



CREST VENTURES LIMITED

CIN: L99999MH1982PLC102697

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai – 400 021.

Telephone: 022 4334 7000 **Fax:** 022 4334 7002 **Email Id:** secretarial@crest.co.in

Website: www.crest.co.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholders,

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time (including any statutory modification(s) or amendment or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable laws and regulations and in accordance with the circulars issued by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings / conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 (“**MCA Circulars**”), it is proposed to seek the consent of the shareholders of Crest Ventures Limited (“**Company**”) for the Appointment of Ms. Neha Mehta (DIN: 10039802) as Non-Executive, Independent Director of the Company for a term of 5 consecutive years by way of Postal Ballot only through remote electronic voting (“**E-voting**”). Accordingly, the draft of the aforesaid Resolution together with a Statement setting out the material facts in respect of the proposed resolution as required under Section 102 and 110 of the Act is annexed to this Notice for consideration of the shareholders.

In terms of the requirements specified in the aforesaid MCA Circulars, the Company is sending this notice in electronic form only to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agent or Depository/Depository Participants and the communication of assent/dissent of the Members will take place only through the remote e-voting system. Further, as per the MCA circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Pursuant to Rule 22 of the Rules, the Board of Directors has appointed CS Ajit Sathe (Membership No. FCS 2899 / CP No. 738), Proprietor of M/s. A.Y. Sathe & Co., Practicing Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the e-voting process and voting done in a fair and transparent manner and the Scrutinizer has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer shall submit his report to the Chairman, or any person appointed by him.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 P.M. (IST) on Tuesday, May 02, 2023, (the last day to cast vote electronically) to be eligible for being considered. In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules and Regulation 44 of Listing Regulations, the Company has provided e-voting facility to its shareholders and has engaged National Securities Depository Limited (“NSDL”) for providing e-voting platform. The procedure for e-voting is explained under the notes provided with this postal ballot notice. The result of the postal ballot and e-voting process will be announced not later than 48 hours from the conclusion of the voting through Postal Ballot. The said result would be uploaded on the Company’s website at www.crest.co.in and on the website of NSDL www.evoting.nsdl.com besides making necessary disclosures to the Stock Exchanges.

The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is, Tuesday, May 02, 2023.

RESOLUTIONS PROPOSED TO BE PASSED BY POSTAL BALLOT (INCL. BY E-VOTING):

Special Business

Item No. 1: Appointment of Ms. Neha Mehta (DIN: 10039802) as Non-Executive, Independent Director of the Company

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT Ms. Neha Mehta (DIN: 10039802), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from February 04, 2023, and who holds office up to the date of the next Annual General Meeting of the Company pursuant to the provisions of the Section 161 of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on February 04, 2023, and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the

Company be and is hereby accorded for appointment of Ms. Neha Mehta (DIN: 10039802), who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16 (1) (b) of SEBI Listing Regulations, as amended from time to time, and who is eligible for appointment under the provisions of the Act and Rules made thereunder and SEBI Listing Regulations, and whose term shall not be subject to retirement by rotation, as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years on the Board of the Company with effect from February 04, 2023 up to February 03, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) or the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

By Order of the Board of Directors

Namita Bapna
Company Secretary

Place: Mumbai

Date: February 04, 2023

Registered Office:

111, Maker Chambers IV, 11th Floor,
Nariman Point, Mumbai – 400 021.

NOTES:

1. A Statement pursuant to Section 102 of Act setting out material facts in relation to the Resolution as set out in the Postal Ballot Notice is annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, March 24, 2023 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Share Transfer Agent (RTA)/ Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only. E-voting shall commence from Monday, April 03, 2023 at 9.00 a.m. IST and shall end on Tuesday, May 02, 2023 at 5.00 p.m. IST. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

3. The Company has appointed CS Ajit Sathe, (Membership No. FCS 2899 / CP No. 738), Proprietor of M/s. A.Y.Sathe & Co., Practising Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the e-voting process and voting done in a fair and transparent manner.
4. Voting rights will be reckoned on the paid-up value of shares registered in the name of the shareholders, whose name appear on the Register of shareholders / Beneficial Owners as on the cut-off date i.e. Friday, March 24, 2023.
5. Relevant documents, if any, referred to in the accompanying Notice and the Statement u/s 102 shall be open for inspection at the Registered Office of the Company between 11.00 a.m. IST to 1.00 p.m. IST, up to Tuesday, May 02, 2023 on all working days (except Saturday, Sunday and Public Holidays).

This Postal Ballot Notice will also be available on the Company's website at www.crest.co.in, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL (www.evotingnsdl.com). And in accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form or by giving details of folio number, e-mail address, scanned copy of the share certificate (front and back) and self-attested copy of PAN card and Aadhar card to M/s. Link Intime India Private Limited (RTA) at rnt.helpdesk@linkintime.co.in if the shares are held in physical form and copy to secretarial@crest.co.in.

INSTRUCTIONS AND PROCESS FOR E-VOTING




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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email 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 Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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 & 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.

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders 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 Personal 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.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. 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***

5. Password details for shareholders other than Individual shareholders 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 email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email 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 email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. 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
- b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on 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 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.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mail@csajitsathe.com with a copy marked to evoting@nsdl.co.in and secretarial@crest.co.in.
2. 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of 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

Process for those shareholders whose email 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 shareholder, 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
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID 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 If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to 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 shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Information at a glance:

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the resolution	Friday, March 24, 2023
Voting start time and date	9.00 a.m. IST, Monday, April 03, 2023
Voting end time and date	5.00 p.m. IST, Tuesday, May 02, 2023
Date on which the resolution is deemed to be passed	Last date of voting i.e. Tuesday, May 02, 2023
Name, address and contact details of Registrar and Share Transfer Agent.	<p>Link Intime India Private Limited</p> <p>C 101, 247 Park, Lal Bahadur Shastri Rd, Surya Nagar, Gandhi Nagar, Vikhroli- West, Mumbai, Maharashtra 400083</p> <p>Email id: rnt.helpdesk@linkintime.co.in</p>
Name, address and contact details of e-voting service provider	<p>National Securities Depository Limited</p> <p>4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra 400013</p> <p>Email id: evoting@nsdl.co.in</p>
NSDL e-voting website address	https://www.evoting.nsdl.com/

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1**

Pursuant to Section 149, 150, 152 and 161 of the Companies Act, 2013 and Articles of Association of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee (“NRC”), appointed Ms. Neha Mehta, as an Additional Director in the capacity of Non-Executive, Independent Director of the Company for a term of five (5) years with effect from February 04, 2023 up to February 03, 2028 (both days inclusive) subject to the approval of the shareholders through special resolution.

The NRC had previously finalized the desired attributes for the selection of the Independent Director(s). The NRC after evaluating the candidature of Ms. Neha Mehta and mapping her skills with the skillset required to be possessed by the Independent Directors of the Company, recommended the appointment of Ms. Neha Mehta who has been a practicing Advocate of the Bombay High Court for over 15 years & has attended to a wide variety of complex litigations related to commercial real estate transactions, arbitration relating to commercial and contractual disputes at both domestic and international level, white collar crimes, banking and finance, insolvency and bankruptcy, direct and indirect taxation, company restructuring and labour disputes. Her vast knowledge of dispute resolution has enabled her to successfully advise clients on formulating strategies in High Courts, National Law Tribunals and the Supreme Court of India.

The Company has received a declaration from Ms. Neha Mehta, being eligible for appointment as Independent Director providing i) her consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time, ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time, (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, Ms. Neha Mehta has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Neha Mehta has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (‘IICA’). Further Ms. Mehta has confirmed that, she had not been a partner of a firm that had transactions during last three financial years with Crest Ventures Limited or with its holding, subsidiary or associate companies amounting to ten percent or more of such firm’s gross turnover.

In the opinion of the Board, Ms. Neha Mehta is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI Listing Regulations”) for her appointment as an Independent (Non-Executive)

Director of the Company and is independent of the Management. The Board noted that Ms. Mehta's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Mehta is eligible for appointment as an Independent Director and the Board considers that her association would be of immense benefit to the Company.

Pursuant to amendment (effective from 1st January 2022) to Regulation 17(1C) of SEBI Listing Regulations, the listed entity shall now have to ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The copy of the draft letter of appointment containing the terms and conditions of appointment of the proposed appointee as Non-Executive, Independent Director would be made available for inspection by the members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at secretarial@crest.co.in

The required disclosure as per the Secretarial Standards (SS-2) and Regulation 36(3) of the SEBI Listing Regulations along with details and current directorships in respect of Director proposed to be appointed through this Postal Ballot is provided under **Annexure A** of this Notice.

The Board recommends Resolution Nos. 1 of this Notice, for the approval of the Members.

Except Ms. Neha Mehta and her relatives to the extent of their shareholding interest, if any, in the Company, none of the Promoters, Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of the Notice.

By Order of the Board of Directors

Namita Bapna
Company Secretary

Place: Mumbai

Date: February 04, 2023

Registered Office:

111, Maker Chambers IV, 11th Floor,
Nariman Point, Mumbai – 400 021.

ANNEXURE A

Information pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 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 Director	Ms. Neha Mehta
DIN	10039802
Date of Birth	June 13, 1983
Age	39 years
Date of Appointment: First appointment on the Board	February 04, 2023 as an Additional Director designated as Non-Executive, Independent Director
Qualification	B.A. LLB (Bachelor of Arts - Bachelor of Legislative Law)
Expertise in Specific Functional area	Ms. Neha Mehta, is a practicing Advocate of the Bombay High Court having over 15 years’ experience in handling a wide variety of complex litigations related to commercial real estate transactions, arbitration relating to commercial and contractual disputes at both domestic and international level, white collar crimes, banking and finance, insolvency and bankruptcy, direct and indirect taxation, company restructuring and labour disputes. Her vast knowledge of dispute resolution has enabled her to successfully advise clients on formulating strategies in High Courts, National Law Tribunals and the Supreme Court of India.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Not Applicable
Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	<ul style="list-style-type: none"> • Governance, Risk and Compliance – She has vast experience in the application of corporate governance principles in a commercial enterprises And also, the ability to identify key risks in a wide range of areas including legal and regulatory compliances • Legal Exposure – She has experience of handling commercial and contractual dispute both at domestic and international level. <p>Further, Ms. Neha Mehta will provide diversity on the Board of the Company and she fulfills all the requirements as stated under the Companies Act, 2013 and SEBI Listing Regulations</p>
Directorship in other Companies (excluding Foreign and Section 8 Companies).	None

Chairmanship/ Membership of the Committee of other Boards	None
Shareholding in the listed entity, including shareholding as a beneficial owner	NIL
Number of Board Meeting attended (During the F.Y. 2022-2023)	1 (One) – February 04, 2023
Relationship with other Directors / Key Managerial Personnel	Not related to any Director /Key Managerial Personnel
Terms and conditions of appointment or re-appointment	Ms. Neha Mehta will serve for a term of five years w.e.f February 04, 2023 to February 03, 2028. Not liable to retire by rotation and on such other conditions as stated in the letter of appointment of Independent Director of the Company as placed on the Company's website i.e. www.crest.co.in
Remuneration last drawn (including sitting fees, if any)	It is proposed to appoint Ms. Neha Mehta as Director for her first term on the Board and hence, these details are not applicable.
Remuneration proposed to be paid	Sitting fees as per Companies Act, 2013 read along with its relevant rules thereunder for attending the Board Meetings of the Company
Justification for choosing appointee as an Independent Director	The Board is of the opinion that Ms. Neha Mehta possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have her association with the Company as Non-executive Independent Director of the Company

Registered office:
111, Maker Chambers IV, 11th Floor,
Nariman Point, Mumbai – 400 021.
Date : February 04, 2023
Place : Mumbai

By Order of the Board of Directors
For Crest Ventures Limited

Namita Bapna
Company Secretary