

## notice

Notice is hereby given that the Thirty-Ninth Annual General Meeting (“AGM”) of Crest Ventures Limited will be held on Wednesday, September 29, 2021 at 11:00 a.m. (IST) through Video Conferencing/Other Audio Visual Means to transact the following businesses:

### ORDINARY BUSINESS:

- 1) **Adoption of Audited Financial Statements of the Company for the year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon:**

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon.

- 2) **Declaration of Dividend for the financial year 2020-21:**

To declare a dividend of ₹0.50 per equity share, for the financial year ended March 31, 2021.

- 3) **Re-appointment of Mr. Vijay Choraria (DIN: 00021446) who retires by rotation and being eligible, offers himself for re-appointment:**

To appoint a Director in place of Mr. Vijay Choraria (DIN: 00021446), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

- 4) **Approval for Material Related Party Transaction(s):**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (hereinafter called “the Act”) and other applicable provisions, if any, of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”) and Company’s policy on Related Party Transactions, approval of the shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) / arrangement(s) / transaction(s) (including transfer of resources, obligations and services) with the related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such term(s) and condition(s) as the Board of Directors may deem fit provided that the related party contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company:

- a) For the period from October 01, 2021 to March 31, 2022, up to a maximum aggregate value as detailed in the Statement u/s 102 annexed to the notice which shall be in addition to the transactions along with their monetary limits already approved by the members of the Company through Postal Ballot process, notice dated February 12, 2019;
- b) For the financial years 2022-2023, 2023-2024 and 2024-2025, up to a maximum aggregate value as detailed in the Statement u/s 102 annexed to the notice.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution and to do all acts, take such steps, execute all documents, agreements and writings as may be considered necessary or expedient to give effect to the aforesaid resolution.”

# CREST VENTURES LIMITED

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**Registered office:**

111, Maker Chambers IV, 11<sup>th</sup> Floor,  
Nariman Point, Mumbai – 400 021.

**Date:** June 26, 2021

**Place:** Mumbai

**By Order of the Board of Directors  
For Crest Ventures Limited**

**Namita Bapna  
Company Secretary**

**NOTES:**

1. In view of the outbreak of COVID-19, the Ministry of Corporate Affairs (“MCA”), has vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19” and General Circular No. 20/2020 dated May 05, 2020 and General Circular No. 02/2021 dated January 13, 2021, in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) and all other relevant circulars issued from time to time (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, in relation to “Relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: COVID-19 pandemic” (“SEBI Circulars”) have permitted the holding of the AGM through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), as amended from time to time, read with the MCA Circulars, SEBI Circulars and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) the AGM of the Company is scheduled to be held on Wednesday, September 29, 2021 at 11:00 a.m. (IST) through VC/OAVM and the voting for items to be transacted in the notice to this AGM only through electronic voting process (“e-voting”).
2. The deemed venue for 39<sup>th</sup> AGM shall be the Registered Office of the Company at 111, Maker Chambers IV, 11<sup>th</sup> Floor, Nariman Point, Mumbai – 400021.
3. An Explanatory Statement pursuant to Section 102 of the Act with respect to Item No. 4 of the Notice is annexed hereto.
4. Details as required under Regulation 36(3) of the SEBI Listing Regulations and under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment is annexed hereto as “Annexure-A”.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this notice.
6. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate members intending to appoint their authorized representatives to attend the AGM through VC/OAVM and to vote thereat through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [mail@csajitsathe.com](mailto:mail@csajitsathe.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [secretarial@crest.co.in](mailto:secretarial@crest.co.in).
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. The members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the AGM and the members can also join after the commencement of the AGM till the expiry of 15 minutes after such scheduled time by following the procedure mentioned in the notice. The members will be able to view the proceedings on National Securities Depository Limited (“NSDL”) e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnels, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. Pursuant to MCA General Circular No. 02/2021 dated January 13, 2021 and SEBI Circular SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated January 15, 2021, the Company is sending this AGM notice along with the Annual Report for the financial year 2020-21, in electronic form only to those members whose e-mail addresses are registered with the Company/ Depositories. The notice convening the AGM and the Annual Report for the financial year 2020-21, has been uploaded on the website of the Company at [www.crest.co.in](http://www.crest.co.in) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2021 to September 29, 2021 (both days inclusive). If the dividend, as recommended by the Board of Directors, is approved at the ensuing AGM, payment of such dividend, subject to deduction of tax at source (“TDS”), will be made on or after September 29, 2021, as under:
  - i) To all the Beneficial Owners in respect of shares held in electronic form as per the data as may be made available by NSDL and Central Depository Services (India) Limited (“CDSL”) (both collectively referred to as “Depositories”) as of the close of business hours on September 22, 2021;
  - ii) To all the members in respect of shares held in physical form after giving effect to valid transmission and transposition requests lodged with the Company on or before the close of business hours on September 22, 2021.
12. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the members w.e.f., April 01, 2020 and the Company is required to deduct TDS from dividend paid to the members at rates prescribed in the Income-tax Act, 1961 (the “IT Act”). In general, to enable compliance with TDS requirements, members were requested, vide the Company’s e-mail communication dated July 16, 2021 to complete and/or update their Residential Status, Permanent Account Number (“PAN”), Category as per the IT Act with their Depository Participants (“DPs”) or in case shares are held in physical form, with the Company by sending documents through e-mail at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) by August 05, 2021.
13. Further, in order to receive the dividend in a timely manner, members holding shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service (“ECS”) or any other means, are requested to send hard copies of the following details/documents to the Company’s Registrar and Share Transfer Agent (“RTA”), viz. Link Intime India Private Limited (“Link Intime”) at C-101, 247 Park, 1<sup>st</sup> Floor, L.B.S. Marg, Vikhroli (W), Mumbai – 400083, latest by September 22, 2021:
  - a) A signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
    - i) Name and branch of bank and bank account type;
    - ii) Bank Account Number and type allotted by your bank after implementation of Core Banking Solutions; and
    - iii) 11 digits IFSC Code.
  - b) Self-attested copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly;

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- c) Self-attested copy of the PAN Card; and
  - d) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the member as registered with the Company.
14. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable Regulations of the Depositories and the Company will not entertain any direct request from such members for change/deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions to their DP regarding bank accounts in which they wish to receive dividend.
  15. For members who are unable to receive the dividend directly in their bank accounts through ECS or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/bankers' cheque/demand draft to such members.
  16. As per Regulation 40 of the SEBI Listing Regulations, securities of Listed Companies can be transferred only in dematerialised form, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
  17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, bank mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
  18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long.
  19. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA: Link Intime, by mailing on [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
  20. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
  21. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.
  22. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company within the stipulated timeline.

It may be noted that unclaimed dividend for the financial year 2013-14 declared on September 25, 2014 is due to be transferred to the IEPF by December 2021. The same can, however, be claimed by the members on or before November 01, 2021.

Members who have not encashed the dividend warrant(s) from the financial year ended March 31, 2014, may forward their claims to the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) before they are due to be transferred to the IEPF, details of which are given in the Corporate Governance Report.

Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in e-form/web form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in) and [www.mca.gov.in](http://www.mca.gov.in) respectively. Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

It is in the members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the members' account.

23. Members desiring inspection of statutory registers and other relevant documents of the Company during the AGM may send their request in writing to the Company at [secretarial@crest.co.in](mailto:secretarial@crest.co.in) upto the date of the AGM.
24. This AGM notice is being sent by e-mail only to those eligible members who have already registered their e-mail address with the Depositories/the DP/the Company's RTA/the Company before August 27, 2021.
25. For registration of e-mail address, members are requested to register their e-mail address, in respect of electronic holdings, with their concerned DP and in respect of physical holdings, with the RTA.
26. Process and manner for members opting for e-voting is as under:
  - I. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company is offering only e-voting facility to all the members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-voting to enable the members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by members through e-voting is/are deemed to have been passed as if it/they have been passed at the AGM.
  - II. Members are provided with the facility for voting through voting system during the VC/OAVM proceedings at the AGM and members participating at the AGM, who have not cast their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.
  - III. Members who have already cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the member has already cast the vote through remote e-voting.
  - IV. Members of the Company holding shares either in physical form or electronic form as on the cut-off date of September 22, 2021, may cast their vote by remote e-voting. The remote e-voting period commences on Sunday, September 26, 2021 at 9:00 a.m. (IST) and ends on Tuesday, September 28, 2021 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - V. The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-voting system**

**A) Login method for e-voting and joining virtual meeting for individual members holding securities in demat mode:**

Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail id in their demat accounts in order to access e-voting facility.

Login method for individual members holding securities in demat mode is given below:

Type of members	Login Method
Individual members holding securities in demat mode with NSDL.	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual members holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the e-voting menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page.</p> <p>The system will authenticate the user by sending OTP on registered mobile and e-mail id as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.</p>
Individual members (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Members are encouraged to submit their questions in advance with regards to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID /folio number and mobile number, to reach the Company’s e-mail address at [secretarial@crest.co.in](mailto:secretarial@crest.co.in) on or before September 22, 2021.

Helpdesk for individual members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43.

Login method for members other than individual members holding securities in demat mode and members holding securities in physical mode:

**How to Log-in to NSDL e-voting website?**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For members holding shares in Physical Form.	EVEN number followed by folio number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

6. Password details for members other than individual members are given below:
  - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i) If your e-mail id is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail id. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii) If your e-mail id is not registered, please follow steps mentioned below in process for those members whose e-mail ids are not registered.
7. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
  - a) Click on **"Forgot User Details/Password"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **"Physical User Reset Password"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
8. After entering your password, tick on Agree to **"Terms and Conditions"** by selecting on the check box.
9. Now, you will have to click on **"Login"** button.
10. After you click on the **"Login"** button, Home page of e-voting will open.

## **Step 2: Cast your vote electronically and join general meeting on NSDL e-voting system:**

How to cast your vote electronically and join general meeting on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the Companies **"EVEN"** in which you are holding shares and whose voting cycle and general meeting is in active status.
2. Select **"EVEN"** of Company for which you wish to cast your vote during remote e-voting period and casting your vote during the general meeting. For joining virtual meeting, you need to click on **"VC/OAVM"** link placed under **"Join General Meeting"**.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **"Submit"** and also **"Confirm"** when prompted.
5. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



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#### **GENERAL GUIDELINES FOR MEMBERS**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password**” or “**Physical User Reset Password**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide folio no., name of member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [secretarial@crest.co.in](mailto:secretarial@crest.co.in).
2. In case shares are held in demat mode, please provide DP ID CLIENT ID (16 digit DP ID + CLIENT ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [secretarial@crest.co.in](mailto:secretarial@crest.co.in). If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting and joining virtual meeting for individual members holding securities in demat mode.
3. Alternatively members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and Password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and e-mail id correctly in their demat account in order to access e-voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for access to NSDL e-voting system. After successful login, you can see link of “**VC/OAVM link**” placed under “**Join General Meeting**” menu against Company name.

You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the meeting through Laptops for better experience.
3. Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

### ITEM NO. 4

Pursuant to Regulation 23 of the SEBI Listing Regulations, all Related Party Transactions shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require approval of the members through a resolution and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not. The said Regulation further provides a definition of the term 'Material' as follows:

"A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity."

As a part of its regular business, Company has made investments/ lent funds (including and not limited to giving of inter corporate deposits and/or loans) to its group entities and it intends to make further investments and/or lending funds and/or Purchase of Immovable Properties (including and not limited to giving of inter corporate deposits and/or loans) in/to its group entities from time to time as and when they require funds for their/its business expansion/working capital and other requirements. The Company may also borrow funds by way of loan and/or avail inter corporate deposits from time to time as and when required. The Company may also disinvest its investment in the group entities. Further, the Company renders and/or receives services towards managing, liaisoning and coordination for various infrastructure, management, support and such other services from/to its group entities in the ordinary course of business and on arm's length basis. The Company also assists its group entities in availing financial services from Banks/Financial Institutions by providing corporate guarantee for loan / security by pledge of investments made. The said corporate guarantee / security shall be as per the requirement of Banks / Financial Institutions / NBFCs or any other Lenders. The Company may also avail similar assistance.

As per the Fourth Proviso to Section 188 of the Act, approval of the members is not required where the contracts/ arrangements/ transactions to be entered into by the Company are in its ordinary course of business and at an arm's length price. The contracts/ arrangements/ transactions proposed to be entered into by the Company during the period from October 01, 2021 to March 31, 2022, which shall be in addition to the monetary limits already approved by the members of the Company through Postal Ballot process, notice dated February 12, 2019, and for the financial years 2022-2023, 2023-2024 and 2024-2025 shall be in the ordinary course of business of the Company and on arm's length basis only, hence members' approval is not necessary as per Section 188. However, approval of the members is being sought for Item No. 4 for entering into Material Related Party Transactions as per Regulation 23 of the SEBI Listing Regulations.

In the light of above, the Board of Directors of your Company in its meeting held on June 26, 2021, based on the recommendations of the Audit Committee, has approved the below mentioned transactions along with the monetary limits that the Company can enter into with the related parties for the period from October 01, 2021 to March 31, 2022, which shall be in addition to the

monetary limits already approved by the members of the Company through Postal Ballot process, notice dated February 12, 2019 and for the financial years 2022-2023, 2023-2024 and 2024-2025 and proposed the same to be placed before the members for their approval. In order to ensure uninterrupted operations of the Company, approval is being sought for the period from October 01, 2021 to March 31, 2022 and for the financial years 2022-2023, 2023-2024 and 2024-2025.

The additional monetary limits for related party contracts/ arrangements/ transactions proposed to be entered into by the Company during the period from October 01, 2021 to March 31, 2022 are given below:

Sr. No.	Name of Related Party	Nature of Relationship	Name of the Director or KMP who is related	Nature and other terms of Transactions	Maximum value of individual and aggregate transactions to be undertaken (₹ in Crores)
1.	Kara Property Ventures LLP	Associate of the Company	None	Fees or Services Charged and/or Availed / Purchase of Flat/s and other Immovable Properties.	10
2.	Ramayana Realtors Private Limited	Associate of the Company	None	Fees or Services Charged and/or Availed / Investment / Disinvestment / Inter Corporate Deposits and Loans availed or given / Interest on Inter Corporate Deposits and Loans availed or given / Dividend / Purchase of Immovable Properties.	10
3.	Fine Estates Private Limited	Holding Company	Mr. Vijay Choraria	Fees or Services Charged and/or Availed / Inter Corporate Deposits and Loans availed or given / Interest on Inter Corporate Deposits and Loans availed or given / Dividend Paid / Purchase or Sale of Immovable Properties.	30

The ceiling limits for related party contracts/ arrangements/ transactions proposed to be entered into by the Company during financial years 2022-2023, 2023-2024 and 2024-2025 are given below:

Sr. No.	Name of Related Party	Nature of Relationship	Name of the Director or KMP who is related	Nature and other terms of Transactions	Maximum value of individual and aggregate transactions to be undertaken per financial year (₹ in Crores)
1.	Kara Property Ventures LLP	Associate of the Company	None	Fees or Services Charged and/or Availed / Capital Contribution / Interest on Capital Contributed / Share of Profit or Loss for the year / Corporate Guarantee for Loan / Security by pledge of Investments made in the said Associate / Purchase of Flat(s) and other Immovable Properties.  The said Corporate Guarantee / Security shall be as per the requirement of Banks / Financial Institutions / NBFCs or any other Lenders.	50

## CREST VENTURES LIMITED

Sr. No.	Name of Related Party	Nature of Relationship	Name of the Director or KMP who is related	Nature and other terms of Transactions	Maximum value of individual and aggregate transactions to be undertaken per financial year (₹ in Crores)
2.	Classic Mall Development Company Limited	Associate of the Company	None	<p>Fees or Services Charged and/or Availed / Investment / Disinvestment / Inter Corporate Deposits and Loans availed or given / Interest on Inter Corporate Deposits and Loans availed or given / Dividend / Corporate Guarantee for Loan / Security by pledge of Investments made in the said Associate.</p> <p>The said Corporate Guarantee / Security shall be as per the requirement of Banks / Financial Institutions / NBFCs or any other Lenders.</p>	200
3.	Starboard Hotels Private Limited	Associate of the Company	None	<p>Fees or Services Charged and/or Availed / Investment / Disinvestment / Inter Corporate Deposits and Loans availed or given / Interest on Inter Corporate Deposits and Loans availed or given / Dividend / Corporate Guarantee for Loan / Security by pledge of Investments made in the said Associate.</p> <p>The said Corporate Guarantee / Security shall be as per the requirement of Banks / Financial Institutions / NBFCs or any other Lenders.</p>	50
4.	Classic Housing Projects Private Limited	Associate of the Company	None	<p>Fees or Services Charged and/or Availed / Investment / Disinvestment / Inter Corporate Deposits and Loans availed or given / Interest on Inter Corporate Deposits and Loans availed or given / Dividend / Corporate Guarantee for Loan / Security by pledge of Investments made in the said Associate.</p> <p>The said Corporate Guarantee / Security shall be as per the requirement of Banks / Financial Institutions / NBFCs or any other Lenders.</p>	30
5.	Ramayana Realtors Private Limited	Associate of the Company	None	<p>Fees or Services Charged and/or Availed / Investment / Disinvestment / Inter Corporate Deposits and Loans availed or given / Interest on Inter Corporate Deposits and Loans availed or given / Dividend / Purchase of Immovable Properties.</p>	20

Sr. No.	Name of Related Party	Nature of Relationship	Name of the Director or KMP who is related	Nature and other terms of Transactions	Maximum value of individual and aggregate transactions to be undertaken per financial year (₹ in Crores)
6.	TBOF Foods Private Limited	Associate of the Company	None	Purchase of Goods / Fees or Services Charged and/or Aailed / Investment / Disinvestment / Inter Corporate Deposits and Loans aailed or given / Interest on Inter Corporate Deposits and Loans aailed or given / Dividend.	10
7.	Fine Estates Private Limited	Holding Company	Mr. Vijay Choraria	Fees or Services Charged and/or Aailed / Inter Corporate Deposits and Loans aailed or given / Interest on Inter Corporate Deposits and Loans aailed or given / Dividend Paid / Purchase or Sale of Immovable Properties.	30
8.	Priyanka Finance Private Limited	Fellow Subsidiary	Mr. Vijay Choraria	Fees or Services Charged and/or Aailed / Inter Corporate Deposits and Loans aailed or given / Interest on Inter Corporate Deposits and Loans aailed or given.	50
9.	Unifynd Technologies Private Limited	Entity controlled by Relative of KMP	Mr. Vijay Choraria	Fees or Services Charged and/or Aailed / Investment / Inter Corporate Deposits and Loans aailed or given / Interest on Inter Corporate Deposits and Loans aailed or given / Dividend.	10

Except Mr. Vijay Choraria (Managing Director and Member of the Company) and his relatives to the extent of their shareholding interest, if any, Fine Estates Private Limited and Priyanka Finance Private Limited being Promoters and Members of the Company, none of the Promoters (save and except as aforesaid), Directors, Key Managerial Personnels of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the Notice.

# CREST VENTURES LIMITED

## ANNEXURE - A

Information pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of The Institute of Company Secretaries of India (“ICSI”) in respect of individuals proposed to be appointed/re-appointed as Director:

Name of the Director	Mr. Vijay Choraria
DIN	00021446
Date of Birth	10/08/1964
Age	57
Date of Appointment: First appointment on the Board	May 20, 1993
Qualification	<ul style="list-style-type: none"> <li>• Bachelor of Commerce (B.Com)</li> <li>• Chartered Accountant (C.A.)</li> <li>• Bachelor of General Law (B.G.L.)</li> </ul>
Expertise in Specific Functional area	Mr. Vijay Choraria is a Chartered Accountant and Bachelor in General Law. He has been actively involved in real estate and financial markets for over 29 years and has presence in businesses like equity, debt, forex, distribution of financial products, share registry & transfer, property development, engineering services and tours & travels making the group a truly diversified entity. Mr. Vijay Choraria was a part of the SEBI derivative committee/group for introduction of derivative trades and F&O in the Indian markets. He was also in the Executive Committee of the Bombay Stock Exchange.
Directorship in other Companies (Excludes Directorship in Crest Ventures Limited, Foreign and Section 8 Companies) as on March 31, 2021	<ul style="list-style-type: none"> <li>• Fine Estates Private Limited</li> <li>• Whistling Woods International Limited</li> </ul>
Chairmanship/Membership of the Committees as on March 31, 2021 (includes only Audit and Stakeholders' Relationship Committee)	Stakeholders' Relationship Committee Crest Ventures Limited – Member
Number of Shares held as on March 31, 2021	14,16,652 (approx. 4.98%)
Number of Board Meetings attended (during the financial year 2020-21)	4
Relationship with other Directors/Key Managerial Personnels	Not related to any Director /Key Managerial Personnels
Terms and conditions of appointment or re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Vijay Choraria shall be liable to retire by rotation
Remuneration last drawn (including sitting fees, if any) for the financial year 2020-21	Nil
Remuneration proposed to be paid	₹ 36 lakhs

Registered office:  
111, Maker Chambers IV, 11<sup>th</sup> Floor,  
Nariman Point, Mumbai – 400 021.

By Order of the Board of Directors  
For Crest Ventures Limited

Date: June 26, 2021  
Place: Mumbai

Namita Bapna  
Company Secretary