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S. M. GUPTA & CO.
COMPANY SECRETARIES
P-15, BENTINCK STREET, CALCUTTA-700 001

Ref. No.....

Dated

Certificate of Reconciliation of Share Capital Audit
[See Regulation 76 of SEBI (Depositories and Participants)
Regulations, 2018]

We have audited the relevant records and documents of **M/s. CESC VENTURES LIMITED (CIN : U74999WB2017PLC219318)** for the quarter ended 31st December, 2018 for the purpose of issuing Certificate of reconciliation of share capital with both the Depositories and the total issued and listed capital as required pursuant to Notification No. SEBI/LAD-NRO/GN/2018/40 dated 3rd October, 2018 issued by the Securities & Exchange Board of India (SEBI) and on the basis of such checks which to the best of our knowledge and belief were necessary for the purpose of this certification and on the basis of information and explanations given to us and according to the examinations carried out by us, we do hereby certify that in our opinion and according to the best of our information and belief:

- (1) The total of the shares held in the NSDL, CDSL and in the physical form is annexed hereto in the format as prescribed by SEBI and the same tallies with the paid-up capital of the Company.
- (2) The Register of Members is updated.

Place : Kolkata

Dated: 29 JAN 2019

Signature :

Name : S. M. GUPTA

Membership No. : FCS - 896

C. P. Number : 2053



Annexure

1.	For Quarter ended	31 st December, 2018					
2.	ISIN	INE425Y01011					
3.	Face Value	Fully paid-up Equity Shares of Rs.10/- each					
4.	Name of the Company	CESC VENTURES LIMITED					
5.	Registered Office Address	CESC House, Chowringhee Square, Kolkata – 700 001					
6.	Correspondence Address	CESC House, Chowringhee Square, Kolkata – 700 001					
7.	Telephone & Fax Nos.	Ph: (033) 2225 6040;					
8.	Email Address	sudip.ghosh@rp-sg.in					
9.	Names of the Stock Exchanges where the Company's securities are listed	1) BSE Limited (BSE) 2) National Stock Exchange of India Limited (NSE)					
		Number of shares					
10.	Capital under this ISIN	2,65,11,409		Rs. 26,51,14,090			
11.	Listed Capital (Exchange-wise) (ISIN-wise)	2,65,11,409		Rs. 26,51,14,090			
				% of Total capital			
12.	Held in Dematerialised form in CDSL	15,70,044		5.92%			
13.	Held in Dematerialised form in NSDL	2,46,22,390		92.88%			
14.	Physical	3,18,975		1.20%			
15.	Total No. of Shares (12+13+14)	2,65,11,409		(As per RTA Certificate)			
16.	Reasons for difference, if any	N. A.					
17.	Certifying the details of changes in share capital during the quarter under consideration as per Table below:						
	Particulars*	No. of shares	Applied/ Not applied for Listing	Listed on Stock exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-prin. appropending for SE (Specify Names)
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	* Rights, Bonus, Preferential Issue, ESOPs, amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)						
18.	Register of Members updated (Yes/No) If not, updated upto which date	Yes					
19.	Reference of previous quarter with regards to excess dematerialized shares	This is the first Report after listing.					



20.	Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why?	N. A.		
21.	Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay: (As per RTA Certificate)			
	Total No. of Demat requests	No. of requests	No. of shares	Reasons for delay
	Confirmed after 21 days	N.A.	N.A.	N.A.
	Pending for more than 21 days	N.A.	N.A.	N.A.
22.	Name, Telephone & Fax no. of the Compliance Officer of the Company	Mr. Sudip Kumar Ghosh, Company Secretary Membership No: A18707 Tel: (033) 2225 6040; Fax: (033) 2236 3868		
23.	Name, Address, Telephone & Fax no., Regn. no. of the Auditor	Mr. S. M. Gupta (CP – 2053) M/s. S. M. Gupta & Co., Company Secretaries, P-15, Bentinck Street, Kolkata – 700 001 Tel: (033) 2236 1385; Fax: (033) 2236 7135		
24.	Appointment of common agency for share registry work (if yes, name and address)	Link Intime India Pvt. Limited (Formerly Intime Spectrum Registry Limited), 59C, Chowringhee Road, 3 rd Floor, Kolkata – 700 020		
25.	Any other detail that the Auditor may like to provide (eg. BIFR Company, delisting from SE, company changed its name etc.)	<p>1. Pursuant to the Composite Scheme of Arrangement amongst CESC Ltd , the Company and other eight subsidiaries of CESC and others and their respective shareholders as sanctioned by the Kolkata Bench of the Hon'ble National Company Law Tribunal whereby the IT undertaking of CESC Ltd has been transferred to and vested into CESC Ventures Ltd (formerly known as RP-SG Business Process Services Ltd) and in consideration thereof:</p> <p>a) "2 fully paid up equity shares of Rs. 10/- each of CESC Ventures Limited shall be issued and allotted for every 10 fully paid up equity shares of Re. 10/- each held in CESC Limited".</p> <p>2. The Equity shares have been listed by BSE and NSE w.e.f 25.01.2019 as per their respective listing letters.</p>		

