



**Crestchem Limited**

CIN : L24100GJ1991PLC015530

**29<sup>th</sup>  
ANNUAL REPORT  
2020-2021**

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**CRESTCHEM LIMITED**  
**CIN - L24100GJ1991PLC015530**

**TWENTY NINTH ANNUAL REPORT**  
**2020-2021**

**BOARD OF DIRECTORS** Shri Dipak Narendraprasad Patel - Chairman and Promoter Director (DIN – 02052080)  
Shri Nitinkumar Shantilal Shah - Non Executive & Independent Director  
(DIN – 00027351)  
Shri Rajesh I. Mody - Non Executive & Independent Director  
(DIN – 02054117)  
Smt. Binaben Parasbhai Patel - Non Executive & Independent Director  
(DIN – 07131005) (Women Director)  
Khyati Vyas - Company Secretary & CFO

**BANKERS** BANK OF INDIA  
BHUUJ MERCANTILE CO-OP. BANK  
STATE BANK OF INDIA

**AUDITORS** **M/s. Samir M. Shah & Associates**  
Chartered Accountants  
Ahmedabad.

**FACTORY AND REGISTERED OFFICE** Sr. No. 550/1, Sub Plot Number 12, Village  
Indrad, Taluka – Kadi, District – Mehsana, Pin Code – 382 715  
**PHONE NUMBER** 02764-278247 /09409119484  
**EMAIL ID** info@crestchemlimited.in  
**WEBSITE** [www.crestchemlimited.in](http://www.crestchemlimited.in).

**SHARE TRANSFER REGISTRAR** **LINK INTIME INDIA PRIVATE LIMITED**  
506-508, Amarnath Business Centre-1  
(ABC-1), Besides Gala Business Centre  
Near ST Xavier's College Corner  
Off C G Road , Ellisebridge  
Ahmedabad - 380006  
Telefax No. : 91-79 - 26465179/86/87  
Email: ahmedabad@linkintime.co.in

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## NOTICE

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

Date	: 23th September, 2021
Day	: Thursday
Time	: 12.15 pm (Noon)
Place	: Through Video Conferencing (VC) or Other Audio Visual Means (OAVM),

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 31st March 2021, and the Director's and Auditor's Reports thereon.

By Order of the Board of Directors

Sd/-

Place : Indrad (Kadi)  
Date : 12-08-2021

Khyati Vyas  
Company Secretary  
ACS-25742

**SPECIAL BUSINESS:**

**2. APPOINTMENT OF SHRI DIPAK NARENDRAPRASAD PATEL AS CHAIRMAN OF THE COMPANY**

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

**"RESOLVED THAT** Shri Dipak Narendraprasad Patel, director of the Company, is hereby appointed as chairman of the company in place of present Chairman Shri Nitinkumar Shantilal Shah with effect from 01/07/2021 and that the resignation of Shri Nitinkumar Shantilal Shah as chairman has been accepted w.e.f. close of business hours on 30/06/2021, and Shri Nitinkumar Shantilal Shah continues as Independent non executive director of the company".

**"RESOLVED FURTHER THAT** any director of the company be and is hereby authorized to sign and filed all necessary documents/ form with the statutory Authorities to give effect to the above resolution".

**3. APPOINTMENT OF DIPAK PATEL AS MANAGING DIRECTOR**

The Board of directors in its Board meeting held on 12/08/2021 appointed of Shri Dipak Narendraprasad Patel, Director of the Company as the Managing Director of the Company, to consider and if thought fit to pass with or without modification(s), the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), subject to approval of the members in the General Meeting and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the Board of Directors be and is hereby accorded to the appointment of Shri Dipak Narendraprasad Patel as Managing Director of the Company for the period of five years from 01st October, 2021 to 30th September, 2026 and payment of remuneration by way of salary, perquisite, commission and such other terms and conditions as recommended by the Nomination & Remuneration Committee in its meeting and approved by Board of Directors for the aforesaid period."

**"RESOLVED FURTHER THAT** Shri Dipak Narendraprasad Patel, Managing Director be paid a monthly salary of Rs. 75,000/- per month + Perquisites etc. w.e.f. 1st October, 2021, with authority to the board of directors to increase the salary up to Rs. 2,00,000/- per month during his tenure as Managing Director."

**"RESOLVED FURTHER THAT** necessary form for the appointment of Shri Dipak Narendraprasad Patel as Managing Director to be filed with ROC."

**"FURTHER RESOLVED THAT** any director be and is severally authorized to sign all deeds and documents in regards to above matter".

**4. REMUNERATION TO NON EXECUTIVE DIRECTORS**

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

**"RESOLVED THAT** payment of remuneration to Non Executive Director (NED) and Independent Director (ID) and (2) Amended Part II of Schedule V under the heading Remuneration, to include not just Managerial person but other Directors also including NED and ID. Now NED and ID can be remunerated annually from Rs.12 lakhs (in case of negative effective capital) to 24 lakhs plus 0.01% of the effective capital in excess of Rs.250 Crores".

**"RESOLVED FURTHER THAT** the above payment of remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and/or other meetings being paid to the non-executive Directors".

**5. APPOINTMENT OF MRS. PARUL DIPAK PATEL AS MANAGER (ADMINISTRATION)**

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

**"RESOLVED THAT** Mrs. Parul Dipak Patel has been appointed as Manager (Administration) to handle administrative work of the company w.e.f. 01/07/2021 for a period of 5 years (upto 30/06/2026) on monthly salary of Rs. 45,000/- p.m. (Rs.45,000/- – 6000/- - Rs.75,000/- salary slab). and other perquisites, if any as per the terms and conditions of appointment, subject to approval of members in ensuing General Meeting".

**"RESOLVED FURTHER THAT** appointment of Mrs. Parul Dipak Patel is considered as related party transaction as she is wife of director Shri Dipak Narendraprasad Patel hence necessary intimation/information has been given to concerned authorities' within prescribed time limit wherever required".

**NOTES :**

- The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses under Item no. 2 to 5 of the accompanying notice is annexed hereto. The relevant details of the persons seeking appointment / re-appointment as Director are also annexed to this Notice.
- The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 16, 2021 to Thursday, September 23, 2021 (both days inclusive).
- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the 5 Annual Report 2020-21 rules made thereunder on account of the threat posed by Covid-19", Circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021

dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/ CIR/ P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC/ OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

4. In line with the aforesaid MCA circulars and SEBI Circulars, the Notice of AGM alongwith Annual Report for the year 2020-21 is being sent only through electronic mode to those members whose email IDs are registered with the company/depository participant(s). Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at [www.crestchemlimited.in](http://www.crestchemlimited.in) Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
5. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email, a certified copy of the Board Resolution/ Authorisation Letter authorizing their representatives to attend and vote on their behalf in the Meeting. The said Resolution / Authorisation letter shall be sent to the Scrutinizer by email through its registered email address to [scrutinizer:mehulkraval@gmail.com](mailto:scrutinizer:mehulkraval@gmail.com) or [investors@crestchemlimited.in](mailto:investors@crestchemlimited.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
7. Since the AGM is being held through VC /OAVM in accordance with the aforesaid Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.
8. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Link Intime India Pvt. Ltd, or Secretarial Department of the Company immediately. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
10. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure

mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.

11. The Members attending the AGM through VC/OVAM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. The Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investors@crestchemlimited.in](mailto:investors@crestchemlimited.in) in advance atleast 7 days prior to the meeting. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
13. The Member may also send their query in writing through [investors@crestchemlimited.in](mailto:investors@crestchemlimited.in) atleast 5 days prior to the meeting, which would be replied by the Chairman at the time of the meeting or it will be replied to by the Company suitably by mail. For this purpose, it would not be necessary to register as speaker,
14. The Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Wednesday, 15th September, 2021 to Saturday 18th September, 2021 through email on [investors@crestchemlimited.in](mailto:investors@crestchemlimited.in). The same will be replied by the Company suitably.
15. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 16th September, 2021 to Thursday, 23rd September, 2021 (both days inclusive).
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Link In-time India Pvt. Ltd., Company's Registrar and Share Transfer Agents ("RTA") for assistance in this regard.
17. Members are requested to note that SEBI, vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September, 2020, has fixed 31st March, 2021 as the cut-off date for re-lodgment of physical share transfer requests and has stipulated that such transferred shares shall be issued only in demat mode.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company's RTA in case the shares are held by them in physical form. Members attention is also invited to SEBI's circular no SEBI/HO/MIRSD/0081/CIR/P/2018/73 dated 20th April, 2018, pursuant to which the Company has written to shareholders requesting them to furnish details regarding their PAN as also their bank details for payment of

dividend, if any, through electronic mode. Those shareholders who are yet to respond to the Company's request in this regard are once again requested to take action in the matter at the earliest.

19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
20. As per the provision of Section 72 of the Act, facility for making nomination(s) is available to Individuals holding shares in the Company. Members holding shares in single name are advised to make a nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with the Company or RTA, whilst those Members holding shares in demat mode should file their nomination with their Depository Participant.
21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Company's RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
22. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
23. In compliance with the aforesaid MCA Circulars, SEBI Circulars and other provisions of the Act, the Notice of the AGM along with the Annual Report for the Financial Year 2020-21 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the DPs or the Company/RTA, unless the Members have requested for a physical copy of the same. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2020-21 will also be available on the Company's website at [www.crestchemlimited.in](http://www.crestchemlimited.in), websites of the Stock Exchanges, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of RTA at <https://www.linkintime.co.in/>.  
To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
24. The Company's Statutory Auditors, M/s Samir M. Shah & Associates, were appointed as Statutory Auditors of the Company for a period of five (5) consecutive years at the 25th AGM held on 17/08/2017 on the remuneration to be determined by the Board of Directors. Pursuant to the Companies (Amendment) Act, 2017, effective from 7th May, 2018, it is no longer necessary to seek the ratification of the Shareholders for continuance of the above appointment. Hence, the Company is not seeking the ratification of the Shareholders for the appointment of the Statutory Auditors.
25. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following areas:
  - a. Deletion of name of the deceased shareholder(s);
  - b. Transmission of shares to the legal heir(s); and
  - c. Transposition of shares.

#### Instructions for e-voting and attending the AGM through VC/OAVM are annexed to this Notice.

THE INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER.

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the aforesaid MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the Authorised e-Voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-Voting as well as e-Voting system on the date of the AGM will be provided by CDSL.
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e September, 15, 2021, shall be entitled to avail the facility of remote e-Voting as well as e-Voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only. iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e September 15, 2021, shall be entitled to exercise his/her vote either electronically i.e. remote e-Voting or e-Voting system on the date of the AGM by following the procedure mentioned in this part.
- iii. The remote e-Voting will commence on Monday, September 20, 2021 at 9.00 a.m. and will end on Wednesday, September 22, 2021 at 5.00 p.m. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- iv. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- v. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date.
- vi. The Company has appointed CS Mr. Mehul Raval, Practising Company Secretary (Membership No. A-28155; CP No: 10500), to act as the Scrutinizer for conducting the remote e-Voting process as well as the e-Voting on the date of the AGM, in a fair and transparent manner.
- vii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below: Type of shareholders Login Method Individual Shareholders holding



securities in Demat mode with CDSL 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System Myeasi.

Type of shareholders Login Method 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

By Order of the Board of Directors

Sd/-

Place : Indrad (Kadi)

Date : 12-08-2021

Khyati Vyas

Company Secretary

ACS-25742

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

As required by Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 2 to 5 of the accompanying Notice dated August 12, 2021.

**2. APPOINTMENT OF SHRI DIPAK NARENDRAPRASAD PATEL AS CHAIRMAN OF THE COMPANY**

Due to Shri Dipak Narendraprasad Patel's vast experience in handling our Company's affairs right from inception of the company and he having put the company on sound financial footing, though he has resigned as Managing Director of the company due to his personal reasons, and hence does not draw any salary from the company w.e.f. 01/07/2021 and continue to remain on board as director. His continued guidance to the company is most essential including strategic and development work of the company. He was requested by the board to take up the position of Chairman of the Board, to satisfy companies above need which was accepted by Shri Dipak Narendraprasad Patel. Hence he was appointed as Chairman of the Board of director in the meeting held on 01/04/2021.

**3. APPOINTMENT OF MANAGING DIRECTOR**

Shri Dipak Narendraprasad Patel had resigned as Managing Director w.e.f. 01/07/2021 due to his personal reasons, while continuing as Promoter director of the company. He is having a degree in Chemistry with first class and he holds Master of Business Administration (M.B.A.) degree and he was the Managing Director of the company since inception having rich experience in chemical and allied industries. Under the active guidance of Shri Dipak Narendraprasad Patel the company has successfully developed two new products namely Capric / Caprylic Triglycerides and Lactose Free products, by indigenous technology, the company will benefit from this in subsequent coming years. His yeoman service to the company has put the company on sound financial footing. His resignation was accepted by the Board and necessary intimation was also given to all concerned authorities.

However, the board in its meeting held on 12/08/2021 had sincerely requested Shri Dipak Narendraprasad Patel to rejoin

once again as Managing Director of the company since the company has so far not being able to find a suitable candidate to take his place, who may be having technical and non-technical experience and business acumen like Shri Dipak Narendraprasad Patel. Further Shri Dipak Narendraprasad Patel's overall contribution has resulted into company being debt free till date and negligible finance leverage. Hence the board of directors hereby request the members to consider his appointment as Managing Director once again. Shri Dipak Narendraprasad Patel has accepted the request of the board to rejoin as Managing Director and as gesture of goodwill, he being the promoter director of the company, has agreed to draw reduced salary due to recessionary trend prevailing in the market and Covid-19 Pandemic of Rs. 75,000/- pm + Perquisites, voluntarily, (at the time of his resignation the salary drawn by him was to Rs.. 2,00,000/- p.m. + perquisites) Upon rejoining as Managing director Shri Dipak Narendraprasad Patel also agreed not to draw any retirement benefits i.e. Gratuity, Leave encashment etc which will be benefited to the company in terms of conserving funds for future developments of the company, as also the resultant benefit will be to esteemed shareholders. Further in view of the continued adverse covid-19, scenario the voluntary reduction in salary, has been considered appropriate by the board to reduce expenditure of the company to the extent possible. The board of directors has expressed their sincere thanks to Shri Dipak Narendraprasad Patel for rejoin as Managing Director to satisfy the needs of the company.

Accordingly the board of directors in their meeting held on 12/08/2021 has subject to approval of the members appointed Shri Dipak Narendraprasad Patel as Managing Director for period of 5 years i.e. from 1st October, 2021, to 30th September, 2026. The salary has been kept at Rs. 75,000/- per month + Perquisites etc.. w.e.f. 1st October, 2021, with authority to the board of directors to increase the salary up to Rs. 2,00,000/- per month during his tenure as Managing Director. The remuneration committee, at its meeting held on 12/08/2021 has recommended to the board, the appointment of Shri Dipak Narendraprasad Patel, Managing Director for a period of 5 years and has recommended the terms of his appointment and remuneration. This was also approved by the board in its meeting held on 12/08/2021.

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

**PERIOD:** For a period of 5 years from 1st October, 2021 to 30th September, 2026.

**REMUNERATION:**

- A. SALARY : "Shri Dipak Narendraprasad Patel, Managing Director be paid a monthly salary of Rs. 75,000/- per month + perquisites etc. w.e.f. 1st October, 2021, with authority to the board of directors to increase the salary up to Rs. 2,00,000/- per month during his tenure as Managing Director."
- B. PERQUISITES :
1. 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.
  2. Reimbursement of medical expenses up to Rs. 15000 p.a.
  3. Free use of Company's car for Company's business and free telephone facility at residence. If the MD 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.

4. Leave travel concession for him and his family will be available on 2 roundtrip journeys in one block of 4 years within India by A/C first class (for railways) or economy class (for air travel) subject to production of actual expenditure details which has been incurred for travelling anywhere in India.

#### C. COMMISSION :

The Managing Director shall be entitled to commission at the rate of 1% of the Net Profit of the Company with the overall ceiling laid down under Companies Act, 2013.

- The Managing Director shall not, so long as he function as such, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government.

- DUTIES: Subject to the superintendence, direction and control of the Board of Directors of the Company, the Managing Director 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.
- TERMINATION: The managing Director 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 Managing Director may resign from his office by giving 90 days notice to the Company.

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

#### Brief resume of directors, who are proposed to be appointed as Managing Director / Executive at this meeting are given below :

Name of Director	Shri Dipak Narendraprasad Patel
DIN	02052080
Date of birth	26/02/1955
Qualification	B.Sc and M.B.A.
Brief resume and Nature of Experience in specific areas	Having rich experience of more than 3 decades, in chemical and allied industries. He is promoter Director of the company
List of Directorship	Nil
Chairman/ Member of the Committees of the Board of the Companies	Nil
Terms and conditions of appointment	Mentioned in explanatory statement point no. 3
Disclosure of relationship between Director Inter-se	No related to any director
Shareholding in the company	449975 Shares
No. of Board meetings attended during FY 2020-21	6

#### 4. REMUNERATION TO NON EXECUTIVE DIRECTORS:

Non-executive director including independent director does not engage in the day-to-day management of the organization but is involved in policy making and planning exercises, accordingly it is justified and a welcome step to give remuneration to them, non-executive directors, including independent directors, devote their valuable time and have experience to give critical advice to the company. Therefore, they should be appropriately compensated for the same. Any non-executive director of such company, including an independent director, may be paid remuneration in accordance with Schedule V of the Act.

Under the latest MCA move, the annual limit of remuneration for a non executive director or an independent director has been linked to the effective capital of the firm. In the case of firms with an effective capital that is either 'negative' or less than 5 crore, the maximum annual remuneration has been pegged at 12 lakh per non executive director;

On 18th March 2021 two amendments were notified (1) As per CAA 2020 section 149 and 197 were made effective amending payment of remuneration to NED and ID and (2) Amended Part II of Schedule V under the heading REMUNERATION, to include not just Managerial person but other Directors also including NED and ID.

Now NED and ID can be remunerated annually from Rs.12 lakhs (in case of negative effective capital) to 24 lakhs plus 0.01% of the effective capital in excess of Rs.250 Crores.

#### 5. APPOINTMENT OF MRS. PARUL DIPAK PATEL AS MANAGER (ADMINISTRATION)

As the business of the company is expanding well and commensurate with the increase work load it was necessary to have a dedicated person to handle such day to day administrative work of the company, which may also include documentation work related to exports - imports, that may come up in future. Hence the matter was discussed in the respective Meeting of Board of Directors held on 24/06/2021 and thereafter Mrs. Parul Dipak Patel wife of the promoter director Shri Dipak N Patel, being most suitable for the said work, as she has been all the time informally assisting Shri Dipak Narendraprasad Patel in his work and hence she is well versed with the affairs of the company, was recommend to be appointed as Manager (Administration) of the company w.e.f. 01/07/2021 for a period of 5 years (upto 30/06/2026) on monthly salary of Rs. 45,000/- p.m. ( 45,000/- – 6000/- -Rs.75,000/- salary slab). and other perquisites, if any as per the terms and conditions of appointment, subject to approval of members in Next General Meeting,

Appointment of Mrs. Parul Dipak Patel is considered as related party transaction as she is wife of director Dipak Narendraprasad Patel hence necessary intimation/information has been given to concerned authorities' within prescribed time limit wherever required.

By Order of the Board of Directors  
Sd/-

Place : Indrad (Kadi)  
Date : 12-08-2021

Khyati Vyas  
Company Secretary  
ACS- 25742

## CIRCULAR ON PROCEDURE OF E-VOTING

### INSTRUCTIONS FOR E-VOTING AND ATTENDING THE AGM THROUGH VC / OAVM ARE AS FOLLOWS: EVSN : 210820029

#### CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.crestchemlimited.in](http://www.crestchemlimited.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the **General Circular No. 20/2020** as per MCA circular no. 02/2021 dated January, 13, 2021.

#### The instructions for Members for remote e- voting through electronic means are as under: EVSN : 210820029

- (i) The voting period begins on 20th September, 2021 (9:00 am) and ends on 22nd September, 2021 (5:00 pm) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off (record date) of date 15th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.



	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - b. Click on “Shareholders” module.
  - c. Now enter your User ID
- (ii) 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.
- (iii) Next enter the Image Verification as displayed and Click on Login.
- (iv) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (v) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then directly reach 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Crestchem Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.