



Ref: CVL\SE\23-24

December 26, 2023

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	To, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
Scrip Code: 511413 & 974675 (Debt) ISIN: INE559D01011 & INE559D08016 (Debt)	Symbol: CREST Series: EQ

Dear Sir / Madam,

Sub: Submission of Minutes of Postal Ballot

In furtherance to our letter dated December 14, 2023, w.r.t. Voting Results and Scrutinizer's Report, we enclose herewith copy of the minutes of the proceedings relating to declaration of results of voting conducted through Postal Ballot (e-voting).

Request you to kindly take the above information on your records.

Thanking you.

Yours faithfully,
For **Crest Ventures Limited**

Namita Bapna
Company Secretary

Encl: a/a

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MINUTES OF THE DECLARATION OF RESULT OF THE POSTAL BALLOT HELD ON TUESDAY, DECEMBER 12, 2023 FOR THE RESOLUTION AS SET OUT IN THE POSTAL BALLOT NOTICE DATED NOVEMBER 10, 2023.

- 1) Ms. Namita Bapna, Company Secretary & Compliance officer of the Company duly authorized by the Board for the purpose of declaring the Postal Ballot Result, stated that pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, the Company had issued Postal Ballot Notice dated November 10, 2023 to the Shareholders, seeking their consent with respect to following:

Sr. No.	Description of the resolution	Type of resolution
1.	Alteration in Object Clause of Memorandum of Association along with Adoption of New set of Memorandum of Association as per the provisions of the Companies Act, 2013	As Special Resolution
2.	Adoption of amended and restated Articles of Association of the Company	As Special Resolution
3.	Approval for Material Related Party Transaction(s)	As Ordinary Resolution
4.	Approval for Material Related Party Transaction between Crest Habitat Private Limited (CHPL), wholly owned subsidiary of the Company, and M/s Hill View Developers (Earlier known as Sushil Enterprises)	As Ordinary Resolution
5.	Re-appointment of Mr. Mohindar Kumar (DIN: 08444706) as an Independent Director of the Company	As Special Resolution

- 2) Ms. Namita Bapna placed on record the following actions of the Board conducted in compliance with the provisions of the Act:
- The Board of Directors in their meeting held on November 10, 2023 had appointed CS Suman Sureka (Membership No. FCS 6842 / CP No. 4892), Proprietor of M/s. Suman Sureka and Associates, Mumbai, as the Scrutinizer for Postal Ballot Process.
 - National Securities Depository Limited (NSDL) was appointed to provide the e-voting platform to the members for e-voting, who have registered their e-mail ids with the Depository Participant(s) or with the Company or with the RTA.
 - On November 10, 2023, the Company had dispatched Postal Ballot Notice by email through NSDL, along with the Login ID and password to the members for e-voting who have registered their e-mail ID's with Depository Participant(s) or with the Company.


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- d) The voting period commenced on November 13, 2023 at 9.00 a.m. IST and ended on December 12, 2023 at 5.00 p.m. IST.
- e) The cut-off date, for the purpose of determining the number of members was November 03, 2023 and the total number of members as on cut-off date was 7,370.
- 3) CS Suman Sureka, Scrutinizer had carried out scrutiny of all the e-votes casted upto 5:00 P.M. (IST) on Tuesday, December 12, 2023, being the last day of e-voting module for postal ballot voting and prepared a consolidated Scrutinizer's Report on the basis of data/reports received by her.
- 4) The Scrutinizer submitted her Report on December 13, 2023.
- 5) The details of voting of the:

Special Resolution as ITEM No. 1 set out in the notice dated November 10, 2023 are as under:

Alteration in Object Clause of Memorandum of Association along with Adoption of New set of Memorandum of Association as per the provisions of the Companies Act, 2013

Particulars	Number
Number of valid votes received	23,711,626
Valid votes in favour of the Resolution	23,711,583
Valid votes against the resolution	43
Number of invalid votes received	0
Invalid votes in favour of the Resolution	0
Invalid votes against the resolution	0

Special Resolution as ITEM No. 2 set out in the notice dated November 10, 2023 are as under:

Adoption of amended and restated Articles of Association of the Company	
Particulars	Number
Number of valid votes received	23,711,626
Valid votes in favour of the Resolution	23,711,583
Valid votes against the resolution	43
Number of invalid votes received	0
Invalid votes in favour of the Resolution	0
Invalid votes against the resolution	0


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Ordinary Resolution as ITEM No. 3 set out in the notice dated November 10, 2023 are as under:

Approval for Material Related Party Transaction(s)	
Particulars	Number
Number of valid votes received	4,048,759
Valid votes in favour of the Resolution	4,048,741
Valid votes against the resolution	18
Number of invalid votes received	0
Invalid votes in favour of the Resolution	0
Invalid votes against the resolution	0

Ordinary Resolution as ITEM No. 4 set out in the notice dated November 10, 2023 are as under:

Approval for Material Related Party Transaction between Crest Habitat Private Limited (CHPL), wholly owned subsidiary of the Company, and M/s Hill View Developers (Earlier known as Sushil Enterprises)	
Particulars	Number
Number of valid votes received	4,048,759
Valid votes in favour of the Resolution	4,048,741
Valid votes against the resolution	18
Number of invalid votes received	0
Invalid votes in favour of the Resolution	0
Invalid votes against the resolution	0

Special Resolution as ITEM No. 5 set out in the notice dated November 10, 2023 are as under:

Re-appointment of Mr. Mohindar Kumar (DIN: 08444706) as an Independent Director of the Company	
Particulars	Number
Number of valid votes received	23,711,626
Valid votes in favour of the Resolution	23,711,608
Valid votes against the resolution	18
Number of invalid votes received	0
Invalid votes in favour of the Resolution	0
Invalid votes against the resolution	0

- 6) Thereafter, as authorised by the Board of Directors, Ms. Namita Bapna proceeded with the declaration of postal ballot result based on the Scrutinizer's Report.



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SPECIAL RESOLUTION**ITEM NO.1: ALTERATION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION ALONG WITH ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:**

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act and subject to such amendments, modifications, terms and conditions as may be suggested or required by the Registrar of Companies, Maharashtra, Mumbai ("ROC") and/or of any other statutory or regulatory authority(ies), as may be necessary, which the Board of Directors are authorised to accept, as it may deem fit, consent of the members be and is hereby accorded for alteration/modification, substitution, addition and deletion in the Objects Clause (Clause 3) of the Memorandum of Association ("MOA") of the Company

RESOLVED FURTHER THAT wherever required, the references to various sections of the Companies Act, 1956 be replaced with the corresponding sections of the Companies Act, 2013 in Part B of Clause 3 of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the title of the existing Part C titled "The other objects for which the Company is established are: including clause 3A(i) shown under Main Objects" of the Objects Clause of the Memorandum of Association of the Company be deleted.

RESOLVED FURTHER THAT the objects of the Company mentioned under Clause 3 (C) - "The other objects for which the Company is established are: including clause 3A(i) shown under Main Objects" be merged with Clause 3 (B) - The Objects Incidental or Ancillary to the attainment of the Main Objects and consequently changing the object numbering as may be appropriate.

RESOLVED FURTHER THAT the new set of MOA be and is hereby adopted in accordance with the Table A of the Schedule I of the Act and the existing Clause 3 (A) and Clause 3 (B) of the Memorandum of Association of the Company, be renamed as under:

Clause 3 (A) - The main objects to be pursued by the Company on its incorporation are:

Clause 3 (B) - Matters which are necessary for furtherance of the objects specified in Clause 3 (A) are:

RESOLVED FURTHER THAT the Company shall continue to comply with the principal business criteria for a Non -Banking Finance Company as prescribed by Reserve Bank of India.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including but not limited


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to accept any modification or alteration suggested by the competent authorities, signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

ITEM NO.2: ADOPTION OF AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY:


"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Incorporation) Rules, 2014 ('the Act'), circulars and guidelines issued by regulatory authorities from time to time, including any statutory modification or re-enactment thereof for the time being in force, consent of the members be and is hereby accorded to amend and replace the existing Articles of Association of the Company with the amended and restated Articles of Association of the Company in order to align provisions of the Articles of Association with the extant regulatory provisions and business requirements.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.

ORDINARY RESOLUTION:-

ITEM NO.3: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S):

"RESOLVED THAT in supersession of earlier resolution passed in this regard and pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the recommendation and approval of the Audit Committee and the Board of Directors of the Company respectively, omnibus approval of the Members be and is hereby accorded to the Board of Directors to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with entities falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such material


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terms and conditions as detailed in the Explanatory Statement attached to this Notice and as may be mutually agreed between related parties and the Company, provided however that the aggregate amount/value of all such Arrangements/Transactions/Contracts entered into/proposed to be entered into by the Company with the Related Party and remaining outstanding at any one point in time shall not exceed the value as specified under each category, during the financial year 2023-24 and upto the date of the next Annual General Meeting ("AGM") of the Company for a period not exceeding fifteen months, wherein fresh approval of the Members shall be obtained in this regard, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) entered into/proposed to be entered into, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise, shall be in ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

ITEM NO.4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION BETWEEN CREST HABITAT PRIVATE LIMITED (CHPL), WHOLLY OWNED SUBSIDIARY OF THE COMPANY, AND M/S HILL VIEW DEVELOPERS (EARLIER KNOWN AS SUSHIL ENTERPRISES):

"RESOLVED THAT pursuant to Regulation 23(2) and 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations"), Company's policy on Related Party Transactions and other applicable provisions, if any, of the Companies Act 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and approval of the Shareholders be and is hereby accorded for related party contracts/ arrangements/ transactions proposed to be entered into by and between Crest Habitat Private Limited (CHPL), Wholly Owned Subsidiary of the


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Company, and M/s Hill View Developers (Earlier known as Sushil Enterprises), entity wherein CHPL is a partner which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm's length basis, on such term(s) and condition(s,) as the Board of Directors, in its absolute discretion may deem fit, PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/ transactions/contracts that may be entered into and remaining outstanding at any one point in time shall not exceed the limit as detailed in the Statement u/s 102 annexed to the notice during the financial year 2023-24 and upto the date of the next Annual General Meeting ("AGM") of the Company for a period not exceeding fifteen months.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

SPECIAL RESOLUTION:-

ITEM NO.5: RE-APPOINTMENT OF MR. MOHINDAR KUMAR (DIN: 08444706) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

"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, Mr. Mohindar Kumar (DIN: 08444706) 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. Mohindar Kumar candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company.

RESOLVED FURTHER THAT Mr. Mohindar Kumar (DIN: 08444706) who holds office of Independent Director upto May 13, 2024 and who has given his consent and submitted a declaration that he meets the criteria for independence as provided under


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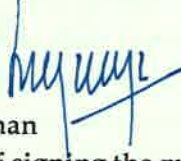
Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations be and is hereby re-appointed as an Independent Director not liable to retire by rotation, for a second term of five consecutive years commencing from May 14, 2024 to May 13, 2029 (both days inclusive)."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

VOTE OF THANKS: -

Since there was no other business to be transacted, the proceedings concluded with a vote of thanks to the Chair.

Place: **MUMBAI**
Date of Entry: **26/12/2023**


Chairman
Date of signing the minutes: **22/12/2023**
Date of file creation: **22/12/2023**

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