

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

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

: Director
: Director
: Director

STATUTORY AUDITORS
(Financial Year 2017-18)

: Haribhakti & Co. LLP,
Chartered Accountants

REGISTERED OFFICE

: R-90, First Floor, Greater Kailash Part-1,
New Delhi – 110048

CORPORATE OFFICE

: Espire Building, A-41, 2nd Floor, Mohan
Cooperative Industrial Area, Main Mathura Road,
New Delhi – 110 044



KESTONE INTEGRATED MARKETING SERVICES PRIVATE LIMITED
ANNUAL REPORT FOR THE FINANCIAL YEAR 2017-2018



KESTONE INTEGRATED MARKETING SERVICES PRIVATE LIMITED

CIN: U73100DL1997PTC186183

Registered Office: R-90, First Floor, Greater Kailash, Part-I, New Delhi – 11 00 48
Tel.: 011- 40508888, Fax : 011-41079888, Website: www.Kestone.in, E-mail: rachna@careerlauncher.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF KESTONE INTEGRATED MARKETING SERVICES PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, AUGUST 08, 2018 AT 11:30 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.

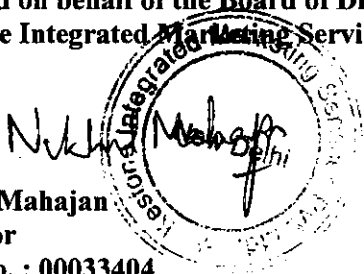
RESOLVED FURTHER THAT on obtaining the confirmation from Regional Director, Northern Region, the Registered Office of the Company be shifted from “R-90, First Floor, Greater Kailash Part-1, New Delhi – 110048” to **“Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003”**.

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 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
Kestone Integrated Marketing Services Private Limited

Nikhil Mahajan
Director
DIN No. : 00033404




Date: July 06, 2018
Place: New Delhi

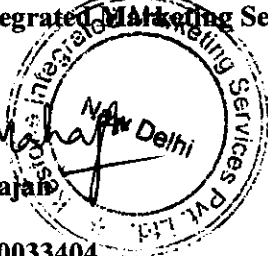
Address: H. No. 457, Sec. 30,
Faridabad – 121 003 Haryana

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
Kestone Integrated Marketing Services Private Limited


Nikhil Mahajan
Director
DIN No. : 00033404



Date: July 06, 2018
Place: New Delhi

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



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.

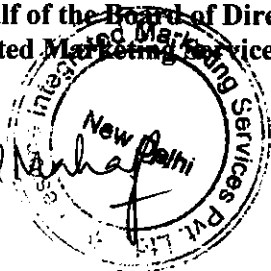
The Board of Directors of your Company, therefore, recommends the Resolution to be passed as a Special Resolution by the Members.

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
Kestone Integrated Marketing Services Private Limited


Nikhil Mahajan
Director
DIN No. : 00033404

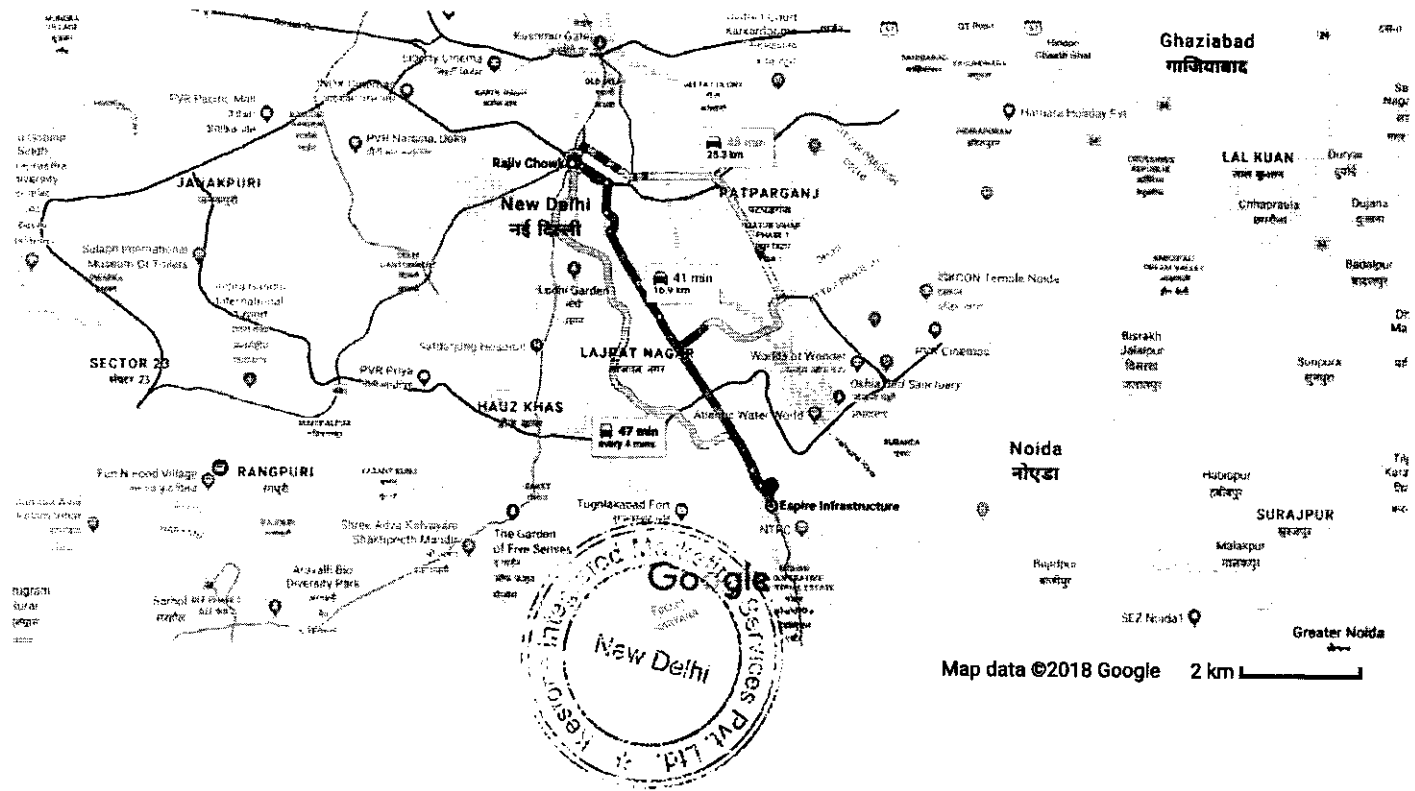


Date: July 06, 2018
Place: New Delhi

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

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'



KESTONE INTEGRATED MARKETING SERVICES 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	9,815.48	9,553.44
Total expenditure	9,309.80	8,992.78
Profit / Loss before tax	505.68	560.66
Tax Expenses	172.77	199.49
Profit / Loss after tax	332.91	361.17
Profits brought forward from previous year	2,613.54	2,252.37
Surplus/ Deficit carried to Balance sheet	2,946.45	2,613.54

During the financial year under review, your Company earned total revenue of Rs. 9,815.48 Lacs as against Rs. 9,553.44 Lacs earned during financial year 2016-17, registering an increase of 2.74%.

The expenditures of the Company increased by 3.53% from a total expenditure of Rs. 8,992.78 Lacs during financial year 2016-17 to Rs. 9,309.80 Lacs during financial year 2017-18.

Your company earned a Net Profit after Tax (PAT) of Rs. 332.91 Lacs in financial year 2017-18 against Rs. 361.17 Lacs during financial year 2016-17.

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Your Company provides integrated business, marketing and sales services to our corporate customers, including event management, marketing support (including digital marketing support in the form of online marketing initiatives, to support offline marketing campaigns), customer engagement (including audience generation, lead generation, loyalty and reward programs and contest management), managed manpower and training services and also to establish, provide, maintain and conduct or otherwise, subsidies research laboratories and experimental workshops for scientific and technical research and experiments, to conduct educational and consulting programs relating to various education and career opportunities.

Your Directors are optimistic about the Company's future prospects, and they expect the Company to continue its growth in the years to come.

3. SUBSIDIARY, JOINT VENTURES & ASSOCIATES

a) Kestone CL Asia Hub Pte. Ltd.

Kestone CL Asia Hub Pte. Ltd. (Earlier known as Kestone Asia Hub Pte. Ltd.) became a Subsidiary of Kestone Integrated Marketing Services Private Limited on December 03, 2013. It is currently engaged in providing integrated marketing solutions for products and services, to conduct educational & consulting

programs, research related services etc. for and on behalf of inland and overseas clients and customers. However, Kestone CL Asia actually started doing business in Singapore from Financial Year 2016-17.

Kestone CL Asia has also started a branch office in Dubai, inter alia, to provide integrated sales & marketing services to corporates and institutions in Middle East.

The total income of Kestone CL Asia was Rs.694.80 Lacs in Financial Year 2018 as against Rs.164.02 Lacs in Financial Year 2017, recording substantial increase by 323.61% over the previous financial year.

b) Kestone CL US Limited, USA

During the financial year 2017-18, Kestone CL Asia Hub Pte. Ltd. has incorporated a wholly owned subsidiary in USA on March 22, 2018, in the name of Kestone CL US Limited with an objective to provide integrated sales & marketing service to corporates & institutions in USA.

There are no associate companies or joint venture companies within the meaning of section 2(6) of the Companies Act, 2013 ("Act") as on March 31, 2018.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the Financial Statements of the Company's Subsidiaries' and Associates Company in Form AOC-1 is attached to the Financial Statements (attached to this report as **Annexure-I**).

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-1, 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-II** 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 Administration) Rules, 2014, the extract of the Annual Return in prescribed form MGT-9 is attached as **Annexure -III**.

11. DISCLOSURE ON THE COMPANY'S CORPORATE SOCIAL RESPONSIBILITY POLICY

Pursuant to Section 135 of the Companies Act, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company, at the Board Meeting held on February 16, 2015 approved the policy on CSR and Constituted the Corporate Social Responsibility (CSR) Committee comprising of the below mentioned members:

- Mr. Satya Narayanan .R, Chairman
- Mr. Gautam Puri, Member,
- Mr. Nikhil Mahajan, Member

CSR Funds (Past & Present):

A table showing accumulated CSR Funds till date, to be spent on CSR activities by the Company is set out below: **(Rs. in Lacs)**

Financial Year(s)	CSR Funds to be Spent
2015-16	12.49
2016-17	17.55
2017-18	11.60
Total	41.64

CSR activities/projects contemplated to be taken up by the Company:

As part of CSR initiative, your Company, during the Financial Years 2015-16 & 2016-17 & 2017-18 has, amongst other activities, earmarked the funds to be invested in the CSR activities/ projects. It intends to spend the said amount in the following areas:

- Driving research and innovation and funding technology incubators located within academic institutions which are approved by the Central Government, and/or to fund research education in universities.
- Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic Sports; and/or
- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries, promotion and development of traditional arts and handicrafts. These projects are as prescribed under the Schedule VII of the Companies Act, 2013.
- Promoting education, including research education, special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

These projects are as prescribed under the Schedule VII of the Companies Act, 2013.

CSR Spend

Amongst the above identified areas, the Company has spent Rs. 628, 215/- over protection & promotion of art and culture, and organized a cultural evening named “Shaam-e-Unagenda” to promote Urdu language (Ghazal & Mushaira). The Company has other determined target CSR activities/ projects, in the education space, and in research and Innovation area, to be undertaken, the Company has not been able to spend the aggregated amounts on the said activities till date, as the capacities to spend the sanctioned amount were being built, and are now broadly in place and specific projects have been identified.

The implementation of the planned activities has thus spilled over to the next Financial Year and should happen over the coming multiple years.

As a socially responsible Company, the Company is committed to increase its CSR impact and spend over the coming years with the aim of playing a larger role in India’s sustainable development, and thereby fulfill its Corporate Social Responsibility.

The Annual report on CSR Activities is attached as **Annexure-IV** to this Report.

12. DISCLOSURE OF ENERGY CONSERVATION, 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 as follows:

Particulars	Financial Year 2018	Financial Year 2017
Earnings in Foreign Currency	129.28	18.71
Expenditure in Foreign currency	188.11	273.36

13. 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.

Qualified opinion by Statutory Auditors on adequacy and operating effectiveness of Internal Financial Controls over Financial Reporting for Kestone:

- a) Comprehensive procurement policies for purchase of goods and services have not been documented, which could potentially result in the aforesaid Company procuring unnecessary goods and services, or procuring goods of lower quality, or procure goods and services at higher prices.

Managements' response:

Procurement is primarily done in the events management business. A budget is defined for every event within the APEX ERP and the spending is done within such budget. Also most of the procurement is for specific short time use.

- b) The Company has not maintained adequate documentation for 'partially completed events' in the Event management services for the complete year/ all the events in the newly implemented APX ERP software which was implemented with effect from January 2018. This could potentially result in incorrect recording of provisional revenue and corresponding provisional expenses in respect of such incomplete services at the reporting date.

Managements' response:

Within the Company, APEX ERP module, functionality is being built to capture percentage completion details which will address this concern.

14. PARTICULARS OF EMPLOYEES

People are our most valuable asset 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 V**.

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.

15. DIRECTORS

During the Financial Year 2017-18, following changes occurred in the composition of the Board of Directors:

Mr. Safir Anand (DIN: 02117658), Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from February 07, 2018.

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.

16. AUDITORS

At the 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.

17. AUDITOR'S REPORT 2018

There are 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.

18. CORPORATE GOVERNANCE

Your company strives to ensure that best Corporate Governance practices are identified, adopted and consistently followed. Further, the Company has appointed one Independent Director on Board to bring

more transparency and good governance on Board. Your Company believes that good governance is the basis for sustainable growth of the business and for enhancement of stakeholder value.

There is no Executive Director on Board of the Company. The Company has not paid any remuneration to its directors during the financial year. Further, there has no commission paid to non-executive and independent Directors on the Board.

- **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	April 13, 2017	4	4
2	May 29, 2017	4	4
3	June 27, 2017	4	3
4	August 24, 2017	4	4
5	November 21, 2017	4	3
6	December 27, 2017	4	3
7	February 02, 2018	4	3
8	March 01, 2018	3	3
9	March 20, 2018	3	3

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

Board and Board Committees	Board	CSR Committee*
Meetings held	9	1
Directors' Attendance		
Mr. Satya Narayanan .R	9	1
Mr. Gautam Puri	9	1
Mr. Nikhil Mahajan	9	1
Mr. Safir Anand*	3	Not Applicable

**Mr. Safir Anand, Non-Executive Independent Director of the Company has resigned from the Board of the Company on and with effect from February 07, 2018.*

* During Financial Year 2017-18, one meeting of the CSR Committee of the Company was held on July 24, 2017.

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

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

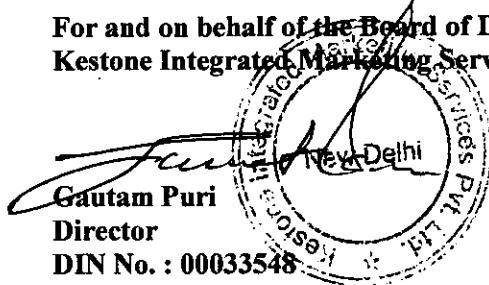
- a) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and no material departures have been made from the same;
- b) appropriate Accounting Policies have been selected and applied consistently and they have made judgments and estimates that are reasonable 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 Profit and 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.

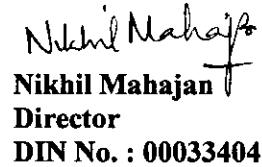
**For and on behalf of the Board of Directors
Kestone Integrated Marketing Services Private Limited**



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 - 121003, Haryana**

Annexure-I
Form AOC- 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

PART "A": Subsidiaries

(Rs. in Lacs)

S. No.	Particulars	1	
1	Name of the Subsidiary	Kestone CL Asia Hub Pte. Ltd., Singapore	
2	Financial Period Ended	31.03. 2018	
3	Reporting Currency and Exchange Rate	SGD	INR
4	Share Capital (Nos. of Equity &Preference shares) (In No.)	514,001	514,001
5	Reserves & Surplus	(3.79)	(185.50)
6	Total Assets	1.35	67.19
7	Total Equity & Liabilities	1.35	67.19
8	Investments	-	-
9	Turnover	14.46	694.80
10	Profit / (Loss) Before Taxation (PBT)	0.01	(10.08)
11	Provisions for Taxation	-	-
15	Profit / (Loss) After Taxation (PAT)	0.01	(10.08)
16	Dividend	Nil	
17	% of share Holding	100%	

Notes:

- Names of subsidiaries which are yet to commence operations: Kestone CL US Limited (incorporated on March 22, 2018).
- Names of subsidiaries which have been liquidated or sold during the financial year: None

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures


(Rs.in Lacs)

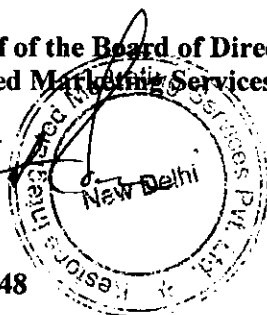
Name of the Associates/Joint Ventures	NA
1. Latest audited Balance Sheet Date	NA
2. Shares of Associate / Joint Ventures held by the Company on the financial year end	NA
No.	
Amount of Investment in Associate/Joint Venture	
Extend of Holding %	
3. Description of how there is significant influence	NA
4. Reason why the associate/joint Venture is not consolidated	NA
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	NA
6. Profit / Loss for the financial year	NA
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

Notes:

- Names of associates or joint ventures which are yet to commence operations: None
- Names of associates or joint ventures which have been liquidated or sold during the year: None

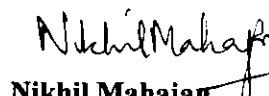
For and on behalf of the Board of Directors
Kestone Integrated Marketing Services Private Limited


Gautam Puri
Director
DIN No. : 00033548



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

Date: May 23, 2018
Place: New Delhi


Nikhil Mahajan
Director
DIN No. : 00033404

Address: H. No. 457, Sec. 30,
Faridabad - 121003, Haryana

Annexure-II

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:-

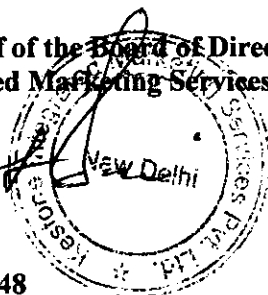
Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangement/ transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advance (if any)	Cumulative Amount of Transaction During the Financial Year ended 31.03.2018
Kestone Integrated Marketing Services Private Limited (Kestone), & CL Educate Limited, 100% Holding company	Infrastructure servicing/ Leasing by Kestone for some of CL center's	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.	For All Government projects in which purchase of fixed assets is prohibited by the Government CL leases the same from Kestone. Before the start of the project CL had called for 3 quotations and Kestone was closed at the lowest quotation point including some manpower cost allocation.	29.05.2017	Nil	Nil
Kestone Integrated Marketing Services Private Limited	Allocation of Manpower Cost in relation to shared staff (Support)	These are routine and Regular Intra-Group Transactions, which are	CL Educate and Kestone have entered into an arrangement whereby an appropriate portion	29.05.2017	Nil	Rs. 199 Lacs

(Kestone), & CL Educate Limited, 100% Holding company		carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout 2017-18.	of the salaries of certain support staff, based broadly on their respective contribution to Kestone is allocated / debited to Kestone			
Kestone Integrated Marketing Services Private Limited (Kestone), & CL Educate Limited, 100% Holding company	Kestone executed and managed 'MeltingPot20 20 Innovation Summit', an event of CL		Kestone has charged CL with the Actual cost incurred + 10% markup, which it charges to its other customers/clients.	02.02.2018	Nil	Rs. 112.69 Lacs
	Kestone , executed and managed 'InQuizitive Minds', a country-wide Quiz contest for CL		Kestone has charged CL with the Actual cost incurred + 10% markup, which it charges to its other customers/clients	02.02.2018	Nil	Rs. 118.39 Lacs
	Website of WAIN (Worldwide Academia Industry Network), an online platform for research & Innovation, designed & developed by Kestone for CL		Quotations received from some parties. Kestone, with the lowest amongst them, was assigned the project.	02.02.2018	Nil	Rs. 22.50 Lacs

Kestone Integrated Marketing Services Private Limited (Kestone) & CL Media Private Limited (CLM), Wholly owned Subsidiary	Kestone has designed & developed the website of CLM		Quotations received from some parties. Kestone, with the lowest amongst them, was assigned the project.	02.02.2018	Nil	Rs. 17.50 Lacs
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For and on behalf of the Board of Directors
Kestone Integrated Marketing Services 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 - 121003, Haryana

Annexure III

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	U73100DL1997PTC186183
2.	Registration Date	February 03, 1997
3.	Name of the Company	Kestone Integrated Marketing Services Private Limited
4.	Category/Sub-category of the Company	Unlisted Private Limited Company / Limited by Shares (Wholly owned subsidiary of a Listed Public Company)
5.	Address of the Registered office & contact details	R-90, First Floor, Greater Kailash, Part - I, New Delhi – 110 048 Tel: 011– 40508888, Fax : 41079888, Website: www.Kestone.in
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	Event Management Services	823	85.78%
2	Managed Manpower Services	783	11.04%

*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	100.00	2(46)
2	Kestone CL Asia Hub Pte. Ltd., Singapore	Reg. No. 200715067R	Subsidiary	99.99	2(87)(ii)
3	Kestone CL US Limited**	--	Indirect Subsidiary	100.00% by Kestone CL Asia	2(87)(ii)

* Mr. Nikhil Mahajan holds 1 (one) equity share of the Company as a nominee, for and on behalf of CL Educate Limited (100% holding Company).

**Kestone CL Asia has incorporated a wholly owned subsidiary in USA in the name of Kestone CL US Limited on March 22, 2018.

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	0	-	1	1	0	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	999999	999999	99.99	-	999999	999999	99.99	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub- Total (A) (1)	-	1000000	1000000	100	-	1000000	1000000	100	-
(2) Foreign	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	-	1000000	1000000	100	-	1000000	1000000	100	-
B. Public Shareholding	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	1000000	1000000	100	-	1000000	1000000	100	-

* Mr. Nikhil Mahajan holds 1 (one) equity share of the Company as a nominee, for and on behalf of CL Educate Limited (100% holding Company).

II. Shareholding of Promoter-

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 share holding 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	999999	100	0.00	999999	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 (100% holding Company).

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

IV. Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs): Not Applicable

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.	N.A.	N.A.

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

VI. 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	25.47	0	0	25.47

	ii) Interest due but not paid	0	0	0	0
	iii) Interest accrued but not due	0.28	0	0	0.28
	Total (i+ii+iii)	25.75	0	0	25.75
	Change in Indebtedness during the financial year				
	* Addition	24.00	0	0	24.00
	* Reduction	(15.91)	0	0	(15.91)
	Net Change	(8.09)	0	0	(8.09)
2	Indebtedness at the end of the financial year (March 31, 2018)				
	i) Principal Amount	33.58	0	0	33.58
	ii) Interest due but not paid	0	0	0	0
	iii) Interest accrued but not due	0.26	0	0	0.26
	Total (i+ii+iii)	33.84	0	0	33.84

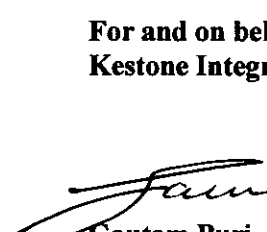
Note: The above secured loan amount does not include OD facility of Rs. 1,045.14 Lacs availed by the Company as on March 31, 2018.

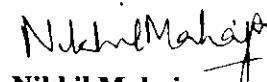
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- NIL

- A. Remuneration to Managing Director, Whole-time Directors and/or Manager: **Not applicable**
B. Remuneration to other directors (Independent Directors) - **NIL**
C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD- **Not Applicable**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: None

For and on behalf of the Board of Directors
Kestone Integrated Marketing Services Private Limited


Gautam Puri
Director
DIN No. : 00033548
Address: R-90, Greater Kailash,
Part-I, New Delhi -110 048


Nikhil Mahajan
Director
DIN No. : 00033404
Address: H. No. 457, Sec. 30,
Faridabad - 121003, Haryana

Date: July 06, 2018
Place: New Delhi

Annexure IV**ANNUAL REPORT ON CSR ACTIVITIES****1. A brief outline of the company's CSR policy, including overview of projects or programmes proposed to be undertaken and reference to the web-link to the CSR policy and projects or programmes:****Corporate Social Responsibility (CSR) Policy:**

With the advent of the Companies Act, 2013 constitution of a Corporate Social Responsibility Committee of the Board and formulation of a Corporate Social Responsibility Policy became a mandatory requirement. Therefore, the Company seeks to formulate a robust CSR Policy which encompasses its philosophy and guides its sustained efforts for undertaking and supporting socially useful programs for the welfare & sustainable development of the society.

A. CSR Vision:

To accomplish passionate commitment to the social obligation towards social, financial and educational upliftment of people belonging to economically weaker sections of the society.

B. Constitution of CSR Committee:

Pursuant to Section 135 (1) of the Companies Act, 2013, and the Companies (Corporate Social Responsibility Policy) Rules, 2014, both of which came into force on 1st day of April 2014, every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director. In compliance with the above provisions, the Corporate Social Responsibility (CSR) Committee of the Company was constituted on May 13, 2015, to comprise of:

1. Mr. Satya Narayanan .R, Chairman, and
2. Mr. Gautam Puri, Member
3. Mr. Nikhil Mahajan, Member

C. Duties and responsibilities of the CSR Committee:

The Corporate Social Responsibility Committee shall:

- (i) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII;
- (ii) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- (iii) monitor the Corporate Social Responsibility Policy of the company from time to time.
- (iv) The CSR Committee shall monitor the implementation of the CSR Policy and CSR Plan. For this purpose, the CSR Committee shall meet at such intervals, as it may deem necessary.
- (v) In discharge of CSR functions of the Company, the CSR Committee shall be directly responsible to the Board for any act that may be required to be done by the CSR Committee in furtherance of its statutory obligations, or as required by the Board.

D. Duties and responsibilities of the Board of Directors:

The Board of Directors of the Company shall:

(i) after taking into account the recommendations made by the CSR Committee, approve the CSR Policy for the Company and disclose the contents of such policy in its Board Report and also place it on the Company's website.

(ii) ensure that the activities as are included in CSR Policy of the Company are undertaken by the Company.

(iii) ensure that the Company spends, in every financial year, at least 2% of the average net profits of the Company made during the three immediately preceding financial years in pursuance of its CSR Policy.

The Board shall include in its Report the annual report on CSR Projects as per the format prescribed from time to time.

E. Key Areas of Corporate Social Responsibility:

The Company is eligible to undertake any of the following suitable/rightful activity as specified in Schedule VII to the Act and also amended from time to time:

(i) eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water;

(ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;

(iii) promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;

(iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining quality of soil, air and water;

(v) protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts;

(vi) measures for the benefit of armed forces veterans, war widows and their dependents;

(vii) training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;

(viii) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;

(ix) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government

(x) rural development projects.

(xi) slum area development."

F. Identification of CSR Projects:

(i). CSR Projects need to be identified and planned for approval of the CSR Committee, with estimated expenditure and phase wise implementation schedules.

(ii). The Company shall ensure that in identifying its CSR Projects, preference shall be given to the local area and areas around which the Company (including its Units) operates. However, this shall not bar the Company from pursuing its CSR objects in other areas.

(iii). As a cardinal principle, the CSR Projects shall be identified on the basis of a detailed assessment survey.

(iv). The CSR Committee may engage external professionals/firms/agencies if required for the purpose of identification of CSR Projects.

G. Implementation of CSR Projects

(i). The Company may itself undertake the CSR activities, as per its CSR Policy, as projects, or programs, or activities (either new or outgoing);

(ii). The Board of the Company may decide to undertake its CSR activities, approved by the CSR Committee, through a Registered Trust, or a Registered Society, or a Company established by the Company, or its Holding or subsidiary or associate company under Section 8 of the Act, or otherwise;

(iii). The Company may also collaborate with other companies, including its Group Companies, for undertaking projects or programs or CSR activities in such a manner that the CSR Committees of respective Companies are in a position to report separately on such projects or programs in accordance with the CSR Rules.

(iv). The CSR Committee may engage external professionals/firms/agencies if required, for the purpose of implementation of its CSR Projects.

(v). The Company may implement the identified CSR Projects through Agencies, subject to the condition that:

(a) The activities pursued by the Agency are covered within the scope and ambit of Schedule VII to the Act;

(b) The Agency has an established track record of at least three years in undertaking similar programs or projects;

Provided that such expenditure shall not exceed 5% of the total CSR expenditure of the Company in one Financial Year, and the Company shall specify the Project to be undertaken through the Agency, the modalities of utilization of funds on such Projects and the monitoring and reporting mechanism.

(vi). The Company may collaborate with other companies, including its holding and subsidiary Companies and Group Companies if required, for fulfilling its CSR objects through the Implementing Agency, provided that the CSR Committees of respective companies are in a position to monitor separately such Projects.

H. Monitoring Mechanism:

The CSR Committee will review and monitor the progress of CSR Project periodically and report to the Board at regular interval.

I. Fund allocation and Others:**CSR Funds**

The corpus for the purpose of carrying on the aforesaid activities would include the followings:

- (i) 2% of the average Net Profits of the Company made during the three immediately preceding Financial Years (calculated in accordance with the provisions of Section 198, excluding any profit arising from any overseas branch or branches of the Company, whether operated as a separate Company or otherwise)
- (ii) any income arising there from.
- (iii) surplus arising out of CSR activities carried out by the company and such surplus shall not form a part of business profit of the company.

CSR Expenditure

CSR Expenditure shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of its CSR Committee, but will not include any expenditure on an item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Act.

Others

- (i) The CSR Committee shall ensure that major portion of the CSR expenditure in the Annual Plan shall be for the Projects as per CSR objectives. However, there shall not be any preference given to any particular projects for budgetary allocation and it shall be made purely as per the identified CSR Projects on need basis.
- (ii) The Chairman of the Company is authorized to decide the Projects to be implemented as approved by the CSR Committee.

J. Review Periodicity and amendment:

- (i) CSR Policy may be revised/modified/amended by the CSR Committee as it may deem fit.
- (ii) The CSR Committee shall review the Policy every two years unless such revision is necessitated earlier.

2. The Composition of the CSR Committee:

Members of the committee are:

- Mr. Satya Narayanan .R, Chairman
- Mr. Gautam Puri, Member,
- Mr. Nikhil Mahajan, Member

CSR Funds (Past & Present):

A table showing accumulated CSR Funds till date, to be spent on CSR activities by the Company is set out below:

3. Average net profit of the company for last three financial years: 893.48 Lacs

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): 17.88 Lacs

5. Details of CSR spent during the financial year:

- a) Total Amount to be spent for the financial year: **17.88 Lacs**
- b) Amount unspent: **11.60 Lacs**
- c) Manner in which the amount spent during the financial year is detailed below: No amount has been spent during the financial year, hence this is not applicable

1	2	3	4	5	6	7	8
Sr. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programmes (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent. Direct or through implementing agency
1	Protection & promotion of Art & Culture	Art & Culture	(1) Gurgaon (2) Haryana	626,388	628,215	628,215	-

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report.

Amongst the above identified areas, the Company has spent Rs. 628, 215/- over protection & promotion of art and culture, and organized a cultural evening named "Shaam-e-Unagenda" to promote Urdu language (Ghazal & Mushaira). The Company has other determined target CSR activities/ projects, in the education space, and in research and Innovation area, to be undertaken, the Company has not been able to spend the aggregated amounts on the said activities till date, as the capacities to spend the sanctioned amount were being built, and are now broadly in place and specific projects have been identified.

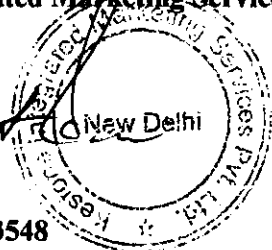

The implementation of the planned activities has thus spilled over to the next Financial Year and should happen over the coming multiple years.

As a socially responsible Company, the Company is committed to increase its CSR impact and spend over the coming years with the aim of playing a larger role in India's sustainable development, and thereby fulfill its Corporate Social Responsibility.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

CSR Committee of the Company certifies that all the CSR activities/ projects earmarked by the Company are in line with the objectives set in the CSR policy of the Company.

**For and on behalf of the Board of Directors
Kestone Integrated Marketing Services Private Limited**



Gautam Puri
Director
DIN No. : 00033548

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



Nikhil Mahajan
Director
DIN No. : 00033404

**Address: H. No. 457, Sec. 30,
Faridabad - 121003, Haryana**

**Mr. Satya Narayanan .R.,
Chairman, CSR Committee**

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

Annexure V
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

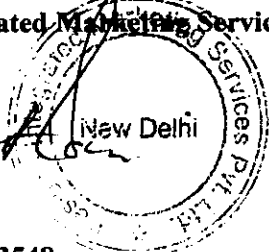
(Rs. in Lacs)


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	Piyush Gupta	President	59.76	President	MBA	13 Yrs.	1-Feb-05	37	NA	NIL	NIL
2	Saurabh Mishra	Head - Digital Marketing	33.31	Digital Marketing	PGD in Marketing & Finance	10 Yrs.	18-Jan-16	34	NA	NIL	NIL
3	Pradeep Ailawadi	Head - MMS Business & NBD	31.81	Business Development	PGDBA	27 yrs.	5-Apr-16	53	NA	NIL	NIL
4	Mrugesh Soni	Business Director - South	27.15	Business Development & KAM	Graduate	12 Yrs.	10-Sep-12	32	NA	NIL	NIL
5	Sandip Pattanaik	National Head - Events	27.14	Events	MBA	14 Yrs.	1-Jun-15	35	NA	NIL	NIL

6	Sunil Kumar Jagga	Head - Finance & Accounts	23.95	Accounts & Finance	C.A, MBA	17 Yrs.	1-Nov-11	38	NA	NIL	NIL
7	Rajnikant h M	Head - CEP	20.26	CEP	MBA	14 Yrs.	12-Aug-15	38	NA	NIL	NIL
8	Meenakshi Mehta	Director – Marcom & Business Initiatives	19.76	Marcom	M.A	17 Yrs.	1-May-14	41	NA	NIL	NIL
9	Priya Garg	Regional Head - Key Accounts	19.18	KAM	Post Graduate Diploma in Media & Mass Communication	10 Yrs.	15-Oct-08	35	NA	NIL	NIL
10	Pooja Chhabra	Sr. Client Servicing & Delivery Manager	17.01	CEP	B.Com	16 Yrs.	1-Jun-15	32	NA	NIL	NIL

For and on behalf of the Board of Directors
Kestone Integrated Marketing Services Private Limited


Gautam Puri
Director
DIN No. : 00033548




Nikhil Mahajan
Director
DIN No. : 00033404

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

Address: H. No. 457, Sec. 30,
Faridabad - 121003, Haryana

Date: July 06, 2018
Place: New Delhi