

CREST VENTURES LIMITED - CIN - L99999MH1982PLC102697	
Date of General Meeting (Postal Ballot)	07.04.2015 (Date of Declaration of results of Postal Ballot)
Total number of shareholders on cut off date - 27.02.2015	4093
No. of shareholders present in the meeting either in person or through proxy	Not applicable
Promoters and Promoter Group	Not applicable
Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing	Not applicable
Promoters and Promoter Group	Not applicable
Public:	Not applicable
Details of the Agenda:	
Resolution required: (Ordinary/Special)	Ordinary Resolution for Item No. 1,2 & 8 Special Resolution for item No. 3,4,5,6 & 7
Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Postal Ballot and E- Voting
In case of Poll/Postal ballot/E-voting:	As follows

Note :- Number of votes polled does not include the invalid votes and votes not cast as indicated in the Scrutinizers Report

Item No. 1 - Increase in Authorised Share Capital of the Company - Ordinary Resolution							
Promoter/Public	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	$(3) = \frac{(2)}{(1)} * 100$	4	5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
<b>Promoter and Promoter Group</b>							
	9817489						
Evoting	-	2789679		2789679	0	-	-
Postal Ballot	-	7027810		7027810	0	-	-
Total (A)	9817489	9817489	100.00	9817489	0	100	0
<b>Public Institutional holders</b>							
	1256565						
Evoting	-	337373		337373	0	-	-
Postal Ballot	-	0		0	0	-	-
Total (B)	1256565	337373	26.84882995	337373	0	100	-
<b>Public-Others</b>							
	6295946						
Evoting	-	9770		9768	2	-	-
Postal Ballot	-	10305		10305	0	-	-
Total (C)	6295946	20075	0.318855975	20073	2	99.9900	0.0100
Total (A+B+C)	17370000	10174937	58.57764537	10174935	2	100.0000	0.0000



Item No. 2 - Alteration of the Capital Clause of the Memorandum of Association - Ordinary Resolution							
Promoter/Public	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
<b>Promoter and Promoter Group</b>	9817489						
Evoting		2789679	-	2789679	0	-	-
Postal Ballot		7027810	-	7027810	0	-	-
Total (A)	9817489	9817489	100	9817489	0	100	
<b>Public Institutional holders</b>	1256565						
Evoting		337373	-	337373	0	-	-
Postal Ballot		0	-	0	0	-	-
Total(B)	1256565	337373	26.84882995	337373	0	100	
<b>Public-Others</b>	6295946						
Evoting	-	9770	-	9768	2	-	-
Postal Ballot	-	10305	-	10280	25	-	-
Total (C)	6295946	20075	0.318855975	20048	27	99.86550436	0.134495641
Total (A+B+C)	17370000	10174937	58.57764537	10174910	27	99.99973464	0.000265358

Item No. 3 -Alteration of Capital Clause of the Articles of Association-Special Resolution							
Promoter/Public	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
<b>Promoter and Promoter Group</b>	9817489						
Evoting		2789679		2789679	0	-	-
Postal Ballot		7027810		7027810	0	-	-
Total (A)	9817489	9817489	100	9817489	0	100	-
<b>Public Institutional holders</b>	1256565						
Evoting		337373		337373	0	-	-
Postal Ballot		0		0	0	-	-
Total(B)	1256565	337373	26.84882995	337373	0	100	-
<b>Public-Others</b>	6295946						
Evoting		9770		9768	2	-	-
Postal Ballot		10290		10290	0	-	-
Total (C)	6295946	20060	0.318617726	20058	2	99.99002991	0.00997009
Total (A+B+C)	17370000	10174922	58.57755901	10174920	2	99.99998034	0.0000



Item No. 4 - Borrowing / Financial Assistance - Special Resolution							
Promoter/Public	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
<b>Promoter and Promoter Group</b>	9817489						
Evoting		2789679	-	2789679	0	-	-
Postal Ballot		7027810	-	7027810	0	-	-
Total (A)	9817489	9817489	100	9817489	0	100	0
<b>Public Institutional holders</b>	1256565						
Evoting	0	337373	-	337373	0	-	-
Postal Ballot	0	0	-	0	0	-	-
Total (B)	1256565	337373	26.84882995	337373	0	100	-
<b>Public-Others</b>	6295946						
Evoting	-	9670	-	435	9235	-	-
Postal Ballot	-	10295	-	10273	22	-	-
Total (C)	6295946	19965	0.317108819	10708	9257	53.63385925	46.36614075
Total (A+B+C)	17370000	10174827	58.57701209	10165570	9257	99.90902057	0.090979434

Item No. 5 - Creation of Charge for Borrowings / Financial Assistance availed - Special Resolution							
Promoter/Public	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
<b>Promoter and Promoter Group</b>	9817489						
Evoting		2789679	-	2789679	0	-	-
Postal Ballot		7027810	-	7027810	0	-	-
Total (A)	9817489	9817489	100	9817489	0	100	-
<b>Public Institutional holders</b>	1256565						
Evoting		337373	-	337373	0	-	-
Postal Ballot		0	-	0	0	-	-
Total (B)	1256565	337373	26.84882995	337373	0	100	-
<b>Public-Others</b>	6295946						
Evoting	-	9770	-	535	9235	-	-
Postal Ballot	-	10305	-	10298	7	-	-
Total (C)	6295946	20075	0.318855975	10833	9242	53.9626401	46.0373599
Total (A+B+C)	17370000	10174937	58.57764537	10165695	9242	99.90916897	0.090831029



Item No. 6 - Transaction with Related Parties under section 188 of the Companies Act, 2013 - Special Resolution							
Promoter/Public	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
<b>Promoter and Promoter Group</b>	9817489						
Evoting		2789679	-	2789679	0	-	-
Postal Ballot		7027810	-	7027810	0	-	-
Total (A)	9817489	9817489	100	9817489	0	100	-
<b>Public Institutional holders</b>	1256565						
Evoting		337373	-	337373	0	-	-
Postal Ballot		0	-	0	0	-	-
Total(B)	1256565	337373	26.84882995	337373	0	100	-
<b>Public-Others</b>	6295946						
Evoting		9770	-	35	9735	-	-
Postal Ballot		10290	-	10290	0	-	-
Total (C)	6295946	20060	0.318617726	10325	9735	51.47058824	48.52941176
Total (A+B+C)	17370000	10174922	58.57755901	10165187	9735	99.90432359	0.095676409

Item No. 7 - Adoption of New Set of Articles of Association - Special Resolution							
Promoter/Public	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
<b>Promoter and Promoter Group</b>	9817489						
Evoting		2789679	-	2789679	0	-	-
Postal Ballot		7027810	-	7027810	0	-	-
Total (A)	9817489	9817489	100	9817489	0	100	-
<b>Public Institutional holders</b>	1256565						
Evoting		337373	-	337373	0	-	-
Postal Ballot		0	-	0	0	-	-
Total(B)	1256565	337373	100	337373	0	100	-
<b>Public-Others</b>	6295946						
Evoting		9770	-	9768	2	-	-
Postal Ballot		10290	-	10280	10	-	-
Total (C)	6295946	20060	0.318617726	20048	12	99.94017946	0.059820538
Total (A+B+C)	17370000	10174922	58.57755901	10174910	12	99.99988206	99.99988206



Item No. 8 - Appointment of Independent Director - Ordinary Resolution							
Promoter/Public	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
<b>Promoter and Promoter Group</b>	9817489						
Evoting		2789679	-	2789679	0	-	-
Postal Ballot		7027810	-	7027810	0	-	-
Total (A)	9817489	9817489	100	9817489	0	100	0
<b>Public Institutional holders</b>	1256565						
Evoting		337373	-	337373	0	-	-
Postal Ballot		0	-	0	0	-	-
Total(B)	1256565	337373	26.84882995	337373	0	100	-
<b>Public-Others</b>	6295946						
Evoting		9770	-	9768	2	-	-
Postal Ballot		10285	-	10278	7	-	-
Total (C)	6295946	20055	0.31853831	20046	9	99.95512341	0.0449
Total (A+B+C)	17370000	10174917	58.57753022	10174908	9	99.99991155	0.0001

For Crest Ventures Limited

  
Company Secretary



**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 14<sup>th</sup> 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 14<sup>th</sup> February, 2015 dispatched on 3<sup>rd</sup> March, 2015. The last date for receipt of Postal Ballots was fixed as 04<sup>th</sup> 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 14<sup>th</sup> 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 04<sup>th</sup> April, 2015 (06.00 P.M.)

On the basis of Postal Ballot papers received and e-voting done till 04<sup>th</sup> 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 14<sup>th</sup> 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 05<sup>th</sup> March, 2015 (10.00 A.M.) to 04<sup>th</sup> April, 2015 (06.00 P.M.)
- ii. The members of the Company as on the "cut-off" date i.e, 27<sup>th</sup> 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 06<sup>th</sup> 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)
<b>Item No.1 Increase in Authorised Share Capital of the Company (As an Ordinary Resolution)</b>						
a) E Voting	3136820		2		Nil	Nil
b) Ballot Paper	7038115		Nil		100	1000
<b>Total</b>	<b>10174935</b>	<b>99.9999</b>	<b>2</b>	<b>0.0001</b>	<b>100</b>	<b>1000</b>
<b>The above resolution passed with requisite majority</b>						
<b>Item No.2 Alteration of the Capital Clause of the Memorandum of Association (As an Ordinary Resolution)</b>						
a) E Voting	3136820		2		Nil	Nil
b) Ballot Paper	7038090		25		100	1000
<b>Total</b>	<b>10174910</b>	<b>99.9999</b>	<b>27</b>	<b>0.0001</b>	<b>100</b>	<b>1000</b>
<b>The above resolution passed with requisite majority</b>						
<b>Item No.3 Alteration of the Capital Clause of the Articles of Association (As a Special Resolution)</b>						
a) E Voting	3136820		2		Nil	Nil
b) Ballot Paper	7038100		Nil		115	1000
<b>Total</b>	<b>10174920</b>	<b>99.9999</b>	<b>2</b>	<b>0.0001</b>	<b>115</b>	<b>1000</b>
<b>The above resolution passed with requisite majority</b>						
<b>Item No.4 Borrowing / financial Assistance power to the board (As a Special Resolution)</b>						
a) E Voting	3127487		9235		100	Nil
b) Ballot Paper	7038083		22		110	1000
<b>Total</b>	<b>10165570</b>	<b>99.90</b>	<b>9257</b>	<b>0.10</b>	<b>210</b>	<b>1000</b>
<b>The above resolution passed with requisite majority</b>						



**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
<b>Total</b>	<b>10165695</b>	<b>99.91</b>	<b>9242</b>	<b>0.09</b>	<b>100</b>	<b>1000</b>

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
<b>Total</b>	<b>10165187</b>	<b>99.90</b>	<b>9735</b>	<b>0.10</b>	<b>115</b>	<b>1000</b>

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 17<sup>th</sup> 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
<b>Total</b>	<b>10174910</b>	<b>99.999</b>	<b>12</b>	<b>0.001</b>	<b>115</b>	<b>1000</b>

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
<b>Total</b>	<b>10175908</b>	<b>99.999</b>	<b>9</b>	<b>0.001</b>	<b>120</b>	<b>1000</b>

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