

notice

Notice is hereby given that the Thirty Third Annual General Meeting (“AGM”) of the Members of Crest Ventures Limited will be held on Tuesday, September 15, 2015 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:

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2015 together with the Reports of the Directors and the Auditor’s thereon.

2. Declaration of dividend for the financial year 2014-15:

To declare dividend on equity shares for the financial year 2014-15.

3. Re – appointment of a Director:

To appoint a Director in place of Mr. Vijay Choraria (DIN 00021446) 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 & 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.”

Registered office:

Crest Ventures Limited
CIN-L99999MH1982PLC102697
4th Floor, Kalpataru Heritage,
127, M. G. Road, Fort, Mumbai – 400 001.
Email – secretarial@crest.co.in

By Order of the Board of Directors
For Crest Ventures Limited

Rohan Gavas
Company Secretary

Place: Mumbai
Date: August 10, 2015

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.

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2. 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.
3. 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.
4. 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 2014-15 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.
5. 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 dematerialised form) or with Link Intime India Private Limited (in case of shares held in physical form).
6. Members may also note that notice of the Thirty Third Annual General Meeting and the Annual Report for financial year 2014-15 is also available on the Company's website at www.crest.co.in
7. Annual Report copies will not be distributed at the Meeting. Members are therefore requested to bring their copies of the Annual Report.
8. As required by Clause 49 of the Listing Agreement, a brief profile of directors seeking appointment or re-appointment at the ensuing Annual General Meeting is given in this notice.
9. 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.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from September 08, 2015 to September 15, 2015 (both days inclusive).
11. 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.
12. Members desirous of getting any information concerning the accounts or operations of the Company may send their queries at least 7 days before the Annual General Meeting, to the Company Secretary, at the registered office of the Company or by email to secretarial@crest.co.in
13. The dividend for the year ended March 31, 2015 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 September 08, 2015. 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 and from September 16, 2015.
14. (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.
15. In terms of Section 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 seven years from the due date of payment is required to be transferred by the Company to the Investor Education & Protection Fund (IEPF) of the Central Government. The Company has therefore transferred unpaid or unclaimed dividends for the financial year ended March 31, 2007 on October 25, 2014, to the IEPF. For the financial year ended March 31, 2008, the Company shall in accordance with the provisions, transfer the amount to the IEPF within 30 days from September 01, 2015. Members who have not as yet encashed their dividend warrants for the financial year ended March 31, 2007 or thereafter are requested to write to the Company /Registrar and Share Transfer Agent. 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 seven years from the dates they first became due for payment and no payment shall be made in respect of such claim.
16. Facility of nomination is now available and Members are requested to make use of the same by contacting the Registrar in case of physical holding and DPs in case of demat holdings.
17. For any assistance or information about shares, dividend, etc., members may contact the Company or the Registrar.
18. 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 Registrar.
19. 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.
20. 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.
21. Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is providing its Members with the option of voting by electronic means.
- a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting 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 Central Depository Services Limited (CSDL).

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 e-voting period commences at 10.00 a.m. on Friday, September 11, 2015 and ends at 5.00 p.m. on Monday, September 14, 2015. The e-voting module shall be disabled by CDSL 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 & Co., Practicing Company Secretaries as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.

f) 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 (v).

- (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 filed. 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 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.co.in and register themselves as Corporate.
 - 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 that 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

General Instructions:

1. The voting period begins at 10.00 a.m. on Friday, September 11, 2015 and ends at 5.00 p.m. on Monday, September 14, 2015. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Book Closure date i.e. September 08, 2015, 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 Annual General Meeting.
2. CS Ajit Sathe Proprietor of A.Y. Sathe & Co., Practicing 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 September 08, 2015.
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.

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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. The prominent landmark for the venue is "World Trade Centre".

Detailed profile of Director seeking re-appointment in the Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement):

Name of Director	Mr. Vijay Choraria
Date of Birth	August 10, 1964
Date of Appointment	May 20, 1993
Expertise in Specific Functional area	Mr. Vijay Choraria has over 26 years of experience and has been actively involved in the real estate and financial markets.
Qualification	B. Com, CA, BGL
Board Membership of other Public Companies (excluding Foreign and Section 8 Companies) as on March 31, 2015	ITI Securities Limited Crest Wealth Management Private Limited Siddhant Cinevision Limited** Sky Industries Limited* Whistling Woods International Limited
Chairman /Member of the Committee as on March 31, 2015 (Includes only Audit and Stakeholder Relationship Committee)	Chairman of Audit Committee Sky Industries Limited* Member of Stakeholder Relationship Committee Crest Ventures Limited Sky Industries Limited*
Number of Shares held on March 31, 2015	9,44,435 (5.44%)

* Resigned as Director of Sky Industries Limited w.e.f. July 22, 2015.

** Resigned as Director of Siddhant Cinevision Limited w.e.f. August 07, 2015.

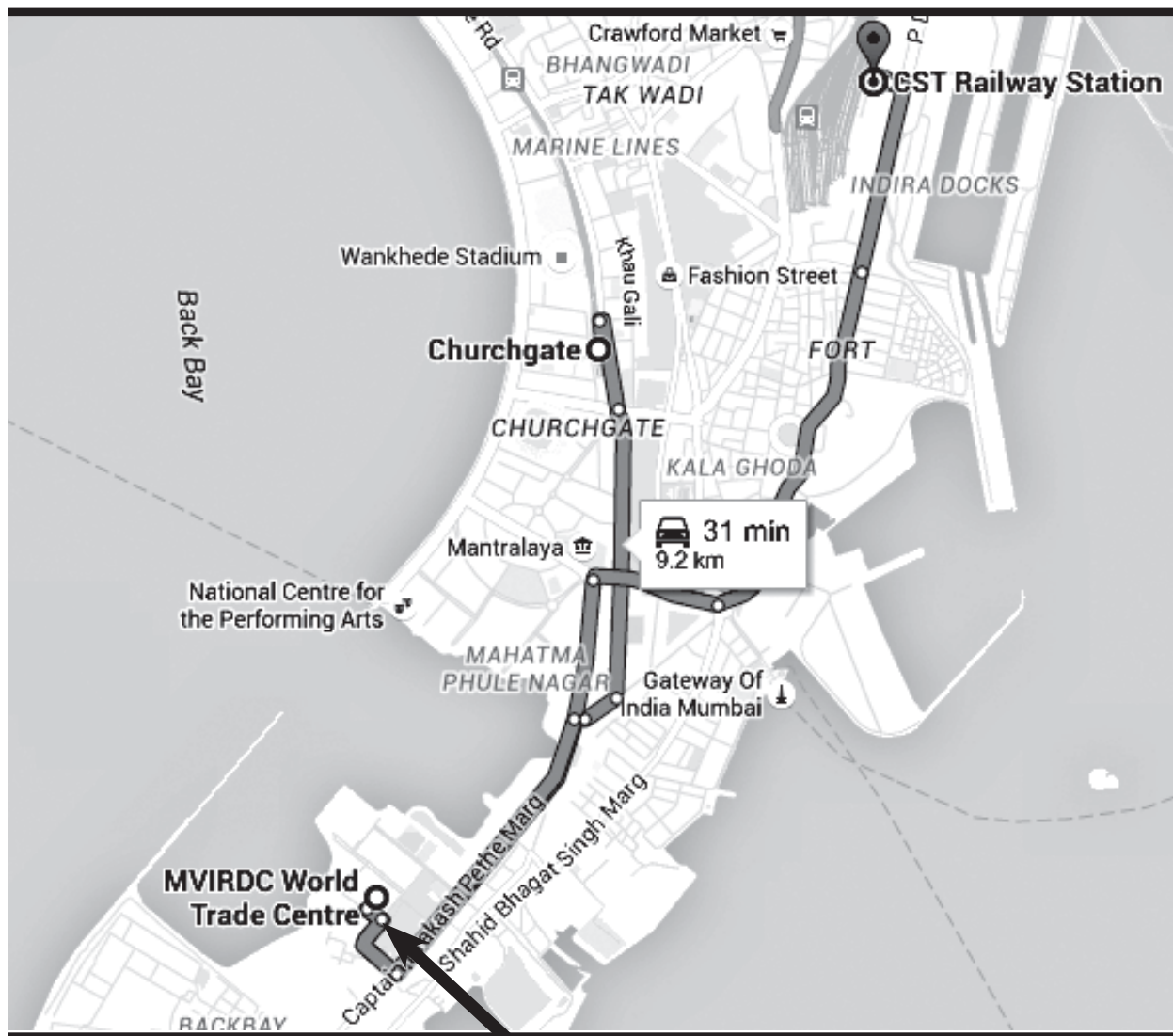
Place: Mumbai
Date: August 10, 2015

By Order of the Board of Directors
For Crest Ventures Limited

Registered office:
Crest Ventures Limited
CIN-L99999MH1982PLC102697
4th Floor, Kalpataru Heritage,
127, M.G. Road, Fort, Mumbai – 400 001
Telephone : 022 4051 2500
Fax : 022 4051 2555
Email ID : secretarial@crest.co.in
Website : www.crest.co.in

Rohan Gavas
Company Secretary

Route Map to the Venue of the Annual General Meeting



ANNUAL GENERAL MEETING VENUE:

MVIRDC, World Trade Centre, Centre – 1, First Floor, Centrum Hall, Cuffe Parade, Mumbai – 400 005

LANDMARK: World Trade Centre