CREST DIGITEL 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 FOURTEEN (14TH) ANNUAL GENERAL MEETING

Shorter Notice is hereby given that the Fourteen annual general meeting ("AGM") of the members of Crest Digitel Private Limited ("Company/CDPL") will be held on Thursday 28th of August 2025 at 1230 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 Standalone financial statement(s) of the company for the financial year ended March 31, 2025, and Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended March 31, 2025, together with the board's report and auditor's report thereon.

2. To receive, consider and adopt the audited Consolidated financial statement(s) of the company for the financial year ended March 31, 2025, and Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended March 31, 2025, together with the board's report and auditor's report thereon

SPECIAL BUSINESS:

3. **To consider and approve the purchase of IBS business of Elevar Digitel Infrastructure Private Limited by the Company on a slump sale basis**

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

"RESOLVED THAT pursuant to the provisions of Sections 179 and 188 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act and applicable law, if any, read with the applicable rules framed thereunder (including any statutory modifications thereto or reenactment thereof, for the time being in force), the members of the Company hereby approves the acquisition of the IBS business of Elevar Digitel Infrastructure Private Limited ("EDIPL") pertaining to owning, operating and leasing/sharing the passive telecom infrastructure relation to the in-building coverage solutions for boosting mobile network coverage and/or capacity ("IBS Business"), including the ownership and operations thereof, on an as-is-where-is basis, as a going concern for a lumpsum consideration to be agreed between the Company and EDIPL on a slump sale basis.

RESOLVED FURTHER THAT the drafts of the Business Transfer Agreement proposed to be executed between the Company and EDIPL in relation to the transfer of the IBS Business ("BTA") and all other memorandum of understanding, agreements, deeds, documents, letters, notices and instruments (including any supplemental agreements, undertakings and amendments) as may be required from time to time in connection with the transactions contemplated under the BTA (collectively referred to as the "Transaction Documents") be and are hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the approval of the members of the Company is hereby accorded for the execution and performance of the Transaction Documents.

RESOLVED FURTHER THAT any Directors, CEO, CFO of the Company (the "Authorized Signatories"), be and are hereby severally authorized to:

(a) execute and deliver the Transaction Documents and other deeds, documents, requests, notices and other writings as and when necessary, to take all such further steps as may be required to give effect to these resolutions;

(b) negotiate, agree, accept and execute any changes, modifications, restatements or amendments to the terms and conditions contained in the Transaction Documents, together with all other documents, agreements, instruments, deeds, documents, letters and other writings as and when necessary or required or as they may deem fit, in connection with, or ancillary to the Transaction Documents;

(c) arrange for payment of all applicable stamp duty in respect of the Transaction Documents;

(d) obtain all necessary authorisations from governmental authorities and/or third parties as may be required in connection with the transactions contemplated under the Transaction Documents;

(e) make all necessary applications, filings and registrations with the relevant statutory authorities and governmental authorities, including but not limited to the relevant Registrar of Companies from time to time and to dispatch all documents and notices to be signed and/ or dispatched by it;

(f) do all other acts or things and execute all other documents as may be necessary or required for the aforesaid purposes, including signing and/or dispatch all forms, documents, and notices to be signed, submitted and/or dispatched by the Company;

(g) certify as having been adopted by the Board, any and all resolutions necessary, advisable or appropriate, to consummate the Transaction Documents or its other obligations and as contemplated by the foregoing resolutions; and

(h) to take all steps and do all things and give such directions, as may be required, necessary, expedient or desirable, in their absolute discretion for giving effect to the Transaction Documents and the resolutions mentioned herein without being required to seek any further consent or approval of the Board, with the intent that the Board has given its approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT each of the Authorised Signatories, be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/statutory authorities and authorize the officials of the Company for the aforesaid purpose, as may be deemed fit.

RESOLVED FURTHER THAT any director and / or the Company Secretary, CEO and CFO of the Company be and is hereby severally authorised to issue certified true copy of the resolution as and when necessary.

By order of the Board
For **Crest Digitel Private Limited**

Sd/-
Ritu Aggarwal
Company Secretary
Membership No: ACS25208

Place: Gurugram
Date: August 26, 2025

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 and 09/2023 dated September 25, 2023 09/2024 dated September 19, 2024 (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 14th 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 August 25, 2025 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@crestdigitel.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 2 hour before commencement of the meeting.

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 2 hours before commencement of the meeting.

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@crestdigitel.com.

6. Designated email id of the Company for correspondences/ voting and all other purposes related to the meeting shall be compliance@crestdigitel.com.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2:

Approval of Related party transaction regarding purchase of IBS business unit from Elevar Digitel Infrastructure Private Limited.

The Board of Directors of the Company in their meeting held on August 20, 2025, approves purchase of In-Building Solution ("IBS") business of Elevar Digitel Infrastructure Private Limited ("EDIPL"), by Crest Digitel Private Limited, a 100% owned entity within the Altius Telecom Infrastructure Trust (formerly known as Data Infrastructure Trust) ("Trust") on a slump sale basis.

The management is contemplating to purchase IBS Business of EDIPL, on a slump sale basis wherein entire IBS valuation has arrived at Rs. 143.4 crores which is over and above threshold limits as defined under the Companies Act 2013 and rules made thereunder.

The Board of Directors have approved purchase of IBS Business at a price of Rs. Rs. 143.4 crores based on the value as assessed by the Registered Valuers, subject to the approval of the Members of the Company by special resolution passed in the manner prescribed under Section 188(1) of the Companies Act 2013.

A copy of the valuation report of M/s. B B S R & Associates LLP, will be available for inspection by Members during the Annual general Meeting.

The details that are required to be given in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014.

Name of the related party	Elevar Digitel Infrastructure Private Limited
Name of the Director or KMP who is related, if any	NA
Nature of relationship	Fellow Subsidiary
Nature/type, material terms, monetary value and particulars of the contract or arrangement	As per Business Transfer Agreement
Tenure of the proposed transaction (particular tenure shall be specified)	As per Business Transfer Agreement
justification as to why the proposed transaction is in the interest of the Company	The proposed acquisition of IBS business of EDIPL by CDPL is expected to consolidate the entire IBS portfolio under Altius InvIT, in one specialised entity leading to better efficiency in operations and value enhancement
the percentage of the Company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	35.05 %
A copy of the valuation or other external party report, if any such report has been relied upon	A copy of the valuation report issued by M/s. BBSR & Associates LLP, is available for inspection and will be made available to shareholders on request through registered e-mail.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested in the resolution.

Your Board recommends the Special Resolution as set out in item No. 2 for your approval.

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice
[Pursuant to Section 101 (1) of the Companies Act, 2013

To,
The Board of Directors
Crest Digitel Private Limited
Plot No.278, Ground Floor, A-Square Building,
Udyog Vihar, Phase-II, Gurugram, Haryana, India, 122002

Subject: Consent to hold 14th Annual General Meeting at shorter Notice

I/We, _____ (Name of the shareholder) son/daughter/wife of _____, resident of _____ (Address of the shareholder), holding _____ (Number of Equity) of Rs. 10 each in the company, in my name/joint name, hereby give consent pursuant to provisions of Section 101(1) of the Companies Act, 2013 to hold the14th Annual General Meeting of the company scheduled to be held on Thursday August 28, 2025 at1230 HRS through Video conferencing in Gurugram at shorter notice.

_____
Date: August 27, 2025

Place: