



**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

22<sup>nd</sup> August, 2017

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 34<sup>th</sup> 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 4<sup>th</sup> August, 2017 regarding 34<sup>th</sup> AGM of the Company to be held on Thursday, 21<sup>st</sup> September, 2017. Please find enclosed herewith Notice of 34<sup>th</sup> 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

  
Yogesh Lama  
Whole-Time Director  
DIN: 07799934



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

To,  
Central Depository Services (India) Limited  
17<sup>th</sup> 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



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## NOTICE

**NOTICE** is hereby given that the 34<sup>th</sup> (Thirty Forth) Annual General Meeting of **Golden Crest Education & Services Limited** will be held on Thursday, 21<sup>st</sup> September, 2017 at 12:15 P.M. at Room No. 2, 2<sup>nd</sup> 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 31, 2017, together with the Reports of the Boards of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bhola Pandit (DIN: 00780063), a Non-Executive/ Non Independent Director who retires by rotation in terms of Section 152(6) Companies Act, 2013 and being eligible has offered himself for re-appointment.

### **SPECIAL BUSINESS**

3. To consider and if thought fit, pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Mohindra Arora & Co., Chartered Accountants, Mumbai (FRN 006551N) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S. R. Ghedia & Associates, Chartered Accountants, Mumbai.”

**“RESOLVED FURTHER THAT** M/s. Mohindra Arora & Co, Chartered Accountants, (FRN 006551N), be and are hereby appointed as Statutory Auditors of the Company to hold the office from August 04, 2017, until the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

4. 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, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Mohindra Arora & Co., Chartered Accountants, Mumbai (FRN 006551N) be and are hereby appointed as Statutory Auditors of the Company and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 39<sup>th</sup> Annual General Meeting for a single tenure of 5 (five) years, subject to the ratifications by the members at every Annual General Meeting of the said tenure, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds and things and to file necessary e – forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”



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5. 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 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Yogesh Lama (DIN: 07799934), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

6. 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 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being enforce) read with Schedule V of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as recommended by Nomination and Remuneration Committee, subject to the approval of the Members, consent of the Company be and is hereby accorded for the appointment of Shri Yogesh Lama (DIN:07799934) as Whole-time Director of the Company for a period of 5 (Five) years i.e. starting from 04/08/2017 to 03/08/2022 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

7. 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 Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sughan Pandit (DIN: 02514636), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for five consecutive years for a term from the conclusion of this AGM till the conclusion of 39<sup>th</sup> AGM, and whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, Instruments, writings as may be necessary, required, 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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Email : [info@goldencrest.in](mailto:info@goldencrest.in)  
Website : [www.goldencrest.in](http://www.goldencrest.in)

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

Yogesh Lama  
(Whole-Time Director)  
(DIN: 07799934)  
Date : 04/08/2017



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**NOTES:**

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. 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 &7 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.
3. 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. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. 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.
5. Pursuant to the provision of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books shall remain closed from 15/09/2017 to 21/09/2017 (both days inclusive).
6. 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.
7. 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). These changes will be automatically reflected in company's records, which will help the company to provide efficient and better service to the members.
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 Pvt. Ltd., 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](mailto:investor@bigshareonline.com)
9. 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.
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 to 7 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 during the business hours up to the date of the Annual General Meeting.



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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, and clause 1.2.5 of Secretarial Standards – 2 on General Meeting is annexed to this Notice.
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 2016-17 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. The Annual Report for F.Y. 2016-17 of the Company circulated to the Members of the Company, shall be made available on the Company's website at [www.goldencrest.in](http://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, Bigshare 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:**

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 14, 2017, may obtain the login ID and password by sending a request at [info@goldencrest.in](mailto:info@goldencrest.in).

Corporate Members are requested to send in advance duly certified copy of the Board Resolution/Power Attorney authorising their representative to attend the Annual General Meeting.

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 at the Annual General Meeting (AGM) scheduled to be held on Thursday, 21<sup>st</sup> September 2017, at 12:15 P.M. with request to follow the instructions for voting electronically as under:-



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

- (i) The e-voting period begins on Monday, September 18, 2017 (09.00 A.M.) and ends on Wednesday, September 20, 2017 (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. September 14, 2017 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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
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"><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.



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- (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. 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](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.
- (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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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.

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)

**For members who wish to vote using ballot form:**

In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the Annual General Meeting, through polling paper as provided in Section 107 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting.



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Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

### **General Instructions**

The Board of Director has appointed Mr. Susanta Kumar Nayak, Practicing Company Secretaries, (Membership No. ACS 20883 CP No 13802) has appointed as the Scrutinizer to the e-voting process, (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.

The Scrutinizer shall submit his report to the Chairman who shall declare the results of the voting. The result declare alongwith the Scrutinizer Report shall be placed on the Company [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. The Resolution shall be deemed to be passed at the Annual General Meeting of the Company Schedule to be held on September 21, 2017

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Website : [www.goldencrest.in](http://www.goldencrest.in)**

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

**Yogesh Lama  
(Whole-Time Director)  
(DIN: 07799934)  
Date : 04/08/2017**





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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 explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 to 7 of the accompanying Notice:

### **Item No. 3 and 4 of the Notice**

M/s. S.R. Ghedia & Associates, Chartered Accountants, Mumbai has tendered their resignation as Statutory Auditors of the Company. Their appointment was subject to ratification at the ensuing Annual General Meeting of the Company. The Board has proposed the name of M/s. Mohindra Arora & Co., Chartered Accountants, Mumbai to be appointed as Statutory Auditors of the Company in place of M/s. S.R. Ghedia & Associates, Chartered Accountants, Mumbai in the Board Meeting held on 04<sup>th</sup> August, 2017.

M/s. Mohindra Arora & Co., Chartered Accountants, Mumbai have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members for appointment of M/s. Mohindra Arora & Co., Chartered Accountants, Mumbai as Statutory Auditor of the Company from the conclusion of this Annual General Meeting until the conclusion of 39<sup>th</sup> Annual General Meeting of the Company.

### **Item No. 5 & 6 of the Notice**

The Directors are of the view that appointment of Shri. Yogesh Lama will be beneficial to the operation of the Company. It is therefore the Board of Directors at their meeting held on 4<sup>th</sup> August, 2017 appointed Shri Yogesh Lama as an Additional Director of Company. In the same meeting, Board has appointed him as Whole Time Director of the Company for five consecutive years for a term upto 3<sup>rd</sup> August, 2022 subject to approval of Shareholders at the ensuing annual General Meeting and based on the recommendations of the Nomination and Remuneration Committee, on the terms and conditions set out in the draft agreement to be entered into with him.

The draft agreement between the Company and Shri Yogesh Lama is available for inspection at the registered office of the Company between 10.00 a. m. to 1.00 p.m. on all working days of the Company (including the day of the Meeting). Remuneration payable will be subject to the approval by the members of the Nomination and Remuneration Committee and the Board of Director of Company from time to time.

A summary of the material terms and conditions relating to appointment of Mr. Yogesh Lama as Whole-time Director are as follows:

#### **(a) Tenure for agreement:**

The appointment of Mr. Yogesh Lama has been made for a period of 5 (Five) years commencing from 04/08/2017 to 03/08/2022.

#### **(b) Nature of duties**

Mr. Yogesh Lama shall perform as Whole-Time Director and exercise such power from time to time be entrusted to him subject to the superintendence and contract of the Board of Directors of the Company.

#### **(c) Remuneration**

Salary & Perquisites per month:

-Rs. 15,000/- Salary

-Rs. 5,000/- Other benefits (Perquisites)

None of the Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in the Resolution, except Mr. Yogesh Lama himself.



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Pursuant to Section 190 to the Companies Act, 2013 this may be treated as an abstract of the terms and conditions governing the appointment of Shri Yogesh Lama as the “Whole Time Director” of the Company.

None of the other Directors or the Key Managerial Personnel (KMP) or relatives of directors and KMP's is concerned or interested in the Resolution at item no. 5 & 6 of the accompanying Notice.

**Item No. 7 of the Notice**

Mr. Sugan Pandit Non-executive director of the Company has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013, it is proposed to re-appoint Mr. Sugan Pandit as independent Director of the company upto thirty ninth Annual General meeting (39<sup>th</sup> AGM). A notice has been received from a member with requisite deposits for proposing Mr. Sugan Pandit as a candidate for the office of Director of the Company.

Mr. Sugan Pandit is not related to any director of the company except Mr. Bhola Pandit as brother.

**I. General Information:**

The Whole-time Director shall not be entitled to any sitting fees for attending the meetings of the Board or of the Committee(s) of which he is a Member.

None of the other Directors or the Key Managerial Personnel (KMP) or relatives of directors and KMP's is concerned or interested in the Resolution at item no. 6 of the accompanying Notice.

The Board of Directors of the Company recommends the special resolution as set out in the Notice for Members' approval.



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CIN: L51109WB1982PLC035565

**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. Yogesh Lama	Mr. Bhola Pandit	Mr. Sughan Pandit
Date of Birth	13/05/1990	13/08/1964	10/06/1969
DIN	07799934	00780063	02514636
Date of Appointment / Re-appointment in the Current Designation	04/08/2017	16/05/2003	15/04/2003
Qualifications	GRADUATE	GRADUATE	GRADUATE
Expertise in specific functional areas and years	He is having wide experience in the field of Accounts	He is having wide experience in the field of Accounts, Administration etc.	He is having wide experience in the field of Accounts and Finance.
List of Other Directorship held	NIL	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)	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)
Chairman/Member of the Audit Committee of the Board of Directors of the other Companies in which he/she is a Director	NIL	NIL	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	NIL	NIL
Shareholding in the Company	NIL	NIL	NIL
Disclosure of relationships between Directors inter-se;	NIL	Nil (except in relationship with Mr. Sughan Pandit as brother)	Nil (except in relationship with Mr. Bhola Pandit as brother)
No of Board Meeting Attended during the Financial year	NIL	7	7
Terms & Conditions of Appointment	Appointment as Whole Time Director, not liable to retire by rotation	Appointment as Non-Executive Director, liable to retire by rotation	Appointment as Non-Executive Independent Director, not liable to retire by rotation

**GOLDEN CREST EDUCATION & SERVICES LIMITED**

CIN: L51109WB1982PLC035565

Regd. Office: Room No. 2, 62A, Dr. Meghnad Shah Sarani, 2<sup>nd</sup> Floor, Southern Avenue, Kolkata-700029Email: [info@goldencrest.in](mailto:info@goldencrest.in) Website: [www.goldencrest.in](http://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	
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**NAME AND ADDRESS OF THE MEMBER(S)**I/We hereby record my/our presence at the 34<sup>th</sup> Annual General Meeting to be held on Thursday, 21<sup>st</sup> September, 2017 at 12.15. P.M. at Room No. 2, 62A, Dr. Meghnad Shah Sarani, 2<sup>nd</sup> Floor, 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

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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 34<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 21<sup>st</sup> September, 2017 at 12.15. P.M. at Room No. 2, 62A, Dr. Meghnad Shah Sarani, 2<sup>nd</sup> Floor, Southern Avenue, Kolkata - 700029 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of the proxy holder

Signature of the Shareholder

Affix  
a revenue  
stamp**ELECTRONIC VOTING PARTICULARS**

<b>EVSNS (E-voting sequence number)</b>	<b>User ID :</b>	<b>Password:</b>

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

<b>Resolutions</b>	<b>For</b>	<b>Against</b>
<b>Ordinary Business</b>		
1. Adoption of Audited Financial Statement for the year ended 31/03/2017 together with the reports of Board of Directors and Auditors Report thereon (Ordinary Resolution)		
2. Re-appointment of Mr. Bhola Pandit (DIN: 00780063) as Director who retires by rotations and being eligible, offers himself for re-appointment. (Ordinary Resolution)		
<b>Special Business</b>		
3. Appointment of M/s Mohindra Arora & Co., Chartered Accountants, as Statutory Auditors of the Company in place of M/s. S. R. Ghedia & Associates, Chartered Accountants, Mumbai. (Ordinary Resolution)		
4. Appointment of Statutory Auditor M/s Mohindra Arora & Co., Chartered Accountants for a period of 5 years (Ordinary Resolution)		
5. Appointment of Mr. Yogesh Lama (DIN: 07799934) as a Director. (Ordinary Resolution)		
6. Appointment of Mr. Yogesh Lama (DIN: 07799934) as a Whole Time Director for a period of 5 years. (Ordinary Resolution)		
7. Re-appointment of Mr. Sukan Pandit (DIN: 02514636) as Independent Director of the Company (Special Resolution)		

**\*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 34<sup>th</sup> 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.