

SAMIR M. SHAH & ASSOCIATES

Chartered Accountants

Corporate Office: - "Heaven", 8, Western Park Society, Nr. Inductotherm,
Bopal, Ahmedabad – 380058

Admin Office :- B-516, Gopal Palace, Nr. Shiromani Flats, Opp. Ocean Park,
Satellite Road, Ahmedabad – 380 015.

Phone : +91 – 7622012032

E-mail : samir@smshah.co.in

12th July, 2017

To,
The Board of Directors,
Crestchem Limited
Ahmedabad.

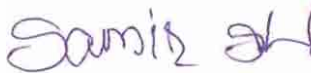
CERTIFICATE

(Pursuant to rule no 4(1) as per Companies (Audit and Auditors) Rules, 2014)

We, **M/s Samir M. Shah & Associates, Chartered Accountants, Ahmedabad** do hereby give our consent to act as the Statutory Auditors of the company, if appointed as auditors of Digicorp Information Systems Private Limited under the provision of the Companies Act, 2013 and we do hereby confirm and certify that:

- a. The firm is eligible for appointment and is not disqualified for appointment under The Companies Act 2013, The Chartered Accountants Act, 1949 and the rules or regulations made there under;
- b. The proposed appointment is as per the term provided under The Companies Act 2013;
- c. The proposed appointment is within the limits laid down by or under the authority of The Companies Act 2013;
- d. There are no proceedings against the audit firm or any partner of the audit firm pending with respect to professional matters of conduct

**FOR, SAMIR M. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. No.: 122377W**



**SAMIR M. SHAH
(PARTNER)
MEMBERSHIP No.: 111052**



CRESTCHEM LIMITED

Reg. office : Sr. No.550/1, Sub Plot No. 12, Village—Indrad, Taluka—Kadi, District—Mehsana, Pin code—382715, Gujarat
Phone : +91—9409119484 Email : info@crestchemlimited.in CIN Number : L24100GJ1991PLC015530 www.crestchemlimited.in

To,
M/s. Samir M. Shah & Associates
“Heaven”, 8, Western Park Society,
Nr. Inductotherm, Bopal, Ahmedabad, Gujarat – 380 058

Subject : Appointment of Statutory Auditor for the Financial Year 2017-2018 to 2021-2022.

We are glad to inform you that you have been appointed as a statutory auditor of our Company, in the Annual General Meeting (AGM) of the members of the Company held on 10-08-2017.

You shall act as Statutory Auditors of the Company and hold office from the conclusion of this Annual General Meeting till the conclusion of the fifth Annual General Meeting to be held in year 2022 and to authorize the board of directors to fix their remuneration.

Kindly acknowledge copy of this letter in token of acceptance of appointment as Statutory Auditors.

Thanking You

Yours Faithfully

FOR, CRESTCHEM LIMITED



Mr. Dipak Narendraprasad Patel
Director
DIN : 02052080

CRESTCHEM LIMITED

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Gujarat Phone : +91 – 9409119484 Email : info@crestchemlimited.in CIN Number : L24100GJ1991PLC015530
www.crestchemlimited.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF MEMBERS OF CRESTCHEM LIMITED HELD ON 10TH DAY OF AUGUST 2017 AT 05 : 00 P.M AT CONFERENCE HALL, SANKALP EXPRESS, THOL ROAD, TALUKA: KADI, DISTRICT - MEHSANA: 382 715 (NORTH GUJARAT)

RESOLUTIONS:

APPOINTMENT OF M/S. SAMIR M. SHAH & ASSOCIATES, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY:

The Companies Act, 2013 (“the Act”) was notified effective April 1, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditor. Pursuant to section 139 of the Act and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules also lays down the transitional period that can be served by the existing auditor depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same Company. The Statutory auditor, Talati & Talati has served the Company for over 10 years before the Act was notified and will be completing maximum number of transitional period (three years) at the ensuing 25th AGM.

The Audit committee of the Company has proposed and recommended M/S Samir M. Shah & Associates and in the meeting of the Board on 12th July, 2017, the Board has accepted the same and have appointed M/S Samir M. Shah & Associates, Chartered Accountant (FRN : 122377W) as the statutory auditors of the Company, subject to approval of the same at the AGM. M/S Samir M. Shah & Associates will hold office for the period of five consecutive years from the conclusion of the 25th Annual General meeting of the Company till the conclusion of 30th Annual General meeting to be held in 2022.

Therefore, shareholders are requested to consider and though fit, to pass 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 Samir M. Shah & Associates Chartered Accountants, (Firm Registration No.-122377W) 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 30th 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 taxes and reimbursement of out of pocket expenses incurred by them for the purpose of audit.

FURTHER RESOLVED THAT Shri Dipak N. Patel, Managing Director of the Company be and is hereby authorised to file requisite E- Forms with the Registrar of Companies, Gujarat and Dadra Nagar Haweli Ahmedabad within such time and period as may be



prescribed for submitting the said resolution and to do all other acts, deeds and things as may be necessary to give effect to this resolution.”

The resolution was E-voted during the specified period, on being put to vote on Poll, was carried unanimously.

FOR, CRESTCHEM LIMITED

A circular stamp with the text "CRESTCHEM LIMITED" around the perimeter. In the center, there is a handwritten signature in blue ink that reads "Dipak".

Mr. Dipak N. Patel
Managing Director
DIN – 02052080

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Phone: +91-9409119484, Email : info @crestchemlimited.in GST Number : 24AAACC8722C1Z5
CIN NO. L24100GJ1991PLC015530/WEBSITE: www.crestchemlimited.in

CERTIFIED COPY OF RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF CRESTCHEM LIMITED HELD ON 25th AUGUST, 2022 AT REGISTERED OFFICE OF THE COMPANY.

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 M/s. Samir M. Shah & Associates Chartered Accountants, (Firm Registration No.-122377W) be and are hereby Reappointed for 5 years as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company, subject to approval of shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of out of pocket expenses incurred by them for the purpose of audit.”

REGULARISE APPOINTMENT OF ADDITIONAL DIRECTOR:

The Chairman informed that, Shri Manojkumar Babubhai Patel (DIN 0009555373) was requested to join the Board as Independent Director. A brief profile of Shri Patel was placed before the Board for consideration. It was discussed in the meeting Board of Directors that Shri Manojkumar Babubhai Patel is young first generation self made entrepreneur and who is engaged in his manufacturing business, may be appointed as additional director (Independent Director) of the company, as his guidance as a director would be very valuable for the company. The matter was discussed in the meeting of board of directors and thereafter Shri Manojkumar Babubhai Patel (Din No. 0009555373) was appointed as additional Director (independent Director) of the company with effect from 01/04/2022, subject to approval of the same at the next Annual General Meeting of the members of the company. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution

“RESOLVED THAT pursuant to 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 of the Companies Act, 2013. Shri Manojkumar Babubhai Patel (Din No. 0009555373), a non executive director appointed as an additional director who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing him candidature for the office of Director and also 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 01/04/ 2022 to 31/03/2027.

APPOINTMENT OF SHRI NIRMIT DIPAK PATEL AS TECHNO COMMERCIAL EXECUTIVE

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



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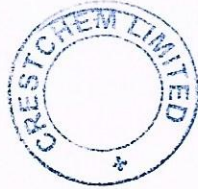
"RESOLVED THAT Shri Nimit Dipak Patel has been appointed as Techno - Commercial Executive of the company to handle techno commercial work of the company, a non KMP appointment, with effect from 01/04/2022 for a period of 5 years (upto 31/03/2027) on a monthly salary of Rs. 49000/- p.m. (Rs. 49000/- - Rs.6500/- Rs. 81500/- Salary slab) and other perquisites, if any as per the terms and conditions of appointment, subject to approval of members in the ensuing General Meeting."

"RESOLVED FURTHER THAT appointment of Shri Nimit Dipak Patel is considered as related party transaction as he is son of Managing Director Shri Dipak Narendraprasad Patel, hence necessary intimation / information has been given to concerned authorities within prescribed time limit wherever required. All necessary forms compliance will be done as and when required as his appointment attracts relation party transaction as per LODR and Companies Act, 2013."

For, Crestchem Limited



Khyati Vyas
Company Secretary
ACS25742



CRESTCHEM LIMITED

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Explanatory statement pursuant to section 102 of the Companies Act, 2013

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

[Pursuant to Section 102 of the Companies Act, 2013 ('Act')] 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. 3 to 5 of the accompanying Notice dated August 23, 2021.

REGULARISE APPOINTMENT OF MANOJKUMAR BABUBHAI PATEL

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Shri Manojkumar Babubhai Patel (DIN 0009555373) as additional Director (independent Director) of the company with effect from 01/04/2022.

The Terms of him as an additional director expires at the ensuing Annual General Meeting and in whose favour notice has been received from a member proposing him as a candidate for the office of directors of the company be appointed as an Independent Director.

Brief Resume of Shri Manojkumar Babubhai Patel

Shri Manojkumar Babubhai Patel is Bachelor of Computer Application and is young first generation self-made entrepreneur and who is engaged in his manufacturing business, may be appointed as additional director (Independent Director) of the company, as his guidance as a director would be very valuable for the company.

The Consent of the members of the board be sought for appointment of Shri Manojkumar Babubhai Patel (DIN 0009555373) as an Independent Director at the ensuing Annual General Meeting for the term of 5 years. He is independent to the management and gave his consent for appointment to be on the Board of the Company as an Independent Director and submitted declaration under section 149(6) as to his being independent and further the declaration has also been received 164(2) of the Companies Act, 2013 his regarding his eligibility and non disqualification for appointment as an Independent Director of the Company.

As he is a businessman, his business acumen will be very much useful to the Company and his wisdom to the Board will give the Company the new height of success.

The appointment of Shri Manojkumar Babubhai Patel as an Independent Director is now being placed before the Members for approval.

The terms and conditions of their respective appointments shall be open for inspection by the Members . Board commends ordinary resolution for item 3 of the notice of AGM.



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APPOINTMENT OF SHRI NIRMIT DIPAK PATEL AS TECHNO COMMERCIAL EXECUTIVE

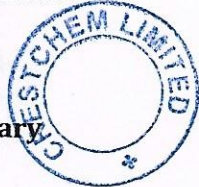
Invitation letter to join the company, in due course, was earlier sent to Shri Nirmitt Dipak Patel, and the said letter was taken on record in the earlier Board meeting dated 01/04/2021 and the same was kept open, awaiting his acceptance in due course, to take up suitable responsibility as executive or some suitable position as may be agreed upon by the company and him, on suitable terms and conditions. He holds qualification in chemical (D. Chemical Eng) as well as T. Eng (Mech. Eng.) and C. Elect. Eng., and also holds business management qualification (BBA), engaged in techno - commercial works on his own. Shri Nirmitt Dipak Patel is son of Shri Dipak Narendraprasad Patel the promoter managing director of the company. He has now accepted to join the company as Techno- commercial executive with effect from 01/04/2022. Accordingly, his candidature was considered most suitable to the company's needs and the matter was discussed in the board meeting and thereafter he has been appointed as Techno - commercial executive of the company with effect from 01/04/2022 for a period of 5 years (upto 31/03/2027) on monthly salary of Rs. 49000/- p.m. (Rs. 49000/- - Rs. 6500/- Rs. 81500/- Salary Slab) and other perquisites, if any as per the terms and conditions as agreed between the company and Shri Nirmitt Dipak Patel, subject to approval of members in the next General Meeting. His appointment is non Key Managerial Personnel (KMP), His appointment is fallen under related party transaction and due compliance will be taken as and when required within prescribed time period wherever required.

Except Shri Dipak Narendraprasad Patel the Managing Director of the Company and Smt. Parul Dipak Patel wife of Shri Dipak Narendraprasad Patel, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution at item no. 4 of the accompanying notice.

For, Crestchem Limited


Khyati Vyas

Company Secretary
ACS25742



Number of Auditor – 1

Name of Firm – SAMIR M SHAH & ASSOCIATES

ICAI FIRM REG. NO. – 122377W

NETWORK NAME AND REGI. NO. OF EACH AUDITOR – NA

DATE SINCE WHEN THE AUDIT FIRM IS CONTINUOUSLY ENGAGED WITH COMPANY – to be filled by
Company

PERIOD FOR WHICH THE AUDITOR / AUDIT FIRM HAS BEEN ENGAGED FOR (IN YEARS) – to be filled by
Company

NAME OF PARTNER 1 – SAMIR MAHENDRAKUMAR SHAH

ICAI REGISTRATION NO. OF PARTNER – 111052

NAME OF PARTNER 2 – BINITHA PRAKASH ASUDANI

ICAI REGISTRATION NO. OF PARTNER – 111457

NAME OF PARTNER 3 – PREMALBHAI PRAKASHBHAI VORA

ICAI REGISTRATION NO. OF PARTNER – 137478

NAME OF PARTNER 4 - SNEHA ISHWAR JETHANI

ICAI REGISTRATION NO. OF PARTNER – 160932

NAME OF PARTNER 5 - PRADIPKUMAR MANJITBHAI GUPTA

ICAI REGISTRATION NO. OF PARTNER – 184117

NAME OF PARTNER 6 - ARPITA AIREN

ICAI REGISTRATION NO. OF PARTNER – 420134

PEER REVIEW CERTIFICATE NO. – 015190

DATE OF ISSUE – 13/04/2023

VALID UPTO - 31/03/2026

No. 011860



Peer
Review
Certificate

Peer Review Board

**The Institute of Chartered Accountants of India
New Delhi**

This is to certify that the Peer Review of

M/s Samir M Shah & Associates

Heaven 8, Western Park Society,

Near Inductotherm, Bopal,

Ahmedabad-380058

FRN/Mem. No. 122377W

(Name of PU, Address, FR No./M. No.)

has been carried out for the period

01.04.2015-31.03.2018

pursuant to the Statement on Peer Review.

Issued at New Delhi on this

23rd day of *August*, 2019

Certificate Valid Till *22.08.2022*

Anuj Goyal
CA. ANUJ GOYAL
Chairman
Peer Review Board

Jay Chhaira
CA. JAY CHHAIRA
Vice-Chairman
Peer Review Board

Sonali Das Halder
CA. SONALI DAS HALDER
Secretary
Peer Review Board

Disclaimer: The Peer Review process pertains to review of assurance services independent of Disciplinary Proceedings and therefore does not provide immunity from Disciplinary /Legal proceedings or action initiated against Practice Unit firm or its partners/employees.