

G K PUBLICATIONS PRIVATE LIMITED ANNUAL REPORT 2017

(

Registered Office: R-90, First Floor, Greater Kailash, Part-! New Delhi 110048

THE BOARD OF DIRECTORS (As on August 24, 2017)

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

AUDITORS (2016-17) : Haribhakti & Co., LLP Chartered Accountants

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

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



G K PUBLICATIONS PRIVATE LIMITED

CIN: U22110DL2001PTC111015

Registered Office: R-90, First Floor, Greater Kailash. Part-I, New Delhi – 11 00 48 Tel.: 011–4128 1100, Fax: 011–4128 1110, E-mail: rachna@careertauncher.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 16TH ANNUAL GENERAL MEETING OF THE MEMBERS OF G K PUBLICATIONS PRIVATE LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 30, 2017 AT 10:30 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:

Item No. 1- Adoption of Annual Accounts - To receive, consider and adopt, the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, and the reports of the Board of Directors and Auditors thereon.

Item No. 2 - Reappointment of Mr. Nikhil Mahajan- To appoint a Director in place of Mr. Nikhil Mahajan (DIN: 00033404), who retires by rotation at the forthcoming Annual General Meeting, and being eligible, has offered himself for re-appointment.

Item No. 3 – Ratification of the Appointment of Statutory Auditors

To ratify the appointment of statutory auditors of the Company, and to fix their remuneration and to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, 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 (Five) 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, Chartered Accountants, LLP (Firm Registration No. – 103523W), as the Statutory Auditors of the Company for the Financial Year 2017-18 at such remuneration and reimbursement of out of pocket expenses as may be agreed upon between the Auditors and the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

For and on behalf of the **B**oard of Directors

G K Publications Private Limi

(Cautam Puri)
Director

DIN No.: 00033548

Address: R-90, Greater Kailash, Part-I, New Delhi -110 048 Date: August 24, 2017

Place: New Delhi

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 during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

For and on behalf of the Board of Directors

G K Publications Private

Cautam Puri)
Director

DIN No.: 00033548

Address: R-90, Greater Kailash,

Part-I, New Delhi -110 048

Date: August 24, 2017 Place: New Delhi

G K PUBLICATIONS PRIVATE LIMITED

DIRECTORS' REPORT 2017

Your Directors are pleased to present their report on the business and operations of your Company for the financial year ended March 31, 2017.

FINANCIAL HIGHLIGHTS

(Figures in Rs. Lakhs)

Particulars	March 31, 2017	March 31, 2016
Total Revenue	1,893.34	1,487.20
Total expenditure	1,888.98	1,636.24
Profit / Loss Before tax	4.36	(149.04)
Profit / Loss after tax	5.37	(105.65)
Profits brought forward from previous year	59.32	164.97
Carried to Balance sheet	64.69	59.32

During the year under review, your Company earned a Total Revenue of Rs. 1,893.34 in financial year 2016-17 Lakhs as against Rs. 1,487.20 Lakhs earned during financial year 2015-16, registering an increase of 27.31%.

The expenditures of the Company have increased by 15.45% from Rs. 1,636.24 Lakhs during financial year 2015-16 to Rs. 1,888.98 Lakhs during financial year 2016-17.

The company earned a Net Profit after Tax (PAT) of Rs.5.37 Lakhs in financial year 2016-17 against a Net loss of Rs.105.65 Lakhs during financial year 2015-16.

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.

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

SUBSIDIARIES & ASSOCIATES

Our Company does not have any subsidiary or any associate Company.

DIVIDEND

In order to strengthen the reserves, no dividend is recommended for the Financial Year 2016-17.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE COMPANY'S FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN MARCH 31, 2017 AND AUGUST 24, 2017 (DATE OF THE REPORT)

There have been no material changes and commitments affecting the financial position of the Company between the end of financial year (March 31, 2017) and the date of the Report (August 24, 2017).

CHANGES IN CAPITAL STRUCTURE

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

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.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions entered by the Company with Related Parties were in the Ordinary Course of Business and at Arm's Length pricing basis. Suitable disclosures as required under AS-18 have been made in the Notes to the financial statement.

The particulars of contracts or arrangements with related parties in prescribed form AOC-II is annexed as **Annexure - I**.

AMOUNT PROPOSED TO BE CARRIED TO ANY RESERVES

Pursuant to section 134(3)(j), there is no amount which Company proposes to carry to any reserve in the Balance Sheet.

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 -11.**

DISCLOSURE OF PARTICULARS

Information as per the Rule 8 of the Companies (Accounts) Rules, 2014, relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, Internal financial control systems etc.

Information to be included in Board's Report is provided hereunder:

- a) Conscrvation of Energy –The planning and installation of equipment of the Company are done in a manner such that maximum energy is conserved. To the extent possible, energy efficient equipment and instruments are used.
- b) Technology absorption Since your Company does not carry out any manufacturing activity, the particulars regarding technology absorption and other particulars as required by the Companies Act, 2013 and rules made thereunder are not applicable.
- c) The foreign exchange earnings and outflows Nil
- d) Internal Financial Control Systems The Company has a set of robust Internal Financial Control Systems in place, some of which are as under:
- 1. All accounting entries are passed through a fully integrated and robust ERP system, through which real time reports can be generated anytime;
- 2. There is an appropriate maker-checker system in place, whereby there is complete manpower segregation while making the accounting entries, and while posting the same into the ERP system.
- 3. All the bank accounts are maintained and operated under joint signatories.
- 4. Internal Audit is performed regularly.

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, 2017, along with the relevant information thereon is given in **Annexure III**.

Further, during the year 2016-17, 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 lakh 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.

DIRECTORS

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

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.

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.

AUDITORS

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

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

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

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

In this connection, the attention of the members is invited to item no. 3 of the Notice convening the Annual General Meeting 2017.

AUDITOR'S REPORT 2017

There is no reservations/ views/qualifications etc. of the auditors expressed in the Clauses of the Auditors/CARO Report 2017 and no instance of fraud has been reported by auditors under sub section (12) of section 143 of the Companies Act, 2013.

CORPORATE GOVERNANCE

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

• Details of Remuneration paid

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

• Number of Board Meetings held with dates

S. No.	Date	Board Strength	No. of Directors Present
1	29 Apr 2016	3	3
2	25 Jun 2016	3	3
3	28 Jul 2016	3	3
4	27 Oct 2016	3	3
5	23 Jan 2017	3	3
6	09 Feb 2017	3	3
7	24 Mar 2017	3	2

Attendance at Board Meetings held during the year

Board	Board
Meetings held	7
Directors' Attendance	
Mr. Satya Narayanan .R	7
Mr. Gautam Puri	7
Mr. Nikhil Mahajan	6

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

CORPORATE SOCIAL RESPONSIBILITY

The said provisions are yet not applicable on the Company.

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

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.

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 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 Year under review.
- f) Your Company has not accepted any Public Deposits.
- g) The Company has not bought back any of its securities during the 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 year under review relating to the sexual harassment.

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 31st March, 2017 and of the Profit and Loss of the Company for the 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.

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

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G K Publications Private Limited

Gautam Puri

Director

DIN No.: 00033548

Address: R-90, Greater Kailash,

Part-I, New Delhi -110 048

Date: August 24, 2017 Place: New Delhi Nikhil Mahajan

Director

DIN No.: 00033404

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

Annexure-1

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 year ended March 31, 2017, 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 year ended March 31, 2017 are as follows:-

Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangement/ transactions	Duration of the contracts / arrangement s/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board of CL Educate Ltd.	Amount paid as advance (if any)	Cumulative Amount of Transaction During the Financial Year ended 31.03.2017
G K Publications Pvt. Ltd. (GKP). Wholly owned Subsidiary Company of	1. 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	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	29.04.2016	Nil	Rs.39.60 Lukhs
CL & CĹ	2. Interest payable by GKP to CL	Basis. The contracts are also renewed accordingly. This particular contract was active throughout 2016-17.	MRP which are more or less the same terms at which GKP sells to outside distributors or dealers.		Nil	Rs.16.5 Lakhs
CL Media Pvt. Ltd. (CLM) & G K Publications Pvt. (GKP) Ltd, Both Wholly Owned Subsidiary Companies of CL	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	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.	29.04.2016	Nil	Rs.1640.33 Lakhs

		particular contract was active throughout 2016-17				
Kestone Integrated Marketing Services Pvt. Ltd. (Kestone) and G K Publications Pvt. (GKP) Ltd, both Wholly Owned Subsidiary Companies of CL	Security extended to GKP	These are the routine & regular group transactions, which are carried out on continuing basis. The contracts are renewed accordingly.	Security extended to GKP for loan from Indus Ind Bank as the loan taken is used to repay Kestone.	29.04.2016	Nil	Rs.200 Lakh

For and on behalf of the Board of Directors

New Delhi

G K Publications Private Tipped

Gadiam Puri

Director

DIN No.: 00033548

Address: R-90, Greater Kailash,

Part-I, New Delhi -110 048

Date: August 24, 2017 Place: New Delhi Nikhil Mahajan

Director

DIN No.: 00033404

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

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U22110DL2001PTC111015
2.	Registration Date	28.05.2001
3.	Name of the Company	G K Publications Private Limited
4.	Category/Sub-category of the Company	Private Limited Company / Limited by Shares (Wholly owned subsidiary of a Listed Public Co.)
5.	Address of the Registered office & contact details	R-90, First Floor, Greater Kailash, Part - I. New Delhi – 110 048 Tel. No.: +91 11 41281100 Fax No.: +91 11 – 4128 1101
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Not Applicable

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service*	% (approx.) to total turnover of the company
1	Wholesale of Books of all kinds	46496	98.33%

^{*}As per National Industrial Classification 2008

III. PARTICULARS OF HOLDING /SUBSIDIARY AND ASSOCIATE COMPANIES (as on March 31, 2017)

S. No.	Name and Address of the Company	CIN/GLN	Holding /Subsidiary/ Associate	% of shares held	Applicable Section
1	CL Educate Limited (CL)	U74899DL1996PLC078481	Holding	100% (through its nominees)*	2(46)

^{*} Mr. Nikhil Mahajan holds one share as a nominee, for and on behalf of CL Educate Limited (and not in his individual capacity).

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

1. (a) Category-wise **Equity Share Holding**

Category of Shareholders	No. of S the y	hares held a ear As on M	t the begi Jarch 31, 2	nning of 2016]	No. of Shares held at the end of the year As on March 31, 2017			f the year As	% Change
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the year
Α.									
Promoters	<u> </u>								
(I) Indian									
a) Individual* / HUF	-	1	1	-	-	I	1	-	•
b) Central Govt	-		-	-	-	-	-	-	
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	189999	189999	100	-	189999	189999	100	-
e) Banks / Fl	-	-	-	-	-		-		
f) Any other	-		-	-			-		
Sub- Total (A) (1)	_	190000	190000	100	-	190000	190000	100	-
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-		-	-	
b) Other- Individuals	-	-	-	-	-		-	-	_
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	
e) Any other		- 1	-	-	-		-	-	-
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A) (1) +	-	190000	190000	100	-	190000	190000	100	-
(A) (2)									
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI				-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s		-	-	-	-		-	_	

[a) Vantuus						 			
e) Venture	-	-	-	-	-	-	-	j -	-
Capital Funds f) Insurance									
	-	-	-	-	-	-	-	_	-
Companies							<u> </u>		
g) FIIs		<u>-</u> _	-					-	-
h) Foreign	-	-	-	-	-	-	-	-	-
Venture								i	
Capital Funds									
i) Others	-	-	-	-	-	-	-	_	-
(specify)							! 		
Sub-total	-	-	-	-	-	-	• -	_	
(B)(1):-					·		<u></u>		
2. Non-	i	1							
Institutions									
a) Bodies		j							
Corp.								<u></u>	
i) Indian	-		-		-	-	<u> </u>	_	_
ii) Overseas	-		-	-	-	-	-	-	-
b) Individuals								_	
i) Individual									
shareholders			-		_	_	_	_	- 1
holding									
nominal share							1		
capital up to							! :		
Rs. 1 lakh									
ii) Individual					_			<u></u>	
shareholders	_	_	-	_	_	_		-	-
holding		İ					: •		
nominal share									
capital in		1					,		
excess of Rs		1					l I]
1 lakh									
c) Others		-							
(specify)						:			
Non Resident	-	- 1						ļ	
Indians				·					_
Overseas									
Bodies					_	_	_	_	-
Corporate				:					
Foreign	_	-					-		
Nationals				:					
Clearing		-	-	_		-		-	<u>-</u>
Members				İ	:			_	
Trusts/HUF/S	-	-	-		_		-	-	
ociety							_	_	-
Foreign	-	-	-		-		·		<u> </u>
Bodies - D R							_	_	-
Sub-total					_				
(B)(2):-					i ·			_	
Total Public	_	-	-	_		-		-	
Shareholding	ļ				į		_		
(B)=(B)(1)+									
(B)(2)									
· // /						*		L	

C. Shares	-		_	-	-	_	_	-	_
held by									į
Custodian									
for GDRs &									
ADRs									
Grand Total	-	190000	190000	100		190000	190000	100	_
(A+B+C)									

^{*} Mr. Nikhil Mahajan holds one share as a nominee, for and on behalf of CL Educate Limited (and not in his individual capacity).

II. Shareholding of Promoters-

S. No.	Shareholder's Name	Shareholding at the beginning of the year (March 31, 2016)			Shareholding at the end of the year (March 31, 2017)			Change in
		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 / encumber ed to total shares	shareho Iding during the year
]	CL Educate Limited	189999	100	0.00	189999	100	0.00	-
2	Mr. Nikhil Mahajan*	1	0	-	1	0	-	-

^{*} Mr. Nikhil Mahajan holds one share as a nominee for and on behalf of CL Educate Limited (and not in his individual capacity).

- III. Change in Promoters' Shareholding (please specify, if there is no change):- No Change
- IV. Shareholding Pattern of top ten Shareholders: **Not Applicable** (Other than Directors, Promoters and Holders of GDRs and ADRs)
- V. Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of the Director/ Key Managerial Personnel	Shareholding		Date	Increase/ Decrease In share	Reason	Cumulative Shareholding during the year (March 31, 2016 to March 31, 2017)		
		No. of shares at the beginning March 31, 2016/ End of the year March 31, 2017	% of total shares of the Company		Holding		No. of Shares	% of total Shares	
İ	Mr. Nikhil Mahajan*	1/1	0/0	N.A.	N.A.	N.A.	1/1	0/0	

^{*} Mr. Nikhil Mahajan holds one share as a nominee for and on behalf of CL Educate Limited (and not in his individual capacity).

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

				(Figures in Rs. Lakhs)		
S. No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
1	Indebtedness at the beginning of the financial year (01.04.2016)					
	i) Principal Amount		109.35		109.35	
	ii) Interest due but not paid		-		-	
	iii) Interest accrued but not due		-		-	
	Total (i+ii+iii)		109.35		109.35	
	Change in Indebtedness during the financial year					
	* Addition * Reduction		14.20		14.20	
	Net Change	 	14.20		14.20	
2	Indebtedness at the end of the financial year (31.03.2017)					
	i) Principal Amount		123.55		123.55	
	ii) Interest due but not paid					
	iii) Interest accrued but not due					
	Total (i+ii+iii)		123.55		123.55	

Note: The above secured loan amount does not include OD facility of Rs. 273.81 Lakhs availed by the Company.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: NIL

- A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Not Applicable
- B. Remuneration to other directors Nil
- C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD- Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: None

For and on behalf of the Board of Directors

ew Delhi

G K Publications Private Lamited

Gautam Puri

Director

DIN No.: 00033548

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

Date: August 24, 2017 Place: New Delhi Nikhil Mahajan

Director

DIN No.: 00033404

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

Annexure III

Particulars of Employees and Related disclosure

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

Figures (in Rs. Lakhs) Name Gros of director Rem or uner Exper Equity S. Name of Nature of Previous manage Designatio ation Educational ience holding Date of Ag No the employm employ r who is paid Qualification (in Joining in the e **Employee** ent ment the (Rs. years) Compan relative in of Lak **Employ** hs) ee General Manager Sunil Full Time Vice 23.1 PGDM. MDI 01/10/201 (Cengag 1 Kumar Employe 2 37 Nil None President (Gurgaon) Agarwal Learning Full Time Rajitha Sr. 10.2 BA. 01/05/200 2 Employe 39 12 Fresher Nil None Prakash Manager 3 **Economics** PGDM, Cease Full Time Utsav Assistant Business 20/02/201 Fire 3 6.00 **Employe** 5 27 Nil None Manager Sinha School of 3 Industrie e Delhi s Ltd Leisure PG. NCR **Full Time** Lifestyle Ishan Business 09/06/201 4 Executive 4.88 Employe 3 29 Informat Nil None Kumar School ion (Modinagar) Services Pvt Ltd. Sri Full Time Sunil PGDM. 25/02/201 Parasram 5 Executive 4.83 Employe 5 31 Nil None Kumar Ghaziabad 3 Holdong e s Pvt Ltd PGDM, Brajesh Full Time Sinhgad 25/05/201 6 Kumar Executive 4.76 Employe Institute Of 5 32 **HDFC** Nil None Pandey Management, Pune

7	R Mahesh	Assistant Manager	4.65	Full Time Employe e	PG (Open University, Vijaywada)	1	25/04/201 6	31	Senior Territory Manager (Pearson	Nil	None
8	Onkar Nath Verma	Assistant Manager	4.41	Full Time Employe e	PG (Magadh University)	2	18/01/201 6	34	Sr.Sales Executiv e (McGra w Hills Edu.)	Nil	None
9	Shamim Sheikh	Senior Executive	4.00	Full Time Employe e	C.I.B.M.R.D (Nagpur)	2	25/01/201 6	28	Sr.Execu tive (Orient Blacksw an Pvt.Ltd.)	Nil	None
10	Janendra Atri	Assistant Manager	3.86	Full Time Employe e	B.Sc., MSJ College	1	07/11/201 6	34	Sr.Sales Executiv e (McGra w Hills Edu.)	Nil	None

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

New Delhi 110048

Gautam Puri Director

DIN No.: 00033548

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

Date: August 24, 2017 Place: New Delhi Nikhii Mahajan

Director

DIN No.: 00033404

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