at the 7th Annual General Meeting held on Friday, August 08, 2025 over Audio Visual Means.

ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Auditors and Board of Directors thereon.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast

Remote E-voting	205	200229271	100.00
E-Voting During AGM	1	1	0.00
Physical	NA	NA	NA
Total	206	200229272	100.00

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	8	863	0.00
E-Voting During AGM	0	0	0.00
Physical	NA	NA	NA
Total	8	863	0.00

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

Item No. 2: Ordinary Resolution

To declare a dividend of @ 30% i.e. Rs. 1.5/- (Rupees One Rupee fifty paisa only) each on Equity Shares of the Company of face value of Rs. 5/- each for the financial year 2024-25.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	208	200230074	100.00
E-Voting During AGM	1	1	0.00
Physical	NA	NA	NA
Total	209	200230075	100.00

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	4	42	0.00
E-Voting During AGM	0	0	0.00
Physical	NA	NA	NA
Total	4	42	0.00

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

Item No. 3: Ordinary Resolution

To consider and approve appointment of Mr. Pradeep Ghisulal Rathod (DIN: 00027527), as a Managing Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	182	195600369	97.69
E-Voting During AGM	1	1	0.00
Physical	NA	NA	NA
Total	183	195600370	97.69

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	36	4629765	2.31
E-Voting During AGM	0	0	0.00
Physical	NA	NA	NA
Total	36	4629765	2.31

(iii) (Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

SPECIAL BUSINESS:

Item No. 4: Ordinary Resolution

Appointment of M/s. Sarvaiya & Co, Practicing Company Secretaries, as Secretarial Auditor of the Company for term of Five (5) consecutive years

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	197	200081423	99.93
E-Voting During AGM	1	1	0.00
Physical	NA	NA	NA
Total	198	200081424	99.93

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	15	147024	0.07
E-Voting During AGM	0	0	0.00
Physical	NA	NA	NA
Total	15	147024	0.07

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

Item No. 5: Special Resolution:

Reappointment of Mr. Pushapraj Singhvi (DIN: 00255738) as Non-Executive Independent Director for another term w.e.f. July 28, 2025:

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	126	190951490	95.37
E-Voting During AGM	1	1	0.00
Physical	NA	NA	NA
Total	127	190951491	95.37

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	89	9278644	4.63
E-Voting During AGM	0	0	0.00
Physical	NA	NA	NA

Total	89	9278644	4.63
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(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

Item No. 6: Special Resolution

Continuation of Mr. Pushapraj Singhvi (DIN: 00255738) as an Independent Director beyond the age of 75 years:

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	135	191191966	95.49
E-Voting During AGM	1	1	0.00
Physical	NA	NA	NA
Total	136	191191967	95.49

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	84	9038168	4.51
E-Voting During AGM	0	0	0.00
Physical	NA	NA	NA
Total	84	9038168	4.51

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL

Physical	NIL	NIL
Total	NIL	NIL

Item No. 7: Special Resolution

Reappointment of Mr. Piyush Sohanraj Chhajer (DIN: 02907098) as Non-Executive Independent Director for another term w.e.f. July 28, 2025:

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	164	196905034	98.34
E-Voting During AGM	1	1	0.00
Physical	NA	NA	NA
Total	165	196905035	98.34

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	54	3325100	1.66
E-Voting During AGM	0	0	0.00
Physical	NA	NA	NA
Total	54	3325100	1.66

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

Item No. 8: Special Resolution

Reappointment of Mr. Arun Singhal (DIN: 07516577) as Non-Executive Independent Director for another term w.e.f. July 28, 2025:

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	193	197011406	98.39
E-Voting During AGM	1	1	0.00
Physical	NA	NA	NA
Total	194	197011407	98.39

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	20	3218728	1.61
E-Voting During AGM	0	0	0.00
Physical	NA	NA	NA
Total	20	3218728	1.61

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

Item No. 9: Special Resolution

Reappointment of Ms. Sunipa Ghosh (DIN: 10259183) as Non-Executive Independent Director for another term w.e.f. July 28, 2025:

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	197	200062110	99.92

E-Voting During AGM	1	1	0.00
Physical	NA	NA	NA
Total	198	200062111	99.92

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	16	168024	0.08
E-Voting During AGM	0	0	0.00
Physical	NA	NA	NA
Total	16	168024	0.08

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

Item No. 10: Special Resolution

Reappointment of Ms. Manali Nitin Kshirsagar (DIN: 10258361) as Non-Executive Independent Director for another term w.e.f. July 28, 2025:

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	193	197011406	98.39
E-Voting During AGM	1	1	0.00
Physical	NA	NA	NA
Total	194	197011407	98.39

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	20	3218728	1.61
E-Voting During AGM	0	0	0.00
Physical	NA	NA	NA
Total	20	3218728	1.61

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

Item No. 11: Special Resolution

Adoption of revised articles of association:

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	131	191312398	95.73
E-Voting During AGM	1	1	0.00
Physical	NA	NA	NA
Total	132	191312399	95.73

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	82	8537111	4.27
E-Voting During AGM	0	0	0.00
Physical	NA	NA	NA
Total	82	8537111	4.27

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

Item No. 12: Special Resolution

Approval of “Cello - Employee Stock Option Scheme- 2025” (Cello Esop-2025) for the employees of the Company:

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	127	183671708	91.73
E-Voting During AGM	1	1	0.00
Physical	NA	NA	NA
Total	128	183671709	91.73

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	89	16558426	8.27
E-Voting During AGM	0	0	0.00
Physical	NA	NA	NA
Total	89	16558426	8.27

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL

Total	NIL	NIL
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Item No. 13: Special Resolution

Extension of approval of “Cello - Employee Stock Option Scheme- 2025”(“Cello Esop-2025”)to the employees of its Subsidiary Company(ies) and/ or Associate Company(ies), Group Company(ies) [present and future]:

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	127	183671708	91.73
E-Voting During AGM	1	1	0.00
Physical	NA	NA	NA
Total	128	183671709	91.73

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	89	16558426	8.27
E-Voting During AGM	0	0	0.00
Physical	NA	NA	NA
Total	89	16558426	8.27

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

Item No. 14: Special Resolution

Grant of options to issue securities equal to or exceeding one percent (1%) but not exceeding – two percent (2%) of the issued capital of the Company during any one year to identified employees under “Cello - Employee Stock Option Scheme- 2025”(“Cello ESOP-2025”):

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	127	183671708	91.73
E-Voting During AGM	1	1	0.00
Physical	NA	NA	NA
Total	128	183671709	91.73

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted through electronic voting system and physical mode.	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	89	16558426	8.27
E-Voting During AGM	0	0	0.00
Physical	NA	NA	NA
Total	89	16558426	8.27

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

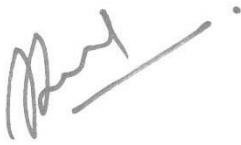
We would like to inform you that the Resolution(s) as contained in the Notice dated May 23, 2025, have been passed with requisite majority:

- 1) Resolution No. 1 passed as an Ordinary Resolution
- 2) Resolution No. 2 passed as an Ordinary Resolution
- 3) Resolution No. 3 passed as an Ordinary Resolution
- 4) Resolution No. 4 passed as an Ordinary Resolution
- 5) Resolution No. 5 passed as a Special Resolution
- 6) Resolution No. 6 passed as a Special Resolution
- 7) Resolution No. 7 passed as a Special Resolution
- 8) Resolution No. 8 passed as a Special Resolution
- 9) Resolution No. 9 passed as a Special Resolution
- 10) Resolution No. 10 passed as a Special Resolution

- 11) Resolution No. 11 passed as a Special Resolution
- 12) Resolution No. 12 passed as a Special Resolution
- 13) Resolution No. 13 passed as a Special Resolution
- 14) Resolution No. 13 passed as a Special Resolution
- 15) Resolution No. 14 passed as a Special Resolution

You may accordingly declare the result of the voting through remote e-voting and voting at the Annual General Meeting.

Thanking You
Yours Faithfully,
For Sarvaiya & Co.



Dharmesh Sarvaiya
Proprietor
FCS No.: 11454 COP No.: 17136
UDIN: L25209DD2018PLC009865
Date: August 11, 2025
Place: Mumbai