

4 August, 2020

Manager (Listing)  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor, Plot No. C/1,  
G- Block, Bandra – Kurla Complex,  
Bandra (East),  
Mumbai – 400 051

**SCRIP CODE: CESCVENT**

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**SCRIP CODE: 542333**

The Secretary  
The Calcutta Stock Exchange Limited  
7, Lyons Range,  
Kolkata – 700 001

**SCRIP CODE: 13343**

Dear Sirs,

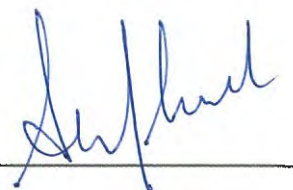
**Third Annual General Meeting and Voting Results**

The Third Annual General Meeting of the Company was held on Monday 3 August, 2020, through Video Conferencing and all the business as set out in the Notice dated 26 June, 2020 were transacted.

In connection with the above, please find enclosed the following:

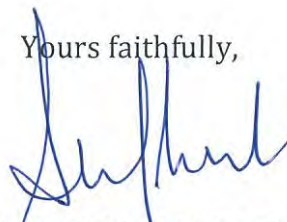
1. Summary of proceedings as required under Regulation 30, Part –A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as Annexure – I.
2. Voting Results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure II.

The said details are also being uploaded on the Company's website.



3. Report of Scrutinizer dated 4 August, 2020, pursuant to Section 108 of the Companies Act 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

Yours faithfully,



**COMPANY SECRETARY**

Encl.

Cc: National Securities Depository Ltd.  
Trade World, 4th Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel,  
Mumbai 400 013.

Cc: Central Depository Services (India) Ltd.  
Phiroze Jeejeebhoy Towers,  
28th Floor, Dalal Street,  
Mumbai 400 023.

**CESC Ventures Limited**

**SUMMARY OF PROCEEDINGS OF THE THIRD ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF THE COMPANY HELD ON MONDAY, 3 AUGUST, 2020 AT 03:00 P.M., INDIAN STANDARD TIME, THROUGH VIDEO CONFERENCING (VC)**

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1. 50 members attended the meeting out of which 8 members were represented by their authorized representatives at the above AGM.
2. Dr. S. Goenka, Chairman of the Board, was in the Chair in accordance with Article 85 of the Articles of Association of the Company.
3. The quorum being present, the Chairman declared the Meeting open and welcomed the members.
4. Chairman then requested the Company Secretary to brief the members about some basic rules relating to the AGM. The Company Secretary, inter alia, stated the following:
  - a. remote e-voting facility, available to the members, had closed on Sunday, 2 August, 2020 at 5.00 pm IST and if any member had not already electronically cast his vote on the Resolutions, he may do so during the continuance of the meeting or till thirty minutes thereafter.
  - b. the Auditor's Report on the Accounts of the Company and the Secretarial Audit Report for the Financial Year 2019-20 did not have any qualification, observation or comments.
  - c. registers and documents as statutorily required to be maintained remained accessible electronically during the continuance of the Meeting.
  - d. representatives of the Statutory Auditors, Secretarial Auditor and the Scrutinizer were present at the Meeting.
  - e. Q & A session for the registered speaker shareholders was to commence after all the Resolutions in the Notice were tabled.
5. Thereafter, one after the other, all five Resolutions included in the Notice, convening the Third AGM, were taken up by the Chairman and placed before the AGM.
6. Chairman then invited the pre-registered shareholders for their comments and observations. Chairman replied to them suitably.

CESC VENTURES LIMITED  
  
Company Secretary

7. Chairman then announced that the voting results on the five Resolutions included in the aforesaid Notice would be announced within 48 hours from the conclusion of the meeting and would also be posted on the Company's website ([www.cescventures.com](http://www.cescventures.com)) and website of NSDL. The same would also be displayed on the Notice Board at the registered office of the Company.
8. He thereafter thanked the members for attending the AGM.

CESC VENTURES LIMITED  
  
Company Secretary

**Annexure - II**

**Third Annual General Meeting (AGM) of CESC Ventures Limited**

**Details of Voting Results**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Date of the AGM	3 August 2020
2.	Total number of shareholders on record date (Book Closure: 27 July 2020 to 3 August 2020, both days inclusive)	42812
3.	No. of shareholders attended the meeting through Video Conferencing :	
	Promoters and Promoter Group :	9
	Public:	41
4.	Mode of Voting	E-voting

**CESC VENTURES LIMITED**  
  
Company Secretary

## CESC Ventures Limited

Resolution Required : (Ordinary) (Item No - 1) Adoption of financial statements (standalone and consolidated) and reports of Directors and Auditors for the year ended 31 March, 2020

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

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
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	13234437	13234437	100.0000	13234437	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13234437</b>	<b>100.0000</b>	<b>13234437</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	4909586	247546	5.0421	247546	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>247546</b>	<b>5.0421</b>	<b>247546</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	8367386	624936	7.4687	624353	583	99.9067	0.0933
	Poll		74	0.0009	74	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>625010</b>	<b>7.4696</b>	<b>624427</b>	<b>583</b>	<b>99.9067</b>	<b>0.0933</b>
<b>Total</b>		<b>26511409</b>	<b>14106993</b>	<b>53.2110</b>	<b>14106410</b>	<b>583</b>	<b>99.9959</b>	<b>0.0041</b>

  
**CESC VENTURES LIMITED**  
 Company Secretary

## CESC Ventures Limited

Resolution Required : (Ordinary) (Item No-2) Appointment of Dr. Sanjiv Goenka who retires by rotation and, being eligible, offers himself for re-appointment

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
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	13234437	13234437	100.0000	13234437	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13234437</b>	<b>100.0000</b>	<b>13234437</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	4909586	247546	5.0421	222178	25368	89.7522	10.2478
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>247546</b>	<b>5.0421</b>	<b>222178</b>	<b>25368</b>	<b>89.7522</b>	<b>10.2478</b>
Public Non Institutions	E-Voting	8367386	624926	7.4686	624254	672	99.8925	0.1075
	Poll		74	0.0009	74	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>625000</b>	<b>7.4695</b>	<b>624328</b>	<b>672</b>	<b>99.8925</b>	<b>0.1075</b>
<b>Total</b>		<b>26511409</b>	<b>14106983</b>	<b>53.2110</b>	<b>14080943</b>	<b>26040</b>	<b>99.8154</b>	<b>0.1846</b>

  
**CESC VENTURES LIMITED**  
 Company Secretary

## CESC Ventures Limited


Resolution Required : (Ordinary) (Item No- 3)		Appointment of Mr. Rajeev Ramesh Chand Khandelwal as Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	13234437	13234437	100.0000	13234437	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13234437</b>	<b>100.0000</b>	<b>13234437</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	4909586	247546	5.0421	247440	106	99.9572	0.0428
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>247546</b>	<b>5.0421</b>	<b>247440</b>	<b>106</b>	<b>99.9572</b>	<b>0.0428</b>
Public Non Institutions	E-Voting	8367386	624926	7.4686	624315	611	99.9022	0.0978
	Poll		74	0.0009	74	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>625000</b>	<b>7.4695</b>	<b>624389</b>	<b>611</b>	<b>99.9022</b>	<b>0.0978</b>
<b>Total</b>		<b>26511409</b>	<b>14106983</b>	<b>53.2110</b>	<b>14106266</b>	<b>717</b>	<b>99.9949</b>	<b>0.0051</b>

  
**CESC VENTURES LIMITED**  
 Company Secretary



## CESC Ventures Limited

Resolution Required : (Special) (Item No - 4)		Appointment of Mr. Rajeev Ramesh Chand Khandelwal as a Whole-time Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	13234437	13234437	100.0000	13234437	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13234437</b>	<b>100.0000</b>	<b>13234437</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	4909586	247546	5.0421	143224	104322	57.8575	42.1425
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>247546</b>	<b>5.0421</b>	<b>143224</b>	<b>104322</b>	<b>57.8575</b>	<b>42.1425</b>
Public Non Institutions	E-Voting	8367386	624926	7.4686	624313	613	99.9019	0.0981
	Poll		74	0.0009	74	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>625000</b>	<b>7.4695</b>	<b>624387</b>	<b>613</b>	<b>99.9019</b>	<b>0.0981</b>
<b>Total</b>		<b>26511409</b>	<b>14106983</b>	<b>53.2110</b>	<b>14002048</b>	<b>104935</b>	<b>99.2561</b>	<b>0.7439</b>

  
**CESC VENTURES LIMITED**  
 Company Secretary

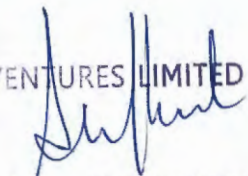
## CESC Ventures Limited

Resolution Required : (Special) (Item No. 5) Approval to mortgage/charge/encumber all or any of the properties under Section 180(1)(a) of the Companies Act, 2013

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

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
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	13234437	13234437	100.0000	13234437	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13234437</b>	<b>100.0000</b>	<b>13234437</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	4909586	247546	5.0421	247546	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>247546</b>	<b>5.0421</b>	<b>247546</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	8367386	624928	7.4686	624306	622	99.9005	0.0995
	Poll		74	0.0009	74	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>625002</b>	<b>7.4695</b>	<b>624380</b>	<b>622</b>	<b>99.9005</b>	<b>0.0995</b>
<b>Total</b>		<b>26511409</b>	<b>14106985</b>	<b>53.2110</b>	<b>14106363</b>	<b>622</b>	<b>99.9956</b>	<b>0.0044</b>

  
**CESC VENTURES LIMITED**  
 Company Secretary



**MANOJ SHAW & CO.**  
COMPANY SECRETARIES

"PODDAR COURT" 18, Rabindra Sarani  
Gate no. 1, 3rd Floor, Room No. 331,  
Kolkata - 700001

☎ : 033-46031517  
E-mail : shawmanoj2003@gmail.com  
shawmanoj2003@yahoo.co.in

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### **SCRUTINIZER'S REPORT- COMBINED**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and subsequent amendments thereon]

To,

**The Chairman  
CESC VENTURES LIMITED  
CESC House, Chowringhee Square,  
Kolkata- 700001**

**Combined Scrutinizer's Report on Remote E-Voting in terms of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (and subsequent amendments thereon) and Voting through Electronic Voting System at the date of AGM ("Instapoll") at the Third Annual General Meeting of CESC Ventures Limited held on 03<sup>rd</sup> August, 2020 at 03:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")(AGM)**

I, Manoj Prasad Shaw, Company Secretary in Practice having membership no. FCS: 5517, CP: 4194, Proprietor of Manoj Shaw & Co. have been appointed by the Board of Directors of **CESC VENTURES LIMITED** ("the Company") as the Scrutinizer for the purpose of scrutinizing the Remote E-voting and Instapoll, made available to those shareholders who attended the AGM and did not cast their votes through Remote E-voting process, in a fair and transparent manner and ascertaining the requisite majority carried out, as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and subsequent amendments thereon and Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, at the 3<sup>rd</sup> Annual General Meeting (AGM) of the Company, in respect of the resolutions contained in the Notice convening the said AGM for approval of the members therein.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereon and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, and subsequent amendments thereon, relating to voting through electronic means on the resolutions contained in the Notice of the said AGM.

My responsibility as a scrutinizer for the Instapoll and Remote E-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and to make a Scrutinizer's Report for the votes cast "In Favour" or "Against" the resolutions as stated in the Notice of the said AGM, based on the report generated from the e-voting system provided by NSDL, the authorized Agency to provide e-voting facility, engaged by the Company.

In this regard, I submit my report as hereunder:-

1. The Company had provided facility of casting vote to the members of the Company through electronic means.
2. The Remote e-voting period remained open from Friday, 31st July, 2020 (09:00 a.m. IST) and ended on Sunday, 2nd August, 2020, (5:00 p.m. IST).
3. The members of the Company holding shares as on Cut-off date i.e. 27th July, 2020 were entitled to vote on the Resolutions as set out in the Notice.
4. The Company had followed the process as required under Rule 20 of the Companies (Management and Administration) Rules 2014 and subsequent amendments thereon, in respect of providing voting through electronic means.
5. Thirty minutes after the conclusion of Third AGM through VC / OAVM, I unblocked the votes cast through Instapoll and remote e-voting, in the presence of two witnesses who were not in employment of the Company and e-voting result/ list of equity shareholders who have voted "IN FAVOUR" and "AGAINST" were downloaded from the e-voting website of National Securities Depository Limited (NSDL) i.e. website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The particulars of all the votes cast through e- voting process have been recorded in a register separately maintained for the purpose.
7. The combined results of voting i.e. remote e-voting and voting through electronic voting system (Instapoll), through e-voting services provided by NSDL is as hereunder:-

**ORDINARY BUSINESS:****Item No.1- Ordinary Resolution**

To receive, consider and adopt:

- a. audited financial statements for the year ended 31 March, 2020 and Reports of the Board of Directors and the Auditors thereon;
- b. audited consolidated financial statements for the year ended 31 March, 2020 and Reports of the Auditorsthereon:

	Remote e-voting		E-voting at the AGM (Instapoll)		Consolidated voting results		
	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
Voted in favour of the resolution	89	14106336	3	74	92	14106410	99.9959
Voted against the resolution	6	583	0	0	6	583	0.0041
Invalid votes	0	0	0	0	0	0	0
Total	95	14106919	3	74	98	14106993	100.00

**Item No.2- Ordinary Resolution**

To appoint a Director in place of Dr. Sanjiv Goenka (Director Identification Number: 00074796) who retires by rotation and, being eligible, offers himself for re-appointment:

	Remote e-voting		E-voting at the AGM (Instapoll)		Consolidated voting results		
	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
Voted in favour of the resolution	78	14080869	3	74	81	14080943	99.8154
Voted against the resolution	16	26040	0	0	16	26040	0.1846
Invalid votes	0	0	0	0	0	0	0
Total	94	14106909	3	74	97	14106983	100.00

**SPECIAL BUSINESS:****Item No.3- Ordinary Resolution**

To appoint Mr. Rajeev Ramesh Chand Khandelwal (Director Identification Number 08763979), as a Director of the Company:

	Remote e-voting		E-voting at the AGM (Instapoll)		Consolidated voting results		
	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
Voted in favour of the resolution	84	14106192	3	74	87	14106266	99.9949
Voted against the resolution	10	717	0	0	10	717	0.0051
Invalid votes	0	0	0	0	0	0	0
Total	94	14106909	3	74	97	14106983	100.00

**Item No.4- Special Resolution**

To appoint Mr. Rajeev Ramesh Chand Khandelwal (Director Identification Number 08763979) as a Whole-time Director of the Company for a period of three years with effect from 26 June, 2020:

	Remote e-voting		E-voting at the AGM (Instapoll)		Consolidated voting results		
	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
Voted in favour of the resolution	75	14001974	3	74	78	14002048	99.2561
Voted against the resolution	19	104935	0	0	19	104935	0.7439
Invalid votes			0	0			0
Total	94	14106909	3	74	97	14106983	100.00

### **Item No.5- Special Resolution**

To create charge on the movable and immovable properties of the Company, both present and future, and in such form and manner as the Board may deem fit, for securing any financial assistance in the form of term loan/debenture/bonds/working capital facilities including overdraft etc. to be availed of by the Company, in one or more installments, for meeting its requirements from any bank, financial institution, Non-Banking Financial Company (NBFC), body corporate or any other person etc. (hereinafter referred to as "Lenders"), within an overall limit of `Rs. 300 crore (Rupees Three Hundred Crores only), with such ranking of charge as may be settled with the Lenders:

	Remote e-voting		E-voting at the AGM (Instapoll)		Consolidated voting results		
	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
Voted in favour of the resolution	82	14106289	3	74	85	14106363	99.9956
Voted against the resolution	12	622	0	0	12	622	0.0044
Invalid votes	0	0	0	0	0	0	0
Total	94	14106911	3	74	97	14106985	100.00

All the relevant records were handed over to the Company Secretary of the Company as authorized by the Board of Directors in this behalf for safe keeping.

Yours faithfully,

Date: 04.08.2020  
Place: Kolkata

MANOJ PRASAD SHAW  
Digitally signed by MANOJ PRASAD SHAW  
Date: 2020.08.04 12:44:09 +05'30'

**For Manoj Shaw & Co.**  
**(Manoj Prasad Shaw)**  
(Scrutinizer)  
(FCS-5517; CP-4194)  
UDIN:F005517B000546464

NIKITA CHOKHANI  
Digitally signed by NIKITA CHOKHANI  
Date: 2020.08.04 12:44:55 +05'30'

WITNESS 1: \_\_\_\_\_

(NIKITA CHOKHANI)

ABHISHEK PAL  
Digitally signed by ABHISHEK PAL  
Date: 2020.08.04 12:45:28 +05'30'

WITNESS 2: \_\_\_\_\_

(ABHISHEK PAL)

**Counter-signed by**  
**FOR CESC VENTURES LIMITED**

SUDIP KUMAR GHOSH  
Digitally signed by SUDIP KUMAR GHOSH  
Date: 2020.08.04 14:04:34 +05'30'

(Sudip Kumar Ghosh)  
Company Secretary