



Ref: CVL \SE \18 – 19

August 11, 2018

To, <b>The BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.	To, <b>The National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.
<b>Scrip Code: 511413</b> <b>ISIN: INE559D01011</b>	<b>Symbol: CREST</b> <b>Series: EQ</b>

Dear Sir,

**Sub: Notice of Thirty Sixth (36<sup>th</sup>) Annual General Meeting**

In compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Schedule III to the said regulations, this is to inform you that the Thirty Sixth (36<sup>th</sup>) Annual General Meeting of the Company is scheduled to be held on Tuesday, September 04, 2018 at MVIRDC, World Trade Centre, Centre – 1, First Floor, Centrum Hall, Cuffe Parade, Mumbai – 400 005 at 12:00 noon.

A copy of the Notice of the Annual General Meeting is enclosed herewith.

Kindly take the same on your records.

Thanking You,

Yours faithfully,  
For Crest Ventures Limited

  
Manasi Modak  
Company Secretary



Encl: a/a

## notice

Notice is hereby given that the Thirty-Sixth Annual General Meeting (“AGM”) of Crest Ventures Limited will be held on Tuesday, September 04, 2018 at 12.00 noon at MVIRDC, World Trade Centre, Centre – 1, First Floor, Centrum Hall, Cuffe Parade, Mumbai – 400005 to transact the following business:

### ORDINARY BUSINESS:

1) **Adoption of Audited Financial Statements and Reports of the Directors and the Auditors thereon:**

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2018, the reports of the Board of Directors’ and Auditors’ thereon.

2) **Declaration of dividend for the financial year 2017 - 18:**

To declare dividend on equity shares for the financial year 2017 - 18.

3) **Re - appointment of a Director:**

To appoint a Director in place of Mr. Mahesh Shirodkar (DIN: 00897249), who retires by rotation and being eligible, offers himself for re-appointment.

### Registered office:

Crest Ventures Limited  
CIN - L99999MH1982PLC102697  
111, Maker Chambers IV, 11<sup>th</sup> Floor,  
Nariman Point, Mumbai - 400021  
Email: secretarial@crest.co.in  
Website: www.crest.co.in

By Order of the Board of Directors  
For Crest Ventures Limited

Date : August 11, 2018

Place : Mumbai

Manasi Modak  
Company Secretary

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“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. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT APPOINTING THE PROXY MUST BE FILLED, STAMPED AND DULY SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members are requested to bring their attendance slip while attending the Meeting. Members holding shares in demat form are requested to write their DP ID and Client ID and those holding shares in physical form are requested to write their Folio Numbers on the attendance slip for attending the Meeting.
3. Body Corporates who are members of the Company are requested to send duly certified copy of the Board Resolution authorising their representatives to attend and vote at the Meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from **August 28, 2018 to September 04, 2018 (both days inclusive)**.
5. The dividend for the year ended March 31, 2018 as recommended by the Board, if approved at the Annual General Meeting will be paid to those Members whose names appear on the Company’s Register of Members on August 27, 2018. In respect of

## CREST VENTURES LIMITED

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shares held in dematerialized form, the dividend will be paid to the beneficial owners of shares as per details furnished by the depositories for the purpose. The dividend will be paid on or after September 04, 2018.

6. In terms of Sections 124 and 125C of the Companies Act, 2013, any dividend which remains unpaid or unclaimed for a period of 7 (Seven) years from the due date of payment is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) of the Central Government. The Company has therefore transferred unpaid or unclaimed dividends for the financial year ended March 31, 2010 on November 09, 2017, to the IEPF Authority. Accordingly, the unclaimed dividend in respect to the financial year 2010-11 is due for transfer to the IEPF on September 11, 2018. Members who have not yet encashed their dividend warrants for the financial year ended March 31, 2011 thereafter are requested to write to the Company / Registrars and Share Transfer Agents. Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amounts which were unclaimed or unpaid for a period of 7 (Seven) years from the dates they first became due for payment and no payment shall be made in respect of such claim.
7. Additionally, pursuant to sub-section (6) of Section 124 of the Act read with the IEPF Rules, all shares in respect of which dividend has not been claimed for past seven consecutive years shall be transferred by the Company in the name of IEPF by way of credit to the Demat Account established by the IEPF Authority on September 11, 2018. Any person whose shares as well as unclaimed dividends are thus transferred to IEPF may claim his/her/its shares and unclaimed dividend under proviso to Section 124(6) of the Act by following the process given under Rule 7 of the IEPF Rules.
8. In terms of the relevant IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends for the financial years 2010-11 to 2016-17 under Investor Center on the website of the Company at [www.crest.co.in](http://www.crest.co.in).
9. Pursuant to the provisions of Section 124 and 125 of the Act, the Company has transferred an amount of ₹95,652/- on November 09, 2017 being the unclaimed dividend for the financial year 2009-10.
10. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
11. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report for the year ended March 31, 2018 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. Members who have not registered their email addresses so far, are requested to promptly intimate the same to their respective depository participants or with the Company/its Registrars & Share Transfer Agents, as the case may be. For members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.
12. Members may also note that the Annual Report for the financial year 2017-18 including the Notice convening the Thirty Sixth Annual General Meeting will also be available on the Company's website viz. [www.crest.co.in](http://www.crest.co.in). The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection on all the working days, except Saturdays between 2.00 p.m. and 4.00 p.m. upto the date of Thirty Sixth AGM. Even after registering for e-communication, members are entitled to receive such documents in physical form, upon making a request for the same, free of cost. The members may also send their requests to the Company's investor email id: [secretarial@crest.co.in](mailto:secretarial@crest.co.in) requesting for documents.
13. The details of the person seeking re-appointment as Director under Item No. 3 of the Notice in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard – 2 on General Meetings are also annexed hereto.
14. Members are requested to support this green initiative by registering/ updating their e-mail addresses with the depository participant (in case of shares held in demat form) or with Link Intime India Private Limited (in case of shares held in physical form).
15. Annual Report copies will not be distributed at the Meeting. Members are therefore requested to bring their copies of the Annual Report.

16. In case of joint holders attending the Meeting, joint holder ranked higher in the order of names will be entitled to vote at the Meeting.
  17. Members holding shares in demat (electronic) account are requested to notify changes, if any, in their address, e-mail address, bank mandate, etc. to their respective Depository Participants (DPs). Members holding shares in physical form are requested to intimate the changes to the Company's Registrar.
  18. Members desirous of getting any information concerning the accounts or operations of the Company may send their queries at least 7 (Seven) days before the Annual General Meeting, to the Company Secretary, at the Registered office of the Company or by sending an email to [secretarial@crest.co.in](mailto:secretarial@crest.co.in).
  19. (a) In order to provide protection against fraudulent encashment of dividend warrants, Members who hold shares in physical form are requested to intimate to the Company's Registrar the following information to be incorporated on the dividend warrants duly signed by the sole or first joint holder:
    - (i) Name of the Sole/First joint holder and the Folio Number
    - (ii) Particulars of Bank Account, viz:
      - Name of the Bank
      - Name of the Branch
      - Complete address of the Bank with Pin Code Number
      - Account Type whether Saving or Current
      - Bank Account Number
      - MICR Code
      - IFSC Code
  - (b) Members holding shares in demat form may please note that their bank account details, as furnished by their depositories to the Company, shall be printed on their dividend warrants as per the applicable regulation of the depositories and the Company shall not entertain any direct request from the Members for deletion of or change in bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form shall not be automatically applicable to shares held in demat form. Members who wish to change their bank details or particulars are requested to contact their depository participants.
  - (c) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the Members for remittance through Electronic Clearing System (ECS). The ECS facility is available at locations designated by Reserve Bank of India. Members holding shares in physical form and desirous of availing the facility are requested to contact the Registrar.
20. Facility of nomination is now available and Members are requested to make use of the same by contacting the Registrars in case of physical holding and DPs in case of demat holdings.
  21. For any assistance or information about shares, dividend, etc., members may contact the Company or the Registrar.
  22. Members are requested to quote their Folio Number/ Demat Account Number and contact details such as email address, contact number and complete address in all correspondences with the Company or the Registrar.
  23. Members who hold shares in multiple folios and in identical names are requested to contact the Registrars for consolidating their holdings into a single folio.
  24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are having demat accounts. Members holding shares in physical form are requested to submit PAN details to the Company or the Registrar.

25. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members with the option of voting by electronic means.

- a) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members with the facility of exercising their right to vote on resolutions proposed to be considered at the Annual General Meeting (“AGM”) by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the Members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by the National Securities Depository Limited (NSDL).

The facility for casting vote through ballot/ polling paper shall be made available at the Annual General Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot/ polling paper. The Members who had cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

- b) The remote e-voting period commences at 10.00 a.m. on Saturday, September 01, 2018 and ends on Monday, September 03, 2018 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- c) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- d) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the date of dispatch of notice.
- e) The Board of Directors at their meeting has appointed CS Ajit Sathe, Proprietor of A. Y. Sathe and Co., Practising Company Secretaries as the scrutinizer to conduct the e-voting process in a fair and transparent manner.
- f) The Scrutinizer, after scrutinizing the votes casted through remote e-voting and at the Meeting through ballot or venue e-voting, will prepare a consolidated report and submit the same to the Chairman or Managing Director of the Company within forty eight hours of the conclusion of the Meeting i.e. on or before Thursday, September 06, 2018.
- g) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company ([www.crest.co.in](http://www.crest.co.in)) and on the website of NSDL at ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) immediately after the declaration of result by any of the Chairman or Managing Director of the Company. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company have been listed.

**h) Instructions for remote e-voting are as mentioned below:**

In case of members receiving e-mail from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:

- (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that this password is an initial password.  
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file “remote e-voting.pdf”.
- (ii) Launch internet browser by typing the following URL: ‘<https://www.evoting.nsdl.com/>’
- (iii) Click on Shareholder - Login
- (iv) Put your User ID and Password. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “Crest Ventures Limited”

- (viii) Now you are ready for remote 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [mail@csajitsathe.com](mailto:mail@csajitsathe.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**In case of members receiving the physical copy:**

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:  
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
- (j) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (k) In case of any queries, you may refer the Frequently Asked Questions (FAQ's) for Members and remote e-voting user manual for Members available at the downloads section of '[www.evoting.nsdl.com](http://www.evoting.nsdl.com)' or call on toll free no.: 1800-222-990.
- (l) If Members are already registered with NSDL for remote e-voting then they can use their existing User ID and Password/PIN for casting the vote.

**NOTE:** Members who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on '[www.evoting.nsdl.com](http://www.evoting.nsdl.com)'.

In case Members are holding shares in demat mode, USER-ID is the combination of (DP ID+Client ID).

In case Members are holding shares in physical mode, USER-ID is the combination of (EVEN No.+Folio No).

- 26. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, August 27, 2018, may obtain the login ID and password by sending a request at '[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)' or '[ashwini.nemlekar@linkintime.co.in](mailto:ashwini.nemlekar@linkintime.co.in)'.
- 27. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and Password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

**General Instructions:**

- 1. The remote e-voting period begins at 10.00 a.m. on Saturday, September 01, 2018 and ends on Monday, September 03, 2018 at 5.00 p.m. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on Monday, August 27, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those who fail to cast their vote electronically may only cast their vote at the venue of Annual General Meeting.
- 2. CS Ajit Sathe, Proprietor of A.Y. Sathe and Co., Practising Company Secretaries (Membership No. FCS: 2899) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 3. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Monday, August 27, 2018.
- 4. Members/Proxies are requested to bring their Attendance Slip complete in all respects and signed at the place provided there at and hand it over at the entrance of the venue. The route map of the AGM venue is also annexed to this Notice.

## CREST VENTURES LIMITED

### Detailed profile of Director seeking re-appointment in the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mahesh Shirodkar
Date of Birth	April 06, 1959
Date of Appointment	March 17, 2009
Expertise in specific functional areas	He has over three decades of experience in the travel and tourism industry.
Qualification	B.Com
Directorship in other Companies (excluding Foreign and Section 8 Companies) as on March 31, 2018	<ul style="list-style-type: none"><li>• Trinetram Consultants Private Limited</li><li>• Tamarind Global Services Private Limited</li><li>• Morpho Style Private Limited</li><li>• Oliana Consultants Private Limited</li><li>• Bling Entertainment Solutions Private Limited</li></ul>
Chairmanship/ Membership of the Committee as on March 31, 2018 (Includes only Audit and Stakeholders' Grievance Committee)	<ul style="list-style-type: none"><li>• <b>Chairman of Stakeholders' Grievance Committee</b> Crest Ventures Limited</li><li>• <b>Member of Audit Committee</b> Crest Ventures Limited</li></ul>
Number of Shares held on March 31, 2018	Nil

For other details such as number of Meetings of the Board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Mr. Mahesh Shirodkar, please refer to the Corporate Governance Report.

Place : Mumbai

Date : August 11, 2018

**Registered office:**

Crest Ventures Limited  
CIN-L99999MH1982PLC102697  
111, Maker Chambers IV, 11<sup>th</sup> Floor,  
Nariman Point, Mumbai - 400021.  
Email: secretarial@crest.co.in  
Website: www.crest.co.in  
Tel: +91 22 4334 7000  
Fax: +91 22 4334 7002

By Order of the Board of Directors  
For Crest Ventures Limited

Manasi Modak  
Company Secretary

Route Map to the Venue of the Annual General Meeting



Venue : MVIRDC, World Trade Centre, Centre - 1, First Floor, Centrum Hall, Cuffe Parade, Mumbai - 400 005