



Adv. Sneh R. Purohit
Hon'ble Gujarat High
Court

advocatesnehrajeshpurohit@gmail.com

+91 9782938767

FORM MGT – 13

**CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING
[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and
Administration) Rules, 2014]**

December 8, 2025

To

Gaurang Radheshyam Shah

The Chairperson appointed for the NCLT convened meeting of the Equity Shareholders of
CELLO WORLD LIMITED

Sub: Consolidated Scrutinizer's Report on the results of voting by the Equity Shareholders of Cello World Limited through remote e-voting process (prior to the meeting) and at the meeting held on Saturday, December 6, 2025 at 03:00 p.m. (IST) ("Meeting"), through video conferencing / other audio visual means ("Meeting"), convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("Hon'ble Tribunal" or "NCLT") vide its Order dated October 07, 2025 in connection with the Composite Scheme of Arrangement amongst Wim Plast Limited ("WPL") and Cello Consumer Products Private Limited ("CCPPL") and Cello World Limited ("CWL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme")

Dear Sir,

I, Sneh Purohit, have been appointed by the Hon'ble Tribunal, by its Order dated October 7, 2025 passed in Company Application No. CA (CAA)/44(AHM)2025 ("Order"), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process at the Meeting of the equity shareholders of Cello World Limited, convened and held on Saturday, December 6, 2025 at 03:00 p.m. IST ("Meeting") through video conferencing ("VC") / other audio visual means ("OAVM"), in compliance with the applicable provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in a fair and transparent manner, on the below mentioned resolution seeking approval of the equity shareholders to the proposed Scheme.

I do hereby submit my report as under:

1. As confirmed by the Company, the Notice dated October 30, 2025 along with copy of the Scheme, statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("CAA Rules") along with all annexures to such Statement are annexed thereto ("Notice") as confirmed by the Company was sent to the equity shareholders in respect of the below mentioned resolution proposed at the Meeting.
2. Pursuant to the directions of Hon'ble NCLT vide the Order, the Company has also published notice of the Meeting of the Equity Shareholders of the Company in (i) "Indian Express" (English Language – All Edition); and (ii) "Sandesh" (Gujarat Language).
3. The Company had provided its equity shareholders the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting through electronic means by using the electronic voting system provided by M/s MUFG Intime India Private Limited (formerly Link Intime India Private Limited) ("MUFG" or "RTA") (remote e-voting) viz. <https://in.mpms.mufg.com/>.

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C-703, Carmel, Godrej Garden City, Jagatpur, Ahmedabad, Gujarat, India - 382470


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4. The Company had also provided e-voting facility to the equity shareholders present at the Meeting who had not cast their votes through remote e-voting prior to the Meeting.
5. The voting period for the remote e-voting prior to the Meeting commenced on Wednesday, December 3, 2025 at 9.00 a.m. (IST) and ended on Friday, December 5, 2025 at 5.00 p.m. (IST).
6. The cut-off date was Saturday, November 29, 2025 for the purpose of deciding the equity shareholders entitled to vote through remote e-voting and e-voting conducted at the Meeting on the resolution seeking their approval.
7. After the closure of the e-voting at the Meeting, the report on the e-voting done at the Meeting and the votes cast under remote e-voting facility prior to the Meeting were unblocked and counted.
8. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the website of M/s MUFG Intime India Private Limited <https://in.mpms.mufg.com/> on December 06, 2025 around 03.46 P.M. The downloaded data was reconciled with the records of the Company / Registrar and Share Transfer Agent / Depository participant(s) / Depositories ("RTA") and the authorisations lodged with the Company / Company's RTA.
9. The Chairperson is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting and e-voting at the Meeting on the resolution contained in the Notice.
10. My responsibility as the Scrutinizer for the remote e-voting process and e-voting at the Meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process at the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" votes, based on the reports generated from the remote e-voting system and e-voting at the Meeting provided by MUFG.
11. The resolution placed before the equity shareholders and the consolidated result of the voting on the same through remote e-voting prior to Meeting and e-voting process during the Meeting seeking approval of the equity shareholders of the Company are given below.

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) and circulars issued thereof, for the time being in force) and subject to the provisions of the Memorandum of Association and Articles of Association of Cello World Limited ("CWL") and subject to the approval of Hon'ble National Company Law Tribunal, Ahmedabad Bench ("Tribunal") and subject to such other approvals,

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permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of CWL (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in Composite Scheme of Arrangement amongst Wim Plast Limited ("WPL") and Cello Consumer Products Private Limited ("CCPPL") and Cello World Limited ("CWL") and their respective shareholders and creditors ("Scheme") be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and / or conditions, if any, which may be required and / or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and / or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the shareholders and the shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution."

12. The details of the Consolidated Results of the voting by Equity Shareholders of the Company [by remote e-voting prior to the Meeting and e-voting at the meeting] are as under:

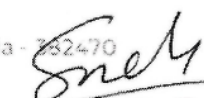
A) Voting in terms of Companies Act, 2013 and NCLT Order :-

Consolidated results

Particulars	Remote e-voting		E-voting at the Meeting		Consolidated voting results		
Votes	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast

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Voted in favour of resolution	166	201353937	8	1469	174	201355406	99.99
Voted against the resolution	2	17	-	-	2	17	0.01
Invalid votes	-	-	-	-	-	-	-
TOTAL	168	201353954	8	1469	176	201355423	100%

1. Voted in favour of the resolution:

Particulars	Remote e-voting	E-voting at the Meeting	Total Voting
Number of equity shareholders voted	166	8	174
Number of valid votes cast by them	201353937	1469	201355406
% of total numbers of valid votes cast (in favour and against)			99.99

2. Voted against the resolution:

Particulars	Remote e-voting	E-voting at the Meeting	Total Voting
Number of equity shareholders voted	2	-	2
Number of valid votes cast by them	17	-	17
% of total numbers of valid votes cast (in favour and against)			0.01

3. Invalid votes:

Particulars	Remote e-voting	E-voting at the Meeting	Total Voting
Number of equity shareholders voted	-	-	-
Number of valid votes cast by them	-	-	-
% of total numbers of valid votes cast (in favour and against)			-

B] As per the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Master Circular") voting results of the Public Shareholders on E- voting (Excluding Promoter & Promoter Group) is as under:-

Address:
C-703, Carmel, Codrej Garden City, Jagatpur, Ahmedabad, Gujarat, India - 382470

Sneh R. Purohit
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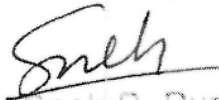
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Date of Court (Hon'ble NCLT) Convened Meeting	December 6, 2025
Total no. of Shareholders on record date for determining equity shareholders entitled to vote i.e. November 29, 2025	123983
No. of shareholders present in the meeting either in person or through proxy: Promoters and promoter Group: Public:	Not Applicable
No. of shareholders attended the meeting through video conferencing: Promoters and promoter Group: Public:	9 46

Resolution Required: (Special)		Composite Scheme of Arrangement amongst Wim Plast Limited ("WPL") and Cello Consumer Products Private Limited ("CCPPL") and Cello World Limited ("CWL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme")						
Whether promoter / promoter group are interested in the agenda / resolution?		Yes						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)] * 100}{100}$	No of Votes in favour (4)	No of Votes against (5)	% of Votes in favour on votes Polled (6) = $\frac{[(4)/(2)] * 100}{100}$	% of Votes against on Votes Polled (7) = $\frac{[(5)/(2)] * 100}{100}$
Promoter / Promoter Group	E-Voting (*)	165662977	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Physical Poll		-	-	-	-	-	-
	TOTAL		-	-	-	-	-	-
Public-Institutions	E-Voting (*)	41710875	39576657	94.8833	39576657	-	100	-
	Postal Ballot		-	-	-	-	-	-

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	Physical Poll		-	-	-	-	-	-
	TOTAL		39576657	94.8833	39576657	-	100	-
Public-Non-Institutions	E-Voting (*)	13511182	14326	0.1060	14309	17	99.8813	0.1187
	Postal Ballot		1469	0.0109	1469	-	100	-
	Physical Poll		-	-	-	-	-	-
	TOTAL		15795	0.1169	15778	17	99.8924	0.1076
	GRAND TOTAL	220885034	39592452	17.9245	39592435	17	100	0.0000

Note: (*) E-Voting includes remote e-voting and e-voting at the meeting

Consolidated Report on Result through remote e-voting and e-voting at the Meeting by Equity Shareholders: (Including Promoter and Promoter Group)

Resolution Required: (Special)			Composite Scheme of Arrangement amongst Wim Plast Limited ("WPL") and Cello Consumer Products Private Limited ("CCPPL") and Cello World Limited ("CWL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme")					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) $= \frac{[(2)/(1)] * 100}{100}$	No of Votes in favour (4)	No of Votes against (5)	% of Votes in favour on votes Polled (6) $= \frac{[(4)/(2)] * 100}{100}$	% of Votes against on Votes Polled (7) $= \frac{[(5)/(2)] * 100}{100}$
Promoter / Promoter Group	E-Voting (*)	165662977	165662971	97.6458	161762971	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Physical Poll		-	-	-	-	-	-
	TOTAL		165662971	97.6458	161762971	-	100	-

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+91 9782938767

Public-Institutions	E-Voting (*)	41710875	39576657	94.8833	39576657	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Physical Poll		-	-	-	-	-	-
	TOTAL		39576657	94.8833	39576657	-	100	-
Public-Non-Institutions	E-Voting (*)	13511182	14326	0.1060	14309	17	99.8813	0.1187
	Postal Ballot		1469	0.0109	1469	-	100	-
	Physical Poll		-	-	-	-	-	-
	TOTAL		15795	0.1169	15778	17	99.8924	0.1076
	GRAND TOTAL	220885034	201355423	91.1585	201355406	17	100	0.0000

Note: (*) E-Voting includes remote e-voting and e-voting at the meeting Based on the aforesaid results, we report that the resolution as contained in the Notice of the meeting has been passed with requisite majority.

13. All registers, relevant records and other incidental papers related to remote e-voting prior to the Meeting and e-voting at the Meeting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours truly,

Sneh R. Purohit

Sneh Purohit

Place: Ahmedabad

Date: December 08, 2025

Countersigned: For, Cello World Limited

Gaurang R. Shah

Mr. Gaurang Radheshyam Shah

Chairperson For NCLT Convened Meeting of Equity

Shareholder of Cello World Limited

Place: Ahmedabad

Date: December 08, 2025

Address:

C-703, Carmel, Godrej Garden City, Jagatpur, Ahmedabad, Gujarat, India - 382470



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Form MGT – 13

CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING
[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and
Administration) Rules, 2014]

December 8, 2025

To

Gaurang Radheshyam Shah

The Chairperson appointed for the NCLT convened meeting of the Unsecured Creditors of
CELLO WORLD LIMITED

Sub: Consolidated Scrutinizer's Report on the results of voting by the Unsecured Creditors of Cello World Limited through remote e-voting process (prior to the meeting) and at the meeting held on Saturday, December 6, 2025 at 05:00 p.m. (IST) ("Meeting"), through video conferencing / other audio visual means ("Meeting"), convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("Hon'ble Tribunal" or "NCLT") vide its Order dated October 7, 2025 in connection with the Composite Scheme of Arrangement amongst Wim Plast Limited ("WPL") and Cello Consumer Products Private Limited ("CCPPL") and Cello World Limited ("CWL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme")

Dear Sir,


I, Sneh Purohit, have been appointed by the Hon'ble Tribunal, by its Order dated October 07, 2025 passed in Company Application No. CA (CAA)/44(AHM)2025 ("Order"), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process at the Meeting of the unsecured creditors of Cello World Limited, convened and held on Saturday, December 6, 2025 at 05:00 p.m. IST ("Meeting") through video conferencing ("VC") / other audio visual means ("OAVM"), in compliance with the applicable provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in a fair and transparent manner, on the below mentioned resolution seeking approval of the unsecured creditors to the proposed Scheme.

I do hereby submit my report as under:

1. As confirmed by the Company, the Notice dated October 30, 2025 along with copy of the Scheme, statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("CAA Rules") along with all annexures to such Statement are annexed thereto ("Notice") as confirmed by the Company was sent to the unsecured creditors in respect of the below mentioned resolution proposed at the Meeting.
2. Pursuant to the directions of Hon'ble NCLT vide the Order, the Company has also published notice of the Meeting of the Unsecured Creditors of the Company in (i) "Indian Express" (English Language – All Edition); and (ii) "Sandesh" (Gujarat Language).
3. The Company had provided its unsecured creditors the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting through electronic means by using

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Sneh R. Purohit
ADVOCATE



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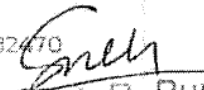
the electronic voting system provided by M/s MUFG Intime India Private Limited (formerly Link Intime India Private Limited) ("MUFG" or "RTA") (remote e-voting) viz. <https://in.mpms.mufg.com/>.

4. The Company had also provided e-voting facility to the unsecured creditors present at the Meeting who had not cast their votes through remote e-voting prior to the Meeting.
5. The voting period for the remote e-voting prior to the Meeting commenced on Wednesday, December 3, 2025 at 9.00 a.m. (IST) and ended on Friday, December 5, 2025 at 5.00 p.m. (IST).
6. The cut-off date was Thursday, October 30, 2025 for the purpose of deciding the unsecured creditors entitled to vote through remote e-voting and e-voting conducted at the Meeting on the resolution seeking their approval.
7. After the closure of the e-voting at the Meeting, the report on the e-voting done at the Meeting and the votes cast under remote e-voting facility prior to the Meeting were unblocked and counted.
8. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the MUFG e-voting system. The downloaded data was reconciled with the records of the Company / Registrar and Share Transfer Agent / Depository participant(s) / Depositories ("RTA") and the authorisations lodged with the Company / Company's RTA.
9. The Chairperson is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting and e-voting at the Meeting on the resolution contained in the Notice.
10. My responsibility as the Scrutinizer for the remote e-voting process and e-voting at the Meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process at the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" votes, based on the reports generated from the remote e-voting system and e-voting at the Meeting provided by MUFG.
11. The resolution placed before the unsecured creditors and the consolidated result of the voting on the same through remote e-voting prior to Meeting and e-voting process during the Meeting seeking approval of the unsecured creditors of the Company are given below.

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) and circulars issued thereof, for the time being in force) and subject to the provisions of the Memorandum of Association and Articles of Association of Cello World Limited ("CWL") and subject to the approval of Hon'ble National

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ADVOCATE



Company Law Tribunal, Ahmedabad Bench ("Tribunal") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of CWL (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in Composite Scheme of Arrangement amongst Wim Plast Limited ("WPL") and Cello Consumer Products Private Limited ("CCPPL") and Cello World Limited ("CWL") and their respective shareholders and creditors ("Scheme") be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and / or conditions, if any, which may be required and / or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and / or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the unsecured creditors and the unsecured creditors shall be deemed to have given their approval thereto expressly by authority under this Resolution."

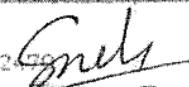
12. The details of the Consolidated Results of the voting by Unsecured Creditors of the Company [by remote e-voting prior to the Meeting and e-voting at the meeting] are as under:

Consolidated results

Particulars	Remote e-voting		E-voting at the Meeting		Consolidated voting results		
	Number of unsecured creditors who voted	Value of votes (in terms of amount outstanding) cast by them (in Rs.)	Number of unsecured creditors who voted*	Value of votes (in terms of amount outstanding) cast by them (in Rs.)	Number of unsecured creditors who voted	Value of votes (in terms of amount outstanding) cast by them (in Rs.)	Percentage of votes to total number of valid votes cast
Votes							

Address:

C-705, Carmel, Godrej Garden City, Jagatpur, Ahmedabad, Gujarat, India - 382 479


Sneh R. Purohit
ADVOCATE



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Voted in favour of resolution	54	2132675237	-	-	54	2132675237	98.59
Voted against the resolution	-	-	-	-	-	-	-
Invalid votes	6	30398847	-	-	6	30398847	1.41
TOTAL	60	2163074084	-	-	60	2163074084	100

* E-voting at the meeting

1. Total Valid Votes

Particulars	Remote e-voting	E-voting at the Meeting	Total Voting
Number of unsecured creditors who voted	54	-	54
Number of valid votes cast by them	2132675237	-	2132675237
% of total numbers of valid votes cast (in favour and against)			98.59

2. Voted in favour of the resolution:

Particulars	Remote e-voting	E-voting at the Meeting	Total Voting
Number of unsecured creditors who voted	54	-	54
Number of valid votes cast by them	2132675237	-	2132675237
% of total numbers of valid votes cast (in favour and against)			98.59

3. Voted against the resolution:

Particulars	Remote e-voting	E-voting at the Meeting	Total Voting
Number of unsecured creditors who voted	-	-	-
Number of valid votes cast by them	-	-	-
% of total numbers of valid votes cast (in favour and against)			-

4. Invalid votes:

Particulars	Remote e-voting	E-voting at the Meeting	Total Voting
Number of unsecured creditors who voted	6	-	6

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Sneh R. Purohit
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ADVOCATE



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Court

advocatesnehrajeshpurohit@gmail.com

+91 9782938767

Number of valid votes cast by them	30398847	-	30398847
% of total numbers of valid votes cast (in favour and against)			1.41

Notes:

- i. Votes cast by unsecured creditors aggregating to Rs. 30398847/- are considered as invalid due to lack of proper authorization
 - ii. All these invalid votes were cast in favour of resolution.
13. Based on the aforesaid results, we report that the resolution as contained in the Notice of the meeting has been passed with requisite majority.
14. All registers, relevant records and other incidental papers related to remote e-voting prior to the Meeting and e-voting at the Meeting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours truly,


ADVOCATE

Sneh Purohit
Place: Ahmedabad

Date: December 08, 2025

Countersigned: For, Cello World Limited



Mr. Gaurang Radheshyam Shah
Chairperson For NCLT Convened Meeting of Unsecured Creditors
of Cello World Limited
Place: Ahmedabad
Date: December 08, 2025

Address:

C-703, Carmel, Godrej Garden City, Jagatpur, Ahmedabad, Gujarat, India - 382470