



SCRUTINIZER'S REPORT

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Crest Ventures Limited
[CIN: L99999MH1982PLC102697]
111, Maker Chambers IV, 11th Floor,
Nariman Point, Mumbai – 400021.

Dear Sir,

Sub: Scrutinizer's Report on E-Voting and Postal Ballot process conducted pursuant to Section 108 and Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

I, CS Ajit Sathe, a Company Secretary in Practice, having Membership No. FCS-2899 and CP-738 and Proprietor of M/s. A. Y. Sathe & Co., Practicing Company Secretaries, Mumbai, have been appointed as Scrutinizer by the Board of Directors of Crest Ventures Limited ("the Company") in their meeting held on 12th February, 2019, for the purpose of Scrutinizing the Postal Ballot process [Both Electronic Voting and Physical Ballot] under the provisions of Section 108 and 110 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") in a fair and transparent manner and ascertaining the passing of the resolution contained in the notice dated 12th February, 2019. The last date for receipt of Postal Ballots was fixed as Wednesday, 27th March, 2019 (upto the close of working hours).

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, and rules relating to Postal Ballot on the resolution contained in the Notice dated 12th February, 2019. My responsibility as a Scrutinizer of the Postal Ballot process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on the reports generated from the e-Voting system provided by National Securities Depository Limited, the authorised agency engaged by the Company to provide e-Voting facility and Ballot Papers received by post till Wednesday, 27th March, 2019 (upto the close of working hours).

On the basis of Postal Ballot papers received and e-Voting done till 27th March, 2019 (upto 5 P.M. IST), I hereby submit my report as Scrutinizer in the following manner:

- i. In accordance with the Notice dated 12th February, 2019, sent to the shareholders and the advertisement pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the voting period remained open from 26th February, 2019 (9.00 A.M. IST) to 27th March, 2019 upto the close of working hours (i.e. 5.00 P.M. IST).
- ii. The members of the Company as on the "Cut off Date" i.e. 15th February, 2019, were entitled to vote on the resolution (Item No. 1) as set out in the Notice. The dispatch of Notices to members was completed on 22nd February, 2019.
- iii. The votes cast were unblocked at 5.40 P.M. on 27th March, 2019.

(Contd.....2/-)





: 2 :

Item No.1: For Approval for Material Related Party Transaction(s) (As an Ordinary Resolution)

iv. A summary of E-Voting and Postal Ballot Forms received for Resolution No. 1 is as follows:

Sr. No.	Particulars	No. of Postal Ballot Forms/ E-Voting options	No. of Shares voted
(a)	1. Total Postal Ballot Forms received	21	284348
	2. Total Folios voted through E-voting	58	8275462
	Total (a) (1+2)	79	8559810
(b)	Less: Invalid Postal Ballot Forms	5	61343
(c)	Less:E-voting not counted (Refer Note No. 3)	2	2958202
(d)	1. Net valid Postal Ballot Forms	16	223005
	2. Net E-voting counts	56	5317260
	Total (d) (1+2)	72	5540265

v. The results of E-Voting and Postal Ballot Forms received are as follows:

Item No. of Notice	Votes in favour of the resolution (No. of Shares)		Votes against the resolution (No. of Shares)	
	No. of Shares	% of total number of valid votes cast (In Favour)	Nos	% of total number of valid votes cast (against)
Item No.1: For Approval for Material Related Party Transaction(s) (As an Ordinary Resolution)				
a) E-voting	5317195	95.975	65	0.001
b) Ballot Paper	222855	4.022	150	0.002
Total	5540050	99.997	215	0.003
The above resolution is passed with requisite majority.				

Notes:

- 1) The aforesaid resolution contained in Postal Ballot Notice is passed with requisite majority of the shareholders as specified under the Companies Act, 2013.
- 2) The figures in % have been rounded off to 3 decimal points.
- 3) This refers to the E-voting done by Promoter & Promoter Group which has been excluded, being related parties.

vi. I will hand over the Postal Ballot Forms and other related papers/ registers and records to the Company after signing of the Minutes by the Chairman of the Company.

Thanking you,

Yours faithfully,
For A.Y. Sathe & Co.,



CS Ajit Sathe
Company Secretary in Practice & Scrutinizer
FCS No. 2899, CP No. 738

Place: Mumbai
Date: 29th March, 2019

Crest Ventures Limited									
Resolution Required : (Ordinary)			1 - Approval for Material Related Party Transaction(s)						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
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	No. of votes Invalid
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]
Promoter and Promoter Group*	E-Voting	17284907	2958202	17.1144	2958202	0	100.0000	0.0000	2958202
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2958202	17.1144	2958202	0	0	100.0000	0.0000
Public Institutions	E-Voting	1869463	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	9295405	5317260	57.2031	5317195	65	99.9988	0.0012	0
	Poll		223005	2.3990	222855	150	99.9327	0.0673	61343
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		5540265	59.6021	5540050	215	99.9961	0.0039	0
Total		28449775	8498467	29.8718	8498252	215	99.9974	0.0026	0

*This refers to the E-voting done by Promoter & Promoter Group which has been excluded from calculation of voting, being related parties.

