



Ref: CVL \ SE \ 16 – 17

July 14, 2016

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

Dear Sir,

Sub: Notice of Thirty Fourth (34th) 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 Part A of Schedule III to the said regulations, this is to inform you that the Thirty Fourth (34th) Annual General Meeting of the Company is scheduled to be held on Saturday, August 06, 2016 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 34th AGM 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 Fourth Annual General Meeting (“AGM”) of Crest Ventures Limited will be held on Saturday, August 06, 2016 at 12.00 noon at MVIRDC, World Trade Centre, Centre – 1, First Floor, Centrum Hall, Cuffe Parade, Mumbai – 400 005 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 31st March, 2016, the reports of the Board of Directors and Auditors thereon.

2) **Declaration of dividend for the financial year 2015-16:**

To declare dividend on equity shares for the financial year 2015-16.

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.

4) **Ratification of appointment of Statutory Auditors:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. Chaturvedi and Shah, Chartered Accountants, (Firm Registration No.101720W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty Fifth Annual General Meeting of the Company at such remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS:

5) **Fixing of place for keeping and inspection of registers, returns etc.:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 94 of the Companies Act, 2013 and Rule 5(2) of Companies (Management and Administration) Rules, 2014 and other applicable provisions, Rules and regulations as may be prescribed under the Act, the consent of the Members be and is hereby accorded for keeping Register of Members of the Company along with share transfer books together with the copies of all certificates and documents required to be annexed or attached thereto under Companies Act, 2013 at office of present Registrar and Transfer Agents of the Company being Link Intime India Private Limited, situated at C – 13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai – 400 078 or at any other place where the Registrar and Transfer Agents may keep such records.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorised to do all such acts, deeds including filing of e-form as required under the Companies Act, 2013 and things as may be necessary, proper, expedient or incidental.”

6) **Appointment of Mr. Rajeev Sharma (DIN: 01102446) as an Independent Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

CREST VENTURES LIMITED

modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 90 of the Articles of Association of the Company Mr. Rajeev Sharma (DIN: 01102446), who was appointed as an Additional (Independent) Director of the Company through a resolution passed by circulation on November 02, 2015 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member along with a deposit of the requisite amount under Section 160 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years commencing from November 02, 2015, and whose office shall not be liable to retire by rotation.”

Registered office:

Crest Ventures Limited
CIN-L99999MH1982PLC102697
4th Floor, Kalpataru Heritage,
127, M. G. Road, Fort, Mumbai - 400001.
Email: secretarial@crest.co.in
Website: www.crest.co.in
Tel: +91 22 4051 2500
Fax: +91 22 4051 2555

Place : Mumbai
Date : July 06, 2016

By Order of the Board of Directors
For Crest Ventures Limited
(Formerly known as Sharyans Resources Limited)

Manasi Modak
Company Secretary

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 5 and 6 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) of the person seeking appointment as Director under Item No. 6 of the Notice are also annexed.
2. **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 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.**
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. 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.
5. 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 31st March, 2016 would be 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. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.

6. 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).
7. Members may also note that Notice of the Thirty Fourth Annual General Meeting and the Annual Report for financial year ended 31st March, 2016 will also be made available on the Company's website at www.crest.co.in.
8. Annual Report copies will not be distributed at the Meeting. Members are therefore requested to bring their copies of the Annual Report.
9. As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of Directors seeking appointment or re-appointment at the ensuing Annual General Meeting is given in this Notice.
10. 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.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from **July 31, 2016 to August 06, 2016 (both days inclusive)**.
12. 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.
13. 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 Corporate office or Registered office of the Company or by sending an email to secretarial@crest.co.in.
14. The dividend for the year ended 31st March, 2016 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 as on **July 30, 2016**. In respect of shares held in demat 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 August 08, 2016.
15. (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.

16. In terms of Sections 205A(5) and 205C of the Companies Act, 1956 (which are still applicable as the relevant Sections under the Companies Act, 2013 are yet to be notified) 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 31st March, 2008 on November 04, 2015, to the IEPF. For the financial year ended 31st March, 2009, the Company shall in accordance with the provisions, transfer the amount to the IEPF within 30 days from September 26, 2016. Members who have not as yet encashed their dividend warrants for the financial year ended March 31, 2009 thereafter are requested to write to the Company or 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.

17. 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.

18. For any assistance or information about shares, dividend, etc., Members may contact the Company or the Registrar.

19. 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.

20. Members who hold shares in multiple folios and in identical names are requested to contact the Registrar for consolidating their holdings into a single folio.

21. 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.

22. 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 Central Depository Services Limited (CDSL).

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 Wednesday, August 03, 2016 and ends at 5.00 p.m. on Friday, August 05, 2016. The remote e-voting module shall be disabled by CDSL for voting thereafter.

c) Once the vote on a resolution is cast by the Member, the Member 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 Monday, August 08, 2016.

g) Instructions for e-voting:

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 “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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth in dd/mm/yyyy format as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly to 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 a demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and 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.com 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 user id which 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 favor 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 serial number (i) to serial number (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.com under help section or write an email to helpdesk.evoting@cdslindia.com

General Instructions:

1. The remote e-voting period begins at 10.00 a.m. on Wednesday, August 03, 2016 and ends at 5.00 p.m. on Friday, August 05, 2016. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) i.e. Saturday, July 30, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Those who fail to cast their vote electronically may only cast their vote at the 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 the cut-off date of July 30, 2016.

4. The Results shall be declared not later than forty eight hours from the conclusion of the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.crest.co.in and on the website of CDSL.
5. 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.

Detailed profile of Directors seeking appointment or 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	Mr. Mahesh Shirodkar	Mr. Rajeev Sharma
Date of Birth	April 04, 1959	September 07, 1968
Date of Appointment	March 17, 2009	November 02, 2015
Expertise in specific functional areas	He has over thirty years of experience in the inbound and outbound global travel and tourism industry.	He is one of the founders of Osource, a leading provider of outsourcing and technology solutions. He also established and successfully ran a software organisation.
Qualification	B.Com	CA, CS, CWA, Certified Information System Auditor and Certified Fraud Examiner.
Directorship in other Companies (excluding Foreign and Section 8 Companies) as on March 31, 2016	NIL	NIL
Chairmanship / Membership of the Committee as on March 31, 2016 (It includes only Audit and Stakeholders' Grievance Committee)	<ul style="list-style-type: none"> • Chairman of Stakeholders' Grievance Committee Crest Ventures Limited • Member of Audit Committee Crest Ventures Limited 	<ul style="list-style-type: none"> • Member of Audit Committee Crest Ventures Limited
Number of Shares held on March 31, 2016	NIL	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 and Mr. Rajeev Sharma, please refer to the Corporate Governance Report.

Registered office:

Crest Ventures Limited
 CIN-L99999MH1982PLC102697
 4th Floor, Kalpataru Heritage,
 127, M. G. Road, Fort, Mumbai - 400001.
 Email: secretarial@crest.co.in
 Website: www.crest.co.in
 Tel: +91 22 4051 2500
 Fax: +91 22 4051 2555

Place : Mumbai
 Date : July 06, 2016

By Order of the Board of Directors
 For **Crest Ventures Limited**
 (Formerly known as Sharyans Resources Limited)

Manasi Modak
 Company Secretary

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 and 6 of the accompanying Notice dated July 06, 2016.

Item No. 5

The Board of Directors of the Company has appointed M/s. Link Intime India Private Limited as the Registrar and Transfer Agents of the Company. As such the Register of Members, the Index of Members, along with share transfer books together with the copies of all certificates and documents required to be annexed or attached thereto are being maintained by the said Registrar and Transfer Agents.

As per Section 94 of the Companies Act, 2013, the Member's registers may be kept at any place other than the registered office of the Company after obtaining consent of the shareholders by way of a special resolution passed. To continue to keep the register and comply with the requirement of the Companies Act, 2013, consent of the Members is being sought for keeping the Register of Members, the Index of Members, along with the share transfer books together with the copies of all certificates and documents required to be annexed or attached or kept at the office of the Registrar and Transfer Agents situated at C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai - 400 078.

The Board recommends the special resolution set out under Item No. 5 of the Notice for approval by the Shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the special resolution set out under Item No. 5 of the Notice.

Item No. 6

Pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company had appointed Mr. Rajeev Sharma (DIN: 01102446) as an Additional (Independent) Director through a resolution passed by circulation on November 02, 2015. Further pursuant to Section 160 of the Companies Act, 2013, the Company has received a notice in writing from one of the members along with the requisite deposit of Rupees One Lac Only proposing Mr. Rajeev Sharma's candidature for the office of Director of the Company.

Further, pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation made by the Nomination and Remuneration Committee, it is proposed to appoint Mr. Rajeev Sharma as an Independent Director for a period of 5 (five) years with effect from November 02, 2015.

Mr. Rajeev Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Further, the Company has received a declaration from Mr. Rajeev Sharma that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Rajeev Sharma fulfills the conditions for his appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'). Mr. Rajeev Sharma is Independent of management and possesses appropriate skills, experience and knowledge.

A draft copy of the letter of appointment of Mr. Rajeev Sharma as an Independent Director of the Company setting out the terms and conditions of his appointment is available for inspection by the Members without any fee at the Company's Corporate Office. The same is uploaded on the Company's website.

Mr. Rajeev Sharma is a Chartered Accountant, Company Secretary, Cost and Works Accountant, Certified Information System Auditor and Certified Fraud Examiner. He is one of the founders of Osource, a leading provider of outsourcing and technology solutions. Previously, he established and successfully ran a software organisation which was eventually merged with GTL Limited. Considering his vast experience and expertise in various fields, his presence on the Board will be of immense value to the Company. His other details are given in Director's profile forming part of Notes to the Notice of Annual General Meeting.

The Board recommends the resolution set out under Item No. 6 of the Notice for approval by the Shareholders.

Approval of the Shareholders is sought by way of resolution No. 6 for appointment of Mr. Rajeev Sharma as a Director and an Independent Director of the Company for a term of 5 (five) years commencing from November 02, 2015.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the resolution set out under Item No. 6 of the Notice.

Registered office:

Crest Ventures Limited
 CIN-L99999MH1982PLC102697
 4th Floor, Kalpataru Heritage,
 127, M. G. Road, Fort, Mumbai - 400001.
 Email: secretarial@crest.co.in
 Website: www.crest.co.in
 Tel: +91 22 4051 2500
 Fax: +91 22 4051 2555

By Order of the Board of Directors
For Crest Ventures Limited
 (Formerly known as Sharyans Resources Limited)

Manasi Modak
 Company Secretary

Place : Mumbai
 Date : July 06, 2016

Route Map to the Venue of the Annual General Meeting



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