

G K PUBLICATIONS PRIVATE LIMITED

ANNUAL REPORT FOR THE FINANCIAL YEAR 2017-2018

THE BOARD OF DIRECTORS (As on July 06, 2018)

Mr. Satya Narayanan .R
Mr. Gautam Puri
Mr. Nikhil Mahajan

: Director
: Director
: Director

STATUTOTY AUDITORS
(Financial Year 2017-18)

: Haribhakti & Co., LLP
Chartered Accountants

REGISTERED OFFICE

: R-90, First Floor, Greater Kailash, Part-I,
New Delhi – 110048

CORPORATE OFFICE

: A-41, Espire Building, Lower Ground Floor,
Mohan Co-Operative Industrial Area, Main Mathura
Road, New Delhi – 110 044

G K PUBLICATIONS PRIVATE LIMITED

CIN: U22110DL2001PTC111015

Registered Office: R-90, First Floor, Greater Kailash, Part-I, New Delhi – 11 00 48Tel.: 011-4128 1100, Fax: 011-4128 1101, E-mail: rachna@careerlauncher.com**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 17TH ANNUAL GENERAL MEETING OF THE MEMBERS OF G K PUBLICATIONS PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, AUGUST 08, 2018 AT 11:00 A.M. AT A-41, ESPIRE BUILDING, LOWER GROUND FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL AREA, MAIN MATHURA ROAD NEW DELHI 110044, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:**1. Adoption of Annual Financial Statements for the Financial Year ended March 31, 2018;**

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2018, along with the reports of the Board of Directors and Statutory Auditors thereon.

2. Retirement by Rotation;

To appoint a Director in place of Mr. Gautam Puri (DIN: 00033548), Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Gautam Puri (DIN: 00033548), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.”

3. Ratification of Appointment of the Statutory Auditors for the Financial Year 2018-19 and to fix their remuneration in this regard;

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory amendment(s) thereof, and pursuant to the recommendation of the Board of Directors, and pursuant to the confirmation of the appointment of the Auditors for a period of 5 years by the members of the Company at the Annual General Meeting held on September 30, 2014, the members hereby ratify the appointment of M/s Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. – 103523W), as the Statutory Auditors of the Company for the Financial Year 2018-19 at such remuneration and reimbursement of out of pocket expenses as may be agreed upon between the Auditors and the Board of Directors of the Company.”

SPECIAL BUSINESS:**4. Approval to the shifting of Registered Office of the Company from the “National Capital Territory (NCT) of Delhi” to the “State of Haryana” and consequential amendment in the Memorandum of Association of the Company;**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 12 and Section 13 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the approval of the Hon’ble Regional Director, Northern Region, New Delhi or any other Government Authority in this regard and subject to such permissions, sanctions or approvals as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the Members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the “National Capital Territory (NCT) of Delhi” to the “State of Haryana” and substitute the Clause-II of the Memorandum of Association of the Company by the following clause:

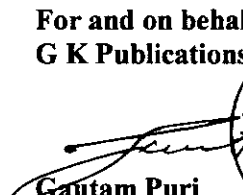
II. The Registered office of the Company will be situated in the State of Haryana.

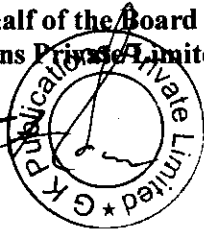
RESOLVED FURTHER THAT on obtaining the confirmation from Regional Director, Northern Region, the Registered Office of the Company shall be shifted from “R-90, First Floor, Greater Kailash Part-I, New Delhi – 110048” to “Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003”.

RESOLVED FURTHER THAT upon receipt of the order of the Hon’ble Regional Director, Northern Region, New Delhi approving the alteration, filing of certified copy of such order with the Registrar of Companies, Delhi & Haryana and issue of fresh certificate by Registrar of Companies, NCT of Delhi and Haryana, indicating the alteration, the Registered Office of the Company be shifted from “National Capital Territory (NCT) of Delhi” to the “State of Haryana”.

RESOLVED FURTHER THAT the members of the Board, be and are hereby severally or jointly authorized to take such steps as may be considered necessary, and generally to do all such acts, deeds and things that may be considered necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

For and on behalf of the Board of Directors
G K Publications Private Limited


Gautam Puri
Director
DIN No. : 00033548




Date: July 06, 2018
Place: New Delhi

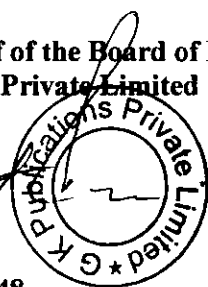
Address: R-90, Greater Kailash,
Part-I, New Delhi -110 048

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. Proxy in order to be effective must be deposited at the company's Registered Office not less than 48 (Forty Eight) hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. In the case of Corporate Member, it is requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting.
3. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) from 11:00 A.M. to 04:00 P.M. up to the date of the Annual General Meeting of the Company.

**For and on behalf of the Board of Directors
G K Publications Private Limited**


Gautam Puri
Director
DIN No. : 00033548



Date: July 06, 2018
Place: New Delhi

**Address: R-90, Greater Kailash,
Part-I, New Delhi -110 048**



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSE(S) TO BE TRANSACTED AT THE MEETING, PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

At present, the Company's Registered Office is situated at the "National Capital Territory (NCT) of Delhi". For operational and administrative convenience, the management is contemplating a change in the Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana".

The management is quite hopeful that the shifting of the Registered Office as aforesaid will be in the best interests of the Company, its shareholders and all other concerned stakeholders. The proposed shifting of the Registered office is not prejudicial to the interests of any party or of the Company.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, the shifting of registered office of a company from one State to another and consequent alteration of the registered office clause of Memorandum of Association pertaining to the place of the registered office of the Company requires approval of shareholders by way of a Special Resolution. Further, the alteration of Memorandum of Association relating to the place of Registered Office from one State to another shall not have effect unless approved by the Central Government (Powers delegated to the Regional Director).

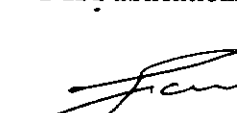
Approval of the shareholders is, therefore, sought for shifting of Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana" and consequential amendment to Memorandum of Association of the Company.

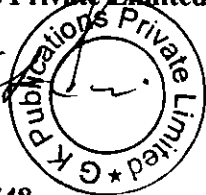
The Board of Directors of your Company, therefore, recommends the Resolution to be passed as a Special Resolution by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives are, in any way, concerned or interested, whether financially or otherwise, in passing the Proposed Resolution (Item No. 4) of the Notice.

Copies of all the documents mentioned herein above, if any, shall be open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) from 11:00 A.M. to 04:00 P.M. up to the date of the Annual General Meeting of the Company.

**For and on behalf of the Board of Directors
G K Publications Private Limited**


Gautam Puri
Director
DIN No. : 00033548

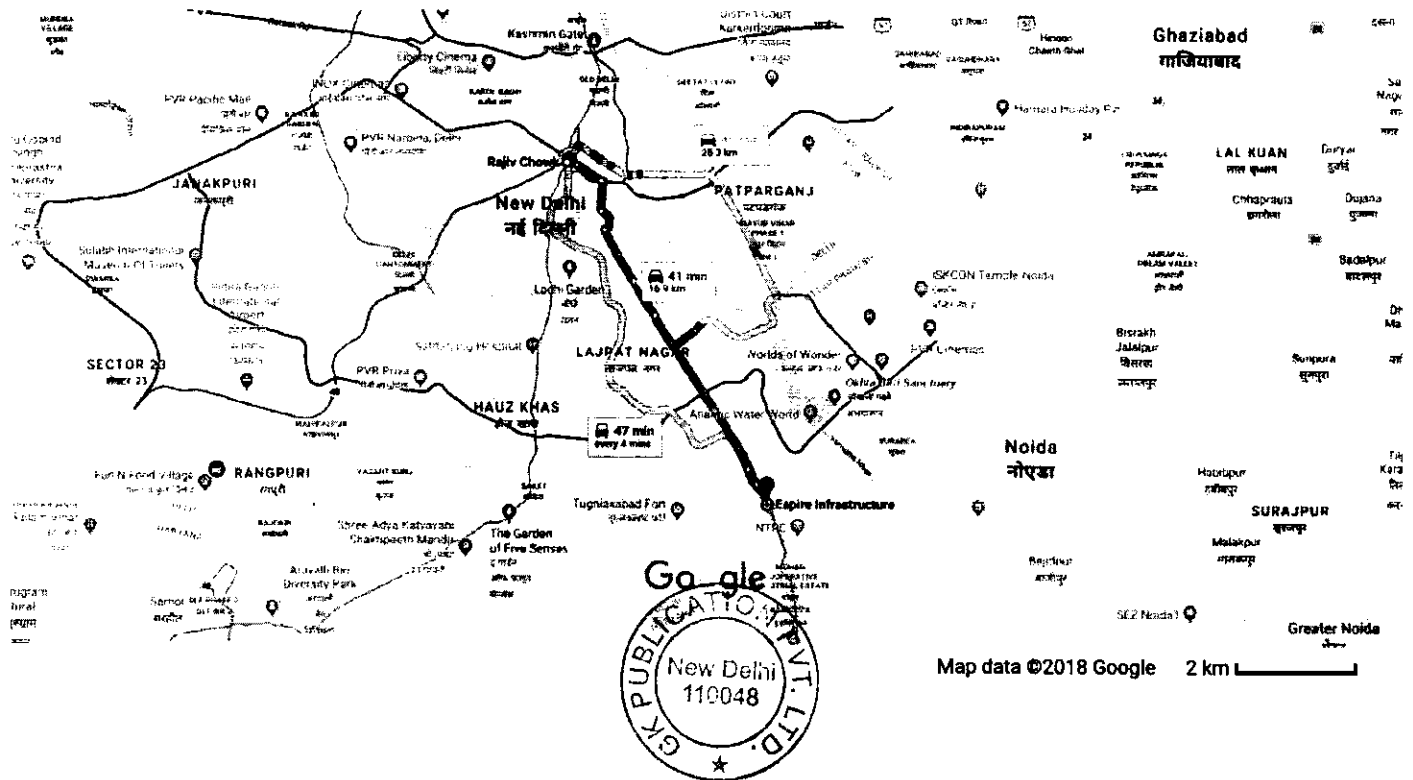


**Address: R-90, Greater Kailash,
Part-I, New Delhi -110 048**

**Date: July 06, 2018
Place: New Delhi**

Google Maps

Route Map from Rajiv Chowk to AGM Venue 'A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Ind. Area, Main Mathura Road New Delhi 110044'





G K PUBLICATIONS PRIVATE LIMITED

BOARD'S REPORT 2018

Your Directors are pleased to present their report on the business and operations of your Company for the financial year ended March 31, 2018.

1. FINANCIAL HIGHLIGHTS

| Particulars | (Rs. in Lacs) | |
|--|----------------|----------------|
| | March 31, 2018 | March 31, 2017 |
| Total Revenue | 1,884.12 | 1,836.54 |
| Total expenditure | 2,039.01 | 1,903.85 |
| Profit / Loss Before tax | (154.89) | (67.31) |
| Tax Expenses | (21.75) | (24.36) |
| Profit / Loss after tax | (133.14) | (42.95) |
| Profits brought forward from previous year | (171.96) | (129.01) |
| Carried to Balance sheet | (305.10) | (171.96) |

During the financial year under review, your Company earned a Total Revenue of Rs. 1,884.12 Lacs against Rs. 1,836.54 Lacs earned during financial year 2016-17, registering an increase of 2.59%.

The expenditures of the Company have increased by 7.10% from a total expenditure of Rs. 1,903.85 Lacs during financial year 2016-17 to Rs. 2,039.01 Lacs during financial year 2017-18.

The Company suffered a Net Loss after Tax of Rs.133.14 Lacs in financial year 2017-18 against a Net loss of Rs.42.95 Lacs during financial year 2016-17.

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Your Company is currently engaged in the business of distribution of test preparation guides, books and other academic material.

The Directors are optimistic about the Company's current financial year performance, and they expect the Company to do much better in the years to come.

3. SUBSIDIARIES, JOINT VENTURES & ASSOCIATES

Your Company does not have any subsidiary or joint ventures or associate company.

4. DIVIDEND

Your Directors do not recommend any Dividend for the Financial Year 2017-18.

5. CHANGES IN CAPITAL STRUCTURE

During the financial year, there was no change in the capital structure of the Company.

6. MATERIAL CHANGES

The following Material Change has occurred between the end of the Financial Year (March 31, 2018) and the date of the report (July 06, 2018).

Pursuant to the provisions of Section 12 and Section 13 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment for the time being in force) read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the approval of members of the Company by a Special Resolution and approval of the Hon'ble Regional Director, Northern Region, New Delhi or any other Government Authority in this regard and subject to such permissions, sanctions or approvals as may be required under the provisions of the said Act or under any other law for the time being in force, the Board has provided its approval for shifting of the Registered Office from the "National Capital Territory of Delhi" to the "State of Haryana" and substitute the Clause-II of the Memorandum of Association of the Company by the following clause:

II. The Registered office of the Company will be situated in the State of Haryana.

On obtaining the confirmation from Regional Director, Northern Region, the Registered Office of the Company shall be shifted from "R-90, First Floor, Greater Kailash Part-I, New Delhi – 110048" to "Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003".

7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 forms part to the notes to the Financial Statements.

8. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions entered by the Company with Related Parties during the Financial Year 2017-18 as defined under section 2 (76) of the Companies Act, 2013 read with the Companies (Specification of Definitions Details) Rules, 2014 were in the Ordinary Course of Business and at Arm's Length pricing basis and in accordance with the provisions of the Companies Act, 2013. The Board of Directors were reviewed and approved the transactions (which were all routine and repetitive in nature). Suitable disclosures as required under IndAS-24 have been made in the Notes to the financial statements.

Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in respect of the particulars of contracts or arrangements with related parties under section 188 in prescribed form AOC-2 is annexed as **Annexure-I** to this report.

9. AMOUNT PROPOSED TO BE CARRIED TO ANY RESERVES

The Company did not transfer any amount to reserves during the Financial Year 2017-18.

10. EXTRACT OF THE ANNUAL RETURN

Pursuant to Section 92 of the Companies Act, 2013 read with the Rule 12 of the Companies (Management and) Rules, 2014, the extract of the Annual Return in prescribed form MGT-9 is attached as **Annexure - II**.

11. DISCLOSURE OF ENERGY CONVERSATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

The Company does not carry any manufacturing activity, thus, disclosure requirements under Section 134 (3) (m) of the Companies Act 2013 read with Rule 8 (3) of the Companies Accounts Rules, 2014 are not applicable to the Company. However, wherever possible and feasible, continuous efforts have been made for conservation of energy and to minimize energy cost and to upgrade the technology with a view to increase the efficiency and to reduce cost of operations.

During the financial year under review, the Foreign Exchange earnings and outgo were nil.

12. INTERNAL FINANCIAL CONTROL SYSTEMS

The Company has aligned its current systems of internal financial control with the requirement of the Companies Act 2013. The Internal Control systems are intended to increase transparency and accountability in an organisation's process of designing and implementing a system of internal control. The framework requires a company to identify and analyse risks and manage appropriate responses. The Company has successfully laid down the framework and ensured its effectiveness. The Company's internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies. The Company has a well defined delegation of power with authority limits for approving revenue as well as expenditure. Processes for formulating and reviewing annual and long term business plans have been laid down. The Company uses a state-of-the-art enterprise resource planning (ERP) system to record data for accounting, consolidation and management information purposes and connects to different locations for efficient exchange of information. It has continued its efforts to align all its processes and controls with best practices.

Our management assessed the effectiveness of the Company's internal control over financial reporting as of March 31, 2018. The assessment involved self-review, peer review and external audit.

- During the financial year 2017-18, Genpact Enterprise Risk Consulting LLP (earlier known as Axis Risk Consulting Services Pvt. Ltd.) carry out internal audit process, based on an internal audit plan, which is reviewed each year in consultation with the statutory auditors (Haribhakti & Co. LLP). The conduct of internal audit is oriented towards the review of internal controls and risks in its operations such as IT processes and general controls, accounting and finance, procurement, employee engagement. The management reviews audit reports submitted by internal auditors and statutory auditors. Suggestions for improvement are considered. The management also meets Statutory auditors to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the Board of Directors informed of its major observations periodically.

13. PARTICULARS OF EMPLOYEES

People are the most valuable assets and your Company places the engagement, development and retention of talent as its highest priority, to enable achievement of organizational vision.

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, the names of the top ten employees in terms of remuneration drawn, as on March 31, 2018, along with the relevant information thereon is given in **Annexure III**.

Further, during the financial year 2017-18, there was no employee who:

- (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lacs rupees;
- (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lacs and fifty thousand rupees per month;

- (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

14. DIRECTORS

There was no change in the Board of Directors of the Company during the financial year under review.

Retirement by Rotation at the ensuing AGM:

Mr. Gautam Puri, Director, been longest in office retires by rotation at the forthcoming AGM, and being eligible offers himself for re-appointment.

As per the disclosures filed by the Directors of the Company, none of the Directors have attracted any of the Disqualifications as mentioned in Section 164 of Companies Act 2013.

15. AUDITORS

At Board meeting held on August 11, 2014, the Board of Directors of the Company had approved of the appointment of M/s. Haribhakti & Co., LLP, Chartered Accountants., for an initial term of 5 years. At the Annual General Meeting of the Company held on September 30, 2014, the members of the Company confirmed the Board's recommendation by appointing M/s. Haribhakti & Co., LLP, Chartered Accountants, for an initial term of 5 years.

In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors has to be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Haribhakti & Co., LLP, Chartered Accountants, as the statutory auditors of the Company, is placed for ratification by the shareholders.

The Company has received confirmation from the firm regarding its consent for such appointment, and eligibility under Sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 for appointment as the Auditor of the Company.

The Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The members are requested to ratify the appointment of the Auditors as well as to authorize the Board to fix the Auditor's remuneration.

In this connection, the attention of the members is invited to item no. 3 of the Notice convening the Annual General Meeting 2018.

16. AUDITOR'S REPORT 2018

There is no reservations/ views/qualifications etc. of the auditors expressed in the Clauses of the Auditors/CARO Report 2018 and no instance of fraud has been reported by auditors under sub section (12) of section 143 of the Companies Act, 2013.

17. CORPORATE GOVERNANCE

Your company strives to ensure that best Corporate Governance practices are identified, adopted and consistently followed. Your Company believes that good governance is the basis for sustainable growth of the business and for enhancement of stakeholder value.

• **Details of Remuneration paid**

There is no Executive Director on Board of the Company. The Company has not paid any remuneration and/or commission to its Directors during the financial year.

• **Number of Board Meetings held during the financial year 2017-18, with dates are as under:**

| S. No. | Date | Board Strength | No. of Directors Present |
|--------|-------------------|----------------|--------------------------|
| 1 | May 29, 2017 | 3 | 3 |
| 2 | July 02, 2017 | 3 | 3 |
| 3 | August 24, 2017 | 3 | 3 |
| 4 | November 21, 2017 | 3 | 3 |
| 5 | February 02, 2018 | 3 | 3 |

• **Attendance at Board Meetings held during the financial year 2017-18:**

| Board | Board |
|------------------------|-------|
| Meetings held | 5 |
| Directors' Attendance | |
| Mr. Satya Narayanan .R | 5 |
| Mr. Gautam Puri | 5 |
| Mr. Nikhil Mahajan | 5 |

The Company was not required to constitute any committee of the Board pursuant to the provisions of Companies Act 2013.

18. CORPORATE SOCIAL RESPONSIBILITY

The said provisions are yet not applicable on the Company.

19. RISK MANAGEMENT

The Company has in-built mechanism in all its operations to mitigate risks inherent to the industry in which the Company is operating

20. WHISTLE BLOWER/VIGILANCE POLICY

Section 177 of the Companies Act, 2013 is not applicable to your Company and hence Vigil mechanism is not required to be established.

21. DISCLOSURES

- No Bonus Shares were declared for the current financial year.
- There was no amount which was required to be transferred to the Investor Education and Protection Fund (IEPF).
- Your Company has not issued any Equity shares with Differential rights during the financial year under review.
- Your Company has not issued any Employees Stock options/ Sweat Equity Shares.
- Your Company has not redeemed any preference shares or Debentures during the financial year under review.
- Your Company has not accepted any Public Deposits.

- g) Your Company has not bought back any of its securities during the financial year under review.
- h) No significant and material orders have been passed by any regulators or courts or tribunals against the Company impacting the going concern status and Company's operations in future.
- i) Your company did not come across any complaint by any employee during the financial year under review under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

22. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

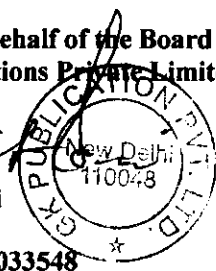

- a) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and no material departures have been made from the same;
- b) appropriate Accounting Policies have been selected and applied consistently and they have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company on March 31, 2018 and of the Loss of the Company for the financial year ended on that date;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Annual Accounts have been prepared on a going concern basis.
- e) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

23. ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the Company's customers, shareholders, vendors and bankers for their support and look forward to their continued support in the future.

Your Directors also place on record their appreciation for the excellent contribution made by all employees who are committed to strong work ethics, excellence in performance and commendable teamwork and have thrived in a challenging environment.


For and on behalf of the Board of Directors
G K Publications Private Limited



Gautam Puri
Director
DIN No. : 00033548

Address: R-90, Greater Kailash,
Part-I, New Delhi -110 048

Date: July 06, 2018
Place: New Delhi



Nikhil Mahajan
Director
DIN No. : 00033404

Address: H. No. 457, Sec. 30,
Faridabad – 121 003, Haryana

Annexure-I

Particulars of Contracts / arrangements made with related parties
[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies
(Accounts) Rules, 2014 - AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contract or arrangements of transactions not at arm's length basis: There were no contracts or arrangements or transactions entered into by the Company with any of its Related Parties during the financial year ended March 31, 2018, which were not at arm's length basis.

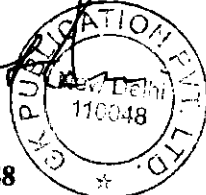
2. Details of Material contracts or arrangement or transactions at arm's length basis: The details of material contracts or arrangements or transactions at arm's length basis for the financial year ended March 31, 2018 are as follows:-

| Name(s) of the related party and nature of relationship | Nature of Contracts/ arrangement/ transactions | Duration of the contracts / arrangement s/ transactions | Salient terms of the contracts or arrangements or transactions including the value, if any | Date(s) of approval by the Board | Amount paid as advance (if any) | Cumulative Amount of Transaction During the Financial Year ended 31.03.2018 |
|--|---|--|--|---|--|--|
| GK Publications Private Limited (GKP) & CL Educate Limited, 100% Holding company | Material Purchase and Sale. Sale of books by GKP to CL. | These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout 2017-18. | CL purchases some books directly from GKP and provides these as additional support for its students. These books are purchased at 15-40% discount to the MRP which are more or less the same terms at which GKP sells to outside distributors or dealers | 29.05.2017 | Nil | Rs 53.85 Lacs |
| GK Publications Private Limited (GKP) & CL Media Private Limited (CLM), Both | Material Purchase | These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The | CLM publishes all the course books for GKP and sells to GKP at a 60% discount to the MRP as is a standard industry practice. This also enables CLM to take significant benefit of the tax exemption | 29.05.2017 | Nil | Rs 1416 Lacs |

| | | | | | | |
|--|--|--|--|------------|-----|----------------|
| are wholly owned subsidiaries of CL | | contracts are also renewed accordingly. This particular contract was active throughout 2017-18. | of its unit in Uttarakhand. | | | |
| GK Publications Private Limited (GKP) & CL Educate Limited, 100% Holding company | Cost Sharing for shared infrastructure and various common administrative expenses by GKP | These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout 2017-18. | The infrastructure at registered office is co-shared with GKP and since the infrastructure is owned by CL it has been agreed that GKP will pay an amount proportionate to the usage by it. It includes the operating, running electricity costs etc. | 29.05.2017 | Nil | Rs. 24.00 Lacs |

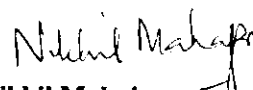
For and on behalf of the Board of Directors
G K Publications Private Limited


Gautam Puri
Director
DIN No. : 00033548



Address: R-90, Greater Kailash,
Part-I, New Delhi -110 048

Date: July 06, 2018
Place: New Delhi


Nikhil Mahajan
Director
DIN No. : 00033404

Address: H. No. 457, Sec. 30,
Faridabad – 121 003, Haryana

Annexure II
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on March 31, 2018
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014
I. REGISTRATION & OTHER DETAILS:

| | | |
|----|--|--|
| 1. | CIN | U22110DL2001PTC111015 |
| 2. | Registration Date | May 05, 2001 |
| 3. | Name of the Company | G K Publications Private Limited |
| 4. | Category/Sub-category of the Company | Private Limited Company / Limited by Shares (Wholly owned subsidiary of a Listed Public Co.) |
| 5. | Address of the Registered office & contact details | R-90, First Floor, Greater Kailash, Part - I, New Delhi – 110 048 Tel. No.: +91 11 41281100 Fax No.: +91 11 – 4128 1101 |
| 6. | Whether listed company | No |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Not Applicable |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| S. No. | Name and Description of main products / services | NIC Code of the Product/service* | % (approx.) to total turnover of the company |
|--------|--|----------------------------------|--|
| 1 | Wholesale of Books of all kinds | 46496 | 97.59% |

*As per National Industrial Classification 2008

III. PARTICULARS OF HOLDING /SUBSIDIARY AND ASSOCIATE COMPANIES (as on March 31, 2018)

| S. No. | Name and Address of the Company | CIN/GLN | Holding /Subsidiary/ Associate | % of shares held | Applicable Section |
|--------|---------------------------------|-----------------------|--------------------------------|------------------------------|--------------------|
| 1 | CL Educate Limited (CL) | L74899DL1996PLC078481 | Holding | 100% (through its nominees)* | 2(46) |

* Mr. Nikhil Mahajan holds (1) one equity share of the Company as a nominee, for and on behalf of CL Educate Limited.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

I. (a) Category-wise Equity Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the financial year [As on March 31, 2017] | | | | No. of Shares held at the end of the financial year [As on March 31, 2018] | | | | % Change during the financial year |
|---|--|----------|--------|-------------------|--|----------|--------|-------------------|------------------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual* / HUF | - | 1 | 1 | - | - | 1 | 1 | - | - |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | - | 189999 | 189999 | 100 | - | 189999 | 189999 | 100 | - |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any other | - | - | - | - | - | - | - | - | - |
| Sub- Total (A) (1) | - | 190000 | 190000 | 100 | - | 190000 | 190000 | 100 | - |
| (2) Foreign | - | - | - | - | - | - | - | - | - |
| Total Shareholding of Promoter (A) = (A) (1) + (A) (2) | - | 190000 | 190000 | 100 | - | 190000 | 190000 | 100 | - |
| B. Public Shareholding | - | - | - | - | - | - | - | - | - |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | - | 190000 | 190000 | 100 | - | 190000 | 190000 | 100 | - |

* Mr. Nikhil Mahajan holds (1) one equity share of the Company as a nominee, for and on behalf of CL Educate Limited.

II. Shareholding of Promoters-

| S. No. | Shareholder's Name | Shareholding at the beginning of the financial year (March 31, 2017) | | | Shareholding at the end of the financial year (March 31, 2018) | | | Change in shareholding during the financial year |
|--------|---------------------|--|----------------------------------|--|--|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | CL Educate Limited | 189999 | 100 | 0.00 | 189999 | 100 | 0.00 | - |
| 2 | Mr. Nikhil Mahajan* | 1 | 0 | - | 1 | 0 | - | - |

* Mr. Nikhil Mahajan holds (1) one equity share of the Company as a nominee, for and on behalf of CL Educate Limited.

III. Change in Promoters' Shareholding (please specify, if there is no change):- No Change

IV. Shareholding Pattern of top ten Shareholders: Not Applicable (Other than Directors, Promoters and Holders of GDRs and ADRs)

V. Shareholding of Directors and Key Managerial Personnel:

| S. No. | Name of the Director/ Key Managerial Personnel | Shareholding | | Date | Increase/ Decrease In share Holding | Reason | Cumulative Shareholding during the financial year (March 31, 2017 to March 31, 2018) | |
|--------|--|---|----------------------------------|------|-------------------------------------|--------|--|-------------------|
| | | No. of shares at the beginning March 31, 2017/ End of the financial year March 31, 2018 | % of total shares of the Company | | | | No. of Shares | % of total Shares |
| 1 | Mr. Nikhil Mahajan* | 1 / 1 | 0 / 0 | N.A. | N.A. | N.A. | 1 / 1 | 0 / 0 |

* Mr. Nikhil Mahajan holds (1) one equity share of the Company as a nominee, for and on behalf of CL Educate Limited.

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

| (Rs. in Lacs) | | | | | |
|---------------|--|----------------------------------|-----------------|----------|--------------------|
| S. No. | Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
| 1 | Indebtedness at the beginning of the financial year (April 01, 2017) | | | | |
| | i) Principal Amount | - | 123.55 | - | 123.55 |
| | ii) Interest due but not paid | - | - | - | - |

| | | | | | |
|----------|---|---|---------------|---|---------------|
| | iii) Interest accrued but not due | - | - | - | - |
| | Total (i+ii+iii) | - | 123.55 | - | 123.55 |
| | Change in Indebtedness during the financial year | | | | |
| | * Addition | - | 390.16 | - | 390.16 |
| | * Reduction | - | 108.74 | - | 108.74 |
| | Net Change | - | 281.42 | - | 281.42 |
| 2 | Indebtedness at the end of the financial year (March 31, 2018) | | | | |
| | i) Principal Amount | - | 404.97 | - | 404.97 |
| | ii) Interest due but not paid | - | - | - | - |
| | iii) Interest accrued but not due | - | - | - | - |
| | Total (i+ii+iii) | - | 404.97 | - | 404.97 |

Note: The above secured loan amount does not include OD facility of Rs. 42.24 Lacs availed by the Company.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: NIL

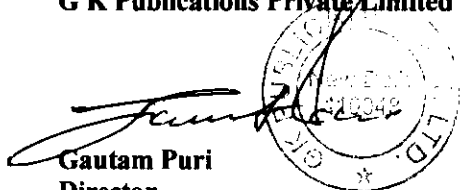
A. Remuneration to Managing Director, Whole-time Directors and/or Manager: **Not Applicable**

B. Remuneration to other directors - Nil

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD- Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: None

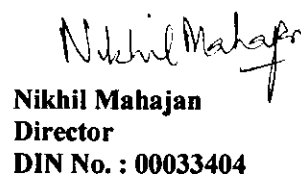
For and on behalf of the Board of Directors
G K Publications Private Limited



Gautam Puri
Director
DIN No. : 00033548

Address: R-90, Greater Kailash,
Part-I, New Delhi -110 048

Date: July 06, 2018
Place: New Delhi



Nikhil Mahajan
Director
DIN No. : 00033404

Address: H. No. 457, Sec. 30,
Faridabad – 121 003, Haryana

Annexure III

Particulars of Employees and Related disclosure

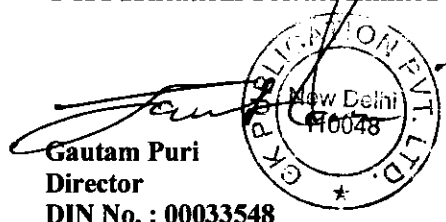
Pursuant to Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Figures (in Rs. Lacs)

| S. No. | Name of the Employee | Designation | Gross Remuneration paid (Rs. in Lacs) | Nature of employment | Educational Qualification | Experience (in years) | Date of Joining | Age | Previous employment | Equity holding in the Company | Name of director or manager who is the relative of Employee |
|--------|----------------------|-------------------|---------------------------------------|----------------------|---------------------------|-----------------------|-----------------|-----|----------------------------|-------------------------------|---|
| 1 | Sunil Kumar | Vice President | 40.08 | Whole Time Employee | PGDM (MDI, Gurugram) | 18 | 01.10.2015 | 39 | Cengage Learning | NIL | NIL |
| 2 | Janendra Atri | Assistant Manager | 6.60 | Whole Time Employee | Graduation (MSJ College) | 9 | 11.07.2016 | 35 | Mc Graw Hill | NIL | NIL |
| 3 | Utsav Sinha | Assistant Manager | 6.35 | Whole Time Employee | MBA | 5 | 20.02.2013 | 28 | GK Publications | NIL | NIL |
| 4 | Ishan Kumar | Assistant Manager | 5.40 | Whole Time Employee | MBA (NCR Business School) | 5 | 09.06.2014 | 31 | Holiday IQ | NIL | NIL |
| 5 | Brajesh Kumar Pandey | Assistant Manager | 5.30 | Whole Time Employee | PG (Pune University) | 6 | 25.05.2012 | 33 | Vodafone | NIL | NIL |
| 6 | Shamim Sheikh | Senior Executive | 4.73 | Whole Time Employee | PG (C.I.B.M.R. D, Nagpur) | 3 | 25.01.2016 | 28 | Orient Blackswan. Pvt. Ltd | NIL | NIL |

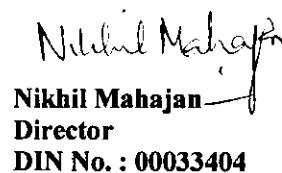
| | | | | | | | | | | | |
|----|-----------------|------------------|------|---------------------|----------------------------------|----|------------|----|----------------------------|-----|-----|
| 7 | Liyaquat Basha | Senior Executive | 3.98 | Whole Time Employee | Graduation (Mumbai University) | 8 | 18.04.2016 | 36 | Laxmi Publications (P) Ltd | NIL | NIL |
| 8 | Dhurvish Mishra | Executive | 3.85 | Whole Time Employee | BA (BRAU, Agra) | 10 | 04.03.2014 | 38 | Dhankar Publications | NIL | NIL |
| 9 | Jaya Shankar | Manager | 3.84 | Whole Time Employee | Graduate (Wesley Degree College) | 22 | 26.10.2017 | 49 | McGraw Hill | NIL | NIL |
| 10 | Imran Ahmad | Senior Executive | 3.69 | Whole Time Employee | MBA (Faridabad) | 2 | 01.04.2016 | 29 | Leading Edge | NIL | NIL |

**For and on behalf of the Board of Directors
G K Publications Private Limited**


Gautam Puri
Director
DIN No. : 00033548

**Address: R-90, Greater Kailash,
Part-I, New Delhi -110 048**

**Date: July 06, 2018
Place: New Delhi**


Nikhil Mahajan
Director
DIN No. : 00033404

**Address: H. No. 457, Sec. 30,
Faridabad – 121 003, Haryana**