

NOTICE OF THE ELEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the eleventh annual general meeting ("AGM") of the members of Crest Digitel Private Limited (formerly known as "Space Teleinfra Private Limited") ("Company/STIPL") will be held on Thursday, 29th day of September 2022 at 12:00 noon, 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 financial statements of the Company for the financial year ended March 31, 2022, together with the board's report and auditor's report thereon**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2022, including the balance sheet as on March 31, 2022, the statement of profit and loss and cash flow statement for the financial year ended on that date together with the board's report and auditors report thereon, as circulated to the members, be and are hereby considered and adopted."

- 2. To appoint M/s Deloitte Haskins & Sells LLP (Firm registration no. 117366W/W-100018) as the statutory auditors of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (the rules), and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and pursuant to the recommendation made by the Board of Directors through resolution passed on August 25, 2022, M/s Deloitte Haskins & Sells LLP (Firm registration no 117366W/W-100018) be and are hereby appointed as statutory auditors of the company to hold office for a period of five consecutive years i.e. to hold the office from the conclusion of the upcoming 11th annual general meeting till the conclusion of 16th annual general meeting of the company to be held in year 2027 at such remuneration as may be mutually agreed between the Directors of the company and auditors plus applicable taxes and out of pocket expenses.

RESOLVED FURTHER THAT 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."

Special Business:

3. Appointment of Ms. Ritu Singh (DIN: 08011599) as a Director of the 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, Ms. Ritu Singh (DIN: 08011599), whose appointment as additional non-executive Director has been approved by the Board of Directors at their meeting held on **May 12, 2022** and who holds the office upto the date of ensuing 11th annual general meeting be and is hereby appointed as a non-executive Director of the Company.

RESOLVED FURTHER THAT 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 Digital Private Limited**
(formerly known as “Space Teleinfra Private Limited”)

Place: Gurugram
Date: September 07, 2022

Ritu Aggarwal
Company Secretary
Membership No: ACS25208

Registered Office:
Plot No.278, Ground Floor, A-Square Building,
Udyog Vihar, Phase-II, Gurugram-122 002
Email: compliance@spaceworld.in, info@crestdigital.com
CIN: U64200HR2011PTC101808

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs has permitted the holding of the general meeting through video conferencing (VC) or other audio-visual means (OAVM), without the physical presence of the members at a common venue, in compliance with the provisions of the companies act, 2013, and MCA circular no. 02/2022 dated 05th May, 2022, circular No.14/2020 dated 08th April, 2020, circular no.18/2020 dated 21st April, 2020 issued by the Ministry of Corporate Affairs followed by circular no. 20/2020 dated 05th May, 2020, circular no. 02/2021 dated 13th January, 2021 and circular no. 21/2021 dated 14th December 2021 and all other relevant circulars issued from time to time, the AGM of the Company is being held through VC / OAVM. 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. Explanatory statement pursuant to section 102 of the Companies Act, 2013 with respect to item no. 3 forms part of this notice.
3. **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.
4. 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.
5. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act
6. 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@spaceworld.in.
7. The Members, whose names appear in the register of members/list of beneficial owners as on September 06, 2022, i.e., the cut-off date, shall be entitled to vote on the resolution set forth in this Notice.
8. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company at email ID: Compliance@spaceworld.in 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. by 12:00 noon on Wednesday, September 28, 2022.

9. 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@spaceworld.in. The same will be replied by the Company suitably. Additionally, copies of the relevant documents will be made available for inspection at the Meeting.
10. Considering the meeting is being held through VC, route map for the venue is not required to be annexed to this notice.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3: Appointment of Ms. Ritu Singh (DIN: 08011599) as a Director of the Company

With a view to diversify the Board and to have Directors with appropriate balance of skills, experience, and diversity the Board of Directors of the Company at its meeting held on May 12, 2022, approved appointment of Mrs Ritu Singh as an additional Director of the Company w.e.f May 12, 2022, to hold the office up to the date of the 11th annual general meeting of the Company.

Ms. Ritu Singh is senior vice president of human resource, India, and middle east at Brookfield, Ms. Ritu has 24 years of rich experience in HR across Industries. Prior to joining Brookfield, she was associated with Marriott International as area Director human resources, South Asia. Previously she has lead HR at Starwood, Godrej and the Jetair group.

Her expertise spans all verticals of HR including organisation development, mergers, and acquisition, change management, talent acquisition, talent engagement, compensation, and strategic HR interventions across various Industries. Ms. Ritu Holds a master's degree from Rajasthan University and Bachelor of Commerce (Hons) from the same university.

The Company has received from Ms. Ritu Singh (DIN: 08011599), a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013 and disclosure of notice of interest or concern in Form MBP-1 in terms of the Companies (Meetings of Board and its Powers) Rules, 2014 and Section 184(1) of the Companies Act, 2013 along with other related disclosures.

In terms of Provision of Section 152 of the Companies Act, 2013 every Director of the Company must be appointed in the general meeting of the Company. Therefore, approval of the shareholders is sought for appointment of Ms. Ritu Singh as the Director of the Company.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Ms. Ritu Singh (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.

By order of the Board
For **Crest Digitel Private Limited**
(formerly known as "Space Teleinfra Private Limited")

Ritu Aggarwal
Company Secretary
Membership No: ACS25208

Place: Gurugram
Date: September 07, 2022

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

DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT

Name of Director	Ms. Ritu Singh
Age	52 years
Qualifications	Master's Degree & Bachelor of Commerce (Hons) from Rajasthan University
Experience	<p>Ms. Ritu Singh is senior vice president of human resource, India, and middle east at Brookfield. She has 24 years of rich experience in HR across Industries.</p> <p>Prior to joining Brookfield, she was associated with Marriott International as area director, human resources, South Asia.</p> <p>Previously she has lead HR at Starwood, Godrej and the Jetair group.</p>
Terms and Conditions of Appointment or Re-appointment	Ms. Ritu Singh 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	May 12, 2022
No. of shares held as on March 31, 2022	NIL
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Ms. Ritu Singh 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, 2022	Ms. Ritu Singh has been appointed as an Additional Director on Board of Directors w.e.f. May 12, 2022, and has been a member of CSR committee w.e.f. May 12, 2022
Chairman/Member of the committee of the Board of Directors of other Companies	NIL

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 teams 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:
 - i. 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.
 - ii. Each member shall submit their corporate authorizations with the Company at Compliance@spaceworld.in at least 24 hour before commencement of the meeting i.e. by 12:00 noon on Wednesday, September 28, 2022
 - iii. Each member shall identify themselves at the commencement of the meeting for the purpose of quorum.
 - iv. Attendance of members through VC shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.
 - v. For any assistance before or during the meeting, members may contact the Company Secretary on ritu.aggarwal@spaceworld.in.
 - vi. Designated email id of the Company for correspondences/ voting and all other purposes related to the meeting shall be compliance@spaceworld.in.