



GOLDEN CREST
Education & Services Ltd.

CIN: L51109WB1982PLC035565

Regd. Office: 62A, Dr. Meghnad Shah Sarani, Room No. 2,
2nd Floor, Southern Avenue, Kolkata - 700 029
Tel: 033-31909010, Email: info@goldencrest.in

12th February, 2016

To,
Mr. Sunil Goel
217, Vikas Nagar,
Bhiwani-127021

Sub: Your Appointment as Independent Director under Companies Act, 2013

Dear Sir,

We thank you for your confirmation to the Company that you are meeting the criteria prescribed under Section 149 (6) of the Companies Act, 2013 (Act) and amended Clause 49 of the Listing Agreement and also your consent to hold the office of the Director of the Company.

We are pleased to inform that with the subject to the confirmation of members of the Company and on the basis of recommendations of the Nomination and Remuneration Committee and the Board of Directors, the resolution will be pass in the forthcoming 33rd Annual General Meeting of the Company for your appointment as an Independent Director of the Company for a term of 5 (Five) consecutive years, not liable to retire by rotation.

As per the requirements of the Companies Act, 2013, the above is being formalized through this letter of appointment. Please note that this is neither a contract of service nor a contract of employment.

Appointment

This tenure is subject to your qualifying the criteria of an Independent Director and not being disqualified to be a Director under the applicable provisions and regulations.

Role on the Board

You are expected to provide your expertise and experience inter alia in the fields of accounts, taxation, strategic planning, management, corporate governance, restructuring risk managements, and other fields including administrative expertise etc. including Board best practices, in the functioning of the Board and the Committee of the Board in which you may be nominated. In addition to routine board meetings, you need to attend committee meetings, preparatory work and travel, and ensure that you are in a position to make the necessary overall time commitment.

You may be nominated on one or more committees of the Board and in such event you will be provided with the relevant Committee's term of reference and specific responsibilities.

As an Independent Director, you shall devote time for the performance of your role and discharging duties and responsibilities as an Independent Director. You will also be responsible for providing guidance in the area of your expertise.



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Duties and Liabilities

The duties and liabilities that come with your appointment would be as per applicable laws, Company's policies and under the Articles of Association of the Company.

The Board may reconstitute the composition of any / all committees from time to time and any such change shall be promptly communicated to you. In such an event, you may also be required to serve on other committees of the Board.

You will follow "the Code of Conduct for Independent Director" as per Schedule IV of the Companies Act, 2013 and Code of Conduct for the Board members as specified by the Company from time to time. We further inform you to follow the applicable provisions of Clause 49 of the Listing Agreement.

Independence

The Board of Directors of the Company inter alia has given due consideration to your decision of being qualified as 'Independent' in accordance with the provisions of Companies Act, 2013 and the Listing Agreement with the Stock Exchange. You are expected to continue to be qualified as 'Independent' during your tenure and provide periodic declaration to the effect as required by regulations. You will be identified as "Independent Director" in the Annual Report and other documents and publications of the Company. If circumstances change and you believe it may not be possible for you to retain your independence, you should discuss this with the Chairman as soon as practicable.

Evaluation Processes

Your performance evaluation shall be done by the Board of Directors annually, without your participation. You will participate in reviewing the performance of Non-Independent directors and the Board as a Whole, performance of the Chairman and other non-Independent Directors. The Criteria for evaluation shall be determined by the Nomination Committee and disclosed in the Company's Annual Return.

Code of Conduct for Directors

You will follow the Code of Conduct for Directors and furnish an annual affirmation of the same. You will apply the highest standards of confidentiality, and not disclose to any person or company (whether during the course of the tenure as Independent Director or at any time after its cessation), any confidential information concerning the Company with which you come into contact by virtue of your position as a Director, except as permitted by law or with prior clearance from the Chairman or Company Secretary.



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Remuneration

You shall be paid sitting fees of Rs. 500/- for attending the each meeting of Board as well as the committee meeting as per the provisions of section 197 of the Companies Act, 2013 and/or the Articles of Association of the company.

You will also be entitled to reimbursement of all expenses for participation in the Board and other meetings.

Disclosures

During your tenure, you shall promptly inform the change in your other directorships or other interest as may be required under the applicable laws. You shall promptly intimate to the /Whole time Director/ Company Secretary upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company or to any other authority as may be required in the prescribed manner.

During the term, you shall promptly provide a declaration under Section 149 (7) of the Companies Act, 2013 upon any change in the circumstances which may affect your status as an Independent Director.

Termination

Your directorship on the Board of the Company shall be terminated or ceased in accordance with Law. Apart from the grounds of Termination as specified in the Companies Act, 2013, your directorship may be terminated for violation of any provisions of Code of Conduct as applicable to Directors.

You may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the Notice whichever is later.

Miscellaneous

All the terms as mentioned above including your appointment, remuneration, professional conduct, role and functions, duties and evaluation shall be governed by the Companies Act, 2013 and Rules made there under and Corporate Governance requirements under the Listing Agreement, as amended from time to time.

As per the provisions of Clause 49 of the Listing Agreement, this letter of appointment will be displayed on the website of the Company and the website of the relevant Stock Exchanges where the shares of the Company are listed.



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Acceptance of Appointment

Please confirm your acceptance by signing and returning the duplicate copy of this letter.

We thank you for your support and commitment towards the progress of the Company.

Yours sincerely,

For Golden Crest Education & Services Limited.

Bhola Pandit
Director
DIN : 00780063

I Agree and Accept

I have read and understood the terms of my appointment as an Independent Director of the Company as contained in this letter and I hereby affirm my acceptance to the same.

Sunil Goel