

CERTIFIED TRUE COPY
For SHARYANS RESOURCES LIMITED

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Company Secretary



SHARYANS RESOURCES LIMITED

Regd. Office: Kalpataru Heritage, 4th Floor, 127 M.G. Road, Fort, Mumbai 400 001

CIN: L99999MH1982PLC102697

Email id: investor@sharyans.com Website: www.sharyans.com

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Sharyans Resources Limited will be held on Thursday, 14th August, 2014 at 12.00 noon at 16th Floor, Nariman Bhavan, Nariman Point, Mumbai-400 021 to transact the following business as:

Special Business:

Item No. 1: To pass the following resolution, with or without, any modification(s), as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 13(2) of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government (power delegated to Registrar of Companies) and any other regulatory authorities as may be necessary, consent of the members is hereby given for changing the name of the Company from **SHARYANS RESOURCES LIMITED** to **CREST VENTURES LIMITED** or any other name as may be approved by the Regulatory Authorities, whether under the Companies Act, 2013 or any other rules, laws, acts, statutes or regulations as may be applicable to the Company .

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly.

FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

FURTHER RESOLVED THAT the Board of directors or any Committee thereof is hereby authorised to accept any other name approved by the relevant regulatory authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval".

Notes:

1. The Statement setting out the material facts relating to Special Business at the meeting pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote (on a Poll only) instead of himself/herself and the proxy need not be a member of the Company. 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.
3. Bodies Corporate 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. Members are requested to bring their Attendance Slip while attending the Extra Ordinary General Meeting.
5. 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.
6. Members are requested to support the Green Initiative by the Government and get their email addresses registered with their Depository Participants in case of shares held in demat form or with Link Intime India Private Limited (Registrars) in case of shares held in physical form.
7. 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.
8. Members holding shares in demat (electronic) account are requested to notify changes, if any, in their address, e-mail address, etc. to their respective Depository Participants (DPs). Members holding shares in physical form are requested to intimate the changes to the Company's Registrars.
9. 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.
10. For any assistance or information about shares etc., members may contact the Company or the Registrars.
11. 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 its Registrars.

12. 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.
13. 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 / Registrar.
14. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on resolution set forth in this Notice.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a userid who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

1. The voting period begins on Friday, the 08th August, 2014 at 9.30 a.m. and ends on Sunday, the 10th August, 2014 at 5.30 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 11th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those who failed to cast their vote electronically may only cast their vote at the Extraordinary General Meeting.
2. CS Ajit Sathe of A. Y. Sathe & Co, Practicing Company Secretary (Membership No. FCS 2899), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
3. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 11th July, 2014.
5. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sharyans.com and on the website of CDSL within two days of the passing of the resolutions at the Extraordinary General Meeting of the Company on 14th August, 2014 and communicated to the BSE Ltd. and National Stock Exchange of India Ltd.

By the order of the Board
For **Sharyans Resources Limited**

Bina Shah
Company Secretary

Date: 10th July, 2014
Place: Mumbai

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1:

Sharyans Resources Limited is a Non – Banking Financial Company (NBFC) registered with the Reserve Bank of India (RBI).

The Company is in the investing business and Credit business. The Company is branding its projects as 'Crest'. Therefore to brand all its activities as 'Crest' and in order to clearly reflect the business which the Company is carrying on, the Board of Directors of the Company have formed an opinion and are of prudent view to change its name from "**Sharyans Resources Limited**" to "**Crest Ventures Limited**".

The name, "**Crest Ventures Limited**" has been duly approved and made available for changing the name by the Registrar of Companies, Maharashtra vide their name approval letter dated 19th June, 2014 which is valid for 60 days.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company by way of passing a Special Resolution. Hence, the resolution is put up for shareholders approval.

The Company being a registered NBFC has filed an application to the RBI on 9th July, 2014 for obtaining NOC for changing the name of the Company to "**Crest Ventures Limited**". Subject to the approval of RBI, it is proposed to change the name of the Company to "**Crest Ventures Limited**" or by any other name which may be acceptable to the RBI and being made available by the Registrar of Companies. The name made available by ROC is valid only for 60 days within which all formalities are required to be complied. However, all the regulatory approvals may not come within the stipulated time. Hence shareholders approval is being obtained to change the name of the Company with any other name also as may be acceptable to the regulatory authorities without further specific consent of members.

None of the Directors, key managerial personnel and their relatives is interested in the passing of the resolutions.

By the order of the Board
For **Sharyans Resources Limited**

Bina Shah
Company Secretary

Date: 10th July, 2014
Place: Mumbai

Form No. MGT- 11

Proxy form

{Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014}

CIN: L99999MH1982PLC102697

Name of the Company: SHARYANS RESOURCES LIMITED

Registered Office: Kalpataru Heritage,
4th Floor, 127, M.G. Road,
Fort, Mumbai – 400 001

Name of the member (s) :
Registered address :
E-mail Id :
Folio No / Client Id :
DP ID :

I/We, being the holder (s) of _____ Shares of the above named company, hereby appoint

1. Name: _____
Address: _____
E-mail Id : _____
Signature : _____, or failing him
2. Name: _____
Address: _____
E-mail Id : _____
Signature : _____, or failing him
3. Name: _____
Address: _____
E-mail Id : _____
Signature : _____, or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the SHARYANS RESOURCES LIMITED Extraordinary General Meeting of the Company, to be held on Thursday the 14th August, 2014 at 12.00 noon, at 16th Floor, Nariman Bhavan, Nariman Point, Mumbai-400 021 and at any adjournment thereof in respect such resolutions as are indicated below :

Resolution No.

1 _____

Signed this _____ day of _____, 2014

Signature of Shareholder

Signature of Proxy holder(s)



Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



SHARYANS RESOURCES LIMITED

Regd. Office: Kalpataru Heritage, 4th Floor, 127 M.G. Road, Fort, Mumbai 400 001
CIN: L99999MH1982PLC102697

ATTENDANCE SLIP

I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held at 16th Floor, Nariman Bhavan, Nariman Point, Mumbai - 400 021 on Thursday, August 14, 2014 at 12.00 noon

Full Name of the Shareholders (in Block Letters)

Signature

Folio No. _____ DP ID and Client ID _____

No. of Shares held _____

Full Name of the Proxy (in Block Letters)

Signature

(To be filled if the Proxy attends instead of the members(s))

Note: Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip in all respects and hand it over at the entrance of the meeting hall.