

CREST DIGITEL 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@crestdigitel.com; Website: www.crestdigitel.com

NOTICE OF THE THIRTEEN ANNUAL GENERAL MEETING

Notice is hereby given that the thirteen annual general meeting ("AGM") of the members of Crest Digitel Private Limited (formerly known as "Space Teleinfra Private Limited") ("Company/CDPL") will be held on Friday, 13th day of September 2024 at 1100 Hrs, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to consider and transact the following business:

Ordinary Business:

1. <u>To receive, consider and adopt the audited financial statements of the Company for the financial</u> year ended March 31, 2024, together with the board's report and auditor's report thereon. Special

Business:

2. <u>Regularisation of Additional Director, Ms. Pooja Aggarwal (DIN:07515355) as a Director of the</u> <u>Company</u>

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. Pooja Aggarwal (DIN: 07515355), 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 **May 09, 2024** and who holds the office upto the date of ensuing general meeting be and is hereby appointed as a non-executive Director of the Company.

RESOLVED FURTHER THAT any directors of the company 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."

3. <u>Regularisation of Additional Director, Mr. Chirag Kavdia (DIN:10692693) as a Director of the</u> 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, Mr. Chirag Kavdia (DIN:10692693), 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 **July 17, 2024** and who holds the office upto the date of ensuing general meeting be and is hereby appointed as a non-executive Director of the Company.



RESOLVED FURTHER THAT any directors of the company 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") **Sd/-**Ritu Aggarwal Company Secretary Membership No: A25208

Place: Gurugram Date: August 07, 2024

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



NOTES:

- 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 and 09/2023 dated September 25, 2023 (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 13th 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@crestdigitel.com.
- 6. The Members, whose names appear in the register of members/list of beneficial owners as on September 10, 2024 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: <u>compliance@crestdigitel.com</u>, 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. September 12, 2024.
- 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@crestdigitel.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.



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@crestdigitel.com at least 24 hours before commencement of the meeting i.e., by September 12, 2024.
- 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 <u>ritu.aggarwal@crestdigitel.com</u>.
- 6. Designated email id of the Company for correspondences/ voting and all other purposes related to the meeting shall be <u>compliance@crestdigitel.com</u>.



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2:

Regularization of Additional Director, Ms. Pooja Aggarwal (DIN:07515355) as Director of the company

Ms. Pooja was first inducted to the Board with effect from May 09, 2024, as additional non-executive 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. Pooja can hold office only up to the date of the ensuing General Meeting of the Company.

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

Ms. Pooja is a Chartered accountant by profession with 23+ years of diversified experience across industries such as Power and energy, infrastructure, IT, ITES across various countries and cultures (US, Latin America, UK, Japan, India, and Australia). Her experience includes managing Board relationship, fund raising, equity raise, mergers and acquisitions, business partnering, finance, accounting, reporting, procurement and legal and secretarial.

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

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Ms. Pooja (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. 2 for your approval.



Item No. 3:

Regularization of Additional Director, Mr Chirag Kavdia (DIN: 10692693) as Director of the company

Mr. Chirag was first inducted to the Board with effect from July 17, 2024, as additional non-executive 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, Mr. Chirag can hold office only up to the date of the ensuing General Meeting of the Company.

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

Chirag Kavdia is a Senior Associate at Brookfield's Infrastructure Group. He is a part of the team managing the investment activity in India & Middle East. Prior to joining Brookfield, Chirag was a part of Morgan Stanley's Infrastructure Group in Mumbai Office. Chirag has completed his PGDM from IIM Calcutta a bachelor's degree from IIT Roorkee.

The Company has received necessary disclosures and consent from Mr. Chirag as director of the Company. Therefore, approval of the shareholders is sought for appointment of Mr. Chirag as the Director of the Company.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Chirag (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. Pooja Aggarwal
Age	48
Qualifications	Chartered accountant
Experience	She has total 23+ years of diversified experience across industries such as Power and energy, infrastructure, IT, ITES across various countries and cultures (US, Latin America, UK, Japan, India and Australia). Her experience includes managing Board relationship, fund raising, equity raise, mergers and acquisitions, business partnering, finance, accounting, reporting, procurement and legal and secretarial.
Terms and Conditions of Appointment or Re-appointment	Ms. Pooja Aggarwal 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	May 09, 2024 (through Circular Resolutions)
No. of shares held as on March 31, 2024	NIL
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Ms. Pooja Aggarwal 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, 2024	As on March 31, 2024, she was not associated with the Company. However, with effect from May 09, 2024, she has been appointed as non- executive additional director of the Company, therefore she is also be member of CSR Committee.
Chairman/Member of the committee of the Board of Directors of other Companies	Audit Committee of Summit Digitel Infrastructure Limited and Nomination and Remuneration Committee of Summit Digitel Infrastructure Limited.



Name of Director	Mr. Chirag Kavdia
Age	31
Qualifications	PGDM from IIM Calcutta and bachelor's degree
	from IIT Roorkee.
Experience	Chirag Kavdia is a Senior Associate at Brookfield's
	Infrastructure Group. He is a part of the team
	managing the investment activity in India & Middle
	East. Prior to joining Brookfield, Chirag was a part
	of Morgan Stanley's Infrastructure Group in
	Mumbai Office.
Terms and Conditions of Appointment or	Mr. Chirag Kavdia shall act as Non-Executive
Re-appointment	Director of the Company.
Nationality	Indian
Remuneration sought to be paid and the	NIL
remuneration last drawn	
Date of first appointment on the Board/	July 17, 2024 (through Circular Resolutions)
through circular resolution	
No. of shares held as on March 31, 2024	NIL
Relationship with other Directors,	Mr. Chirag Kavdia is not related to any director or
Manager, and other Key Managerial	key managerial personnel of the Company
Personnel of the Company	
Number of meetings of the Board attended	Not applicable
during the year	
Directorships held in other companies	Nil
Chairman/ Member of committee of the	As on March 31, 2024, he was not associated with
Board of Directors of the Company as on	the Company. However, with effect from July 17,
March 31, 2024	2024, he has been appointed as non- executive
	additional director of the Company, therefore he
	will also be member of CSR Committee.
Chairman/Member of the committee of	Member of the CSR Committee of Crest Digitel
the Board of Directors of other Companies	Private Limited with effect from August 07, 2024

DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT