



Cello World Limited

(formerly known as 'Cello World Private Limited')

Corporate 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

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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of **Cello World Limited** ("**the Company**") by means of Postal Ballot, only by remote e-voting process ("**e-voting**") being provided by the Company to all its members to cast their votes electronically, pursuant to Sections 108 and 110 of the Companies Act, 2013 ("**the Act**"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all

material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

SPECIAL BUSINESS

1. To approve the re-appointment of Mr. Pradeep Ghisulal Rathod (DIN: 00027527) as a Chairman and Managing Director, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), and pursuant to the provisions of Regulation 17(6) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Pradeep Ghisulal Rathod (DIN: 00027527) as the Chairman and Managing Director of the Company for a period of five (5) years

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commencing from November 11, 2025 to November 10, 2030 (both days inclusive), upon such terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and as agreed to between the Company and Mr. Rathod, and in compliance with the applicable provisions of law.

RESOLVED FURTHER THAT Mr. Pradeep Ghisulal Rathod shall be liable to retire by rotation during the tenure of his appointment, in accordance with the provisions of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to alter and / or vary the terms and conditions of the said appointment and / or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Pradeep Ghisulal Rathod, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 5 years from the date of appointment, as may be agreed to between the Board and Mr. Pradeep Ghisulal Rathod which shall be in accordance with the provisions of Schedule V and other applicable provisions of the Act and prescribed rules made thereunder, for the time being in force, subject to necessary sanctions and approvals, if any.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms and returns with the Registrar of Companies, disclosures to stock exchanges, and to take all other steps as may be required under applicable law."

2. To approve re-appointment of Mr. Pankaj Ghisulal Rathod (DIN - 00027572) as a Joint Managing Director, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), and pursuant to the provisions of Regulation 17(6) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Pankaj Ghisulal Rathod (DIN - 00027572) as the Joint Managing Director of the Company be and is hereby approved for a period of five (5) years commencing from November 11, 2025 to November 10, 2030 (both days inclusive), upon such terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and as agreed to between the Company and Mr. Rathod, and in compliance with the applicable provisions of law.

RESOLVED FURTHER THAT Mr. Pankaj Ghisulal Rathod shall be liable to retire by rotation during the tenure of his appointment, in accordance with the provisions of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to alter and / or vary the terms and conditions of the said appointment and / or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Pankaj Ghisulal

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Rathod, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 5 years from the date of appointment, as may be agreed to between the Board and Mr. Pankaj Ghisulal Rathod which shall be in accordance with the provisions of Schedule V and other applicable provisions of the Act and prescribed rules made thereunder, for the time being in force, subject to necessary sanctions and approvals, if any.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms and returns with the Registrar of Companies, disclosures to stock exchanges, and to take all other steps as may be required under applicable law.”

3. To approve re-appointment of Mr. Gaurav Pradeep Rathod (DIN - 06800983) as a Joint Managing Director, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), and pursuant to the provisions of Regulation 17(6) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Gaurav Pradeep Rathod (DIN - 06800983) as the Joint Managing Director of the Company be and is hereby approved for a period of five (5) years

commencing from November 11, 2025 to November 10, 2030 (both days inclusive), upon such terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and as agreed to between the Company and Mr. Rathod, and in compliance with the applicable provisions of law.

RESOLVED FURTHER THAT Mr. Gaurav Pradeep Rathod shall be liable to retire by rotation during the tenure of his appointment, in accordance with the provisions of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to alter and / or vary the terms and conditions of the said appointment and / or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Gaurav Pradeep Rathod, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 5 years from the date of appointment, as may be agreed to between the Board and Mr. Gaurav Pradeep Rathod which shall be in accordance with the provisions of Schedule V and other applicable provisions of the Act and prescribed rules made thereunder, for the time being in force, subject to necessary sanctions and approvals, if any.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms and returns with the Registrar of Companies, disclosures to stock exchanges, and to take all other steps as may be required under applicable law.”

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4. To approve re-appointment of Mr. Gagandeep Singh Chhina (DIN – 07397540) as the Non-Executive, Non-Independent Director, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in supersession of his earlier appointment as a Nominee Director and pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, read with Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactments thereof, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Gagandeep Singh Chhina (DIN: 07397540) as a Non-Executive, Non-Independent Director of the Company with effect from August 11, 2025 liable to retire by rotation.

RESOLVED FURTHER THAT necessary disclosures under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 be made, and his directorship be appropriately updated in the records of the Company and filed with the Registrar of Companies.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms and returns with the Registrar of Companies, disclosures to stock exchanges, and to take all other steps as may be required under applicable law.”

**By Order of Board of Directors
Cello World Limited**

**Hemangi Trivedi
Company Secretary and Compliance Officer
Place: Mumbai
Date: October 01, 2025**

Registered Office
597/2A, Somnath Road,
Dabhel, Nani Daman,
Daman & Diu- 396 210,
India.
CIN: L25209DD2018PLC009865
Website: www.corporate.celloworld.com
Email: grievance@celloworld.com
Tel: 022 6997 0000

NOTES

1. The Explanatory statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners as on **Friday, September 26, 2025 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

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3. The Company has engaged the services of MUFG Intime India Private Limited (“MI IPL” or “Registrar and Transfer Agent”) as the agency to provide e-voting facility.

4. This Postal Ballot Notice will also be available on the Company’s website at www.corporate.celloworld.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of MUFG Intime India Private Limited at www.in.mpms.muvg.com.

5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.corporate.celloworld.com duly filled and signed along with requisite supporting documents to MUFG Intime India Private Limited at C 101, 247 Park, L. B. S. Marg, Vikhroli – West, Mumbai – 400 083, Maharashtra, India.

6. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member

as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.

7. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

8. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.

9. The e-voting period commences at 9:00 a.m. (IST) on Thursday, October 02, 2025 and ends at 5:00 p.m. (IST) on Friday, October 31, 2025. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by MUFG Intime India Private Limited upon expiry of the aforesaid period.

10. The Board of Directors has appointed Mr. Dharmesh Sarvaiya, Practicing Company Secretary (Membership No.: F11454) of M/s Sarvaiya & Co, Practicing Company Secretaries, as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be

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appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

11. The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before Tuesday, November 04, 2025 and will be displayed on the Company's website at www.corporate.celloworld.com and the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>. The said results will simultaneously be communicated to the Stock Exchanges and will also be displayed website of the Company.

12. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, October 31, 2025.

13. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

Members seeking to inspect such documents can send an email to grievance@celloworld.com mentioning his / her / its folio number / DP ID and Client ID.

14. PROCEDURE FOR E-VOTING:**(i) E-VOTING FACILITY:**

a. The Company is providing e-voting facility of MUFG Intime India Private Limited to its

members to exercise their right to vote on the proposed resolutions by electronic means.

b. The e-voting facility will be available during the following voting period:

Commencement of E- Voting:	09:00 A.M. (IST) on Thursday, October 02, 2025
End of E - Voting:	05:00 P.M. (IST) on Friday, October 31, 2025

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by MUFG Intime India Private Limited upon expiry of the aforesaid period.

REMOTE E- VOTING INSTRUCTIONS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

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- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



provided with Login ID and password. Follow steps given above in points (a-d).

METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL),

Password/OTP and a Verification Code as shown on the screen.

- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

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Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/yeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/Easiest Registration>
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

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STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.
 (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit <https://instavote.linkintime.co.in> URL: & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 1. User ID: Enter User ID
 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 4. Bank Account Number: Enter your Bank Account Number (last four

digits), as recorded with your DP/Company.

- Shareholders holding shares in **NSDL form**, shall provide ‘D’ above
 - Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

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- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL:
<https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL:
<https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

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The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit <https://instavote.linkintime.co.in> URL: and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit <https://instavote.linkintime.co.in> URL: and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.

- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders	Members facing any technical issue in login can contact

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CELLO WORLD LIMITED

rs holding securities in demat mode with CDSL	CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

Remote E VOTING Instructions Classification: Public

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (! # \$ & *), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 1

i. The Chairman and Managing Director shall perform such duties as shall from time to time be entrusted to him by the Board.

ii. The Chairman and Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

iii. The Chairman and Managing Director shall adhere to the Company's Code of Conduct.

iv. The office of Chairman and Managing Director may be terminated by the Company or by him by giving 3 (three) months' prior notice in writing.

Mr. Pradeep Ghisulal Rathod satisfies all conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Pradeep Ghisulal Rathod under Section 190 of the Act.

Details of Mr. Pradeep Ghisulal Rathod pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

Mr. Pradeep Ghisulal Rathod is interested in the resolution set out at Item No. 1 of this Postal Ballot Notice with regard to his appointment. Mr. Pankaj G. Rathod, Joint Managing Director and Mr. Gaurav P. Rathod, Joint Managing Director, being related to Mr. Pradeep Ghisulal Rathod may be deemed to be interested in the resolution set out at Item No. 1 of this Postal Ballot Notice.

The other relatives of Mr. Pradeep Ghisulal Rathod, Mr. Pankaj G. Rathod, Mr. Gaurav P. Rathod may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

Item No. 2

i. The Joint Managing Director shall perform such duties as shall from time to time be entrusted to him by the Board.

ii. The Joint Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions

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CELLO WORLD LIMITED

contained in Section 166 of the Act with regard to duties of directors.

iii. The Joint Managing Director shall adhere to the Company's Code of Conduct.

iv. The office of the Joint Managing Director may be terminated by the Company or by him by giving 3 (three) months' prior notice in writing.

Mr. Pankaj Ghisulal Rathod satisfies all conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Pankaj Ghisulal Rathod under Section 190 of the Act.

Details of Mr. Pankaj Ghisulal Rathod pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

Mr. Pankaj Ghisulal Rathod is interested in the resolution set out at Item No. 1 of this Postal Ballot Notice with regard to his appointment. Mr. Pradeep G. Rathod, Chairman and Managing Director and Mr. Gaurav P. Rathod, Joint Managing Director, being related to Mr. Pankaj Ghisulal Rathod may be deemed to be interested in the resolution set out at Item No. 2 of this Postal Ballot Notice.

The above may be treated as a written memorandum setting out the terms of

The other relatives of Mr. Pankaj Ghisulal Rathod, Mr. Pradeep G. Rathod, Mr. Gaurav P. Rathod may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

Item No. 3

i. The Joint Managing Director shall perform such duties as shall from time to time be entrusted to him by the Board.

ii. The Joint Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

iii. The Joint Managing Director shall adhere to the Company's Code of Conduct.

iv. The office of the Joint Managing Director may be terminated by the Company or by him by giving 3 (three) months' prior notice in writing.

Mr. Gaurav Pradeep Rathod satisfies all conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act

appointment of Mr. Gaurav Pradeep Rathod under Section 190 of the Act.

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Details of Mr. Gaurav Pradeep Rathod pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

Mr. Gaurav Pradeep Rathod is interested in the resolution set out at Item No. 3 of this Postal Ballot Notice with regard to his appointment. Mr. Pradeep G. Rathod, Chairman and Managing Director and Mr. Pankaj G. Rathod, Joint Managing Director, being related to Mr. Gaurav Pradeep Rathod may be deemed to be interested in the resolution set out at Item No. 3 of this Postal Ballot Notice.

The other relatives of Mr. Gaurav Pradeep Rathod, Mr. Pradeep G. Rathod, Mr. Pankaj G. Rathod may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

Item No. 4

- i. The Non- Executive, Non Independent Director shall perform such duties as shall from time to time be entrusted to him by the Board.
- ii. The Non- Executive, Non Independent Director shall act in accordance with the Articles of Association of the Company and shall abide

by the provisions contained in Section 166 of the Act with regard to duties of directors.

iii. The Non- Executive, Non Independent Director shall adhere to the Company's Code of Conduct.

iv. The office of the Non- Executive, Non Independent Director may be terminated by the Company or by him by giving 3 (three) months' prior notice in writing.

Mr. Gagandeep Singh Chinna satisfies all conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Gagandeep Singh Chinna under Section 190 of the Act.

Details of Mr. Gagandeep Singh Chinna pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

Mr. Gagandeep Singh Chinna is interested in the resolution set out at Item No. 4 of this Postal Ballot Notice with regard to his appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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The Board commends the Ordinary Resolution set out at Item No. 4 of this Postal Ballot Notice for approval by the members.

**By Order of Board of Directors
Cello World Limited**

**Hemangi Trivedi
Company Secretary and Compliance Officer
Place: Mumbai
Date: October 01, 2025**

Registered Office
597/2A, Somnath Road,
Dabhel, Nani Daman,
Daman & Diu- 396 210,
India.
CIN: L25209DD2018PLC009865
Website: www.corporate.celloworld.com
Email: grievance@celloworld.com
Tel: 022 6997 0000



ANNEXURE TO THE POSTAL BALLOT NOTICE

Mr. Pradeep Ghisulal Rathod (DIN: 00027527)

Age	60 Years
Qualifications	Higher Secondary
Resume / Experience and Expertise in specific functional areas	Mr. Pradeep Ghisulal Rathod (DIN: 00027527) is with the Company since incorporation and is one of the promoters of the Company. He has over 40 years of solid experience in all aspects of the business; manufacturing, export, finance, administration, and sales. He is the force behind the company's expansion into various verticals. A visionary & one of the inspiring leader's in the houseware industry with one of the most solid reputation.
Date of first appointment on the Board	July 25, 2018
Shareholding in the Company as on March 31, 2025	2,26,67,835
Inter-se relationship with other directors/ Key Managerial Personnel	Brother of Mr. Pankaj G. Rathod, Joint Managing Director. Father of Mr. Gaurav P. Rathod, Joint Managing Director.
Directorships of other Boards as on date of Postal Ballot Notice	Wim Plast Limited- Managing Director Cello Pens and Stationery Pvt. Ltd.- Director Cello Capital Pvt. Ltd. - Director Cello Infrastructure Ltd. - Director R & T Houseware Pvt. Ltd. - Director Sunkist Moulders Pvt. Ltd. - Director Cello Industries Private Limited- Director Unomax Stationery Private Limited- Director Unomax Sales and Marketing Private Limited- Director Cello Household Appliances Pvt. Ltd. - Director Wim Plast Moulding Pvt. Ltd. - Director Unomax Pens And Stationery Private Limited- Director Unomax Writing Instruments Private Limited- Director Cello Household Products Pvt. Ltd. - Director Cello Houseware Pvt. Ltd. - Director Cello Consumerware Pvt. Ltd. - Director Cello Consumer Products Private Limited- Director Arko Glass International Private Limited- Director
Membership / Chairmanship of Committees of other	Wim Plast Limited Audit Committee (Member) Stakeholders Relationship Committee (Member) Risk Management Committee (Chairperson)



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Boards as on date of Postal Ballot Notice	Corporate Social Responsibility Committee (Chairperson)
Listed companies from which the Director has resigned in the past 3 years	NIL

Mr. Pankaj Ghisulal Rathod (DIN: 00027572)

Age	57 Years
Qualifications	Higher Secondary
Resume / Experience and Expertise in specific functional areas	Over 40 years of experience in handling all aspects of the business: manufacturing, export, finance, administration, and sales. Looks after Writing Instruments, Marketing, Product Development & Production. He has a sharp business acumen, a unique capability of evaluating the market scenario & competition for an effective growth strategy. This unique ability has helped achieve an exceptional success in writing instruments. Mr. Pankaj G. Rathod started writing instruments from scratch, and grew to be India's largest writing instruments brand with over 40% market share. The world acknowledges his outstanding quality, which always seeks perfection to delight and deliver beyond expectation through ingenious strategy, implied entrepreneurship, impaired technology, innovative product knowledge, insightful marketing and brilliant thinking about the future.
Date of first appointment on the Board	July 25, 2018
Shareholding in the Company as on March 31, 2025	23,735,761
Inter-se relationship with other directors/ Key Managerial Personnel	Brother of Mr. Pradeep G. Rathod, Chairman and Managing Director. Uncle of Mr. Gaurav P. Rathod, Joint Managing Director.
Directorships of other Boards as on date of Postal Ballot Notice	Wim Plast Limited- Joint Managing Director Sunkist Moulders Pvt. Ltd.- Director Cello Pens and Stationery Pvt. Ltd- Director Cello Infrastructure Ltd. - Director Cello Capital Pvt. Ltd. - Director R & T Houseware Pvt. Ltd. - Director Cello Industries Pvt. Ltd. - Director Cello Household Appliances Pvt. Ltd- Director Unomax Pens and Stationery Private Limited- Director Unomax Stationery Private Limited- Director Unomax Sales and Marketing Private Limited- Director Unomax Writing Instruments Pvt. Ltd. - Director

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CELLO WORLD LIMITED

	Wim Plast Moulding Pvt. Ltd. - Director Cello Household Products Pvt. Ltd- Director Cello Houseware Pvt. Ltd. - Director Cello Consumerware Pvt. Ltd. - Director Cello Consumer Products Private Limited- Director Arko Glass International Private Limited- Director
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	<u>Wim Plast Limited</u> Stakeholders Relationship Committee (Member) Risk Management Committee (Member) Corporate Social Responsibility Committee (Member)
Listed companies from which the Director has resigned in the past 3 years	NIL

Mr. Gaurav Pradeep Rathod (DIN: 06800983)

Age	37 Years
Qualifications	Bachelor's degree in Finance & Economics from the Bentley University, Massachusetts (USA) and Master's in Business Management in Business Strategy from the University of Strathclyde, Scotland.
Resume / Experience and Expertise in specific functional areas	10 years of experience in handling the business of manufacturing and sales. He started Opalware and Glassware project from scratch in the group. He spearheaded & commissioned India's largest & the most advanced plant to make Cello a leading player in Opalware segment in a short span. He has a deep understanding of consumer taste, which enables him to meet the need as per today's buyer's persona.
Date of first appointment on the Board	July 25, 2018
Shareholding in the Company as on March 31, 2025	47,435,590
Inter-se relationship with other directors/ Key Managerial Personnel	Son of Mr. Pradeep G. Rathod, Chairman and Managing Director. Nephew of Mr. Pankaj G. Rathod, Joint Managing Director.
Directorships of other Boards as on date of Postal Ballot Notice	Wim Plast Limited- Director Cello Capital Private Limited- Director Cello Pens & Stationery Private Limited- Whole time Director Unomax Pens and Stationery Private Limited- Director Cello Household Products Private Limited- Director


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CELLO WORLD LIMITED

	Cello Household Appliances Private Limited- Director Unomax Writing Instruments Private limited- Director Cello Industries Private Limited- Director Cello Infrastructure Limited- Director Cello Houseware Private Limited- Director Cello Consumerware Private Limited- Director Pecasa Tableware Private Limited- Director Unomax Stationery Private Limited- Director Unomax Sales and Marketing Private Limited- Director Cello Consumer Products Private Limited- Director All India Glass MFRS'. Federation- Director Arko Glass International Private Limited- Director
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	<u>Wim Plast Limited</u> Stakeholders Relationship Committee (Chairperson) Risk Management Committee (Member) Nomination and Remuneration Committee (Member)
Listed companies from which the Director has resigned in the past 3 years	NIL

Mr. Gagandeep Singh Chhina (DIN - 07397540)

Age	47 Years
Qualifications	Post graduate in Master's in Business Administration (MBA) from Indian Institute of Management (Calcutta) and holds a bachelor's degree (B.E.) in Mechanical Engineering from Punjab Engineering College, Chandigarh.
Resume / Experience and Expertise in specific functional areas	17 years of experience primarily in private equity and financial services industry. He is currently a Director (Private Equity) at ICICI Venture Funds Management Company Limited. He was previously associated with WL Ross & Co LLC, CRISIL Limited and Engineers India Limited.
Date of first appointment on the Board	October 21, 2022
Shareholding in the Company as on March 31, 2025	0
Inter-se relationship with other directors/ Key Managerial Personnel	Not a Relative of any directors.

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Directorships of other Boards as on date of Postal Ballot Notice	Solvay Tech Solutions Private Limited- Nominee Director Coraggio Holdings Private Limited- Director
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	NA
Listed companies from which the Director has resigned in the past 3 years	NIL

**By Order of Board of Directors
Cello World Limited**

**Hemangi Trivedi
Company Secretary and Compliance Officer
Place: Mumbai
Date: October 01, 2025**

Registered Office
597/2A, Somnath Road,
Dabhel, Nani Daman,
Daman & Diu- 396 210,
India.
CIN: L25209DD2018PLC009865
Website: www.corporate.celloworld.com
Email: grievance@celloworld.com
Tel: 022 6997 0000