



SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 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
4th Floor, Kalpataru Heritage,
127, M.G. Road, Fort,
Mumbai - 400001

Dear Sir,

Sub: Scrutinizer's Report on passing of an Ordinary Resolution by way of postal ballot/ E-Voting.

I, **CS Ajit Sathe**, a **Company Secretary in Whole Time Practice**, has been appointed as Scrutinizer by the Board of Directors of **Crest Ventures Limited** ("the Company") vide their circular resolution dated 17th July, 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 Ordinary Resolution contained in the Postal Ballot Notice dated 17th July, 2015 dispatched on 23rd July, 2015. The last date for receipt of Postal Ballot Forms was fixed as 24th August, 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 resolution contained in the Notice dated 17th July, 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 resolution 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 postal ballot forms received by post till 24th August, 2015 (18.00 hours).

On the basis of Postal Ballot papers received and e-voting done till 24th August, 2015 (upto 18.00 hours); I hereby submit my report as Scrutinizer in the following manner:

- i. In accordance with the notice dated 17th July, 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 26th July, 2015 (10.00 hours) to 24th August, 2015 (18.00 hours).
- ii. The members of the Company as on the "cut-off" date i.e, 17th July, 2015 were entitled to vote on the resolution (item No. 1) as set out in the notice.
- iii. The votes cast were unblocked around 18.08 hours on 24th August, 2015.



* iv. After our scrutiny, the summary of Postal Ballot Forms/ E voting is given below:

Sr. No.	Particulars	No. of members voted through Postal Ballot Forms	No. of votes cast (Shares) – Postal Ballot Forms	No. of Members voted in E-Voting	No. of Votes Cast (Shares) – E-voting
1	Total Postal ballot/ E-Votes Received	45	588295	11	2881017
2	Less: Invalid	2	395	0	0
3	Net valid votes	43	587900	11	2881017
4	With Assent	43	587900	8	2871658
5	With dissent	0	0	3	9359

v. Based on above the combined results are as follows:

Resolution No.1: Approval of the Composite Scheme of Amalgamation between ITI Capital Holdings Private Limited and ITI Securities Limited and Crest Ventures Limited and their respective shareholders and creditors.

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of members voted through E-voting and Postal Ballot Forms	Total No. of votes cast (Shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
51	3459558	99.73	19.92

(II) VOTED AGAINST THE RESOLUTION:

No. of members voted through E-voting and Postal Ballot Forms	Total No. of votes cast (Shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
3	9359	0.27	0.05

(III) INVALID VOTES OF THE RESOLUTION:

No. of members voted in E-voting	No. of votes cast (Shares) E-voting	No. of Members Voted – Postal Ballot Forms	No. of Votes cast (Shares) – Postal Ballot Forms	Total No. of Votes cast through E-voting and Postal Ballot
NIL	NIL	2	395	395

* It may please be noted that number of votes cast by public shareholders has been considered for the above resolution in terms of SEBI Circular No.CIR/CFD/DIL/5/2013 issued on 4th February, 2013 and SEBI circular No.CIR/CFD/DIL/8/2013 issued on 21st May, 2013. The Promoters of the Company have abstained from voting.



RESULT

As the number of votes cast in favour of the resolution are more than the number of votes cast against, we report that the Ordinary Resolution with regard to item No.1 as set out in the Postal Ballot Notice is passed with requisite majority.

You may accordingly declare the result of the voting by Postal Ballot.

Thanking you

Yours faithfully

CS Ajit Sathe

Company Secretary in Practice & Scrutinizer
Membership No.: FCS 2899
CP No.738

Place: Mumbai

Date: 25th August, 2015