Cello World Limited

(formerly known as 'Cello World Private Limited')

Regd. Office: 597/2A, Somnath Road, Dabhel, Nani Daman, Daman & Diu - 396 210 (India)
Admin Office: Cello House, Corporate Avenue, 'B' Wing, 8th Floor, Sonawala Road, Goregaon (East), Mumbai-400 063, (India),
Tel: 022 6997 0000, e-mail: cello.sales@celloworld.com, grievance@celloworld.com
Website: www.corporate.celloworld.com **CIN: L25209DD2018PLC009865**

September 17, 2026

BSE Limited	**National Stock Exchange of India Limited**
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	Exchange Plaza, C-1, Block - G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
Scrip Code: 544012	**Symbol: CELLO**

Sub: Submission of Report of Audit Committee and Independent Directors of Cello World Limited ("the Company") certifying that the Company has compensated the Shareholders eligible for Fractional Entitlements pursuant to Composite Scheme of Amalgamation.

Ref: Composite Scheme of Amalgamation amongst Wim Plast Limited (WPL), 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 and rules made thereunder ("the Scheme") as sanctioned by Hon'ble NCLT, Ahmedabad bench vide its Order dated May 14, 2026

Dear Sir/Madam,

In accordance with the provisions of Para D of Part – I of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, please find enclosed herewith the Reports of Audit Committee and Independent Directors of the Company certifying that the Company has compensated the shareholders of Wim Plast Limited who were eligible for fractional shares of the Company pursuant to the Scheme in accordance with Clause 8.5 and 16.7 of the Scheme.

You are requested to take the above on your records.

Thanking you,

Yours faithfully,

For Cello World Limited

Hemangi Pragnesh Trivedi

Digitally signed by Hemangi Pragnesh Trivedi
Date: 2026.09.17 19:43:15 +05'30'

Hemangi Trivedi
Company Secretary and Compliance Officer
Encl: A/a

cello **Cello World Limited**

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Report of the Committee of Independent Directors of Cello World Limited at its Meeting held on September 17, 2026 certifying that the Company has compensated the Shareholders eligible for Fractional Entitlements pursuant to the Composite Scheme of Amalgamation amongst Wim Plast Limited (WPL), 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 and Rules made thereunder

Members Present:

Mr. Pushapraj Singhvi, Independent Director - Chairman
Mr. Piyush Chhajed, Independent Director - Member
Ms. Sunipa Ghosh, Independent Director - Member
Ms. Manali Nitin Kshirsagar, Independent Director – Member

1. Background

A Meeting of the Committee of Independent Directors of the Company was held on September 17, 2026 to consider and certify that the Company has compensated the Shareholders of Wim Plast Limited who were eligible for Fractional Shares of the Company pursuant to the Composite Scheme of Amalgamation amongst Wim Plast Limited (WPL), 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 and Rules made thereunder ("the Scheme").

The Report of the Committee of Independent Directors is made in order to comply with the requirement of the SEBI Master Circular on Scheme of Arrangement by Listed Entities bearing reference number SEBI/HO/CFD/POD-2/P /CIR/2023/93 dated 20th June, 2023 (the "SEBI Master Circular").

2. Share Entitlement Ratio and Fractional Share Allotment

i. Pursuant to the Clause 8.5 and 16.7 of the sanctioned Scheme, 46,53,239 (Forty Six Lakh Fifty Three Thousand Two Hundred and Thirty Nine) equity shares of INR 5/- each (Rupees Five Only) of the Company were allotted on June 09, 2026 to the Shareholders of Wim Plast Limited whose names appeared on the Company's Register of Members as Beneficial Owners as at the close of business hours as on Tuesday, June 09, 2026 being the Record Date, as per the list furnished by the Registrar & Share Transfer Agents of the company, in the following Share Exchange Ratios:

Regd. Office: 597/2A, Somnath Road, Dabhel, Nani Daman, Daman & Diu - 396 210 (India)
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Website: www.corporate.celloworld.com **CIN: L25209DD2018PLC009865**

Pursuant to the Demerger:

55 (Fifty-Five) fully paid-up equity shares of face value of INR 5/- (Rupees Five only) each of Cello World Limited, credited as fully paid-up, for every 100 (Hundred) equity shares of face value of INR 10/- (Rupees Ten only) each held in Wim Plast Limited.

Pursuant to the Merger:

31 (Thirty-One) fully paid-up equity shares of face value of INR 5/- (Rupees Five only) each of Cello World Limited, credited as fully paid-up, for every 100 (Hundred) equity shares of face value of INR 10/- (Rupees Ten only) each held in Wim Plast Limited.

ii. While determining the allotment pursuant to the Scheme, certain shareholders became entitled to fractional entitlements.

iii. In compliance with the requirement of the SEBI Master Circular and in accordance with the Scheme, the Company had appointed Mitcon Credentia Trusteeship Services Limited as the Independent Trustee (the "Trustee").

iv. In accordance with Paragraph D of Part 1 of the SEBI Master Circular and in accordance with Clause 8.5 and 16.7 of the Scheme, all Fractional Shares were consolidated and aggregated fractions to the next whole number amounting to 8,395 (Eight Thousand Three Hundred and Ninety Five) Equity Shares of face value of INR 5/- each (Rupees Five only) and allotted such consolidated Shares to the Trustee.

3. Treatment of Fractional Shares

i. The Company did not issue Fractional Shares, entitlements or rights to any eligible shareholder of WPL. Instead, in accordance with the SEBI Master Circular and the Scheme, consolidated Fractional Shares, aggregating to 8,395 (Eight Thousand Three Hundred and Ninety-Five) Equity Shares of face value of INR 5/- each (Rupees Five only) were allotted directly to the Trustee, on the Allotment Date i.e. June 09, 2026.

ii. The Trustee held the consolidated fractional entitlements with all additions or accretions thereto in trust for the benefit of the Eligible Shareholders, their respective heirs, executors, administrators or successors for the specific purpose of selling the consolidated fractional entitlements in the market within 90 days from the Allotment Date.

iii. The Trustee executed the sale of the consolidated Fractional Shares on September 03, 2026 at

Number of Shares sold	Aggregate Share Price	Gross Proceeds	Net Proceeds distributed to shareholders after deductions
8,395	340.77	28,60,736.51	28,48,395.51

iv. The Trustee had transferred the Net sale proceeds after deducting the expenses/ charges to the to the eligible shareholders.

v. Based on the Report provided by the Trustee, the distribution of the sale proceeds was completed on September 08, 2026 to the Eligible Shareholders, in proportion to their fractional entitlements, after deducting applicable TDS, if any

4. Certification of the Committee of Independent Directors of the Company

The Committee of Independent Directors, after due deliberations and due consideration of all the necessary documents, certified that the proceeds from the sale of the fractional entitlements have been distributed to the Eligible Shareholders in proportion to their fractional entitlements in accordance with Paragraph D of Part 1 of the SEBI Master Circular and Clause 8.5 and 16.7 of the Scheme.

The Report is made in order to comply with the requirement of the SEBI Master Circular after considering all the necessary documents.

For and on behalf of
the Independent Directors Committee of Cello World Limited,

Pushapraj Singhvi
Chairman of Independent Directors Committee
DIN: 00255738

Date: September 17, 2026
Place: Mumbai

Report of the Audit Committee of Board of Directors of Cello World Limited at its Meeting held on September 17, 2026 certifying that the Company has compensated the Shareholders eligible for Fractional Entitlements pursuant to the Composite Scheme of Amalgamation amongst Wim Plast Limited (WPL), 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 and Rules made thereunder

Members Present:

Mr. Piyush Chhajed, Independent Director - Chairman
Mr. Pushapraj Singhvi, Independent Director - Member
Ms. Manali Nitin Kshirsagar, Independent Director - Member
Mr. Arun Singhal, Independent Director - Member
Mr. Pradeep G Rathod- Member
Mr. Pankaj G. Rathod - Member

1. Background

A Meeting of the Audit Committee of Board of Directors of the Company was held on September 17, 2026 to consider and certify that the Company has compensated the Shareholders of Wim Plast Limited who were eligible for Fractional Shares of the Company pursuant to the Composite Scheme of Amalgamation amongst Wim Plast Limited (WPL), 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 and Rules made thereunder ("the Scheme").

The Report of the Audit Committee of Board of Directors is made in order to comply with the requirement of the SEBI Master Circular on Scheme of Arrangement by Listed Entities bearing reference number SEBI/HO/CFD/POD-2/P /CIR/2023/93 dated June 20, 2023 (the "SEBI Master Circular").

2. Share Entitlement Ratio and Fractional Share Allotment

i. Pursuant to the Clause 8.5 and 16.7 of the sanctioned Scheme, 46,53,239 (Forty Six Lakh Fifty Three Thousand Two Hundred and Thirty Nine) equity shares of INR 5/- each (Rupees Five Only) of the Company were allotted on June 09, 2026 to the Shareholders of Wim Plast Limited whose names appeared on the Company's Register of Members as Beneficial Owners as at the close of business hours as on Tuesday, June 09, 2026 being the Record Date, as per the list furnished by the Registrar & Share Transfer Agents of the company, in the following Share Exchange Ratios:

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Pursuant to the Demerger:

55 (Fifty-Five) fully paid-up equity shares of face value of INR 5/- (Rupees Five only) each of Cello World Limited, credited as fully paid-up, for every 100 (Hundred) equity shares of face value of INR 10/- (Rupees Ten only) each held in Wim Plast Limited.

Pursuant to the Merger:

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ii. While determining the allotment pursuant to the Scheme, certain shareholders became entitled to fractional entitlements.

iii. In compliance with the requirement of the SEBI Master Circular and in accordance with the Scheme, the Company had appointed Mitcon Credentia Trusteeship Services Limited as the Independent Trustee (the "Trustee").

iv. In accordance with Paragraph D of Part 1 of the SEBI Master Circular and in accordance with Clause 8.5 and 16.7 of the Scheme, all Fractional Shares were consolidated and aggregated fractions to the next whole number amounting to 8,395 (Eight Thousand Three Hundred and Ninety Five) Equity Shares of face value of INR 5/- each (Rupees Five only) and allotted such consolidated Shares to the Trustee.

3. Treatment of Fractional Shares

i. The Company did not issue Fractional Shares, entitlements or rights to any eligible shareholder of WPL. Instead, in accordance with the SEBI Master Circular and the Scheme, consolidated Fractional Shares, aggregating to 8,395 (Eight Thousand Three Hundred and Ninety-Five) Equity Shares of face value of INR 5/- each (Indian Rupees Five only) were allotted directly to the Trustee, on the Allotment Date i.e. June 09, 2026.

ii. The Trustee held the consolidated fractional entitlements with all additions or accretions thereto in trust for the benefit of the Eligible Shareholders, their respective heirs, executors, administrators or successors for the specific purpose of selling the consolidated fractional entitlements in the market within 90 days from the Allotment Date.

iii. The Trustee executed the sale of the consolidated Fractional Shares on September 03, 2026 at market price as under:

CELLO WORLD LIMITED MUMBAI

Number of Shares sold	Aggregate Share Price	Gross Proceeds	Net Proceeds distributed to shareholders after deductions
8,395	340.77	28,60,736.51	28,48,395.51

iv. The Trustee had transferred the Net sale proceeds after deducting the expenses/ charges to the to the eligible shareholders.

v. Based on the Report provided by the Trustee, the distribution of the sale proceeds was completed on September 08, 2026 to the Eligible Shareholders, in proportion to their fractional entitlements, after deducting applicable TDS, if any

4. Certification of the Audit Committee

The Audit Committee, after due deliberations and due consideration of all the necessary documents, certified that the proceeds from the sale of the fractional entitlements have been distributed to the Eligible Shareholders in proportion to their fractional entitlements in accordance with Paragraph D of Part 1 of the SEBI Master Circular and Clause 8.5 and 16.7 of the Scheme.

The Report is made in order to comply with the requirement of the SEBI Master Circular after considering all the necessary documents.

For and on behalf of
the Audit Committee of Cello World Limited,

CELLO WORLD LIMITED MUMBAI

Piyush Chhajed
Chairman of Audit Committee
DIN: 02907098

Date: September 17, 2026
Place: Mumbai