



# 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](mailto:cello.sales@celloworld.com), [grievance@celloworld.com](mailto:grievance@celloworld.com)

**Website:** [www.corporate.celloworld.com](http://www.corporate.celloworld.com) **CIN:** L25209DD2018PLC009865

November 03, 2025

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 <b>Scrip Code: 544012</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block - G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 <b>Symbol: CELLO</b>
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**Subject: Results of Postal Ballot Notice dated October 01, 2025**

Dear Sir/ Madam,

This is further to our letter dated October 01, 2025, submitting the Postal Ballot Notice for seeking approval of the Members of the Company by way of Ordinary Resolutions for the following:

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.
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.
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.
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.

In this regard, please note that Mr. Dharmesh Sarvaiya, Practising Company Secretary, who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on November 03, 2025. In accordance with the said Report, the members of the Company have approved the above mentioned Ordinary Resolutions as embodied in the Postal Ballot Notice dated 01<sup>st</sup> October, 2025, with the majority of 92.70%, 92.94%, 92.94%, and 99.35% votes, as detailed under:-



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## Item No 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.

Particulars	Number
Number of Valid Electronic Votes received	203569240
Votes in favour of the resolution	188699923
Votes against the Resolution	14869317

## Item No. 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.

Particulars	Number
Number of Valid Electronic Votes received	203569240
Votes in favour of the resolution	189195704
Votes against the Resolution	14373536

## Item No. 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.

Particulars	Number
Number of Valid Electronic Votes received	203569240
Votes in favour of the resolution	189195727
Votes against the Resolution	14373513

## Item No. 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.



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Particulars	Number
Number of Valid Electronic Votes received	203569240
Votes in favour of the resolution	202237180
Votes against the Resolution	1332060

The results of the Postal Ballot were accordingly announced today.

We enclose herewith:

- Results of Postal Ballot;
- Scrutinizer's Report;
- Certified True Copy of the resolutions as approved by the Members.

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,

**For Cello World Limited**

**Hemangi Trivedi**

**Company Secretary and Compliance Officer**

**Membership No: A27603**

**Encl: As Above**



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## Results of Postal Ballot (As per Regulation 44(3) of Listing Regulations)

<b>Name of the Company</b>	Cello World Limited
<b>Date of Postal Ballot Notice</b>	October 01, 2025
<b>Voting Start Date</b>	October 02, 2025
<b>Voting End Date</b>	October 31, 2025
<b>Total number of Members as on record date</b>	1,24,435
<b>No. of Members present in the meeting either in person or through proxy</b>	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable
<b>No. of Members attended the meeting through Video Conferencing</b>	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable



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## AGENDA WISE DISCLOSURE

Cello World Limited								
Resolution Required : Ordinary			1 - To approve the re-appointment of Mr. Pradeep Ghisulal Rathod (DIN: 00027527) as a Chairman and Managing Director					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	165662977	165662971	100.0000	165662971	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>165662971</b>	<b>100.0000</b>	<b>165662971</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	43340261	37896261	87.4389	23028121	14868140	60.7662	39.2338
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>37896261</b>	<b>87.4389</b>	<b>23028121</b>	<b>14868140</b>	<b>60.7662</b>	<b>39.2338</b>
Public Non Institutions	E-Voting	11881796	10008	0.0842	8831	1177	88.2394	11.7606
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10008</b>	<b>0.0842</b>	<b>8831</b>	<b>1177</b>	<b>88.2394</b>	<b>11.7606</b>
<b>Total</b>		<b>220885034</b>	<b>203569240</b>	<b>92.1607</b>	<b>188699923</b>	<b>14869317</b>	<b>92.6957</b>	<b>7.3043</b>



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Cello World Limited								
Resolution Required :Ordinary			2 - To approve re-appointment of Mr. Pankaj Ghisulal Rathod (DIN – 00027572) as a Joint Managing Director					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	165662977	165662971	100.0000	165662971	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>165662971</b>	<b>100.0000</b>	<b>165662971</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	43340261	37896261	87.4389	23523925	14372336	62.0745	37.9255
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>37896261</b>	<b>87.4389</b>	<b>23523925</b>	<b>14372336</b>	<b>62.0745</b>	<b>37.9255</b>
Public Non Institutions	E-Voting	11881796	10008	0.0842	8808	1200	88.0096	11.9904
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10008</b>	<b>0.0842</b>	<b>8808</b>	<b>1200</b>	<b>88.0096</b>	<b>11.9904</b>
<b>Total</b>		<b>220885034</b>	<b>203569240</b>	<b>92.1607</b>	<b>189195704</b>	<b>14373536</b>	<b>92.9392</b>	<b>7.0608</b>



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Cello World Limited								
Resolution Required :Ordinary			3 - To approve re-appointment of Mr. Gaurav Pradeep Rathod (DIN – 06800983) as a Joint Managing Director					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	165662977	165662971	100.0000	165662971	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>165662971</b>	<b>100.0000</b>	<b>165662971</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	43340261	37896261	87.4389	23523925	14372336	62.0745	37.9255
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>37896261</b>	<b>87.4389</b>	<b>23523925</b>	<b>14372336</b>	<b>62.0745</b>	<b>37.9255</b>
Public Non Institutions	E-Voting	11881796	10008	0.0842	8831	1177	88.2394	11.7606
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10008</b>	<b>0.0842</b>	<b>8831</b>	<b>1177</b>	<b>88.2394</b>	<b>11.7606</b>
<b>Total</b>		<b>220885034</b>	<b>203569240</b>	<b>92.1607</b>	<b>189195727</b>	<b>14373513</b>	<b>92.9393</b>	<b>7.0607</b>



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Cello World Limited								
Resolution Required : Ordinary			4 - To approve re-appointment of Mr. Gagandeep Singh Chhina (DIN – 07397540) as the Non-Executive, Non-Independent Director					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	165662977	165662971	100.0000	165662971	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>165662971</b>	<b>100.0000</b>	<b>165662971</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	43340261	37896261	87.4389	36565378	1330883	96.4881	3.5119
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>37896261</b>	<b>87.4389</b>	<b>36565378</b>	<b>1330883</b>	<b>96.4881</b>	<b>3.5119</b>
Public Non Institutions	E-Voting	11881796	10008	0.0842	8831	1177	88.2394	11.7606
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10008</b>	<b>0.0842</b>	<b>8831</b>	<b>1177</b>	<b>88.2394</b>	<b>11.7606</b>
<b>Total</b>		<b>220885034</b>	<b>203569240</b>	<b>92.1607</b>	<b>202237180</b>	<b>1332060</b>	<b>99.3456</b>	<b>0.6544</b>





**Sarvaiya & Co**  
Company Secretaries

B-28, Shri Kedarnath, Rishikesh Park, Soni Wadi Road,  
Shimpoli, Borivali (West), Mumbai - 400 092. Maharashtra, India.  
E-mail : [info@sarvaiyaco.in](mailto:info@sarvaiyaco.in) • Website : [www.sarvaiyaco.in](http://www.sarvaiyaco.in)

## REPORT OF THE SCRUTINIZER

(Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 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: 03/11/2025

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

Dear Sir,

**Sub: Scrutinizer Report of Postal Ballot voting by way of remote voting by electronic means in respect of passing of the Resolutions set out in Notice Dated October 01, 2025.**

I, CS Dharmesh Vijay Kumar Sarvaiya, proprietor of M/s. Sarvaiya & Co. Practicing 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 pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 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 contained in Postal Ballot Notice dated October 01, 2025:

<b>Sr No.</b>	<b>Type of Resolution</b>	<b>Particulars of Resolution</b>
1	Ordinary Resolution	To approve the re-appointment of Mr. Pradeep Ghisulal Rathod (DIN: 00027527) as a Chairman and Managing Director.
2	Ordinary Resolution	To approve re-appointment of Mr. Pankaj Ghisulal Rathod (DIN - 00027572) as a Joint Managing Director.
3	Ordinary Resolution	To approve re-appointment of Mr. Gaurav Pradeep Rathod (DIN - 06800983) as a Joint Managing Director.
4	Ordinary Resolution	To approve re-appointment of Mr. Gagandeep Singh Chhina (DIN - 07397540) as the Non-Executive, Non-Independent Director.

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

The Postal Ballot is held in compliance with the provisions of Section 110 of the Companies Act, 2013 ("the Act"), Rule 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. 9/2024 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) for seeking consent / approval of the resolution as set out hereunder.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic

mode to those Members whose email addresses are registered with the Company / depository participant(s).

The Company has on October 01, 2025 sent Postal Ballot Notice through electronic mode to the Members whose e-mail ids were registered with the Company, Share Transfer Agents (STA), Central Depository Services (India) Limited ("CDSL")/ National Securities Depository Limited (NSDL) as on September 26, 2025. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars.

The Company has published advertisements in Business Standard (English) and Gujarati Mitra (Gujarati) newspapers regarding the completion of dispatch of the Postal Ballot Notice on Thursday, October 02, 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, September 26, 2025 were entitled to vote on the proposed resolutions as set out at item Nos. 1 to 4 in the Postal Ballot Notice dated October 01, 2025.

The voting period for remote e-voting commenced on Thursday, October 02, 2025 at 09:00 a.m. IST and ended on Friday, October 31, 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.

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 Remote e-voting conducted in relation to the Resolutions considered via Postal Ballot.

## **SPECIAL BUSINESS**

### **Item No. 1: Ordinary Resolution**

To approve the re-appointment of Mr. Pradeep Ghisulal Rathod (DIN: 00027527) as a Chairman and Managing Director.

(i) Voted in favour of the resolution:

<b>Particulars of Voting</b>	<b>Number of members voted through electronic voting system and</b>	<b>Number of Votes (Shares) of cast</b>	<b>% of total number of valid votes cast</b>
Remote E-voting	138	188699923	92.70
Physical	NA	NA	NA
<b>Total</b>	<b>138</b>	<b>188699923</b>	<b>92.70</b>

(ii) Voted against the resolution:

<b>Particulars of Voting</b>	<b>Number of members voted through electronic voting system and</b>	<b>Number of Votes (Shares) of cast</b>	<b>% of total number of valid votes cast</b>
Remote E-voting	107	14869317	7.30
Physical	NA	NA	NA
<b>Total</b>	<b>107</b>	<b>14869317</b>	<b>7.30</b>

(iii) Invalid votes:

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

### **Item No. 2: Ordinary Resolution**

To approve re-appointment of Mr. Pankaj Ghisulal Rathod (DIN - 00027572) as a Joint Managing Director.

(i) Voted in favour of the resolution:

<b>Particulars of Voting</b>	<b>Number of members voted through electronic voting system and physical mode.</b>	<b>Number of Votes cast (Shares)</b>	<b>% of total number of valid votes cast</b>
Remote E-voting	139	189195704	92.94
Physical	NA	NA	NA
<b>Total</b>	<b>139</b>	<b>189195704</b>	<b>92.94</b>

(ii) Voted against the resolution:

<b>Particulars of Voting</b>	<b>Number of members voted through electronic voting system and</b>	<b>Number of Votes cast (Shares)</b>	<b>% of total number of valid votes cast</b>
Remote E-voting	106	14373536	7.06
Physical	NA	NA	NA
<b>Total</b>	<b>106</b>	<b>14373536</b>	<b>7.06</b>

(iii) Invalid votes:

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

### **Item No. 3: Ordinary Resolution**

To approve re-appointment of Mr. Gaurav Pradeep Rathod (DIN – 06800983) as a Joint Managing Director.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted through electronic voting system and	Number of Votes (Shares) of cast	% of total number of valid votes cast
Remote E-voting	140	189195727	92.94
Physical	NA	NA	NA
<b>Total</b>	<b>140</b>	<b>189195727</b>	<b>92.94</b>

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted through electronic voting system and	Number of Votes (Shares) of cast	% of total number of valid votes cast
Remote E-voting	105	14373513	7.06
Physical	NA	NA	NA
<b>Total</b>	<b>105</b>	<b>14373513</b>	<b>7.06</b>

(iii) Invalid votes:

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

#### Item No. 4: Ordinary Resolution

To approve re-appointment of Mr. Gagandeep Singh Chhina (DIN - 07397540) as the Non-Executive, Non-Independent Director.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted through electronic voting system and	Number of Votes (Shares) of cast	% of total number of valid votes cast
Remote E-voting	185	202237180	99.35
Physical	NA	NA	NA
<b>Total</b>	<b>185</b>	<b>202237180</b>	<b>99.35</b>

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted through electronic voting system and	Number of Votes (Shares) of cast	% of total number of valid votes cast
Remote E-voting	61	1332060	0.65
Physical	NA	NA	NA
<b>Total</b>	<b>61</b>	<b>1332060</b>	<b>0.65</b>

(iii) Invalid votes:

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

**Note:**

Out of the total 244 members who cast their votes, certain members have voted partially in favour and partially against the resolution. Accordingly, the total headcount of members reflected in this report may vary from the aggregate headcount of members who participated in the e-voting and poll process. This variation arises due to the bifurcation of votes based on the voting pattern of such members and does not affect the total number of valid votes cast.

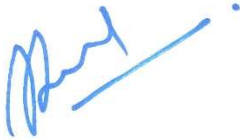
We would like to inform you that the Resolution(s) as contained in the Notice dated May 23, 2025, have been passed with requisite majority:

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

You may accordingly declare the result of the voting through remote e-voting.

Thanking You  
Yours Faithfully,  
**For Sarvaiya & Co.**



**Dharmesh Sarvaiya**  
**Proprietor**  
**FCS No.: 11454 COP No.: 17136**  
**UDIN: F011454G001727278**  
**Date: November 03, 2025**  
**Place: Mumbai**





# **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](mailto:cello.sales@celloworld.com), [grievance@celloworld.com](mailto:grievance@celloworld.com)

**Website:** [www.corporate.celloworld.com](http://www.corporate.celloworld.com) **CIN:** L25209DD2018PLC009865

## **CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT ON 31<sup>st</sup> OCTOBER, 2025**

### **1. Re-appointment of Mr. Pradeep Ghisulal Rathod (DIN: 00027527) as a Chairman and Managing Director of the Company**

**"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 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."



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## **2. Re-appointment of Mr. Pankaj Ghisulal Rathod (DIN: 00027572) as Joint Managing Director of the Company**

**"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 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."



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### 3. Re-appointment of Mr. Gaurav Pradeep Rathod (DIN - 06800983) as a Joint Managing Director of the Company

**"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. Re-appointment of Mr. Gagandeep Singh Chhina (DIN - 07397540) as the Non-Executive, Non-Independent Director of the Company**

**"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."

**For Cello World Limited**

**Hemangi Trivedi**  
**Company Secretary and Compliance Officer**  
**Membership No: A27603**