



CREST VENTURES LIMITED

CIN: L99999MH1982PLC102697

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400 021

Telephone : 022 4334 7000 **Fax :** 022 4334 7002 **Email ID :** secretarial@crest.co.in

Website : www.crest.co.in

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the "**Rules**") (including any statutory modification(s) or amendment or re-enactment thereof for the time being in force) Secretarial Standard on General Meetings ("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, that it is proposed to seek the consent of the members ("Members") of Crest Ventures Limited ("Company") for the resolutions appended below, through postal ballot using Postal Ballot Form / remote electronic voting ("E-voting").

Accordingly, the draft Special Resolution together with the 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 along with Postal Ballot Form for consideration of Members and to enable the Members for sending their assent or dissent in writing by Postal Ballot means or through e-voting.

Members are requested to carefully read the instructions, while casting their votes electronically or physically through Postal Ballot Form and return the form duly completed in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer on or before the close of the business hours (i.e. 5:00 PM) of June 13, 2018.

In accordance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and that of the Rules, the Company has provided e-voting facility to its Members and has engaged National Securities Depository Limited ("NSDL"), an agency authorized by the Ministry of Corporate Affairs ("MCA") for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

The resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms and Electronic Votes, if approved by the Members with requisite majority.

Special Business:

Issuance of equity shares on a preferential basis for an aggregate consideration of upto ₹ 55,00,00,000/- (Rupees Fifty Five Crores Only):

The Members are requested to consider and, if thought fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) ("**Act**"), the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Securities and Exchange Board of India ("**SEBI**"), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("**SEBI Listing Regulations**"), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time ("**SEBI ICDR Regulations**") to the extent applicable and subject to necessary approvals, permissions, sanctions and consents as may be required from any other relevant governmental authorities, including approvals from the BSE Limited and National Stock Exchange of India Limited (collectively the "**Stock Exchanges**") and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations,

if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any other regulatory authorities which may be accepted by the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time, in one or more tranches, at a price of Rs. 229.50 each (Rupees Two Hundred Twenty Nine and Fifty Paise) (hereinafter referred to as “**Floor Price**”) including premium or such higher price as may be arrived at in accordance with the Chapter VII of SEBI ICDR Regulations, aggregating upto ₹ 55,00,00,00,000/- (Rupees Fifty Five Crores only) to ‘Vernalis Capital Private Limited’ (hereinafter also referred to as the “**Proposed Allottee**” in the context of issue and allotment of equity shares of the Company) under Non-Promoter Category by way of preferential allotment to the Proposed Allottee on a private placement basis (“**Preferential Allotment**”) as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder. The details of the Proposed Allottee and the maximum number of equity shares of the Company proposed to be allotted are set forth in the table below:

Sr. No.	Name & Address of the Proposed Allottee	Maximum No. of Equity Shares to be allotted
1	Vernalis Capital Private Limited No. 8, Old No 68/ 1A, Sakthi Nagar Mount Poonamallee Road, Porur Chennai, Tamil Nadu – 600 116.	23,96,514

RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to the Proposed Allottee by way of a preferential issue or allotment shall, inter-alia, be subject to the following:

- (i) The equity shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialised form within a period of 15 (fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- (ii) The equity shares to be offered, issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend, if any;
- (iii) The “Relevant Date” for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI ICDR Regulations, for determination of minimum price for the issue of said equity shares, being 30 days prior to the date on which the resolution is deemed to be passed i.e. the last day specified for receipt of duly completed Postal Ballot Form or remote electronic voting;
- (iv) The equity shares to be offered, issued and allotted shall be subject to a lock-in as provided under the provisions of Chapter VII of the SEBI ICDR Regulations;
- (v) Since the equity shares of the Company are frequently traded, the issue price shall be calculated in accordance with the provisions of chapter VII of SEBI ICDR Regulations;
- (vi) The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted to the Proposed Allottee, finalizing the terms of definitive agreements and other related agreements/documents to be executed and amendments thereto (including amendments to the Term Sheet, if required), provide any clarifications related to issue and allotment of equity shares, listing of equity shares on Stock Exchanges and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors) and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

Registered Office:

Crest Ventures Limited

CIN: L99999MH1982PLC102697

111, Maker Chambers IV, 11th Floor,

Nariman Point, Mumbai – 400 021.

Email : secretarial@crest.co.in

Website : www.crest.co.in

By Order of the Board

For Crest Ventures Limited

Manasi Modak

Company Secretary

ACS – 43838

Place : Mumbai

Date : May 14, 2018

NOTES:

1. The Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Act along with the Rules as may be prescribed therein (including any statutory modification(s) or amendment or re-enactment thereof for the time being in force), in relation to Resolution as set out in the Notice is annexed hereto.
2. The Notice is being sent by prescribed mode to all the Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories / RTA as on Friday, May 11, 2018 (“Cut-off Date”). Each Member’s voting rights shall be in proportion to his/her/its share of the paid up equity share capital of the Company as on Cut-off Date, which will only be considered for voting.

Voting Rights: The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-off Date. Members can vote for their entire voting rights as per their discretion.

3. Pursuant to the provisions of Section 108 of the Act and all other applicable provisions, if any, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and any amendment thereto, SS-2 and Regulation 44 of the SEBI Listing Regulations, the company is offering E-voting option to all the Members of the Company. Members have an option to vote either through e-voting or physically through Postal Ballot Form. Members opting for e-voting should not vote through Postal Ballot Form. Similarly, Members opting to vote through Postal Ballot Form should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. through Postal Ballot Form and e-voting, then votes casted through e-voting shall only be taken into consideration and votes casted by Postal Ballot Form shall be treated as invalid.
4. Only a Member who is entitled to vote is entitled to exercise his/her/its vote through Postal Ballot or e-voting. The date of completion of dispatch of the Notice will be announced through Notice in newspapers and any recipient of this Notice who has voting rights as on the date mentioned in point no. 2 above should treat the same as intimation only.
5. The Board has appointed CS Ajit Sathe (Membership No. F2899 / CP No. 738), Proprietor, M/s. A.Y. Sathe & Co., Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting process and voting by way of Postal Ballot in a fair and transparent manner. Members are requested to carefully read the instructions printed for voting by “postal ballot” or through “e-voting”, namely by:-
 - (i) returning the Postal Ballot Form duly completed, as per the instructions contained in the Postal Ballot Form, in the attached self-addressed postage pre-paid Business Reply Envelope, so as to reach the Scrutinizer not later than 5:00 PM on Wednesday, June 13, 2018; or
 - (ii) casting their votes electronically from Monday, May 14, 2018 (11:00 AM) till Wednesday, June 13, 2018 (5:00 PM) by following the procedures as explained in the Notes.

The Scrutinizer will submit his report to the Chairman or any person authorised by him after the completion of scrutiny and the result will be announced by the Chairman or any other person authorised by him on or before Thursday, June 14, 2018. The results of postal ballot alongwith Scrutinizer Report will be placed on the website of the Company www.crest.co.in and on the website of NSDL and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.

6. Members are requested to return the Postal Ballot Form duly completed in the attached self-addressed and postage pre-paid Business Reply Envelope so as to reach the Scrutinizer on or before Wednesday, June 13, 2018 at the following address failing which, it will be strictly treated as if no reply has been received from the Member:

Mr. Ajit Sathe, Scrutinizer
Crest Ventures Limited
111, Maker Chambers IV, 11th Floor,
Nariman Point, Mumbai – 400 021.

7. As per Companies (Management and Administration) Rules, 2014, as amended from time to time, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through permitted mode. The Postal Ballot Form for casting vote physically can also be obtained from the Company's Registrar and Share Transfer Agents, viz, M/s. Link Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083 or from the Company. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the 'Investors' section on the Company's website www.crest.co.in.

7.1. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with the provisions of Section 110 of the Act read with (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Company also offers e-voting option to all the Members. For this purpose, the Company has signed an agreement with NSDL for facilitating e-voting and is pleased to offer e-voting facility for the Members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through Ballot Form.

The instructions for Members for e-voting are as under:

- A. In case of Members receiving e-mail from NSDL [for Members whose e-mail IDs are registered with the Company / Depository Participants(s)]:
- (i) Open e-mail and open PDF file viz; "Crest Ventures Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>.
 - (iii) Click on Member – Login.
 - (iv) Put User ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Crest Ventures Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed;
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote;
 - (xii) 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. together with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail mail@csajitsathe.com with a copy marked to evoting@nsdl.co.in.
- B. In case of Members receiving Postal Ballot Form by Post [for Members whose e-mail IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all the steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
 - II. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available in the Downloads section of www.evoting.nSDL.com or contact NSDL at the following toll free no. 1800-222-990.
 - III. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - IV. You can also update your mobile number and e-mail id in the user provide details of the folio which may be used for sending future communication(s).
 - V. The e-voting period commences on Monday, May 14, 2018 (11:00 AM) to Wednesday, June 13, 2018 (5:00 PM). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date of Friday, May 11, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- 7.2. Members are requested to send all communications relating to shares to Company's Registrar & Share Transfer Agent (R & T Agent) at the following address:
- LINK INTIME INDIA PRIVATE LIMITED**
C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400 083
Phone No. +91 22 49186000; Fax No. +91 22 49186060
E-mail : rnt.helpdesk@linkintime.co.in
8. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11:00 AM to 1:00 PM) on all working days (except Saturday, Sunday and Public Holidays) upto Wednesday, June 13, 2018.

Statement Pursuant to Section 102 read with 110 of the Companies Act, 2013

As required under Section 102 read with 110 of the Companies Act, 2013, the following statement sets out the material facts concerning Special Resolution as mentioned in the accompanying Notice dated Monday, May 14, 2018.

1. The Company has ambitious business expansion plans and it further aims at achieving a robust financial position. In order to meet its growth objectives, the Company wishes to infuse further capital for fulfilling its working capital requirements, general corporate purposes including servicing / repayment of its debt. The Board of Directors, subject to the approval of the shareholders, has approved the preferential issue of equity shares on a private placement basis on such terms and conditions and at such time as mentioned in the special resolution of this Notice. The proposed issue of capital is subject to the applicable regulations issued by the Securities and Exchange Board of India and any other government / regulatory approvals as may be required in this regard.
2. In terms of Section 62 of the Companies Act, 2013 read with the SEBI ICDR Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.
3. The Preferential Issue of the Equity Shares will be governed by the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, SEBI Listing Regulations, SEBI ICDR Regulations and other applicable laws.
4. The recognized stock exchange referred to above means, either of the BSE Limited (the "BSE") or the National Stock Exchange of India Limited (the "NSE") on which the Equity Shares of the Company are listed.
5. The Equity Shares created, offered, issued and allotted, if any, shall rank pari passu in all respects with the existing equity shares of the Company.
6. It may be noted that as per Chapter VII of the SEBI ICDR Regulations, it is necessary to disclose the details of the proposed allottee and certain other matters to the shareholders of the Company, while seeking their approval for issuing the Equity Shares on a preferential basis. Hence, the relevant disclosures/ details are provided below:

6.1 Objects of the Issue:

The Board proposes to issue shares to the proposed allottee, to service / repay the debt of the Company and for fulfilling the working capital requirements and for general corporate purposes. The Board of Directors wishes to expand its business operations rapidly and hence, the Board recommends making of a Preferential Issue of the Equity Shares on a private placement basis to the proposed allottee.

6.2 Intention of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment:

None of the Promoters, directors or key managerial personnel intends to subscribe to any Equity Shares under this Preferential Issue of Equity Shares.

6.3 Shareholding pattern of the Company, before and after the Preferential issue:

The pre-allotment (as on Friday, May 11, 2018, being the latest practicable date on which shareholder data was available prior to the approval and issuance of the notice to Members) and post-issue shareholding pattern of the Company, is as under:

This table shows the expected shareholding pattern of the Company upon consummation of the preferential allotment and assuming that holdings of all other shareholders (other than the FI's/Banks), shall remain the same post-Issue, as they were on the date on which the pre-issue shareholding pattern was prepared.

Sr. no.	Category of the Members	Pre preferential allotment shareholding pattern		Post preferential allotment shareholding pattern *	
		No. of Shares held as on May 11, 2018	% of holding	No. of shares	% of holding
A	Promoter & Promoter Group				
	Indian	1,69,33,130	64.99	1,69,33,130	59.52
	Foreign	-	-	-	-
	Total Shareholding of Promoter & Promoter Group	1,69,33,130	64.99	1,69,33,130	59.52
B	Public Shareholding				
1.	Institutions	18,77,613	7.21	18,77,613	6.60
2.	Central government/State Government/ President of India	-	-	-	-
3.	Non – Institutions	72,44,032	27.80	96,40,546	33.88
	Total Public shareholdings	91,21,645	35.01	1,15,18,159	40.48
C	Non-Promoter Non Public	-	-	-	-
	Grand Total (A)+(B)+(C)	2,60,54,775	100	2,84,51,289	100

** For the limited purpose of disclosing the possible shareholding pattern post allotment of the Equity Shares under Preferential Allotment, it is assumed that a maximum of 23,96,514 Equity Shares may be issued under the Preferential Allotment, considering the Floor price of Rs. 229.50 which is determined in accordance with the SEBI Regulations.*

6.4 Proposed time within which the Preferential Allotment shall be completed:

Under Regulation 74(1) of the SEBI ICDR Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

6.5 The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue.

Name & Address of the Proposed Allottee	Category	Pre-issue Holding		Maximum No. of Equity shares to be allotted *	Post-issue Holding		Name of the Natural persons who are ultimate beneficial owners
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
Vernalis Capital Private Limited No. 8, Old No 68/ 1A, Sakthi Nagar Mount Poonamallee Road, Porur Chennai, Tamil Nadu – 600 116.	Company	-	-	23,96,514	23,96,514	8.42	1. C Malarmangai 2. C Balamurugan

** For the limited purpose of disclosing the possible shareholding pattern post allotment of the Equity Shares under Preferential Allotment, it is assumed that a maximum of 23,96,514 Equity Shares may be issued under the Preferential Allotment, considering the Floor price of Rs. 229.50 which is determined in accordance with the SEBI Regulations.*

6.6 The number of persons to whom allotment on preferential basis has already been made during the year in terms of number of securities as well as price:

During the year, the Company has not made any allotment on preferential basis to any person.

6.7 Requirements as to re-computation of price:

Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than twenty six weeks prior to the Relevant Date, the Company is neither required to re-compute the price of the equity shares nor to submit undertakings specified under Regulation 73(1) (f) and (g) of the SEBI ICDR Regulations.

6.8 Basis on which the price has been arrived at:

The equity shares of Company are listed on Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with the SEBI ICDR Regulations. For the purpose of computation of the price per equity share, National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume during the twelve calendar months preceding the relevant date and accordingly has been considered.

In terms of the applicable provisions of SEBI ICDR Regulations the price at which equity shares shall be allotted shall not be less than higher of the following:

- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; or
- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

6.9 Relevant Date

The "Relevant Date" for the preferential issue, as per the SEBI ICDR Regulations, for the determination of applicable price for the Issue of shares shall be Monday, May 14, 2018 which is the date that is 30 (thirty) days prior to the date on which the resolution is deemed to be passed i.e. the last date specified for the receipt of duly completed Postal Ballot Forms or electronic voting.

6.10 Lock-In Period:

The Equity Shares issued pursuant to this Preferential Allotment to the Proposed Allottee shall be locked in for a period of one year from the date of trading approval, as per the applicable provisions of the SEBI ICDR Regulations, as amended from time to time. The Proposed Allottee does not hold any Equity Shares prior to the preferential allotment.

6.11 Auditor's Certificate:

M/s. Pathak H.D. & Associates, Chartered Accountants, Statutory Auditors of the Company, have issued a certificate confirming that the issue of the Equity Shares is being made in accordance with the requirements of the SEBI ICDR Regulations.

A copy of the certificate will also be open for inspection at the Registered Office of the Company from 11.00 a.m. to 2.00 p.m. on any working day from the date of dispatch of notice till Wednesday, June 13, 2018.

As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Regulations.

The Board of Directors recommends passing of the Special Resolution of the Notice.

None of the Directors and Key Managerial Personnel of the Company, and their relatives are in any way concerned or interested in the said Resolution, except and to the extent of their shareholding in the Company.



CREST VENTURES LIMITED

CIN : L99999MH1982PLC102697

Registered Office: 111, Maker Chambers IV, 11th Floor, Nariman Point, Mumbai - 400021

Phone: + 91 22 4334 7000; Fax: + 91 22 4334 7002;

E-mail : secretarial@crest.co.in ; Website : www.crest.co.in

POSTAL BALLOT FORM

(Please read the instructions carefully before completing the Form)

Sr. No.:

1. Name(s) of Member(s) :
including Joint-holders, if any
2. Registered Address of the :
Sole / First named Member
3. Registered Folio No. / DP ID No. / :
Client ID No.* (*- applicable to
investors holding shares in demat form)
4. No. of shares held :

I / We hereby exercise my / our vote in respect of the following Special Resolutions to be passed through Postal Ballot for the Special Businesses stated in the Notice of Postal Ballot dated May 14, 2018 of the Company by conveying my/our assent or dissent to the said Resolutions by placing tick (√) mark in the appropriate boxes given below :

Item No.	Description	No. of shares held	I / We assent to the resolution (FOR)	I / We dissent from the resolution (AGAINST)
1.	Issuance of equity shares on a preferential basis for an aggregate consideration of upto ₹ 55,00,00,000/- (Rupees Fifty Five Crores Only).			

Place :

Date :

(Signature of the Member / Beneficial Owner)

Notes :

- i. If the voting rights are exercised electronically, there is no need to use this form.
- ii. Please read carefully, the instructions printed over leaf before exercising your vote.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Default Pan / Sequence no
108367		

The E-voting facility will be available during the following period:

Commencement of E-voting	End of E-voting
Monday, May 14, 2018 from 11.00 a.m. (IST)	Wednesday, June 13, 2018 at 5:00 p.m. (IST)

Notes:

1. Please read the instructions printed below carefully before exercising the vote through this form.
2. For E-voting facility, please refer "Procedure for voting through electronic means" in the Notice attached.
3. E-voting shall be disabled at 5:00 p.m. (IST) on Wednesday, June 13, 2018.

INSTRUCTIONS

1. This ballot form ("Postal Ballot Form") is provided for the benefit of Members who do not have access to E-voting facility, to enable them to send their assent or dissent by post for the resolution(s) included in the Notice.
2. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
3. A Member desiring to exercise vote through Postal Ballot Form should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope properly sealed. The postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form, if sent in person or by courier or by registered / speed post at the expense of the Member, will also be accepted.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address where the Postal Ballot Form needs to be posted.
5. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar & Share Transfer Agents/Depository Participant). In case of joint holding, the form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
6. The vote(s) of a Member will be considered invalid, inter alia, on any of the following grounds:
 - a) the Postal Ballot Form other than the one issued by the Company is used;
 - b) the Postal Ballot Form has not been signed by or on behalf of the Member;
 - c) the signature of the Member / authorized representative does not tally with the records of the Company / Registrar & Share Transfer Agents / Depository Participant;
 - d) the Member has put a tick mark (✓) in both the columns, that is, for "Assent" and also for "Dissent" in respect of the resolution(s) in such a manner that the aggregate number of shares voted for "Assent" and "Dissent" exceed the total number of shares held;
 - e) the Postal Ballot Form is unsigned, incomplete or incorrectly filled or not submitted within the prescribed date and time;
 - f) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified true copy of the document granting authority signed by specific authority;
 - g) the Member has made any amendment to the resolution(s) or imposed any condition while exercising the vote;
 - h) the Postal Ballot Form is received torn or defaced or mutilated;
 - i) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
7. Postal Ballot Forms received after 5:00 p.m. (IST) on Wednesday, June 13, 2018. will be strictly treated as invalid / as if the reply from the Member has not been received.
8. The consent must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the Members as per the Register of Members / Beneficial Owners as per the records maintained by the depositories, as on Friday, May 11, 2018.
10. In case the equity shares are held by bodies corporate, trusts, societies, etc. or by persons authorized under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the body corporate concerned or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with the specimen signature of the said authorized representative or power of attorney holder. If the same is/are already registered with the Company/Registrar and Share Transfer Agent/Depository Participant, please quote the registration no. beneath the signature. Where the Postal Ballot Form has been signed by a representative of the President of India or by the Governor of a State, a certified true copy of the nomination should accompany the Postal Ballot Form.
11. The Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self-addressed envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. For obtaining a duplicate form, an eligible Member may write to the Company at its registered office / Registrar and Transfer Agents of the Company at Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 or send an e-mail at secretarial@crest.co.in. However, the duly filled in duplicate form should reach within the date and time specified above.
13. The Scrutinizer's decision on the validity of postal ballot will be final.