



SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 (9) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Crest Ventures Limited
4th Floor, Kalpataru Heritage,
127, M.G. Road, Fort,
Mumbai- 400001

Dear Sir,

Sub: Scrutinizer's Report on passing of an Ordinary /Special Resolutions by way of postal ballot/e-Voting.

I, CS Ajit Sathe, a Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of Crest Ventures Limited ("the Company") in their meeting held on 14th February, 2015 for the purpose of Scrutinizing the Postal Ballot process under the provisions of Section 110 of the Companies Act, 2013 ("the 2013 Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and ascertaining the passing of the resolutions contained in the notice dated 14th February, 2015 dispatched on 3rd March, 2015. The last date for receipt of Postal Ballots was fixed as 04th April, 2015.

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 resolutions contained in the Notice dated 14th February, 2015. 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 resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorised agency engaged by the Company to provide e-voting facility and ballot papers received by post till 04th April, 2015 (06.00 P.M.)

On the basis of Postal Ballot papers received and e-voting done till 04th April, 2015 (upto 06.00 P.M.); I hereby submit my report as Scrutinizer in the following manner:

- i. In accordance with the notice dated 14th February, 2015 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 05th March, 2015 (10.00 A.M.) to 04th April, 2015 (06.00 P.M.)
- ii. The members of the Company as on the "cut-off" date i.e, 27th February, 2015 were entitled to vote on the resolutions (item No. 1 to 8) as set out in the notice.
- iii. The votes cast were unblocked at 11.20 A.M. on 06th April, 2015.



iv. Summary of Postal Ballot Forms/ Electronic votes received are as follows:

Item No. of Notice	Votes in favour of the resolution (No. of Shares)		Votes against the resolution (No. of Shares)		Not Voted	Invalid votes
	Nos	% of total number of valid votes cast (Favour and Against)	Nos	% of total number of valid votes cast (Favour and Against)	(No. of Shares)	(No. of Shares)
Item No.1 Increase in Authorised Share Capital of the Company (As an Ordinary Resolution)						
a) E Voting	3136820		2		Nil	Nil
b) Ballot Paper	7038115		Nil		100	1000
Total	10174935	99.9999	2	0.0001	100	1000
The above resolution passed with requisite majority						
Item No.2 Alteration of the Capital Clause of the Memorandum of Association (As an Ordinary Resolution)						
a) E Voting	3136820		2		Nil	Nil
b) Ballot Paper	7038090		25		100	1000
Total	10174910	99.9999	27	0.0001	100	1000
The above resolution passed with requisite majority						
Item No.3 Alteration of the Capital Clause of the Articles of Association (As a Special Resolution)						
a) E Voting	3136820		2		Nil	Nil
b) Ballot Paper	7038100		Nil		115	1000
Total	10174920	99.9999	2	0.0001	115	1000
The above resolution passed with requisite majority						
Item No.4 Borrowing / financial Assistance power to the board (As a Special Resolution)						
a) E Voting	3127487		9235		100	Nil
b) Ballot Paper	7038083		22		110	1000
Total	10165570	99.90	9257	0.10	210	1000
The above resolution passed with requisite majority						



Item No.5 Creation of Charge for Borrowings /Financial Assistance availed (As a Special Resolution)

a) E Voting	3127587		9235		Nil	Nil
b) Ballot Paper	7038108		7		100	1000
Total	10165695	99.91	9242	0.09	100	1000

The above resolution passed with requisite majority

*** Item No.6 Transactions with related parties under Section 188 of the Companies Act, 2013 (As a Special Resolution)**

a) E Voting	3127087		9735		Nil	Nil
b) Ballot Paper	7038100		Nil		115	1000
Total	10165187	99.90	9735	0.10	115	1000

The above resolution passed with requisite majority.

* None of the members who voted for this Item are related party in the context of the contract or arrangement stated in the notice; pursuant to general circular No. 30/2014 dated 17th July 2014 issued by Ministry of Corporate Affairs

Item No.7 Adoption of New set of Articles of Association under companies Act, 2013 (As an Special Resolution)

a) E Voting	3136820		2		Nil	Nil
b) Ballot Paper	7038090		10		115	1000
Total	10174910	99.999	12	0.001	115	1000

The above resolution passed with requisite majority

Item No.8 Appointment of Mrs. Ferzana Z. Beharmkamdin as Independent Director (DIN: 07060173 (As an Ordinary Resolution)

a) E Voting	3136820		2		Nil	Nil
b) Ballot Paper	7038088		7		120	1000
Total	10175908	99.999	9	0.001	120	1000

The above resolution passed with requisite majority



v. On reckoning the voting rights of the members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of ;

Item No.1 : Ordinary Resolution for Increase in Authorised Share Capital of the Company is **99.9999%**

Item No.2 : Ordinary Resolution for Alteration of the Capital Clause of the Memorandum of Association of the company is **99.9999%**

Item No.3: Special Resolution for Alteration of the Capital Clause of the Articles of Association of the company is **99.9999 %**

Item No.4 : Special Resolution for Borrowing / financial Assistance power to the board is **99.90%**

Item No.5 : Special Resolution for Creation of Charge for Borrowings /Financial Assistance is **99.91%**

Item No.6 : Special Resolution for Transactions with related parties under Section 188 of the Companies Act, 2013 is **99.90%**

Item No.7 : Special Resolution for Adoption of New set of Articles of Association under Companies Act, 2013 is **99.999%**.

Item No. 8 : Ordinary Resolution for Appointment of Mrs. Ferzana Z. Beharmkamdin as Independent Director (DIN: 07060173 is **99.999%**.

vi. I have handed over the Postal Ballot and other related paper/ registers and records for the safe custody to the Company Secretary of the Company, authorised by the Board to supervise the postal ballot process.

Thanking you

Yours faithfully

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

Place: Mumbai
Date: 07/04/2015