

Ref: CVL/SE/2025-26

December 29, 2025

To, <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	To, <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.
<b>Scrip Code: 511413 &amp; 977399 (Debt)</b> <b>ISIN: INE559D01011 &amp; INE559D08032 (Debt)</b>	<b>Symbol: CREST</b> <b>Series: EQ</b>

Dear Sir/ Madam,

**Sub: Intimation under Regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") – Notice of Postal Ballot**

Pursuant to Regulation 30 and other applicable regulation(s) read with Schedule III of SEBI Listing Regulations, please find enclosed Postal Ballot Notice dated December 18, 2025 together with the Explanatory Statement sent electronically only to the Shareholders of the Company, whose e-mail address is registered with the Company/Registrar and Transfer Agent/ Depository Participants/Depositories as on Friday, December 19, 2025 ("Cut-off date") for seeking approval of the Shareholders on the resolution as mentioned in the said Notice.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote E-voting ("E-Voting) facility to all its Shareholders.

Date of events relevant to Postal Ballot are as below:

Particulars	Dates
Date of Completion of dispatch of Notice (by electronic means) to Shareholders	Monday, December 29, 2025
E-voting start time and date	09:00 a.m. IST, Wednesday, December 31, 2025
E-voting end time and date ("Last Date")	05:00 p.m. IST, Thursday, January 29, 2026
Date of Result of Postal Ballot	On or before Monday, February 02, 2026



Postal Ballot Notice along with the Explanatory Statement are also made available on websites of the Stock Exchanges, i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of the Company at [www.crest.in](http://www.crest.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Kindly take the same on your records.

Thanking you.

Yours faithfully,  
**For Crest Ventures Limited**

**Namita Bapna**  
**Company Secretary**

**Encl: a/a**



## CREST VENTURES LIMITED

CIN: L99999MH1982PLC102697

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

Telephone: 022 4334 7000 Fax: 022 4334 7002 Email: [secretarial@crest.in](mailto:secretarial@crest.in)

Website: [www.crest.in](http://www.crest.in)

---

### POSTAL BALLOT NOTICE

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Wednesday, December 31, 2025 at 09:00 a.m. (IST)	Thursday, January 29, 2026, at 05:00 p.m. (IST)

Dear Shareholders,

NOTICE is hereby given that pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and 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 ("SS -2") issued by the Institute of Company Secretaries of India, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (collectively the "MCA Circulars") read with applicable SEBI Circulars, following resolution as set out in this Notice are proposed to be passed by the Members of Crest Ventures Limited ("Company") through Postal Ballot by way of Remote e-voting only ("E-voting") on following:

Sr. No.	Particulars	Type of Resolution
1.	Appointment of Mr. Jagdish Mohan Kirpalani (DIN: 01673553) as Non-Executive, Independent Director of the Company	Special Resolution

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. The Notice is also available on the website of the Company at [www.crest.in](http://www.crest.in).

In terms of the requirements specified in the aforesaid MCA Circulars, the Company is sending the Notice in electronic form only to all its Shareholders who have registered their e-mail addresses with the Company/ MUFG Intime India Private Limited (formerly known as 'Link Intime India Private Limited') i.e. Registrar and Transfer Agent ("RTA") or Depository/Depository Participants and whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, December 19, 2025 ("Cut-off date") and the communication of assent/dissent of the Shareholders will take place only through the E-voting system. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

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 Shareholders 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 M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai (Unique Identification No. P1988MH011900, Peer Review No. 6391/2025), as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner and the Scrutinizer has communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer shall submit the report to the Chairman, or any person authorised by him in this behalf.

In accordance with the MCA Circulars, Shareholders can vote only through the E-voting process. Accordingly, the Company is pleased to provide E-voting facility to all its Shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 05:00 p.m. (IST) on Thursday, January 29, 2026, (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 SEBI 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 within 2 working days from the conclusion of the E-voting through Postal Ballot. The said result would be uploaded on the Company's website at [www.crest.in](http://www.crest.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) besides making necessary disclosures to the Stock Exchanges.

The E-voting shall commence on Wednesday, December 31, 2025 at 9:00 A.M. (IST) and shall conclude on Thursday, January 29, 2026, at 5:00 P.M. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-off date may cast their vote electronically. Members desiring to exercise their vote through the E-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than 5:00 P.M. (IST) on Thursday, January 29, 2026. The E-voting facility will be disabled by NSDL thereafter and voting shall not be allowed beyond the said time and date.

The resolution, if approved, shall be deemed to have been passed on the last date of E-voting, that is, January 29, 2026.

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

**Special Business**

**Item No. 1: Appointment of Mr. Jagdish Mohan Kirpalani (DIN: 01673553) 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** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") 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, the Articles of Association of the Company, and the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and such other rules, regulations, circulars, directions and guidelines issued by the Reserve Bank of India, Securities and Exchange Board of India and Ministry of Corporate Affairs from time to time and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on October 30, 2025, Mr. Jagdish Mohan Kirpalani (DIN: 01673553), who was appointed as an Additional Director (Non-Executive, Independent) of the Company, with effect from November 01, 2025, and who has submitted a declaration confirming the criteria of Independence pursuant to Section 149(6) of the Act 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, who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Shareholder under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-Executive, Independent) of the Company to hold office for a first term of 5 (Five) consecutive years with effect from November 01, 2025 up to October 31, 2030 (both days inclusive), and whose term shall not be subject to retirement by rotation.

**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."

**Registered Office:**

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

Place: Mumbai

Date: December 18, 2025

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

Sd/-

**Namita Bapna  
Company Secretary**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of Act and other applicable provisions of the Act read with the Rules, setting out material facts in relation to the Resolution as set out in the Postal Ballot Notice, and additional information as required under the SEBI Listing Regulations and Secretarial Standards ("SS-2") on General Meetings is annexed hereto.
2. The particulars of the Director proposed to be appointed, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SS-2 are annexed hereto.
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Shareholders whose names appear on the Register of Members / List of Beneficial Owners as on Cut-Off Date received from the Depositories and whose e-mail address is registered with the Company/ MUFG Intime India Private Limited (formerly known as 'Link Intime India Private Limited') i.e. Registrar and 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 Shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Shareholders would take place through the process of E-voting only. E-voting shall commence from Wednesday, December 31, 2025, at 9.00 a.m. IST and shall end on Thursday, January 29, 2026, at 5.00 p.m. IST. The E-voting module shall be disabled by National Securities Depository Limited for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. Shareholders are encouraged, in accordance with the applicable MCA Circular, to register or update their e-mail address(es) and mobile number(s) with their respective Depository Participant(s) (in case of shares held in demat form) or, if the shares are held in physical form, by providing their folio number, e-mail address, scanned copy of the share certificate (front and back) and self-attested copies of their PAN and Aadhaar to MUFG Intime India Private Limited ("RTA") at [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com), with a copy to [secretarial@crest.in](mailto:secretarial@crest.in), so as to enable the Company to send all communications electronically and to support its Green Initiative.
5. The Company has appointed M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai (Unique Identification No. P1988MH011900, Peer Review No. 6391/2025), as the Scrutinizer to scrutinize the E-voting process and voting done in a fair and transparent manner.
6. Institutional / Corporate Shareholders [i.e. other than individuals/ HUF, NRI, etc.] are required to send a scanned copy [PDF / JPG Format] of its Board or governing body Resolution/ Authorisation, etc., authorising its representative to vote through E-voting on its behalf. The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail at [associates.rathi8@gmail.com](mailto:associates.rathi8@gmail.com) with a copy marked to the Company Secretary at [secretarial@crest.in](mailto:secretarial@crest.in), and NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com), not later than Thursday, January 29, 2026, 5.00 p.m. IST
7. Voting rights will be reckoned on the paid-up value of shares registered in the name of the shareholders, whose name appears on the Register of shareholders / Beneficial Owners as on the Cut-Off Date i.e. Friday, December 19, 2025 .

8. Documents, if any, referred to in the Notice will be available for electronic inspection without any fees by the Shareholders between 11.00 A.M. and 1.00 P.M. on all working days, except Saturdays & Sundays, from the date of dispatch of this Notice until the last date of E-voting. Shareholders seeking to inspect such documents can send an e-mail at [secretarial@crest.in](mailto:secretarial@crest.in) .
9. This Postal Ballot Notice will also be available on the Company's website at [www.crest.in](http://www.crest.in), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### **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 no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to E-voting</b>" under E-voting services and you will be able to see E-voting page. Click on company name or <b>E-voting service provider i.e. NSDL</b> and you will be re-directed to E-voting website of NSDL for casting your vote during the E-voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. 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 Personal Computer or on a mobile. Once the home page of E-voting system is launched, click on the icon "<b>Login</b>" which is available under '<b>Shareholder/Member</b>' section. A new screen will open. You</li> </ol>

	<p>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 <b>E-voting service provider i.e. NSDL</b> and you will be redirected to E-voting website of NSDL for casting your vote during the E-voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach E-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the E-voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see E-voting page of the E-voting service provider for casting your vote during the E-voting period. Additionally, there is also links provided to access the system of all E-voting Service Providers, so that the user can visit the E-voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access E-voting page by providing Demat Account Number and PAN No. from a E-voting link available on <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the E-voting option where the evoting is in progress and also able to directly access the system of all E-voting Service Providers.</p>

Individual Shareholders (holding securities in demat mode) login through their depository participants	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 E-voting period.
--	---

**Important note:** Shareholders 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	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Shareholders 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 toll free no. 1800 22 55 33

**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 Shareholders 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 Shareholders who hold shares in demat account with CDSL.	<p>16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
c) For Shareholders holding shares in Physical Form.	<p>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***</p>

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](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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Shareholders 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 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 [associates.rathi8@gmail.com](mailto:associates.rathi8@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [secretarial@crest.in](mailto:secretarial@crest.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**E-voting**" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.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 resolution 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.in](mailto:secretarial@crest.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.in](mailto:secretarial@crest.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.com](mailto:evoting@nsdl.com) 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, December 19, 2025
Voting start time and date	09:00 a.m. IST, Wednesday, December 31, 2025
Voting end time and date	05:00 p.m. IST, Thursday, January 29, 2026
Date on which the resolution is deemed to be passed	Last date of E-voting i.e. Thursday, January 29, 2026
Name, address and contact details of Registrar and Share Transfer Agent.	MUFG Intime India Private Limited ( <i>Formerly known as Link Intime India Private Limited</i> ) C 101, Embassy 247, L.B.S Marg, Vikhroli- West, Mumbai- 400083 Email id: <a href="mailto:investor.helpdesk@in.mpms.mufg.com">investor.helpdesk@in.mpms.mufg.com</a> Link: <a href="http://swayam.in.mpms.mufg.com">swayam.in.mpms.mufg.com</a>
Name, address and contact details of E-voting service provider	<b>National Securities Depository Limited</b> 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051 Email id: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a>
NSDL E-voting website address	<a href="http://NSDL eVoting System">NSDL eVoting System</a>

---

---

**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 ("the Act") and Articles of Association of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee ("NRC"), appointed Mr. Jagdish Mohan Kirpalani (DIN: 01673553), as an Additional Director in the category of Non-Executive, Independent Director of the Company for the first term of five (5) consecutive years with effect from November 01, 2025 up to October 31, 2030 (both days inclusive) subject to the approval of the shareholders through Special Resolution.

The NRC after evaluating the candidature of Mr. Jagdish Mohan Kirpalani, and mapping his experience, and expertise against the desired attributes and skillset required to be possessed by the Independent Directors of the Company, recommended his appointment as an Independent Director..

A brief profile of Mr. Jagdish Mohan Kirpalani is appended below:

Mr. Jagdish Mohan Kirpalani is a Certified Associate of Indian Institute of Bankers and has a Bachelor's Degree in Commerce from the University of Mumbai. He brings with him nearly four decades of leadership experience across India and international markets, with deep expertise in private banking, wealth management, operational transformation, and governance. He has successfully led large-scale business integrations, technology transformations, and financial transitions, while embedding strong risk, compliance, and governance frameworks throughout his career.

The Company has received notice in writing from a Shareholder under Section 160 of the Act proposing the candidature of Mr. Jagdish Mohan Kirpalani for the office of Director of the Company. The same is available at the Company's website at [www.crest.in](http://www.crest.in).

The Company has also received the following declarations from Mr. Jagdish Mohan Kirpalani, who is eligible for appointment as Independent Director:

- i) His 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 he is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time;
- iii) Declaration to the effect that he 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations");
- iv) A declaration cum undertaking and Deed of Covenant for 'Fit and Proper Criteria' as per Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and
- v) Declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and National Stock Exchange of India Limited Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he 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, Mr. Jagdish Mohan Kirpalani has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company in terms of Regulation 25(8) of the SEBI Listing Regulations. Mr. Jagdish Mohan Kirpalani has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Furthermore, Mr. Jagdish Mohan Kirpalani has confirmed that, he 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, Mr. Jagdish Mohan Kirpalani is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Non-Executive, Independent Director of the Company and is independent of Management. The Board noted that Mr. Jagdish Mohan Kirpalani's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Jagdish Mohan Kirpalani is eligible for appointment as an Independent Director and the Board considers that his association would be of immense benefit to the Company and hence, it is desirable to appoint him as an Independent Director.

Further, pursuant to Regulation 17 (1C) of the SEBI Listing Regulations, Mr. Kirpalani shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought for appointment of Mr. Kirpalani through this Postal Ballot.

The copy of the terms and conditions of appointment of the Independent Directors is available for inspection of the members on the website of the Company at [www.crest.in](http://www.crest.in).

In compliance with the provisions of Section 149, read Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations, the Board recommends the appointment of Mr. Jagdish Mohan Kirpalani, as a Non-Executive, Independent Director to the Shareholders for their approval.

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.

Except Mr. Jagdish Mohan Kirpalani 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. 1 of the Notice.

**Registered Office:**

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

Place: Mumbai

Date: December 18, 2025

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

Sd/-

**Namita Bapna  
Company Secretary**

---



---



---

**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	Mr. Jagdish Mohan Kirpalani
DIN	01673553
Date of Birth	November 11, 1964
Age	61 Years
Date of Appointment: First appointment on the Board	November 01, 2025 as an Additional Director in the capacity of Non-Executive, Independent Director
Qualification	<ol style="list-style-type: none"> <li>1. Certified Associate of the Indian Institute of Bankers (CAIIB)</li> <li>2. Bachelor of Commerce (B. Com)</li> </ol>
Expertise in Specific Functional area	Over four decades of diverse experience across Wealth Management, Private Banking, and Mutual Funds. For brief profile, refer explanatory statement.
Listed entities from which the person has resigned in the past three years	NIL
Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	Expertise in wealth management, private banking operations, regulatory compliance, and large-scale transformation across global markets. Further, Mr. Jagdish Mohan Kirpalani will provide diversity on the Board of the Company and he fulfills all the requirements as stated under the Companies Act, 2013 and SEBI Listing Regulations
Directorship in other Companies (excluding Foreign and Section 8 Companies) as on December 18, 2025	NIL
Chairmanship/ Membership of the Committee across companies as on December 18, 2025 (only Statutory Committees as required to be Constituted under the Act considered)	NIL
Shareholding in the listed entity, including shareholding as a beneficial owner	NIL
Number of Board Meeting attended during the F.Y. 2025-2026	2 (Two)
Relationship with other Directors, Managers / Key Managerial Personnel of the Company	Not related to any Director /Key Managerial Personnel of the Company

---



---

Terms and conditions of appointment or re-appointment	Mr. Jagdish Mohan Kirpalani will serve for a term of five years with effect from November 01, 2025 up to October 31, 2030, not liable to retire by rotation and on such other conditions as stated in the terms and conditions of appointment of Independent Director of the Company as placed on the Company's website i.e. <a href="http://www.crest.in">www.crest.in</a>
Remuneration last drawn (including sitting fees, if any) for financial year 2025-26	Sitting fees - INR 1,00,000/-
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.

**Registered Office:**

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

Place: Mumbai

Date: December 18, 2025

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

Sd/-

**Namita Bapna  
Company Secretary**