

#### **NOTICE**

NOTICE is hereby given that the TWENTY THIRD ANNUAL GENERAL MEETING of the Members of CRESTCHEM LIMITED will be held as scheduled below:

| Date  | : 30 <sup>th</sup> September, 2015   |
|-------|--|
| Day   | : Wednesday  |
| Time  | : 05.00 p.m.   |
| Place | : Conference Hall, Sankalp Express,<br>Thol Road, Kadi, Taluka: Kadi,<br>District - Mehsana: 382 715 (NORTH GUJARAT) |

to transact the following business:

#### **ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Accounts of the Company for the period (12 months) ended on 31<sup>st</sup> March 2015, and the Director's and Auditor's Reports thereon.
- To appoint a Director in place of Shri Narendrakumar Haribhai Patel (DIN – 02054077) who retires by rotation and being eligible offers himself for re-appointment.
- To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 Messrs Talati & Talati, Chartered Accountants, (Firm Registration No.- 110758W) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company, subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of out of pocket expenses incurred by them for the purpose of audit."

#### **SPECIAL BUSINESS:**

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

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013. Mrs. Binaben Parasbhai Patel (DIN 07131005), a non executive director appointed as an additional director on 25-03-2015, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, subject to the approval of members in the ensuing Annual General Meeting, to hold office for five consecutive years, with effect from 01st October, 2015 to 30th September, 2020.

5. To approve Appointment and Continuation of employment of Shri Neil Darshan Dalal (DIN - 07072376) as a Whole-time Director designed as Executive Director and in this regards, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies

(Appointment and Remuneration of managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for the appointment and continuation of employment of Shri Neil Darshan Dalal (DIN - 07070376), as a Whole time Director & CFO, designated as Executive Director of the Company for the period of 3 years i.e. from 1st October, 2015 to 30th September, 2018.

By Order of the Board of Directors

Sd/-

Place: Indrad (Kadi)
Date: 07th August,2015

Dipak N. Patel
Managing Director
(DIN – 02052080)

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY MUST BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.

A person can act as Proxy on behalf of the members not exceeding fifty and holding the aggregate not more than 10 percent of the total share capital of the company carrying voting right. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint as a single person as proxy and such person shall not act as proxy for any other person or shareholder.

- Corporate members intending to send their authorised representative to attend the meeting are requested to send to the company a certified copy of the Board Resolution authorize their representative to attend and vote on their behalf at the meeting.
- The Register of members and Share transfer book of the Company will remain closed from 26th September, 2015 to 30th September, 2015 (Both days inclusive).
- 4. Members seeking any further information are requested to write to the Company at least 10 days before the meeting so as to enable management to keep the information ready at the meeting.
- Members/Proxies are requested to bring with them duly filled attendance slip for attending the meeting.
- In case of joint holders attending the meeting only such joint holder who is higher in the order of names will be entitled to vote.
- Members are requested to intimate the Company's Registrar & Share Transfer Agent at LINK INTIME INDIA PRIVATE LIMITED 303, Shopper Plaza, V – Opp. Municipal Market, Off. C.G. Road, Navrangpura, Ahmedabad – 380 009. Telefax No: 91-79-26465179 Email: Ahmedabad@linkintime.co.in in case:
  - (a) Shares are held in the same name or in the same order or names, but in more than one account to enable the Company to club them said accounts in to one account.
  - (b) Notify immediately the change in their registered address, if any, to the Company.
- Members are requested to bring their copy of the Annual Report to the Annual General Meeting.



- The relevant Explanatory Statement as required under Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 10. As the Company has adopted the practice of Green initiative, Members who have not registered their email addresses and PAN Number so far are requested to register their email address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically.
- 11. Voting through electronic means:

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions through e-voting services provided by Central Depository Services (India) Limited (CDSL) as per agreement with the Company.

The detailed circular on procedure of E voting is being attached.

 For the benefit of members who do not have access to evoting facility can use the postal ballot form is enclosed along with Annual Report.

By Order of the Board of Directors

Place: Indrad (Kadi)
Date: 07th August,2015

Dipak N. Patel
Managing Director
(DIN – 02052080)

#### **Crestchem Limited**

Reg. office: 325, Indrad, Chhatral – Kadi, Dist.: Mehsana – 382715, Gujarat.

Phone: +91-02764-277844 Email: info@crestchemlimited.in

CIN Number: L24100GJ1991PLC015530

#### CIRCULAR ON PROCEDURE OF E-VOTING

The Instructions for members for voting electronically are as under: - EVSN – (150820029)

#### **SECTION A - E-VOTING PROCESS -**

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "CRESTCHEM LIMITED" 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
- (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<br>by Income Tax Department (Applicable for both<br>demat shareholders as well as physical<br>shareholders)  |
|                             | Members who have not updated their PAN with the Company/Depository Participant are requested to used the sequence number which is printed on Address Slip to be used 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<br>Bank<br>Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  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 cutoff 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 CRESTCHEM LIMITED 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 https:// 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 user 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) The remote voting period begins September 27, 2015 (9.00 a.m.) and ends on September 29, 2015 (5.00 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 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding evoting, 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

## SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- i.) The e-Voting period commences on September 27, 2015 (9.00 a.m.) and ends on September 29, 2015 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date (record date) of 23rd September,2015 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii.) The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii.) CS Dhara Shah, Practicing Company Secretary (Membership No.: ACS 30237; COP No: 11187) has been appointed as the Scrutinizer to scrutinize the e-Voting process.

- iv. The Chairman shall, at the AGM, at the end of discussion on the resolution on which voting is to be held, allow voting with the Assistants of Scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote Evoting facility.
- v.) The Scrutinizer shall immediately after the conclusion of voting at AGM first count the votes cast at the meeting, there after unblock the votes cast through E voting in the presence of at least two witness not in employment of the Company and make, not later than three days from the conclusion of the meeting a consolidated Scrutinizer's report of the Total votes cast in favor or against if any, to the chairman or person authorised by him in writing who shall counter sign the same. Thereafter, the chairman or person authorised by him in writing shall declare the result of voting forthwith. The result will be hosted and declared will be communicated to the relevant authorities and to the Stock Exchange etc.
- vi.) The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii.) For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporate, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / 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 vote.
- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. 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 <u>helpdesk.evoting@cdslindia.com</u>.

By Order of the Board of Directors

Sd/-

Place: Indrad (Kadi)
Date: 29th August, 2015

Managing Director
(DIN - 02052080)



Particulars of the Directors seeking appointment / re – appointment at the ensuring Annual General Meeting pursuant to Clause 49 of the Listing Agreement.

| Name, Age and<br>Qualification of<br>the Director | Date of<br>Appointment        | Expert in functional<br>Area  | Names of the Companies in which he holds<br>Directorships and Memberships of<br>committee of the Board.  |
|---|-------------------------------|---|--|
| Shri Narendrakumar<br>H. Patel                    | 24 <sup>th</sup> August, 2004 | He is having wide experience in the field of accounts, finance & marketing.   | Director in: 1) CRESTCHEM LIMITED Committee Membership: Audit Committee 1) Crestchem Limited - Chairman Remuneration Committee 1) Crestchem Limited - Member Shareholders' / Investors' Grievances Committee 1) Crestchem Limited - Member |
| Shri Neil Darshan Dalal                           | 30 <sup>th</sup> January,2015 | He is having wide experience in<br>the field of Marketing Experience<br>in the field of Nutraceutical,<br>Pharmaceutical and Chemicals. | Director in : 1) CRESTCHEM LIMITED Committee Membership : Shareholders' / Investors' Grievances Committee 1) Crestchem Limited - Member  |
| Smt. Binaben<br>Parasbhai Patel                   | 25 <sup>th</sup> March,2015   | She is having experience in Tuition and Coaching in Classes.  | Director in : 1) CRESTCHEM LIMITED   |

#### ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 & also under Corporate Governance:

#### In respect of item No. 4

Mrs. Binaben Parasbhai Patel, who is qualified Post Graduate (M. Com) and business experience in Tuition and Coaching in Classes was requested to join the Board as Independent women Director.

Mrs. Binaben Parasbhai Patel (DIN - 07131005), who was appointed by the Board of Directors as an additional director on the Board of Directors of the Company on 25/03/2015 and hold the holds office up to the date of this Annual General Meeting under the provisions of section 161 of the Companies Act, 2013 as Independent Director of the Company.

In the opinion of the Board, Mrs. Binaben Parasbhai Patel (DIN 07131005), fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and She is independent of the management. In compliance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of Mrs. Binaben Parasbhai Patel, as an Independent Director for the term of 5 years from 01st October, 2015 to 30th September, 2020, is now being placed before the Members for their approval.

The terms and conditions of their respective appointments shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

None of the Directors, KMP and / or their relatives, except Mrs. Binaben Parasbhai Patel is concerned or interested in the Resolution.

### In respect of item No.: 5

Mr. Neil Darshan Dalal, who is a qualified pharmacist (B. Pharm) and holds master degrees in Business management (MBA), and has marketing Experience in the field of Nutraceutical, Pharmaceutical and Chemicals, who was appointed as an Additional Independent Director in the Board Meeting held on 30/01/2015, was requested to continue in the Board as Whole time Director as it is likely that companies business would increase and would require a qualified experienced young professional to take care of increased business. A brief profile of Mr. Dalal was placed before the Board for consideration.

After due deliberations,

Shri Neil Darshan Dalal was appointed as Whole time Director & CFO of the Company for a period of 3 years from 1st October, 2015 to 30th September, 2018 in the meeting of the Board of directors held on 07th August, 2015 has, subject to approval of the members appointed Shri Neil Darshan Dalal as Whole time Director & CFO for period of 3 years i.e. from 1st October, 2015 to 30th September, 2018. The remuneration committee, at its meeting held on 07th August, 2015, has recommended to the board, the continuation of the services Shri Neil Darshan Dalal, Director for a period of 3 years and has recommended the terms of his appointment and remuneration as whole time director, which was also approved by the board in its meeting held on 07th August, 2015.

"RESOLVED FURTHER THAT Mr. Neil Darshan Dalal, Whole time Director & CFO designated as a Executive Director be paid a monthly Salary of Rs. 30,000/- p.m. + perquisites etc. from 01st October, 2015."

"RESOLVED FURTHER that in the absence of inadequacy of profits in any financial year during the remaining tenure of Mr. Neil Darshan Dalal as Whole time Director & CFO, he shall be paid the remuneration and perks except the commission/performance bonus as set out in the explanatory statement referred to above as the Remuneration within the prescribed limits set by Central Government.

## The major terms and conditions of his appointment are as under:

 PERIOD: For a period of 3 years from 1st October, 2015 to 30th September, 2018.

#### II. REMUNERATION:

#### A. SALARY:

The Director shall be entitled to salary of Rs. 30,000/- per month w.e.f. 1st October, 2015, with authority to the board of directors to increase the salary up to Rs. 1,00,000/- per month during his tenure as Director.

#### B. PERQUISITES:

 Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under the income-tax Act, 1961.



- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- 3. Encashment of leave at the end of the tenure.
- Reimbursement of medical expenses as applicable to other senior executive of the Company.
- 5. Free use of Company's car for Company's business and free telephone facility at residence. If the WD is using his own car for company's business and / or his own telephone at residence, the expenditure for the same shall be reimbursed to him as per the actual Cash memos / fuel bills of the car and the actual telephone bills.
- Leave travel concession for him and family once in a year in accordance with rules Specified by the Company.

#### C. COMMISSION:

Not exceeding 1% of the Company's Net Profit. As may be decided by the Board of Directors of the Company in its absolute discretion, for each financial Year, which is subject to the overall ceiling laid down in section 197 of the Companies Act,2013.

#### IV. DUTIES:

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Whole time Director& CFO shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.

#### V. TERMINATION:

The Whole time Director & CFO may be removed from his office for gross negligence, breach of duty or trust if a Special Resolution to that effect is passed by the Company in its General Meeting. The Whole time Director & CFO may resign from his office by giving 90 days notice to the Company.

#### VI. COMPENSATION:

In the event of termination of office of Whole time Director & CFO takes place before the expiration of tenure thereof. Whole time Director & CFO shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under the Companies Act, 2013.

As per the provision under the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 consent of the Company is accorded by Special Resolution for holding office as Whole time Director & CFO of the Company on remuneration.

The terms and conditions mentioned in the above explanatory statement may be treated as abstract of the terms of proposed contract under Section 302 of the Companies Act. 2013

Mr. Neil Darshan Dalal is concerned or interested in the business since it relates to his appointment as Whole time Director & CFO of the Company.

None of the Directors, KMP and / or their relatives, except Mr. Neil Darshan Dalal is concerned or interested in the Resolution

By Order of the Board of Directors

Sd/-

Place: Indrad (Kadi)

Date: 07th August, 2015

Managing Director
(DIN – 02052080)



### **CRESTCHEM LIMITED**

CIN: L24100GJ1991PLC015530

Registered Office: 325, Village Indrad Tal- Kadi, Mehsana -382715 (North Gujarat)Tel: (0264) 264277844

E-mail: info@crestchemlimited.in Website: www. crestchemlimited.com

Form No. MGT -12 BALLOT FORM

## (TO BEUSED BY SHAREHOLDERS PERSONALLY PRESENT/ THROYGH PROXY AT THE MEETING AND HAVE NOT OPTED FOR EVOTING)

| Nar       | me of the Member(s)   | Registered Address         |                  |                                     |   |
|-----------|---|----------------------------|------------------|-------------------------------------|---|
| E-m       | nail ID   | No. of Shares held         |                  |                                     |   |
| Foli      | o No./Client ID*  | DP ID*                     |                  |                                     |   |
| Ме        | e hereby exercise my/our assent or dissent by way of vote<br>eting in respect of the ordinary & Special Resolutions set ou<br>Wednesday, the 30th September, 2015 by placing the tick() | ut in the Notice of 23rd A | Annual G         | eneral Meeting (AGN                 |   |
| Sr.<br>No | Particular  |                            | No. of<br>Shares | (For) I/We assent to the resolution | (Against) I/We assent to the resolution |
| Orc       | linary Resolution   |                            |                  |                                     |   |
| 1         | Adopt the Audited Accounts of the Company for the period 31st March 2015, and the Director's and Auditor's Reports  |                            |                  |                                     |   |
| 2         | Shri Narendrakumar H. Patel (DIN - 02054077) who retire   | es by rotation             |                  |                                     |   |
| 3         | Appointment of Statutory Auditors of the Company Specia   | l Business.                |                  |                                     |   |
|           | Special Business  |                            |                  |                                     |   |
| 4         | Appointment of Smt. Binaben Parasbhai Patel (DIN Independent Director.  | - 07131005) as an          |                  |                                     |   |
| 5         | Appointment of Shri Neil Darshan Dalal (DIN - 0707237 Director and CFO.   | 6), as a Whole time        |                  |                                     |   |
|           | e :<br>nature of the Member / Proxy   |                            |                  |                                     |   |

Note: This Ballot is to be used for exercising voting at the time of 23rd Annual General Meeting to be held on Wednesday, the 30th September, 2015 by shareholders/proxy. Duty filled in and signed ballot form should be dropped in the Ballot box kept at the venue of AGM.

#### INSTRUCTIONS FOR BALLOT FROM

- 1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- 2. A member can opt for only one mode of voting i.e. either through e-voting or by ballot.
- 3. Ms. Dhara Shah, Practicing Company Secretary (Membership Number ACS 30237) has been appointed as the scrutinizer.

Reg. office: 325, Indrad, Chhatral – Kadi, Dist.: Mehsana – 382715, Gujarat. Phone: +91-02764-277844 Email: info@crestchemlimited.in www.crestchemlimited.in CIN Number: L24100GJ1991PLC015530

FORM A

| 1  | at of covering letter of the annual audit report to  Name of the Company | CRESTCHEM LIMITED   |
|----|--|---|
| 2. | Annual Financial Statement for the year ended                            | 31st March 2015   |
| 3. | Type of Audit observation  | Matter of Emphasis:  During the year, the company has sold / disposed off all fixed assets like Land, Factory Building and a significant portion of its Plant & Machinery. This condition indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, Financial Statements of the Company have been prepared on a going concern basis.  Our opinion is not modified in respect |
| 4. | Frequency of observation   | of these matters.  The Auditor's have made the above the observation for the first time, only in this Annual Report for the Financial year 2014-2015.  In Director's Report, at Point Number 17, Page Number 8, of the Annual Report for the Financial year 2014 2015 it has been reported by director as follows:  As a part of restructuring the  |



|                          | 1  |
|--------------------------|--|
|                          | company's operations and finances,       |
|                          | the company in the process of            |
|                          | disposing off old assets (land, building |
|                          | & obsolete Plant and Machinery) and      |
|                          | replacing it by purchasing and           |
|                          | installing new assets (land, modern      |
|                          | building & Plant and Machinery);         |
|                          | which will be more appropriately         |
|                          | suitable for conducting the operation    |
|                          | of the Company and will be better        |
|                          | compliant to the modern good             |
|                          | manufacturing practices (GMP) norms      |
|                          | of the industry, to remain abreast and   |
|                          | relevant with respect to the changing    |
|                          | technological and business               |
|                          | environment.                             |
|                          |  |
| 5 To be signed by-       |  |
|                          | For, CRESTCHEM LIMITED                   |
| CEO / Managing Director  |  |
|                          |  |
| • CFO                    |  |
|                          | Dipak Ratel                              |
| Auditor of the Company   | (Managing Director / CFO)                |
|                          |  |
| Audit Committee Chairman |  |
|                          |  |
|                          |  |

## 23<sup>rd</sup> ANNUAL REPORT 2014-2015







# OUTLINES OF THE EXISTING AND NEAR FUTURE PRODUCTS & PROJECTS ENVISAGED BY THE COMPANY

