

SEC:AM: 00084

The Manager (Listing)  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> 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

Dear Sirs,

**2<sup>nd</sup> Annual General Meeting (“AGM”) and voting results**

The Second Annual General Meeting of the Company was held on Friday 19 July, 2019 at G.D. Birla Sabhagar (Basement Auditorium of Birla Mandir), 29 Ashutosh Choudhry Avenue, Kolkata – 700 019 and all the matters mentioned in the Notice dated 17 May, 2019 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 as Annexure – I.
- 2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – II.

The said details are also being uploaded on the Company’s Website ([www.cescventures.com](http://www.cescventures.com))



- 3) Report of Scrutinizer dated 19 July, 2019, 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, 4<sup>th</sup> Floor  
Kamala Mills Compound  
Senapati Bapat Marg  
Lower Parel  
Mumbai 400 013.
- cc : Central Depository Services (India) Ltd.  
Phiroz Jeejeebhoy Towers  
28<sup>th</sup> Floor, Dalal Street  
Mumbai 400 023

**CESC VENTURES LIMITED**

**SUMMARY OF PROCEEDINGS OF THE SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT G.D. BIRLA SABHAGAR (BASEMENT AUDITORIUM OF BIRLA MANDIR), 29 ASHUTOSH CHOUDHRY AVENUE, KOLKATA – 700 019 ON FRIDAY, 19 JULY, 2019 AT 10.30 A.M.**

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1. 342 members were present in person, 8 members represented by their authorized representatives and 41 members represented by their proxies.
2. Mr. Shashwat Goenka was in the Chair in accordance with the Articles of Association of the Company.
3. The quorum being present, the Chairman declared the Meeting open and welcomed the members.
4. Registers maintained in terms of the Companies Act, 2013 ('the Act') were produced at the commencement of the Meeting and remained open and accessible during the continuance of the Meeting to persons who had the right to attend the Meeting.
5. Chairman mentioned that the Auditor's Report on the Accounts of the Company and the Secretarial Audit Report for the Financial Year 2018-19 did not have any qualification, observation or comments.
6. Chairman informed the members that remote e-voting already closed on 18 July, 2019 (at 5.00 pm IST) and if any member had not already electronically cast his vote on the Resolutions, he may do so at the meeting venue.
7. Chairman then addressed the meeting and invited comments and observations of the members. Chairman replied to them suitably.
8. Thereafter, all nine Resolutions included in the Notice convening the Second Annual General Meeting, were duly proposed and seconded at the Meeting, one by one.
9. Chairman then announced that the e-Voting results on the nine Resolutions included in the aforesaid Notice would be announced on or before Saturday, 20 July, 2019 at 5 pm and would also be put up in the Company's website. ([www.cescventures.com](http://www.cescventures.com)). The same would also be displayed on the Notice Board at the registered office of the Company at CESC House, Chowringhee Square, Kolkata – 700 001.
10. He thereafter thanked the members for attending the meeting. Members proposed a vote of thanks to the Chair.



Second 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	19 July 2019
2.	Total number of shareholders on record date (Book Closure : 12 July 2019 to 19 July 2019, both days inclusive)	47233
3.	No. of shareholders present in the meeting in person or through proxy:  Promoters and Promoter Group :  Public :	  13  378
4.	No. of shareholders attended the meeting through Video Conferencing :  Promoters and Promoter Group :  Public:	  Not arranged
5.	Mode of Voting	E-voting



## CESC Ventures Limited

Resolution Required : Ordinary

1 - Adoption of financial statements (standalone and consolidated) and reports of Directors and Auditors for the year ended 31 March, 2019

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
	Tab Voting		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	6182956	1530093	24.7469	1530093	0	100.0000	0.0000
	Tab Voting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1530093</b>	<b>24.7469</b>	<b>1530093</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	7094016	1657628	23.3666	1656985	643	99.9612	0.0388
	Tab Voting		1462	0.0206	1462	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1659090</b>	<b>23.3872</b>	<b>1658447</b>	<b>643</b>	<b>99.9612</b>	<b>0.0388</b>
<b>Total</b>		<b>26511409</b>	<b>16423620</b>	<b>61.9493</b>	<b>16422977</b>	<b>643</b>	<b>99.9961</b>	<b>0.0039</b>



## CESC Ventures Limited

Resolution Required : Ordinary

2 - Appointment of Mr. Sanjiv Goenka as a Director

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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	13234437	13234437	100.0000	13234437	0	100.0000	0.0000
	Tab Voting		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	6182956	1533813	24.8071	1477262	56551	96.3130	3.6870
	Tab Voting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1533813</b>	<b>24.8071</b>	<b>1477262</b>	<b>56551</b>	<b>96.3130</b>	<b>3.6870</b>
Public Non Institutions	E-Voting	7094016	1657628	23.3666	1656983	645	99.9611	0.0389
	Tab Voting		1462	0.0206	1462	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1659090</b>	<b>23.3872</b>	<b>1658445</b>	<b>645</b>	<b>99.9611</b>	<b>0.0389</b>
<b>Total</b>		<b>26511409</b>	<b>16427340</b>	<b>61.9633</b>	<b>16370144</b>	<b>57196</b>	<b>99.6518</b>	<b>0.3482</b>



CESC Ventures Limited								
Resolution Required : Ordinary								
3 - Appointment of Mr. Shashwat Goenka as a Director								
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]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	13234437	13234437	100.0000	13234437	0	100.0000	0.0000
	Tab Voting		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	6182956	1533813	24.8071	1528090	5723	99.6269	0.3731
	Tab Voting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1533813</b>	<b>24.8071</b>	<b>1528090</b>	<b>5723</b>	<b>99.6269</b>	<b>0.3731</b>
Public Non Institutions	E-Voting	7094016	1657626	23.3665	1656961	665	99.9599	0.0401
	Tab Voting		1462	0.0206	1462	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1659088</b>	<b>23.3871</b>	<b>1658423</b>	<b>665</b>	<b>99.9599</b>	<b>0.0401</b>
<b>Total</b>		<b>26511409</b>	<b>16427338</b>	<b>61.9633</b>	<b>16420950</b>	<b>6388</b>	<b>99.9611</b>	<b>0.0389</b>



## CESC Ventures Limited

Resolution Required : Ordinary

4 - Appointment of Mr. K Jairaj as an Independent 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
Promoter and Promoter Group	E-Voting	13234437	13234437	100.0000	13234437	0	100.0000	0.0000
	Tab Voting		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	6182956	1533813	24.8071	1531830	1983	99.8707	0.1293
	Tab Voting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1533813</b>	<b>24.8071</b>	<b>1531830</b>	<b>1983</b>	<b>99.8707</b>	<b>0.1293</b>
Public Non Institutions	E-Voting	7094016	1657606	23.3663	1656959	647	99.9610	0.0390
	Tab Voting		1462	0.0206	1462	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1659068</b>	<b>23.3869</b>	<b>1658421</b>	<b>647</b>	<b>99.9610</b>	<b>0.0390</b>
<b>Total</b>		<b>26511409</b>	<b>16427318</b>	<b>61.9632</b>	<b>16424688</b>	<b>2630</b>	<b>99.9840</b>	<b>0.0160</b>





## CESC Ventures Limited

Resolution Required : Ordinary

5 - Appointment of Mr. G. Koshie as an Independent 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
	Tab Voting		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	6182956	1533813	24.8071	1533813	0	100.0000	0.0000
	Tab Voting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1533813</b>	<b>24.8071</b>	<b>1533813</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	7094016	1657604	23.3662	1656957	647	99.9610	0.0390
	Tab Voting		1462	0.0206	1462	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1659066</b>	<b>23.3868</b>	<b>1658419</b>	<b>647</b>	<b>99.9610</b>	<b>0.0390</b>
<b>Total</b>		<b>26511409</b>	<b>16427316</b>	<b>61.9632</b>	<b>16426669</b>	<b>647</b>	<b>99.9961</b>	<b>0.0039</b>



## CESC Ventures Limited

Resolution Required : Ordinary

6 - Appointment of Mr. A. Kumar as an Independent 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
	Tab Voting		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	6182956	1533813	24.8071	1528028	5785	99.6228	0.3772
	Tab Voting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1533813</b>	<b>24.8071</b>	<b>1528028</b>	<b>5785</b>	<b>99.6228</b>	<b>0.3772</b>
Public Non Institutions	E-Voting	7094016	1657606	23.3663	1656959	647	99.9610	0.0390
	Tab Voting		1462	0.0206	1462	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1659068</b>	<b>23.3869</b>	<b>1658421</b>	<b>647</b>	<b>99.9610</b>	<b>0.0390</b>
<b>Total</b>		<b>26511409</b>	<b>16427318</b>	<b>61.9632</b>	<b>16420886</b>	<b>6432</b>	<b>99.9608</b>	<b>0.0392</b>



## CESC Ventures Limited

Resolution Required : Ordinary

7 - Appointment of Mr. S. Sameer as a 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
	Tab Voting		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	6182956	1533813	24.8071	1529027	4786	99.6880	0.3120
	Tab Voting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1533813</b>	<b>24.8071</b>	<b>1529027</b>	<b>4786</b>	<b>99.6880</b>	<b>0.3120</b>
Public Non Institutions	E-Voting	7094016	1657606	23.3663	1656961	645	99.9611	0.0389
	Tab Voting		1462	0.0206	1462	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1659068</b>	<b>23.3869</b>	<b>1658423</b>	<b>645</b>	<b>99.9611</b>	<b>0.0389</b>
<b>Total</b>		<b>26511409</b>	<b>16427318</b>	<b>61.9632</b>	<b>16421887</b>	<b>5431</b>	<b>99.9669</b>	<b>0.0331</b>



## CESC Ventures Limited

Resolution Required : Special

8 - Appointment of Mr. S. Sameer 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
Promoter and Promoter Group	E-Voting	13234437	13234437	100.0000	13234437	0	100.0000	0.0000
	Tab Voting		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	6182956	1533813	24.8071	751176	782637	48.9744	51.0256
	Tab Voting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1533813</b>	<b>24.8071</b>	<b>751176</b>	<b>782637</b>	<b>48.9744</b>	<b>51.0256</b>
Public Non Institutions	E-Voting	7094016	1657606	23.3663	1656961	645	99.9611	0.0389
	Tab Voting		1462	0.0206	1462	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1659068</b>	<b>23.3869</b>	<b>1658423</b>	<b>645</b>	<b>99.9611</b>	<b>0.0389</b>
<b>Total</b>		<b>26511409</b>	<b>16427318</b>	<b>61.9632</b>	<b>15644036</b>	<b>783282</b>	<b>95.2318</b>	<b>4.7682</b>



## CESC Ventures Limited

Resolution Required :Special

9 - Approval to mortgage / charge / encumber 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	[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	6182956	1533813	24.8071	1533813	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>1533813</b>	<b>24.8071</b>	<b>1533813</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	7094016	1657608	23.3663	1656912	696	99.9580	0.0420
	Poll		1462	0.0206	1462	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1659070</b>	<b>23.3869</b>	<b>1658374</b>	<b>696</b>	<b>99.9580</b>	<b>0.0420</b>
<b>Total</b>		<b>26511409</b>	<b>16427320</b>	<b>61.9632</b>	<b>16426624</b>	<b>696</b>	<b>99.9958</b>	<b>0.0042</b>





**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

### SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015]

To  
THE CHAIRMAN  
CESC VENTURES LIMITED  
CESC HOUSE CHOWRINGHEE SQUARE,  
KOLKATA- 700001

2<sup>nd</sup> Annual General Meeting of the Members of CESC Ventures Limited ("the Company") held on Friday, 19<sup>th</sup> July, 2019 at 10:30 a.m. at G.D. Birla Sabhagar (Basement Auditorium of Birla Mandir), 29 Ashutosh Choudhry Avenue, Kolkata-700019.

Dear Sir,

I, Manoj Prasad Shaw, Proprietor of Manoj Shaw & Co. have been appointed by the Board of Directors of the Company to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolution contained in the 2<sup>nd</sup> AGM Notice dated 17<sup>th</sup> May, 2019 and also for ascertaining the requisite majority for the Resolution proposed therein. As a scrutinizer, I've to Scrutinize :

- (i) Process of e-voting from a place other than the venue of the meeting ("remote e-voting") and
- (ii) Process of voting through electronic voting system at the meeting ("Insta Poll").



The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relating to e-voting on the resolutions contained in the Notice calling the AGM .

My responsibility as a scrutinizer for the e-voting process of voting is restricted to make a consolidated scrutinizer's report of the votes cast "In Favour" or "Against" the resolutions, based on the reports generated from the e-voting system provided by NSDL, the Agency authorized under the rules and engaged by the company to provide e-voting facilities for voting through electronic means i.e by remote e-voting and voting by use of electronic means by Insta Poll at the venue of AGM which was facilitated on the basis of data provided by Registrar & Share Transfer Agent of the Company.

The members of the Company as on the "cut off" date i.e., Friday, 12<sup>th</sup> July, 2019 were entitled to vote on the resolutions as set out in the notice calling the AGM .

The Remote e-voting period remained open from Tuesday 16<sup>th</sup> July, 2019 (09:00 a.m. IST) and ended on Thursday 18<sup>th</sup> July, 2019, (5:00 p.m. IST).

The votes cast were unblocked on Friday, 19<sup>th</sup> July after the conclusion of Insta Poll, in presence and two witnesses 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).

The company had provided tab-based e-voting facility at the AGM to enable those members to cast their votes who had not cast votes in remote e-voting.

After the Chairman announced commencement of voting, NSDL provided tab-based e-voting facility.

The electronic voting system was diligently scrutinized. The e-votes were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



I submit herewith combined results of voting i.e. remote e-voting through e-voting services by NSDL and voting by use of electronic means (Insta Poll) at the AGM is hereunder:-

**ORDINARY BUSINESS:**

**Item No.1- Ordinary Resolution**

To consider and adopt the Audited Financial Statements for the financial year ended 31 March, 2019 and the audited Consolidated Financial Statements for the financial year ended as on that date and the Report of the Board of Directors and the Auditors thereon.

	Remote e-voting		Voting at the AGM venue by Insta poll		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	129	16421515	48	1462	177	16422977	99.9961
Voted against the resolution	2	643	0	0	2	643	0.0039
Invalid votes	0	0	0	0	0	0	0
Total	131	16422158	48	1462	179	16423620	100





**SPECIAL BUSINESS:**

**Item No.2- Ordinary Resolution:**

To Appoint Mr. Sanjiv Goenka (DIN: 00074796) as Director of the Company:

	Remote e-voting		Voting at the AGM venue by Insta poll		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	117	16368682	48	1462	165	16370144	99.6518
Voted against the resolution	15	57196	0	0	15	57196	0.3482
Invalid votes	0	0	0	0	0	0	0
Total	132	16425878	48	1462	180	16427340	100



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

To Appoint Mr. Shashwat Goenka (DIN:03486121) as Director of the Company:

	Remote e-voting		Voting at the AGM venue by Insta poll		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	125	16419488	48	1462	173	16420950	99.9611
Voted against the resolution	6	6388	0	0	6	6388	0.0389
Invalid votes	0	0	0	0	0	0	0
Total	131	16425876	48	1462	179	16427338	100



**Item No.4- Ordinary Resolution:**

To Appoint Mr. Kalaikuruchi Jairaj (DIN: 01875126) as Independent Director of the Company for a term of five years:

	Remote e-voting		Voting at the AGM venue by Insta poll		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	125	16423226	48	1462	173	16424688	99.9840
Voted against the resolution	5	2630	0	0	5	2630	0.0160
Invalid votes	0	0	0	0	0	0	0
Total	130	16425856	48	1462	178	16427318	100



**Item No.5- Ordinary Resolution:**

To Appoint Ms. Grace Elizabeth Koshie (DIN: 06765216) as Independent Director of the Company for a term of five years:

	Remote e-voting		Voting at the AGM venue by Insta poll		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	125	16425207	48	1462	173	16426669	99.9961
Voted against the resolution	4	647	0	0	4	647	0.0039
Invalid votes	0	0	0	0	0	0	0
Total	129	16425854	48	1462	177	16427316	100



**Item No.6- Ordinary Resolution:**

To Appoint Mr. Arjun Kumar (DIN: 00139736) as Independent Director of the Company for a term of five years:

	Remote e-voting		Voting at the AGM venue by Insta poll		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	124	16419424	48	1462	172	16420886	99.9608
Voted against the resolution	6	6432	0	0	6	6432	0.0392
Invalid votes	0	0	0	0	0	0	0
Total	130	16425856	48	1462	178	16427318	100



**Item No.7- Ordinary Resolution:**

To Appoint of Mr. Suhail Sameer (DIN: 07238872) as Director of the Company:

	Remote e-voting		Voting at the AGM venue by Insta poll		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	126	16420425	48	1462	174	16421887	99.9669
Voted against the resolution	4	5431	0	0	4	5431	0.0331
Invalid votes	0	0	0	0	0	0	0
Total	130	16425856	48	1462	178	16427318	100



**Item No.8- Special Resolution:**

To Appoint Mr. Suhail Sameer (DIN: 07238872) as Whole Time Director of the Company for period of three years:

	Remote e-voting		Voting at the AGM venue by Insta poll		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	86	15642574	48	1462	134	15644036	95.2318
Voted against the resolution	44	783282	0	0	44	783282	4.7682
Invalid votes	0	0	0	0	0	0	0
Total	130	16425856	48	1462	178	16427318	100



**Item No.9- Special Resolution:**

To create a charge on the movable or immovable properties of the company both present and future and in such form, manner and time as the board may deem fit , for securing any financial assistance /credit facilities to be availed by the company from any bank, financial institution ,NBFC, body corporate or any other person etc (hereinafter referred to as “ Lender(s)”) within the overall limits of Rs 100 crores, with such ranking of charge as would be stipulated in the finance documents to be executed with the Lender(s):

	Remote e-voting		Voting at the AGM venue by Insta poll		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	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	124	16425162	48	1462	172	16426624	99.9958
Voted against the resolution	7	696	0	0	7	696	0.0042
Invalid votes	0	0	0	0	0	0	0
Total	131	16425858	48	1462	179	16427320	100





The Electronic data and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Yours faithfully,

**For Manoj Shaw & Co.**



*Manoj Prasad Shaw*  
**(Manoj Prasad Shaw)**  
(Scrutinizer)  
FCS-5517  
CP-4194

Date: 19/07/2019

Place: Kolkata

WITNESS 1: *Abhishek Pal*  
(ABHISHEK PAL)

WITNESS 2: *Nikita Chokhani*  
(NIKITA CHOKHANI)

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

*Shubh*  
(Company Secretary)