



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

Date: - 13th May, 2020

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: Compliance Report on Corporate Governance for the 04th quarter and
Year ended March 31, 2020**

Dear Sir,

We attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format (Annexure I & II) for the 04th quarter and year ended March 31, 2020.

The above reports shall be placed before the Board of Directors in its forthcoming meeting.

Kindly take the same on record & oblige.

Yours faithfully,

For Golden Crest Education & Services Limited

Yogesh Lama
Whole Time Director
DIN: 07799934

Encl.: As Above

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : **Golden Crest Education & Services Limited**
 2. Quarter ending : **31st March, 2020**

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson/Executive/Non-Executive / Independent / & Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure* (in months)	Date of Birth	No of Directorship in listed entities including this listed entity (Refer Regulation 17 A (1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [In reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) Including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Yogesh Lama	PAN: AEUPY0215R DIN: 07799934	Whole-time director	04/08/2017			-	13/05/1990	1	0	0	0
Mr.	Bhola Pandit	PAN: AKLPP1283B DIN: 00780063	Non Executive Director / Chairperson	16/05/2003	23/09/2019		-	13/08/1964	1	0	2	0
Mrs.	Ruchi Gupta	PAN: BCDPG7924H DIN: 07283515	Woman Director / Non Executive - Independent Director	01/09/2015			55	15/07/1982	2	2	2	2
Mr.	Rajesh Kumar Kothari	PAN: AGJPK0029Q DIN: 03199548	Non Executive - Independent Director	23/07/2018			20	21/01/1974	1	1	0	2
Mr.	Satya Pal Singh Dhama	PAN: AQFPD0125Q DIN: NA	Chief Financial Officer	15/04/2019			-	05/12/1968	-	-	-	-
Ms.	Drishti Gopal Agarwal	PAN: AKZPA8210B DIN: NA	Company Secretary	12/02/2016			-	12/11/1989	-	-	-	-
Whether Regular chairperson appointed				Yes								
Whether Chairperson is related to managing director or CEO				No								

\$PAN of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off




period.

II. Composition of Committees					
<i>Name of Committee</i>	<i>Whether Regular chairperson appointed</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1. Audit Committee	Yes	Mrs. Ruchi Gupta Mr. Rajesh Kumar Kothari Mr. Bhola Pandit	Non Executive- Independent Director Chairperson /Non Executive - Independent Director Non Executive Director	13/11/2015 12/11/2018 26/11/2018	
2. Nomination & Remuneration Committee	Yes	Mrs. Ruchi Gupta Mr. Rajesh Kumar Kothari Mr. Bhola Pandit	Non Executive - Independent Director Chairperson /Non Executive - Independent Director Non Executive Director	13/11/2015 12/11/2018 26/11/2018	
3. Risk Management Committee (if applicable)					
4. Stakeholders Relationship Committee	Yes	Mrs. Ruchi Gupta Mr. Rajesh Kumar Kothari Mr. Bhola Pandit	Non Executive - Independent Director Chairperson /Non Executive - Independent Director Non Executive Director	13/11/2015 12/11/2018 26/11/2018	
& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					

III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>
November 13, 2019	February 10, 2020	Yes	4
* to be filled in only for the current quarter meetings			

IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>
Audit Committee February 10, 2019	Yes - All Members Present	3	November 13, 2019
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
**to be filled in only for the current quarter meetings			

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	NA*
Whether shareholder approval obtained for material RPT	NA*
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA* 

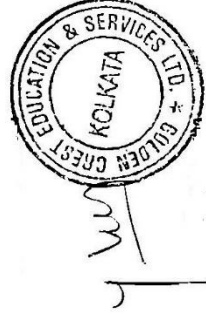
Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
*There were no contracts or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the relevant quarter ended under review.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For Golden Crest Education & Services Limited



**Yogesh Lama
DIN: 07799934**

Company Secretary / Compliance Officer / Managing Director / Whole-Time Director / CEO / CFO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement " same as previous quarter" may be given.

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA) refer note below
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		N.A.
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		N.A.
Schedule of analyst or institutional investors meet and presentation made by the listed by the listed entity to analyst or institutional investors simultaneously with submission to Stock Exchange		N.A.
New name and the old name of the listed entity		N.A.
Advertisement as per regulation 47(1)		Yes
Credit rating or revision in credit rating obtained		N.A.
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year		N.A.
Whether Company has provided information under separate section on its website as per Regulation 46(2)		Yes
Materiality Policy as per Regulation 30		Yes
Dividend distribution policy as per Regulation 43A (as Applicable)		N.A.
It is certified that these contents on the websites of listed entity are correct		Yes
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of Board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of the Board</i>	17(11)	Yes

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Maximum numbers of Directorship	17(A)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum for Nomination and Remuneration Committee	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), (2) & 20(2A)	Yes
Meeting of Stakeholder Committee Meeting	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee Meeting	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Disclosure of related Party Transaction on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Directorship & Tenure	25 (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration From Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Director	25(10)	N.A.
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. NA

For Golden Crest Education & Services Limited



Yogesh Lama

DIN: 07799934

Company Secretary / Compliance Officer / Managing Director / Whole-Time Director / CEO / CFO