



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: +91-82320 09012, Email: info@goldencrest.in,
Website : www.goldencrest.in

31st August, 2016

To,
The Secretary,
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata – 700 001

To,
Dy. General Manager,
Corporate Relationship Department,
BSE Limited,
P. J. Tower,
Mumbai – 400 001

Sub: Submission of Notice of the 33rd Annual General Meeting (AGM) of the Company pursuant to provisions of Regulation 29 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

In continuation to our letter dated 24th August, 2016 regarding 33rd AGM of the Company to be held on Tuesday, 27th September, 2016. Please find enclosed herewith Notice of 33rd AGM of the Company.

You are requested to kindly take the same on record and do the needful.

Thanking you,

Yours faithfully,
For Golden Crest Education & Services Limited

Kashi Nath Chakraborty
Whole-Time Director
DIN: 06992257



CC:

To,
National Securities Depository Limited
4th Floor, 'A' Wing, Trade World,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel
MUMBAI - 400 013

To,
Central Depository Services (India) Limited
17th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

To,
Bigshare Services Private Limited
E- 2/3, Ansa Ind. Estate, Sakivihar Road,
Sakinaka, Andheri (E),
Mumbai – 400 072



GOLDEN CREST
Education & Services Ltd.

NOTICE

NOTICE is hereby given that the 33rd (Thirty-Third) Annual General Meeting of Golden Crest Education & Services Limited will be held on Tuesday, 27th September, 2016 at 10:00 A.M. at Room No. 2, 2nd Floor, 62A Dr. Meghnad Shah Sarani, Southern Avenue, Kolkata-700029 to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company containing the audited Balance Sheet as at March 31st, 2016, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Boards of Directors and Auditors thereon.
2. To appoint Statutory Auditor and fix their remuneration and in this regard 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time and pursuant to recommendation of the Audit Committee of the Board of Directors, M/s. S. R. Ghedia & Associates, Chartered Accountants (Firm Registration No. 118560W) be and are hereby appointed as the Statutory Auditors of the company, for the financial year ending 31st March, 2017, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting (AGM) and that the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS:-

3. 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 the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) along with Schedule IV of the Companies Act, 2013 and Listing Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Sunil Goel (DIN : 07428279), who was appointed as an Additional Director of the Company with effect from 12/02/2016, 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 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years for the period from 12/02/2016 up to 11/02/2021, not liable to retire by rotation”

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

Kashi Nath Chakraborty
(Whole-Time Director)
(DIN : 06992257)

Regd Office:

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

CIN : L51109WB1982PLC035565
Email : info@goldencrest.in
Website : www.goldencrest.in

Date : 22/08/2016



GOLDEN CREST

Education & Services Ltd.

NOTES:-

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/ herself and such proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the commencement of AGM. The Instrument of Proxy in Form MGT 11 to be used in this AGM is enclosed.

Pursuant to Section 105 of the Companies Act, 2013 read with clause 6 of the Secretarial Standard- 2, issued by the Institute of Company Secretaries of India, a person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% (Ten) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% (Ten) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Corporate Members/ Societies intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the Board of Directors / Governing Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Register of Members and Share Transfer Books shall remain closed from 21/09/2016 to 27/09/2016 (Both days inclusive).
5. 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.
6. Members are requested to bring the Attendance Slip duly filled in along with their copy of Annual Report to the Meeting.
7. Members are requested to kindly notify immediately change, if any, in their address to the Company or its Registrars and Transfer Agents.
8. The Securities and Exchange Board of India (SEBI) 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, E-2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400 072. Phone: 022-28470652 /40530200, Fax: 022-28475207 Email: info@bigshareonline.com.
9. The Equity Shares of the Company is 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.
10. The relative Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special business set out in Item No. 3 above, is annexed hereto. All documents referred to in the Notice and explanatory statements are open for inspection at the registered office of the Company on all working days, except Sunday between 11:00 A.M. to 1:00 P.M. up to the date of the Annual General Meeting.
11. Profile(s) of the Director(s) seeking appointment / re-appointment, as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.



GOLDEN CREST

Education & Services Ltd.

12. Pursuant to Section 101 and 136 of the Act, read with Rule 11 of the Companies (Accounts) Rules, 2014, Electronic copy of the Annual Report for the Financial year 2015-16 inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialised mode and whose e-mail IDs are registered with their respective DPs, unless any Member has requested for a physical copy of the same.. For those members who have not registered their e-mail address, physical copies of the said Annual Report is being sent in the permitted mode.
13. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
14. 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.
15. Members may also note that the Annual Report for F.Y.2015-16 will also be available on the Company's website www.goldencrest.in.
16. Members who wish to obtain information concerning the Annual Report of the Company may send their queries at least 7 days before the date of Meeting, to the Company Secretary, at the registered office of the Company.
17. 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.
18. The Members are requested to contact the Company's Registrars and Share Transfer Agents, Big Services Private Limited, Mumbai for all their queries, 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.
19. 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 Annual General Meeting.
20. Attendance slip, proxy form and the route map of the venue of the Meeting is annexed hereto.
21. **Voting through electronic means:**

A remote e-voting facility is provided in terms of Section 108 of the Companies Act, 2013, Rules 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to its Shareholders by the Company to enable them to cast their votes electronically with the help of Central Depository Services (India) Limited (CDSL) on resolutions proposed to be considered at the 33rd (Thirty-Third) Annual General Meeting (AGM).

The facility for voting through ballot paper shall be made available at the Annual General Meeting to the Shareholders attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise the right to vote at the Meeting through ballot paper.

The Shareholders who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

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. September 20, 2016, may obtain the login ID and password by sending a request at info@goldencrest.in.



GOLDEN CREST

Education & Services Ltd.

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period begins on Saturday, September 24, 2016 (09.00 A.M.) and ends on Monday, September 26, 2016 (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 i.e. September 20, 2016 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.
- (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 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:

	For Members holding shares in Demat Form and Physical Form
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">• 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.• 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR 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">❖ 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).

- (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 <Company Name> on which you choose to vote.



GOLDEN CREST

Education & Services Ltd.

- (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.
- (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 on or after 30th June 2016. 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, NRI etc) and Custodian are required to log on to 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.
 - ❖ 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 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding evoting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of Members receiving the physical copy:

- ❖ Please follow all steps from sl. no. (i) to sl. no. (xxi) above to cast vote.
- ❖ The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
- ❖ Mr. Susanta Kumar Nayak, Practicing Company Secretaries, (M.No. ACS 20883, CP No.13802) has appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting at meeting (including voting through Ballot forms received from Members) 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 three days of the conclusion of the AGM, a Scrutinizer’s report of the total votes cast in favour 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.



GOLDEN CREST

Education & Services Ltd.

- ❖ The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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 Stock Exchange(s), where the equity shares of the Company are listed.

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

**Kashi Nath Chakraborty
(Whole-Time Director)
(DIN : 06992257)**

Regd Office:

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

CIN : L51109WB1982PLC035565

Email : info@goldencrest.in

Website : www.goldencrest.in

Date : 22/08/2016



GOLDEN CREST

Education & Services Ltd.

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice:

Item No. 3:

Mr. Sunil Goel was appointed as an Additional Director of the Company with effect from 12/02/2016. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Sunil Goel 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. Sunil Goel for the office of Non-Executive Independent Director of the Company.

In the opinion of the Board, Mr. Sunil Goel fulfills the conditions as specified in the Listing Regulation 36 of the SEBI (Listing obligation and disclosure requirements) Regulations, 2015 and 149 of the Companies Act, 2013 and rules made thereunder 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. Sunil Goel as an Independent Director.

Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director

The Board commends the Resolutions at item No. 3 for approval of members.

None of the Directors or Key Managerial Personnel (KMPs) or relatives of Directors and KMPs, except Mr. Sunil Goel is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.



GOLDEN CREST

Education & Services Ltd.

**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. Sunil Goel
Date of Birth	06/11/1986
DIN	07428279
Date of Appointment / Re -appointment	27/09/2016
Qualifications	Chartered Accountant
Expertise in specific functional areas and years	He is having wide experience in the field of Account, Finance and Taxation etc.
List of Other Directorship held	Nil
Chairman/Member of the Audit Committee of the Board of Directors of the other Companies in which he/she is a Director	Nil
Chairman/Member of the Stakeholders Relationship Committee of the Board of Directors of the other Companies in which he/she is a Director	Nil
Shareholding in the Company	Nil
Relationship with any Director(s) and Key Managerial Person of the Company	Nil
No of Board Meeting Attended during the Financial year	1 (One)
Terms & Conditions of Appointment	Appointment as Non-Executive Independent Director, not liable to retire by rotation

GOLDEN CREST EDUCATION & SERVICES LIMITED

CIN: L51109WB1982PLC035565

Regd. Office: Room No. 2, 2nd Floor, 62A, Dr. Meghnad Shah Sarani,
Southern Avenue, Kolkata-700029

Email: info@goldencrest.in Website: www.goldencrest.in

ATTENDANCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

DP Id*/Client Id*/Folio No.		No. of Shares	
-----------------------------	--	---------------	--

NAME AND ADDRESS OF THE MEMBER(S)

I/We hereby record my/our presence at the 33rd Annual General Meeting to be held on Tuesday, 27th September, 2016 at 10.00 A.M. at Room No. 2, 2nd Floor, 62A, Dr. Meghnad Shah Sarani, Southern Avenue, Kolkata - 700029.

Member's / Proxy's name In Block Letters

Member's / Proxy's Signature

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.

Form No. MGT-11**FORM OF PROXY**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**GOLDEN CREST EDUCATION & SERVICES LIMITED**

CIN: L51109WB1982PLC035565

Regd. Office: Room No. 2, 2nd Floor, 62A, Dr. Meghnad Shah Sarani,
Southern Avenue, Kolkata-700029

Email: info@goldencrest.in Website: www.goldencrest.in

Name of the Member(s):		DP Id*/Client Id*/Folio No.	
Registered address:			
E-mail ID:			

I/We, being the member(s) of _____ shares of **Golden Crest Education & Services Limited** hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him/her
- 2) _____ of _____ having e-mail id _____ or failing him/her
- 3) _____ of _____ having e-mail id _____ or failing him/her

as my / our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 33rd Annual General Meeting of the Company to be held on Tuesday, 27th September, 2016 at 10.00 A.M. at Room No. 2, 2nd Floor, 62A, Dr. Meghnad Shah Sarani, Southern Avenue, Kolkata - 700029 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Signed this _____ day of _____ 2016

Signature of the proxy holder

Signature of the Shareholder

Affix
a revenue
stamp**ELECTRONIC VOTING PARTICULARS**

EVSN (E-voting sequence number)	User ID :	Password:

**I /We direct my/our proxy to vote on the Resolutions in the manner as indicated in the box below:

Resolutions	For	Against
Ordinary Business :		
1. Adoption of Audited Financial Statement for the year ended 31/03/2016 together with the reports of Board of Directors and Auditors Report thereon		
2. Ratification of Appointment of Statutory Auditors and fixing their Remuneration		
Special Business:		
3. Appointment of Mr. Sunil Goel as Independent Director of the Company		

Applicable for investor holding shares in electronic form*Note::**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice the 33rd Annual General Meeting.
- (3) **This is only optional. Please put a tick in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all the Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of Shareholder (s) in above box before submission.
- (5) The proxy should carry its identity proof.