



G. K. PUBLICATIONS PRIVATE LIMITED

ANNUAL REPORT FOR THE FINANCIAL YEAR 2019-20

G. K. PUBLICATIONS PRIVATE LIMITED
(A CL Group Company)

Registered Office: Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana-121003

Corporate Office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi-110044

+91-11-41281100/0800  **+91-11-41281101**

 **www.gkpublications.com**

 **gkp@gkpublications.com**

CIN: U22110HR2001PTC076979

THE BOARD OF DIRECTORS (as on August 21, 2020)

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

Director
Director
Director

STATUTORY AUDITOR
(Financial Year 2019-20)

Haribhakti & Co., LLP
Chartered Accountants

REGISTERED OFFICE

Plot No. 9A, Sector-27A, Mathura Road, Faridabad,
Haryana- 121003

CORPORATE OFFICE

A-45, First Floor, Mohan Co-operative Industrial
Estate, New Delhi- 110044

G.K. PUBLICATIONS PRIVATE LIMITED

CIN: U22110HR2001PTC076979

Registered Office: Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003

Corporate Office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi- 110044

Tel.: 011-4128 1100, Fax: 011-4128 110, E-mail: rachna.sharma@careerlauncher.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 19TH ANNUAL GENERAL MEETING OF THE MEMBERS OF G. K. PUBLICATIONS PRIVATE LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 29, 2020 AT 12:30 P.M. AT PLOT NO. 9A, SECTOR-27A, MATHURA ROAD, FARIDABAD, HARYANA – 121003, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. Adoption of Annual Financial Statements for the Financial Year ended March 31, 2020;

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, along with the reports of the Board of Directors and Statutory Auditor thereon.

2. Retirement by Rotation;

To appoint a Director in place of Mr. Nikhil Mahajan (DIN: 00033404), 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. Nikhil Mahajan (DIN: 00033404), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.”

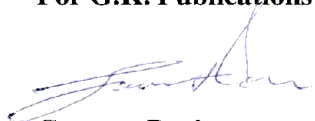
3. Appointment of the Statutory Auditor of the Company for a period of 2 (two) years and to fix their remuneration in this regard;

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, if any, of the Companies Act, 2013, including any statutory amendment(s) or reenactment (s) thereof for the time being in force, read with the Companies (Audit and Auditors) Rules, 2014, and based on the recommendations of the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the appointment of Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No.: 001076N/N500013), as the Statutory Auditor of the Company in place of the outgoing Statutory Auditor of the Company, for an initial term of two (2) consecutive years, commencing from the Financial Year 2020-2021 and they shall hold office from the conclusion of the 19th Annual General Meeting till the conclusion of the 21st Annual General Meeting of the Company to be held in the Financial Year 2022-23, at such terms and conditions, remuneration and

reimbursement of out of pocket expenses as may be agreed upon between the Board of Directors of the Company and Walker Chandiok & Co LLP.”

**By order of the Board
For G.K. Publications Private Limited**



**Gautam Puri
Director
DIN: 00033548**



**Date: August 21, 2020
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.

**By order of the Board
For G.K. Publications Private Limited**



**Gautam Puri
Director
DIN: 00033548**



**Date: August 21, 2020
Place: New Delhi**

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

G.K. PUBLICATIONS PRIVATE LIMITED

BOARD'S REPORT 2020

Your Directors are pleased to present their report on the business and operations of your Company for the financial year ended March 31, 2020.

1. FINANCIAL HIGHLIGHTS

(Rs. in Lakhs)		
Particulars	March 31, 2020	March 31, 2019
Total Revenue	385.91	1,488.14
Total expenditure	548.35	1,744.18
Profit / (Loss) Before tax	(162.44)	(256.04)
Tax Expenses	(58.17)	(48.60)
Profit / (Loss) after tax	(104.27)	(207.44)
Other Comprehensive Income	(3.18)	1.06
Total Comprehensive Income	(107.45)	(206.38)
Profits brought forward from previous year	(512.54)	(305.10)
Carried to Balance sheet	(616.81)	(512.54)

The total revenue of the Company was Rs. 385.91 Lakhs in Financial Year 2019-20 as against Rs. 1,488.14 Lakhs in Financial Year 2018-19, recording a decrease of 74.07% over the previous Financial Year. This was primarily due to increased sales return taken during the year as a result of changes in e-commerce norms across the country, coupled with decrease in sales in the last quarter due to COVID 19. The Management estimates ~ Rs. 5 Crore of loss of business due to the global pandemic. The publishing industry has been reeling in last year also due to several policy changes done by Government with respect to online distributors.

The expenditure of the Company has decreased by 68.56% from a total expenditure of Rs. 1,744.18 Lakhs during Financial Year 2018-19 to Rs. 548.35 Lakhs during Financial Year 2019-20.

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 future prospects and they expect the business to do much better in the years to come.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the year under review.

4. SCHEME OF AMALGAMATION

Pursuant to the approval of the Audit Committee as well as of the Board of Directors dated November 27, 2018, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") by CL Educate Limited, the 100% holding Company of the Company (CL Educate), for the proposed Amalgamation of five (5) of its wholly owned subsidiary Companies - Career Launcher Education Infrastructure and Services Limited (CLEIS), CL Media Private Limited (CLM), Accendere Knowledge Management Services Private Limited

(AKMS), G.K. Publications Private Limited (GKP) and Kestone Integrated Marketing Services Private Limited (Kestone) (Amalgamating Companies) with CL Educate Limited (CL Educate) (Amalgamated Company). (The Amalgamating Companies and the Amalgamated Company shall collectively, hereinafter be referred to as 'the Petitioner Companies'). The scheme has been approved by the NSE & BSE.

The First Motion Petition with respect to the proposed Amalgamation was filed by the Petitioner Companies with the Hon'ble NCLT Chandigarh on August 28, 2019. NCLT Chandigarh heard the First Motion Application on November 14, 2019 and issued its 1st Motion Order dated December 11, 2019.

As per the directions given by the NCLT Chandigarh in its 1st Motion Order, the meetings of the Equity Shareholders of CL Educate and of the Unsecured Creditors with value of INR 1 lakh or more of Kestone were held on February 01, 2020, at 10:00 AM and 12:00 Noon, respectively.

The proposed scheme of Amalgamation was duly approved by the Shareholders of CL Educate and Unsecured Creditors of Kestone.

The 2nd Motion Petition with respect to the proposed Amalgamation was filed by the Petitioner Companies with the Hon'ble NCLT Chandigarh on February 14, 2020, which was heard by the NCLT on March 05, 2020. While NCLT was satisfied with the Petition, it directed the Companies, CL Educate Limited and Kestone to file respective affidavits that no objections had been received from any stakeholder against the Scheme. These Affidavits were filed by the respective Companies on March 17, 2020.

However, on account of the nationwide lockdown, and limited functioning of the NCLT Benches, the hearing of the 2nd Motion Petition of the Petitioner Companies has been adjourned by the NCLT Chandigarh Bench from time to time. The NCLT Bench has provided September 11, 2020, as the next date of hearing.

5. SUBSIDIARIES, JOINT VENTURES & ASSOCIATES

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

6. DIVIDEND

Your Directors do not recommend any Dividend for the Financial Year 2019-20.

7. CAPITAL AND FINANCE

The paid up Equity Share Capital of the Company as on March 31, 2020 was Rs. 19 Lakhs. During the year under review, the Company has not issued any shares.

During the year under review, the company repaid the secured overdraft facility amounting to Rs. 150 Lakhs from Kotak Mahindra Bank Limited. Currently the company only has unsecured borrowings from its parent entity – CL Educate Limited.

8. MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company have occurred between end of Financial Year and the date of this report.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions entered by the Company with Related Parties during the Financial Year 2019-20 as defined under section 2 (76) of the Companies Act, 2013 were in the Ordinary Course of Business and at Arm's Length basis in accordance with the provisions of the Companies Act, 2013. The Board of Directors had 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 note no. 35 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 the relevant details 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.

11. TRANSFER TO RESERVES

The Company did not transfer any amount to reserves during the Financial Year 2019-20.

12. EXTRACT OF THE ANNUAL RETURN

Pursuant to Section 92 of the Act read with 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 - II** to this Report.

13. 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 nil.

14. SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

Your Company complies with the mandatory Secretarial Standards issued by the ICSI.

15. 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.

Your management assessed the effectiveness of the Company's internal control over financial reporting as of March 31, 2020. The assessment involved management review, internal audit and statutory audit.

During the financial year 2019-20, Value Square Advisors Private Limited, Internal Auditor of CL Educate Limited (CL), the 100% holding company of the Company, carried out the internal audit of the Company as a part of the group internal audit, based on an internal audit plan, which is reviewed each year in consultation with the Statutory Auditor. 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 Auditor 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.

There are no adverse remarks or qualified opinion expressed by the Statutory Auditor in its report on Internal Financial Controls over financial reporting under Section 143 of the Act.

16. 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, 2020, along with the relevant information thereon is given in **Annexure - III**.

Further, during the financial year 2019-20, 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 lakhs 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 lakhs 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.

17. DIRECTORS

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

a. Retirement by Rotation at the ensuing AGM

Mr. Nikhil Mahajan, Director, been longest in office, retires by rotation at the forthcoming AGM, and being eligible offers himself for re-appointment. Resolution seeking members' approval to the appointment of Mr. Nikhil Mahajan has been incorporated in the notice convening the 19th AGM of the Company.

b. Disclosure of Interest in other concerns

The Company has received the Annual disclosure(s) from all the Directors, disclosing their Directorship/Interest in other concerns in the prescribed format, for the Financial Years 2019-20 and 2020-21.

The Company has received confirmation from all the Directors that as on March 31, 2020, none of the Directors were disqualified to act as Directors by virtue of the provisions of Section 164(2) of the Act.

18. AUDITORS AND AUDITOR'S REPORT

Appointment of Statutory Auditor

At the AGM held in the year 2019, M/s Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. – 103523W), was appointed as the Statutory Auditor of the Company for a second term of 1 (One) year i.e. for the Financial Year 2019-20, to hold office till the conclusion of the Annual General Meeting to be held in the Financial Year 2020-21.

In view of the above, the Company is required to appoint a Statutory Auditor at the ensuing Annual General Meeting to be held in the Financial Year 2020-21. Subject to the approval of the shareholders, the Board of Directors of the Company has approved the appointment of Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No.: 001076N/N500013) on August 21, 2020, as the Statutory Auditor of the Company for a first term of two (2) consecutive years commencing from the Financial Year 2020-2021, i.e. to hold office from the conclusion of the 19th Annual General Meeting of the Company to be held in the Financial Year 2020-21 till the conclusion of the 21st Annual General Meeting to be held in the Financial Year 2022-23, in place of the outgoing Statutory Auditor, M/s. Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. 103523W).

The Company has received written consent and a certificate from the Statutory Auditor stating that they satisfy the eligibility criteria provided under Section 141 of the Act read with the rules made thereunder and that the appointment, if approved by the members of the Company, shall be within the limits prescribed under the Companies Act 2013, and confirming that they are not disqualified for such appointment pursuant to the applicable provisions of the Act and the rules made thereunder.

Walker Chandiok & Co LLP, Chartered Accountants, has confirmed that it has been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and it holds a valid certificate issued by the Peer Review Board of the ICAI.

In this respect, the Members are requested to approve the appointment of Walker Chandiok & Co LLP, Chartered Accountants, as the Statutory Auditor of the Company for a first term of two (2) consecutive years commencing from the Financial Year 2020-2021 i.e. to hold office from the conclusion of the 19th Annual General Meeting to be held in the Financial Year 2020-21 till the conclusion of the 21st Annual General Meeting to be held in the Financial Year 2022-23 and to fix their remuneration in this regard.

In this connection, the attention of the members is invited to item number 3 of the Notice convening the 13th Annual General Meeting of the Company.

Statutory Auditor's Report 2020

There are no reservations / views / qualifications / adverse remarks expressed by the auditors in the Auditors/CARO Report 2020 and no instance of fraud has been reported by auditors under sub section (12) of section 143 of the Companies Act, 2013.

19. 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.

There is no Executive Director on Board of the Company. The Company has not paid any remuneration/commission to any of its directors during the financial year 2019-20.

- **Details of the Board Meetings held during the Financial Year 2019-20 are as under:**

S. No.	Date	Board Strength	No. of Directors Present
1	May 29, 2019	3	2
2	August 05, 2019	3	3
3	October 11, 2019	3	3
4	November 13, 2019	3	3
5	February 10, 2020	3	3

- **Attendance of Directors at the Board Meetings held during the Financial Year 2019-20:**

Board	Board
Meetings held	5
Directors' Attendance	
Mr. Satya Narayanan R	5
Mr. Gautam Puri	4
Mr. Nikhil Mahajan	5

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

20. CORPORATE SOCIAL RESPONSIBILITY

The said provisions were not applicable to the Company during the year under review.

21. RISK MANAGEMENT

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

22. WHISTLE BLOWER / VIGIL MECHANISM

Section 177 of the Companies Act, 2013 is not applicable to your Company, however, there is a comprehensive policy on Whistle Blower / Vigil Mechanism adopted by CL Educate Limited, the 100% holding company of the Company, that is in line with the provisions of Section 177(9) and (10) of the Act, read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015 and Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations 2015, that covers the Directors and employees of CL Educate Limited and its subsidiaries.

Your Company hereby affirms that no complaints were received under the Whistle Blower mechanism during the Financial Year 2019-20.

23. 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.

24. POLICY ON PREVENTION, PROHIBITION, REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company is committed to creating and maintaining a secure work environment where its employees, agents, vendors and partners can work and pursue business together in an atmosphere free of harassment, exploitation and intimidation. In order to empower women, and protect women against sexual harassment, there is a comprehensive policy on prevention, prohibition and redressal of sexual harassment of Women at workplace adopted by CL the 100% holding company of the Company, that is in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder that covers the employees of your Company as well. The Internal Complaints Committee constituted under the CL policy acts as the Committee for the subsidiaries of CL as well.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. This policy allows employees to report instances of sexual harassment at the workplace. The Internal Complaints Committee is empowered to look into all complaints of sexual harassment and facilitate free and fair enquiry process with clear timelines. During the Financial Year 2019-20, the Company did not receive any complaint relating to sexual harassment at workplace. There is no complaint pending or outstanding for redressal as on March 31, 2020.

25. 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 for the Financial Year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. the Directors have selected such accounting policies and applied them consistently and 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 as at the end of the Financial Year ended March 31, 2020 and of the Profits/Loss of the Company for that period;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the Annual Financial Statements/Annual Accounts on a 'going concern' basis;
- e. the Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and are operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

26. 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**

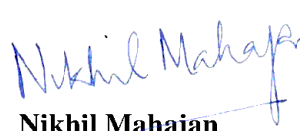


**Gautam Puri
Director
DIN: 00033548**



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

**Date: August 21, 2020
Place: New Delhi**



**Nikhil Mahajan
Director
DIN: 00033404**

**Address: House No. 457, Sector 30,
Faridabad – 121 003, Haryana**

ANNEXURES TO BOARD'S REPORT 2020

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.

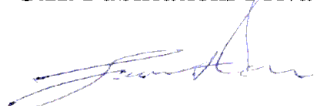
- 1. Details of contract or arrangements of transactions not at arm's length basis:** There were no contracts or arrangements or transactions entered into by the Company with any of its Related Parties during the financial year ended March 31, 2020, which were not at arm's length basis.
- 2. Details of Material contracts or arrangement or transactions at arm's length basis:** The details of all contracts or arrangements or transactions at arm's length basis for the Financial Year ended March 31, 2020 are as follows:-

(Rs. in Lakhs)

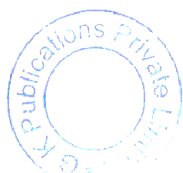
Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangement/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advance (if any)	Cumulative Amount of Transaction During the Financial Year ended 31.03.2020
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 the Financial Year 2019-20.	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.	29.05.2019	-	68.10
CL Educate Limited, 100% holding company	Cost Sharing for shared infrastructure and incidental 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 the Financial Year 2019-20.	The infrastructure at the Registered Office is co-shared with GKP and both the parties have agreed that GKP will pay an amount proportionate to the usage by it. It includes the operating, running electricity costs etc.	29.05.2019	-	1.20

CL Educate Limited, 100% holding company	Cost Sharing for shared infrastructure and incidental 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 the Financial Year 2019-20.	The infrastructure at the Corporate office is co- shared with GKP and both the parties have agreed that GKP will pay an amount proportionate to the usage by it. It includes the operating, running electricity costs etc.	29.05.2019	-	6.00
CL Media Private Limited (CLM), Fellow Subsidiary	Material Purchase	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 the Financial Year 2019-20.	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 of its unit in Uttarakhand.	29.05.2019	-	436.01
ICEGATE Educational Institute Private Limited (ICE Gate), Fellow Subsidiary	Printing of books and material, and sale of books by either party.	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 the Financial Year 2019-20.	-	29.05.2019	-	Nil
Career Launcher Infrastructure Private Limited (CLIP), Fellow Subsidiary	Material Purchase and Sale. Sale of books by GKP to CLIP.	-	CLIP purchases some books directly from GKP 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.	29.06.2020	-	68.66

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



Gautam Puri
Director
DIN: 00033548




Nikhil Mahajan
Director
DIN: 00033404

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

**Address: House No. 457, Sector 30,
Faridabad – 121 003, Haryana**

**Date: August 21, 2020
Place: New Delhi**

Annexure - II**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on the financial year ended March 31, 2020**

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	U22110HR2001PTC076979
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	Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana-121003, Tel. No.: +91 129-2273242
	Address of the Corporate office & contact details	A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi- 110044, Tel. No.: 011- 41281100, Fax : 011- 41281101
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	100.00%

*As per National Industrial Classification 2008

III. PARTICULARS OF HOLDING /SUBSIDIARY AND ASSOCIATE COMPANIES (as on March 31, 2020)

S. No.	Name and Address of the Company	CIN/GLN	Holding /Subsidiary/ Associate	% of shares held	Applicable Section
1	CL Educate Limited (CL)	L74899HR1996PLC076897	Holding	100% (Directly and 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				No. of Shares held at the end of the Financial Year				% 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.	-	1,89,999	1,89,999	100	-	1,89,999	1,89,999	100	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub- Total (A) (1)	-	1,90,000	1,90,000	100	-	1,90,000	1,90,000	100	-
(2) Foreign	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	-	1,90,000	1,90,000	100	-	1,90,000	1,90,000	100	-
B. Public Shareholding	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	1,90,000	1,90,000	100	-	1,90,000	1,90,000	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			Shareholding at the end of the Financial Year			Change in shareholding during the
		No. of Shares	% of total Shares of the	% of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the	% of Shares Pledged / encumber	

			company	shares		company	ed to total shares	Financi al Year
1	CL Educate Limited	1,89,999	100	0.00	1,89,999	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
(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	
		No. of shares at the beginning / End of the Financial Year	% of total shares of the Company				No. of shares at the beginning / End of the Financial Year	% of total shares of the Company
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
Lakhs)

S. No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
1	Indebtedness at the beginning of the Financial Year (April 01, 2019)				
	i) Principal Amount	-	421.26	-	421.26
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	-	421.26	-	421.26
	Change in Indebtedness during the financial year				
	* Addition	-	40.87	-	40.87
	* Reduction	-	-	-	-
	Net Change	-	40.87	-	40.87
2	Indebtedness at the end of the Financial Year (March 31, 2020)				

S. No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	i) Principal Amount	-	462.13	-	462.1
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	-	462.13	-	462.13

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

B. Remuneration to other directors - **Nil**

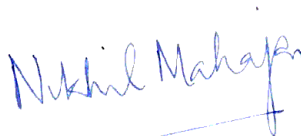
C. Remuneration to Key Managerial Personnel other than MD/Manager/WTM- **Nil**

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: 00033548

Nikhil Mahajan
Director
DIN: 00033404

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

Address: House No. 457, Sector 30,
Faridabad – 121 003, Haryana

Date: August 21, 2020
Place: New Delhi

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

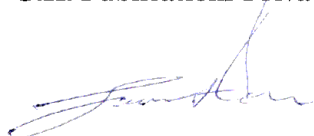
S. No.	Name of the Employee	Designation	Gross Remuneration paid (Rs. in Lakhs)	Nature of Employment	Educational Qualification	Experience (in years)	Date of Joining	Age	Previous employment	Equity holding in the Company	Name of director or manager who is the relative of Employee
1	Naveen Bagga	Associate Vice President	16.95	Whole Time Employee	Graduation	20	18.03.2019	38	UBS Publishers' Distributors Pvt. Ltd	Nil	Nil
2	Jaya Shankar	Manager-B Business Development	11.85	Whole Time Employee	B.Com and LLB	20	26.10.2017	51	McGraw Hills Education	Nil	Nil
3	Janendra Atri	Manager-Business Development	10.12	Whole Time Employee	B.Com	11	11.07.2016	36	McGraw Hills Education	Nil	Nil
4	Ishan Kumar	Assistant Manager-Marketing	7.20	Whole Time Employee	PGDBM	7	09.06.2014	33	Holiday IQ	Nil	Nil
5	Onkar Nath Verma ¹	Assistant Manager-Business Development	7.00	Whole Time Employee	MA	9	08.05.2018	36	McGraw Hills Education	Nil	Nil
6	Brajesh Kumar Pandey	Deputy Manager-Marketing	6.63	Whole Time Employee	MBA	9	25.05.2012	35	HDFC Sales Pvt. Ltd.	Nil	Nil
7	Dhurvesh Mishra	Senior Executive-Business Development	4.83	Whole Time Employee	BA	12	04.03.2014	40	Dhankar Publications Pvt. Ltd.	Nil	Nil

S. No.	Name of the Employee	Designation	Gross Remuneration paid (Rs. in Lakhs)	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
8	Surla Kannayya Naidu ²	Senior Executive-Business Development	4.8	Whole Time Employee	BA/PGDBM	7	01.01.2017	29	GRB Publication	Nil	Nil
9	Ajith Mohan	Senior Executive-Business Development	4.73	Whole Time Employee	B.Com	18	11.07.2016	38	Study Mate India Publishers	Nil	Nil
10	K Rajendran	Executive-Business Development	4.59	Whole Time Employee	Graduation	9	01.06.2016	34	PHI Learning	Nil	Nil

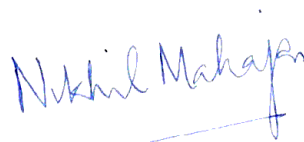
¹Mr. Onkar Nath Verma resigned on and with effect from May 27, 2020.

²Ms. Surla Kannayya resigned on and with effect from May 31, 2020.

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



Gautam Puri
Director
DIN: 00033548

Nikhil Mahajan
Director
DIN: 00033404

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

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