

## notice

Notice is hereby given that the Thirty-Eighth Annual General Meeting (“AGM”) of Crest Ventures Limited will be held on Saturday, September 12, 2020 at 12:00 noon (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, 2020 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, 2020 together with the reports of the Board of Directors and Auditors thereon.

- 2) **Declaration of Dividend for the financial year 2019-20:**

To declare a dividend of ₹0.50 per equity share, for the financial year ended March 31, 2020.

- 3) **Re-appointment of Mr. Mahesh Shirodkar (DIN: 00897249) who retires by rotation and being eligible, offers himself for re-appointment:**

To appoint a Director in place of Mr. Mahesh Shirodkar (DIN: 00897249), who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

- 4) **Re-appointment of Mrs. Ferzana Behramkamdin (DIN: 07060173) as an Independent Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, along with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), as amended from time to time and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Ferzana Behramkamdin (DIN: 07060173) in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mrs. Ferzana Behramkamdin candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company.

**RESOLVED FURTHER THAT** Mrs. Ferzana Behramkamdin (DIN: 07060173) who holds office of Independent Director upto February 13, 2020 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations be and is hereby re-appointed as an Independent Director not liable to retire by rotation, for a second term of five consecutive years commencing from February 14, 2020 to February 13, 2025.”

- 5) **Re-appointment of Mr. Rajeev Sharma (DIN: 01102446) as an Independent Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, along with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

# CREST VENTURES LIMITED

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2015 (“SEBI Listing Regulations”), as amended from time to time and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rajeev Sharma (DIN: 01102446) in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Rajeev Sharma candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company.

**RESOLVED FURTHER THAT** Mr. Rajeev Sharma (DIN: 01102446) who holds office of Independent Director upto November 01, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations be and is hereby re-appointed as an Independent Director not liable to retire by rotation, for a second term of five consecutive years commencing from November 02, 2020 to November 01, 2025.”

**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 27, 2020

**Place:** Mumbai

**Namita Bapna  
Company Secretary**

**NOTES:**

1. In view of the global 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, in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) (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, in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: COVID-19 pandemic” (“SEBI Circular”) 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 or re-enactment 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 Circular 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 Saturday, September 12, 2020 at 12:00 noon (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 38<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. The relative Explanatory Statement pursuant to Section 102 of the Act and the relevant details of the Director seeking re-appointment as set out in Item No. 4 & 5 above 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, is annexed hereto as **Annexure-A**.
4. 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 circular, 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.

5. 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 with a copy marked to evoting@nsdl.co.in and secretarial@crest.co.in.
6. 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.
7. 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.
8. 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. 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.
9. Further, due to non-availability of postal and courier services, on account of the threat posed by COVID-19 and in terms of the MCA Circulars and the SEBI Circular, the Company is sending this AGM Notice along with the Annual Report for the financial year 2019-20, 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 financial year 2019-20, has been uploaded on the website of the Company at 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 and www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
10. The Register of Members and Share Transfer Books of the Company will remain closed from September 5, 2020 to September 12, 2020 (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 12, 2020, 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 4, 2020;
  - 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 4, 2020.
11. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders 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 29, 2020 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 by August 14, 2020.
12. 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 4, 2020:

- 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;
  - 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.
13. 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.
14. 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 upon normalisation of the postal services.
15. As per Regulation 40 of the SEBI Listing Regulations, as amended, 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.
16. 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.
17. 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.
18. 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).
19. 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.
20. 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.

21. 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 2012-13 declared on August 06, 2013 is due to be transferred to the IEPF by October 2020. The same can, however, be claimed by the members on or before September 12, 2020.

Members who have not encashed the dividend warrant(s) from the financial year ended March 31, 2013, 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 no. 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.

22. 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.
23. 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 14, 2020.
24. 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.
25. 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 4, 2020, may cast their vote by remote e-voting. The remote e-voting period commences on Wednesday, September 9, 2020 at 9:00 a.m. (IST) and ends on Friday, September 11, 2020 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 instructions for Members attending the AGM through VC/OAVM are as under:
    - A. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system and they may access the same at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under the Shareholders/Members login by using the remote e-voting credentials, where the EVEN of the Company will be displayed. On clicking this link, the Members

will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman. 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. Further, Members may also use the OTP based login for logging into the e-voting system of NSDL.

- B. Members may join the AGM through laptops, smartphones, tablets and ipads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops 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 glitches.
  - C. Members are encouraged to submit their questions in advance with regard 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 number/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 4, 2020.
  - D. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll free no.:1800-222-990 or contact Mr. Amit Vishal, Senior Manager - NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or call on +91 22 24994360.
- VI. The instructions for Members for e-voting are as under: The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below: Step 1: Log-in to NSDL e-voting system at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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

- A. Visit the e-voting website of NSDL. Open web browser by typing the following: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) either on a Personal Computer or on a mobile.
- B. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- C. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. 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.
- D. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i) 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*****
ii) 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*****
iii) 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***

- E. Your password details are given below:
- i) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - ii) 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 compel you to change your password.
  - iii) How to retrieve your 'initial password'? 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 e-mail sent to you from NSDL from your mailbox. Open the e-mail 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'.
- F. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
- i) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - ii) Physical User Reset Password?' (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - iii) 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.
- G. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- H. Now, you will have to click on 'Login' button.
- I. 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?**

- A. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- B. After clicking on Active Voting Cycles, you will be able to see all the Companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- C. Select 'EVEN' of Company for which you wish to cast your vote.
- D. Now you are ready for e-voting as the voting page opens.
- E. 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.
- F. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- G. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- H. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

VII. The instructions for Members for e-voting during the proceedings of the AGM are, as under:

- A. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
- B. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast 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.

**General Guidelines for Members**

- i) Institutional Members (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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to mail@csajitsathe.com with a copy marked to evoting@nsdl.co.in.
  - ii) 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.
  - iii) 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.: 1800-222-990 or send a request at evoting@nsdl.co.in.
  - iv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of September 4, 2020.
- IX. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. September 4, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- X. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting.
- XI. The Board of Directors has appointed CS Ajit Sathe, Proprietor of M/s. A. Y. Sathe & Co., Practising Company Secretaries, as Scrutinizer to scrutinize the voting at the AGM and remote e-voting process, in a fair and transparent manner.
- XII. At the end of discussion on the resolutions on which voting is to be held, voting by use of e-voting system will be allowed for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the e-voting facility. The e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
- XIII. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the AGM and, thereafter, unblock the votes cast through remote e-voting and shall make, not later than 48 hours from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The Results declared, alongwith the Scrutinizer's Report, shall be placed on the Company's website www.crest.co.in and on the website of NSDL www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE and NSE and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.



**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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to [secretarial@crest.co.in](mailto:secretarial@crest.co.in).

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), AADHAAR (self attested scanned copy of Aadhaar Card) to [secretarial@crest.co.in](mailto:secretarial@crest.co.in).

2. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT**

**ITEM NO. 4 & 5**

Mrs. Ferzana Behramkamdin (DIN:07060173) was appointed as an Independent Director of the Company pursuant to Section 149, 152 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI Listing Regulations, by the Shareholders through postal ballot w.e.f., February 14, 2015 to hold office upto February 13, 2020 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act).

Mr. Rajeev Sharma (DIN:01102446) was appointed as an Independent Director of the Company pursuant to Section 149, 152 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI Listing Regulations, by the Shareholders at the 34<sup>th</sup> AGM of the Company held on August 06, 2016 to hold office from November 02, 2015 upto November 01, 2020 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act).

The Nomination & Remuneration Committee at its Meeting held on February 12, 2020 after taking into account the performance evaluation of Mrs. Ferzana Behramkamdin and Mr. Rajeev Sharma and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by them during their tenure as Independent Directors since their appointment, had recommended to the Board that continued association of Mrs. Ferzana Behramkamdin and Mr. Rajeev Sharma as Independent Directors would be in the interest of the Company.

Further, pursuant to the recommendation made by the Nomination and Remuneration Committee, it was proposed to re-appoint Mrs. Ferzana Behramkamdin as an Independent Director on the Board of the Company for a second term of five consecutive years commencing from February 14, 2020 to February 13, 2025 and Mr. Rajeev Sharma as an Independent Director on the Board of the Company for a second term of five consecutive years commencing from November 02, 2020 to November 01, 2025, not liable to retire by rotation.

The Company has received declarations from Mrs. Ferzana Behramkamdin and Mr. Rajeev Sharma to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, Mrs. Ferzana Behramkamdin and Mr. Rajeev Sharma fulfill the conditions specified in the Act, Rules and SEBI Listing Regulations for re-appointment as Independent Directors and are independent of the management of the Company and possesses appropriate skills, experience and knowledge.

The terms and conditions of appointment of Mrs. Ferzana Behramkamdin and Mr. Rajeev Sharma as an Independent Director of the Company is available on the Company's website.

A brief profile of Mrs. Ferzana Behramkamdin and Mr. Rajeev Sharma is appended below:

## **MRS. FERZANA BEHRAMKAMDIN**

Mrs. Ferzana Behramkamdin is an Advocate and Solicitor by profession. She has been in Indian civil litigation and non-litigation practice for more than 30 years which comprises of a mix of litigation including arbitrations and non-litigation practice including conveyancing, drafting/vetting of documents, contracts, loan documentation etc. and giving opinions on various issues.

She was the partner of M/s. Wadia Ghandy & Co., one of Mumbai's leading law firms for 13 years and thereafter the founder of M/s FZB & Associates in 2005. M/s. FZB & Associates since April, 2014 is a partnership firm and Mrs. Behramkamdin is the Managing Partner.

In and through her rich career she has appeared for, defended, advised and acted for numerous clients and has appeared and argued before a wide array of adjudicating authorities including the Bombay High Court, the Supreme Court of India, Tribunals, City Civil Courts, Consumer Court, Special Courts and Commissions.

## **MR. RAJEEV SHARMA**

Mr. Rajeev Sharma is a Chartered Accountant, Company Secretary, Cost & Works Accountant, Certified Information System Auditor and Certified Fraud Examiner. He has over 30 years of experience in Consulting, IT and Outsourcing Industry and has been involved in large IT projects and has deep domain knowledge and possesses expertise to handle large transformational, technology driven outsourcing deals.

He is the founder and promoter of OSource India, a leading provider of outsourcing and technology solutions.

He has been awarded for "30 Most Talented Leaders (Outsourcing Industry) by Asia BPO Summit 2013-14 and for "Excellence & Leadership in Outsourcing" by Asia BPO Summit 2014-15.

Further details and current directorships of the above Directors are provided in **Annexure A** of this Notice. In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations, Board recommends re-appointment of Mrs. Ferzana Behramkamdin and Mr. Rajeev Sharma as Independent Directors to the Members for their approval.

The required disclosures as per Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards (SS-2) along with details and current directorships in respect of Directors proposed to be re-appointed at this AGM is provided as **Annexure A** of this Notice.

Except Mrs. Ferzana Behramkamdin and Mr. Rajeev Sharma and his relatives to the extent of their shareholding interest, if any, none of the Promoters, 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 & 5 of the Notice.

### 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 the Director	Mr. Mahesh Shirodkar	Mrs. Ferzana Behramkamdin	Mr. Rajeev Sharma
DIN	00897249	07060173	01102446
Date of Birth	April 06, 1959	January 13, 1964	September 07, 1968
Age	61 years	56 years	51 years
Date of Appointment: First appointment on the Board	March 17, 2009	February 14, 2015	November 02, 2015
Qualification	Bachelor of Commerce	<ul style="list-style-type: none"> <li>• Bachelor of Commerce</li> <li>• Bachelor of Laws (LL.B)</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor of Commerce</li> <li>• Chartered Accountant</li> <li>• Company Secretary</li> <li>• Cost &amp; Works Accountant</li> <li>• Certified Information System Auditor and Certified Fraud Examiner</li> </ul>
Expertise in Specific Functional area	Mr. Mahesh Shirodkar has over 30 years of experience in the inbound and outbound global travel and tourism industry.	Mrs. Ferzana Behramkamdin is an Advocate and Solicitor by profession. She has been in Indian civil litigation and non-litigation practice for more than 30 years which comprises of a mix of litigation including arbitrations and non-litigation practice including conveyancing, drafting/ vetting of documents, contracts, loan documentation etc. and giving opinions on various issues.	Mr. Rajeev Sharma has over 30 years of experience in Consulting, IT and Outsourcing Industry and has been involved in large IT projects and has deep domain knowledge and possesses expertise to handle large transformational, technology driven outsourcing deals.
Directorship in other Companies (Excludes Directorship in Crest Ventures Limited, Foreign and Section 8 Companies) as on March 31, 2020	<ul style="list-style-type: none"> <li>• Trinetrans Consultants Private Limited</li> <li>• Tamarind Global Services Private Limited</li> <li>• Morpho Style Private Limited</li> <li>• Oliana Consultants Private Limited</li> <li>• Bling Entertainment Solutions Private Limited</li> </ul>	NIL	<ul style="list-style-type: none"> <li>• Crest Finserv Limited</li> <li>• Osource Global Private Limited (Formerly known as Osource (India) Private Limited)</li> </ul>

# CREST VENTURES LIMITED

Chairmanship/Membership of the Committees as on March 31, 2020 (Includes only Audit and Stakeholders' Relationship Committee)	<u>Audit Committee</u> Crest Ventures Limited: Member <u>Stakeholders' Relationship Committee</u> Crest Ventures Limited: Member	NIL	<u>Audit Committee</u> Crest Ventures Limited: Chairman <u>Stakeholders' Relationship Committee</u> Crest Ventures Limited: Chairman
Number of Shares held as on March 31, 2020	NIL	NIL	281
Number of Board Meetings attended (During the F.Y. 2019-20)	2	3	4
Relationship with other Directors/Key Managerial Personnels	Not related to any Director / Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Terms and conditions of appointment or re-appointment	Non-Executive Director liable to retire by rotation.	In terms of Section 149 of the Companies Act, 2013, Mrs. Ferzana Behramkamdin is not liable to retire by rotation.	In terms of Section 149 of the Companies Act, 2013, Mr. Rajeesh Sharma is not liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any) for financial year 2019-20	₹1,00,000 – Sitting Fees	₹1,50,000 – Sitting Fees	₹2,00,000 – Sitting Fees
Remuneration proposed to be paid	Payment of sitting fees for attending meeting of Board of Directors thereof.	Payment of sitting fees for attending meeting of Board of Directors thereof.	Payment of sitting fees for attending meeting of Board of Directors thereof.

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 27, 2020  
Place: Mumbai

Namita Bapna  
Company Secretary