

**GOLDEN CREST EDUCATION & SERVICES LIMITED**  
**L51109WB1982PLC035565**  
**37TH ANNUAL REPORT 2019-2020**

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**NOTICE**

**NOTICE** is hereby given that the 37<sup>th</sup> (Thirty Seventh) Annual General Meeting of Golden Crest Education & Services Limited will be held on 21<sup>st</sup> Day of September, 2020 (Monday) at 5.00 P.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bhola Pandit (DIN: 00780063), a Non-Executive Director who retires by rotation in terms of Section 152 Companies Act, 2013 and being eligible has offered himself for re-appointment.

**Special Business**

3. Re-appointment of Mrs. Ruchi Gupta (DIN: 07283515) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Ruchi Gupta (DIN: 07283515), who was appointed as an Independent Director of the Company for a term of five years up to 37<sup>th</sup> Annual General Meeting, by the members at the 32<sup>nd</sup> Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from September 01, 2020 up to August 31, 2025, not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Appointment of Mr. Kundan Kumar Mishra (DIN: 07207800) as an Independent Director for a term of five consecutive years, in terms of Section 149 of the Companies Act, 2013. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013, if any, read with rules made there under along with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Listing Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Kundan Kumar Mishra (DIN 07207800), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11/08/2020, in terms of Section 161 of the Companies Act, 2013 whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years for the period from 11/08/2020 to 10/08/2025.”

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**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

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**By Order of the Board  
For Golden Crest Education & Services Limited**

**Yogesh Lama  
(Whole-Time Director)  
(DIN: 07799934)**

**Regd. Office : Room No. 2, 2nd Floor,  
62A, Dr. Meghnad Shah Sarani,  
Southern Avenue, Kolkata-700 029**

**Email : info@goldencrest.in**

**Website : www.goldencrest.in**

**Date : 11<sup>th</sup> August, 2020**

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**NOTES**

1. The relative Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed thereto.
2. In view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs (MCA) has vide its General 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 and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "the Circulars") companies are allowed to hold Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC / OAVM.
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 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. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to "the Circulars" through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Members of the Company under the category of Institutional Investors / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the e-voting portal.
7. In compliance with the aforesaid Circulars, Notice of the 37<sup>th</sup> AGM and the Annual Report 2019-2020 are being sent only through electronic mode to those members whose email addresses are registered with the Company / DPs. Members may note that the Notice and Annual Report 2019-2020 will also be available on the Company's website [www.goldencrest.in](http://www.goldencrest.in), websites of the Stock Exchanges i.e. BSE Limited and Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively. 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).
8. Company is providing two way teleconferencing facility or webex for the ease of participation of the members. Link for joining the meeting is being given separately.
9. The deemed venue for the Thirty-Seven AGM shall be the Registered Office of the Company.

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10. Recorded transcript of the meeting shall be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of meeting for the purpose of recording of the minutes of the proceedings of this AGM.
11. Process for those shareholders whose email ids are not registered:
  - a) Members holding shares in physical mode - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) and mobile No. by email at [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
  - b) Members holding shares in demat form - Please contact your Depository Participant and register your e-mail address as per the process advised by your DP or provide Demat account details (CDSL- 16 digit beneficiary ID or NSDL- 16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email at [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
12. Pursuant to the provision of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books shall remain closed from 15/09/2020 to 21/09/2020 (both days inclusive).
13. The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed at the 34<sup>th</sup> AGM held on 21<sup>st</sup> September, 2017 and will continue till the conclusion of 39<sup>th</sup> AGM.
14. Profile(s) of the Director(s) seeking appointment / re-appointment, as required by Regulation 26(4) & 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and clause 1.2.5 of Secretarial Standards - 2 on General Meeting is annexed to this Notice.
15. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Registered Office.
17. In case of joint holders, 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.
18. Members who are holding shares in identical order of names in more than one Folio in physical form are requested to write to the Company / the Registrars to consolidate their holdings in one Folio.
19. Members holding shares in dematerialized mode are requested to intimate changes with respect to the Bank details, mandate, nomination, power of Attorney, change of address, change in name etc. to their Depository Participants (DP) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to kindly notify change immediately, if any, in their address to the Company or its Registrars and Transfer Agents. These changes will be automatically reflected in company's records, which will help the company to provide efficient and better service to the members.

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20. The Securities and Exchange Board of India (SEBI) vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April 2018 has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrars and Transfer Agents M/s. Bigshare Services Private Limited, T-34, 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai – 400 059, Ph -022-62638200, Fax -022-62638299, Email : investor@bigshareonline.com, Website: [www.bigshareonline.com](http://www.bigshareonline.com).
21. The Equity Shares of the Company are compulsorily required to be held under DEMAT mode for trading on the Stock Exchanges, where such Equity Shares are listed. These can be held in electronic form with any Depository Participant (DP) with whom the members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrars and Share Transfer Agents of the Company at their address mentioned above in case of any query difficulty in the matter or at the Registered Office of the Company.
22. As per Regulation 40 of SEBI Listing Regulations, securities of listed entities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact M/s. Bigshare Services Private Limited or the Company for any assistance in this regard.
23. 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 mentioning their name, demat account number/folio number, email id, mobile number at info@goldencrest.in at least 7 days before the date of AGM. The same will be replied by the Company suitably.
24. The Members are requested to intimate for all their queries if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number, mandates, nominations, power of attorney, bank details such as, name of the bank, branch details, bank account number, MICR Code, IFSC Code etc., to their Depository Participants ("DPs") in case the shares are held in electronic form and to M/s. Bigshare Services Private Limited, Registrar and Share Transfer Agents of the Company in case the shares are held in physical form. The Member are also contact for transfer requests, or any other matter relating to their shareholding in the Company and quote their Registered Folio Numbers / Client ID Nos. in all correspondences with the Company / with the Registrars .
25. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
26. Pursuant to Section 72 of the Companies Act, 2013, Shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in Demat / Electronic form, the nomination form may be filed with the respective Depository Participant.
27. In compliance with the provisions of Clause 14 of Secretarial Standards on General Meetings no gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting.

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28. Since the AGM will be held through VC / OAVM, the Proxy Form, Attendance Slip and Route Map is not annexed in this Notice.

**29. Voting through electronic means:**

A remote e-voting facility is provided in terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to its Members in respect of the business to be transacted the Annual General Meeting (AGM) scheduled to be held on 21<sup>st</sup> Day of September, 2020 (Monday) at 5:00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") with request to follow the instructions for voting electronically as under:-

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 14<sup>th</sup> September, 2020, may obtain the login ID and password by sending a request at [info@goldencrest.in](mailto:info@goldencrest.in).

The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The voting rights of shareholders shall be in proportion to their shares of the paid-up equity shares capital of the Company.

**The instructions for shareholders voting electronically are as under:**

- (i) The e-voting period begins 17<sup>th</sup> day, September, 2020 (9.00 A.M.) and ends on 20<sup>th</sup> day, September, 2020 (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 (record date) i.e. 14<sup>th</sup> September, 2020 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:



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<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA0000001 in the PAN.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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, provide 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xii) Click on the EVSN for the <**GOLDEN CREST EDUCATION & SERVICES LIMITED**> on which you choose to vote.
- (xiii) 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 Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.

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(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non-Individuals Shareholders and Custodians

- Non-Individuals Shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account (s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; at [info@goldencrest.in](mailto:info@goldencrest.in) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

**Instructions for shareholders attending the AGM through VC/OAVM are as under:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.



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3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@goldencrest.in](mailto:info@goldencrest.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@goldencrest.in](mailto:info@goldencrest.in). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Instructions for Shareholders for E-Voting during the AGM are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**For Assistance / Queries for e-voting etc.:**

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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533 or you may also contact concerned employees of CDSL on 022- 23058543 / 23058542 / 033-22821375/9073980266 (between 10.00 am to 6.30 pm on (Monday - Friday)).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

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**General Instructions:-**

The Board of Director has appointed Mr. Rahul Bhutoria, Prop. M/s. Bhutoria & Associates (F.R. No. 329621E), Practicing Chartered Accountant (Membership No. 304193) as the Scrutinizer to the e-voting process and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours from the conclusion of the AGM, a Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

The result declared along with the Scrutinizer Report shall be placed on the Company website [www.goldencrest.in](http://www.goldencrest.in) and on the website of CDSL immediately after the declaration of result by the Chairman or by a person duly authorized by him in writing. The results shall also be forwarded to The Calcutta Stock Exchange Ltd and BSE Limited, where the equity shares of the Company are listed.

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**By Order of the Board**  
**For Golden Crest Education & Services Limited**

**Yogesh Lama**  
**(Whole-Time Director)**  
**(DIN: 07799934)**

**Regd. Office** : **Room No. 2, 2nd Floor,**  
**62A, Dr. Meghnad Shah Sarani,**  
**Southern Avenue, Kolkata-700 029**

**Email** : **info@goldencrest.in**

**Website** : **www.goldencrest.in**

**Date** : **11<sup>th</sup> August, 2020**

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013 (Act), the following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 3:**

Mrs. Ruchi Gupta (DIN: 07283515) was appointed as an Independent Director on the Board of the Company on September 01, 2015. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 32<sup>nd</sup> Annual General Meeting held on September 28, 2015 approved the appointment of Mrs. Ruchi Gupta (DIN: 07283515) as an Independent Director of the Company for a period of 5 years from 01/09/2015 to the conclusion of this General Meeting up to the conclusion of 37<sup>th</sup> Annual General Meeting to be held in the year 2020.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mrs. Ruchi Gupta (DIN: 07283515) that, She is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and her consent to continue as an Independent Director.

Accordingly, the Board of Directors of the Company ('the Board'), at their Meeting held on 11<sup>th</sup> day, of August, 2020 approved re-appointment of Mrs. Ruchi Gupta (DIN: 07283515) as Non- Executive Independent Director category u/s 149 of Companies Act, 2013 with effect from 01/09/2020 for a Second term of 5 (Five) years subject to approval of the members of the company at the ensuing 37<sup>th</sup> Annual General Meeting.

The resolution seeks the approval of members for the re-appointment of Mrs. Ruchi Gupta (DIN: 07283515) as an Independent Director of the Company commencing from September 01, 2020 up to August 31, 2025 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. She is not liable to retire by rotation.

In the opinion of the Board, Mrs. Ruchi Gupta (DIN: 07283515) fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. Ruchi Gupta (DIN: 07283515), the Board of Directors at its meeting held on 11<sup>th</sup> Day of August, 2020 approved the continuance of office of Mrs. Ruchi Gupta (DIN: 07283515) as mentioned in the resolution.

The Board of Directors believe that the association of the aforementioned Directors with company will be in the Interest and smooth operations of the Company. She is graduate and is expertise in Accounts, Administration and functional matters and hence the Board recommends the appointment of aforementioned Directors as Independent Directors.

Accordingly, the Board recommends the resolution at item No. 3 in relation to her appointment as an Independent Director for approval of members.

# GOLDEN CREST EDUCATION & SERVICES LIMITED

## L51109WB1982PLC035565

### 37TH ANNUAL REPORT 2019-2020

Copy of the draft letter for re-appointment of Mrs. Ruchi Gupta (DIN: 07283515), as an Independent Director Setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Except Mrs. Ruchi Gupta (DIN: 07283515) being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise in the Resolution set out at Item no. 3 of the accompanying notice.

#### **Item No. 4:**

Mr. Kundan Kumar Mishra (DIN: 07207800) was appointed as an Additional Director of the Company with effect from 11/08/2020 In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Kundan Kumar Mishra shall hold office up to the date of the forthcoming Annual General Meeting .The Company has received a notice in writing from a member along with the requisite deposit as required under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Kundan Kumar Mishra for the office of Non-Executive Independent Director of the Company.

In the opinion of the Board, Mr. Kundan Kumar Mishra fulfills the conditions as specified in the Listing Regulation 36 of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 149 of the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kundan Kumar Mishra as an Independent Director.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Kundan Kumar Mishra the Board of Directors at its meeting held on 11<sup>th</sup> Day of August, 2020 approved the appointment of Mr. Kundan Kumar Mishra as mentioned in the resolution.

The Board of Directors believe that the association of the aforementioned Director with company will be in the Interest and smooth operations of the Company. He is commerce graduate, Law Graduate and a faculty member of ICSI and is expertise in Corporate & Commercial Law etc. matters and hence the Board recommends the appointment of aforementioned Directors as Independent Director.

Accordingly, the Board recommends the resolution at item No. 4 in relation to his appointment as an Independent Director for approval of members.

Except Mr. Kundan Kumar Mishra, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise in the Resolution set out at Item no. 4 of the accompanying notice.

**By Order of the Board  
For Golden Crest Education & Services Limited**

**Yogesh Lama  
(Whole-Time Director)  
(DIN: 07799934)**

**Regd. Office :** Room No. 2, 2nd Floor,  
62A, Dr. Meghnad Shah Sarani,  
Southern Avenue, Kolkata-700 029

**Email :** info@goldencrest.in

**Website :** www.goldencrest.in

**Date :** 11<sup>th</sup> August, 2020

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**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings notified on April 23, 2015)**

Name of the Director	Mr. Bhola Pandit	Mrs. Ruchi Gupta
<b>Date of Birth</b>	13/08/1964	15/07/1982
<b>DIN</b>	00780063	07283515
<b>Date of Appointment / Re-appointment in the Current Designation</b>	16/05/2003	Re-Appointment w.e.f. 01/09/2020
<b>Qualifications</b>	Graduate	Graduate
<b>Expertise in specific functional areas and years</b>	He is having wide experience in the field of Accounts, Administration.	She is having wide experience in the field of Accounts, Administration and functional matters.
<b>List of Other Directorship held</b>	Interwave Trade & Services Limited (CIN: U24232WB1986PLC041271) Mahapragya Developers Private Limited (CIN: U45201RJ1994PTC008150) Preksha Builders Private Limited (CIN: U45201RJ1994PTC008151) Pragya Builders Private Limited (CIN: U45201RJ1994PTC008152) Firstmark Trade & Advisors Limited (CIN: U51109WB1990PLC049223)	Likhmi Consulting Limited (L45209WB1982PLC034804) TSW Capital Management LLP (AAP-8510)
<b>Chairman/Member of the Audit Committee of the Board of Directors of the other Companies in which he/she is a Director</b>	NIL	As Chairman in Audit Committee in Likhmi Consulting Limited
<b>Chairman/Member of the Stakeholders Relationship Committee of the Board of Directors of the other Companies in which he/she is a Director</b>	NIL	As Chairman in Stake Holder Committee in Likhmi Consulting Limited
<b>Shareholding in the Company</b>	NIL	NIL
<b>Disclosure of relationships between Directors inter-se;</b>	NIL	NIL
<b>No of Board Meeting Attended during the Financial year</b>	5	5
<b>Terms &amp; Conditions of Appointment</b>	As per the resolution at Item No. 2 of the Notice convening this Meeting.	As per the resolution at Item No. 3 of the Notice convening this Meeting.

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<b>Name of the Director</b>	<b>Mr. Kundan Kumar Mishra</b>
<b>Date of Birth</b>	07/02/1988
<b>DIN</b>	07207800
<b>Date of Appointment / Re-appointment in the Current Designation</b>	Appointment w.e.f. 11/08/2020
<b>Qualifications</b>	B.COM, LLB, CS
<b>Expertise in specific functional areas and years</b>	Mr. Kundan Kumar Mishra is commerce graduate, Law Graduate and a Faculty member of The Institute of Company Secretaries of India ('ICSI'). He is a practicing company secretary in Delhi since Jan 2014. He expertise in corporate and commercial laws, technical and financial collaborations, Joint Ventures, Mergers & Acquisitions, Public Offerings, Capital Market & Securities Laws, Foreign Direct Investment Laws, Employment and Labour Laws etc.
<b>List of Other Directorship held</b>	EMPRESSA LEGAL PRIVATE LIMITED (U74999DL2016PTC298410)
<b>Chairman/Member of the Audit Committee of the Board of Directors of the other Companies in which he/she is a Director</b>	NIL
<b>Chairman/Member of the Stakeholders Relationship Committee of the Board of Directors of the other Companies in which he/she is a Director</b>	NIL
<b>Shareholding in the Company</b>	NIL
<b>Disclosure of relationships between Directors inter-se;</b>	NIL
<b>No of Board Meeting Attended during the Financial year</b>	NA
<b>Terms &amp; Conditions of Appointment</b>	As per the resolution at Item No. 4 of the Notice convening this Meeting.