

CREST DIGITAL PRIVATE LIMITED
(Formerly known as Space Teleinfra Private Limited)

CIN: U64200HR2011PTC101808

Regd. office: Plot No.278, Ground Floor, A-Square Building, Udyog Vihar, Phase-II Gurugram -122002

Tel no: +91 124 4243345, e-mail: info@crestdigital.com; Website: www.crestdigital.com

NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING

Notice is hereby given that the twelfth annual general meeting (“AGM”) of the members of Crest Digital Private Limited (formerly known as “Space Teleinfra Private Limited”) (“Company/CDPL”) will be held on Wednesday 20th day of September 2023 at 1100 Hrs, through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to consider and transact the following business:

Ordinary Business:

- 1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, together with the board’s report and auditor’s report thereon.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2023, including the balance sheet as on March 31, 2023, the statement of profit and loss and cash flow statement for the financial year ended on that date together with the board’s report and auditors report thereon, as circulated to the members, be and are hereby considered and adopted.”

- 2. Confirmation on payment of interim dividend for the financial year ended on March 31, 2023**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** the interim dividend of INR 13.47 per share of INR 10/- each amounting to Rs. 5,00,00,000 (Rupees Five Crore only) paid to the shareholders for the financial year ended March 31, 2023, as per the resolution passed by the Board of Directors at their meeting held on January 25, 2023, be and is hereby noted and confirmed.”

Special Business:

- 3. Regularisation of Additional director, Ms. Arushi Jamar (DIN: 10197897) as a Director of the Company**

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

“**RESOLVED THAT** in accordance with Section 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any amendment, modification or re-enactment thereof for the time being in force), and pursuant to the provisions of the articles of association of the Company, Ms. Arushi Jamar (DIN: 10197897), whose appointment as additional non-executive Director has been approved by the Board of Directors through circular resolution as approved by the majority of directors on **June 22, 2023** and who holds the office upto the date of

ensuing 12th annual general meeting be and is hereby appointed as a non-executive Director of the Company.

RESOLVED FURTHER THAT any directors of the company, CEO, CFO and Company Secretary (each, an “**authorized signatory**”), be and are hereby severally authorized to do all such acts, deeds, matters and things, and execute all documents or writings as may be necessary, desirable, or expedient to give effect to the above resolutions, including completing necessary filings with the Registrar of Companies and relevant regulatory authorities regarding such appointment.

RESOLVED FURTHER THAT each authorized signatory, be and is hereby severally authorized to issue certified true copies of the foregoing resolutions.”

By order of the Board
For **Crest Digitel Private Limited**
(Formerly known as “Space Teleinfra Private Limited”)

Place: Gurugram
Date: 07.08.2023

Sd/-
Ritu Aggarwal
Company Secretary
Membership No: ACS25208

Registered Office:
Plot No.278, Ground Floor, A-Square Building,
Udyog Vihar, Phase-II, Gurugram-122 002
Email: compliance@crestdigitel.com
CIN: U64200HR2011PTC101808

NOTES:

1. Pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 January 13, 2021, 21/2021 December 14, 2021, 02/2022 May 5, 2022 and 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and other relevant circulars issued by Ministry of Corporate Affairs ("MCA") and In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), the Company has decided to hold its 12th Annual General Meeting ("AGM") through Video-Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members. The deemed venue for the AGM shall be the Registered Office of the Company. The procedure for attending the meeting through Video Conferencing is given as **Annexure I**.
2. **Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.** Since this AGM is being held through VC / OAVM pursuant to the MCA circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed hereto.
3. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote.
4. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act
5. The register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, register of contracts or arrangements in which the Directors are interested maintained under section 189 of the Act, register of members and the relevant documents referred to in the notice will be available electronically for inspection by the members during the AGM by writing to the Company before the commencement of the meeting a compliance@crestdigital.com.
6. The Members, whose names appear in the register of members/list of beneficial owners as on Wednesday, September 13, 2023 i.e., the cut-off date, shall be entitled to vote on the resolution set forth in this Notice.
7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company at email ID: compliance@crestdigital.com, a certified copy of the board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting at least 24 hour before commencement of the meeting i.e. by Tuesday, September 19, 2023.
8. Members seeking inspection/any information with regards to the documents referred to in the notice or any matter to be placed at the meeting, are requested to write to the Company before the commencement of the meeting through email at compliance@crestdigital.com. The same will be replied by the Company suitably. Additionally, copies of the relevant documents will be made available for inspection at the Meeting.
9. Considering the meeting is being held through VC, route map for the venue is not required to be annexed to this notice.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

Regularization of Additional Director, Ms. Arushi Jamar (DIN: 10197897) as Director of the company

Ms. Arushi Jamar was first inducted to the Board with effect from June 22, 2023, as additional director of the Company. Further, as per applicable provision of section 161 (1) Companies Act 2013 and rules made thereunder, as amended time to time, Ms. Arushi can hold office only up to the date of the ensuing Annual General Meeting of the Company.

Board is of the opinion that the appointment and presence of Ms. Arushi Jamar on the Board will be desirable, beneficial and in the best interest of the Company.

Arushi Jamar is a Senior Associate at Brookfield's Infrastructure Group. She is a part of the team managing the investment activity in India & Middle East. In this role, she has been part of Brookfield's investments in telecom towers, In-building solutions, natural gas pipeline, data centres and smart meters in India and Australia. Prior to joining Brookfield, Arushi was a part of the Investment Banking team at Moelis & Company's Mumbai office.

Arushi holds a masters in management from IIM Ahmedabad and a bachelor's in financial and Investment Analysis from University of Delhi.

The Company has received necessary disclosures and consent from Ms. Arushi Jamar as additional director of the Company. Therefore, approval of the shareholders is sought for appointment of Ms. Arushi Jamar as the Director of the Company.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Ms. Arushi Jamar (whose appointment is proposed in this resolution) are in any way concerned or interested in the resolution.

Your Board recommends the Ordinary Resolution as set out in item No. 3 for your approval.

DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT

Name of Director	Ms. Arushi Jamar
Age	29
Qualifications	Arushi holds a masters in management from IIM Ahmedabad and a bachelor's in financial and Investment Analysis from University of Delhi.
Experience	Arushi Jamar is a Senior Associate at Brookfield's Infrastructure Group. She is a part of the team managing the investment activity in India & Middle East. In this role, she has been part of Brookfield's investments in telecom towers, In-building solutions, natural gas pipeline, data centres and smart meters in India and Australia. Prior to joining Brookfield, Arushi was a part of the Investment Banking team at Moelis & Company's Mumbai office.
Terms and Conditions of Appointment or Re-appointment	Ms. Arushi Jamar shall act as Non-Executive Director of the Company.
Nationality	Indian
Remuneration sought to be paid and the remuneration last drawn	NIL
Date of first appointment on the Board/ through circular resolution	June 22, 2023 (through Circular Resolutions)
No. of shares held as on March 31, 2023	NIL
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Ms. Arushi Jamar is not related to any director or key managerial personnel of the Company
Number of meetings of the Board attended during the year	Not applicable
Directorships held in other companies	Nil
Chairman/ Member of committee of the Board of Directors of the Company as on March 31, 2023	Ms. Arushi Jamar has been appointed as an Additional Director on Board of Directors w.e.f. June 22, 2023.
Chairman/Member of the committee of the Board of Directors of other Companies	NIL

Annexure -I

The procedure for attending the meeting through video conferencing is as under:

- (A) Meeting will be held by way of VC through Microsoft teams' application.
- (B) For members/authorised representatives who have Microsoft teams' application installed on their device:
 - i. Click on the web-link (being sent separately in the email).
 - ii. Select 'Join the meeting as guest'.
- (C) For members/authorised representatives who do not have the Microsoft Teams application installed on their device:
 - i. In case you wish to join through mobile you will need to mandatorily install the Microsoft team's application and then proceed with the next steps. In any other case, installation of Microsoft teams' application is not mandatory.
 - ii. Click on the web-link (being sent separately in the email).
 - iii. Select 'Join the meeting as guest'.
- (D) General Instructions:
 - 1. The facility of joining the meeting will commence 15 minutes before the time scheduled for the meeting and will close 15 minutes after such schedule time.
 - 2. Each member shall submit their corporate authorizations with the Company at compliance@crestdigital.com at least 24 hours before commencement of the meeting i.e., by Tuesday, September 19, 2023.
 - 3. Each member shall identify themselves at the commencement of the meeting for the purpose of quorum.
 - 4. Attendance of members through VC shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.
 - 5. For any assistance before or during the meeting, members may contact the Company Secretary on ritu.aggarwal@crestdigital.com.
 - 6. Designated email id of the Company for correspondences/ voting and all other purposes related to the meeting shall be compliance@crestdigital.com.