



NOTICE

Notice is hereby given that the 11th Annual General Meeting of the members of G K Publications Private Limited will be held on Saturday, the 29th day of September, 2012 at 04:00 P. M. At the Registered Office of the Company at R-90, 1st Floor, Greater Kailash, and Part-I, New Delhi 110048 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2012 and Profit & Account for the year ended on that date, together with the report of Board of Directors and the report of Auditors thereon.
2. To appoint a director in place of Mr. Rakesh Mittal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Ms. Poonam Mittal, who retires by rotation and being eligible offers herself for re-appointment.
4. To consider, and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s Haribhakti & Co., Chartered Accountants, firm registration no. 103523W Company's retiring auditors, being eligible and having offered themselves for reappointment, be and is hereby reappointed as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration as may be mutually decided between the auditors and the Board of Directors of the Company.

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.”

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

G. K. Publications Pvt Ltd

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Email: info@gkpublications.com


www.gkpublications.com



The enclosed proxy form, if intended to be used should reach the registered office of the company duly completed, stamped and signed not less than forty eight hours before the time fixed for the meeting.

Place: Noida
Date: 30-July-2012

By Order of the Board of Directors
For GK Publications Pvt. Limited


Nikhil Mahajan
Director

G. K. Publications Pvt Ltd

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THE BOARD OF DIRECTORS

MR. SATYA NARAYANAN .R (appointed with effect from 16.11.2011)

MR. GAUTAM PURI (appointed with effect from 16.11.2011)

MR. NIKHIL MAHAJAN (appointed with effect from 16.11.2011)

MR. RAKESH MITTAL

MS. POONAM MITTAL

AUDITORS 2011-12:

HARIBHAKTI & CO., CHARTERED ACCOUNTANTS (appointed on 19th December, 2011)

REGISTERED OFFICE:

R-90, First Floor, Greater Kailash, Part-I, New Delhi – 110048 (Earlier '1314, 13th Floor, Chiranjiv Tower, Nehru Place, New Delhi – 110019')

CORPORATE OFFICE:

PLOT NO. 15A, KNOWLEDGE PARK-II, GREATER NOIDA, UTTAR PRADESH – 201310
(EARLIER 'H-205, Sector 63, Noida (U.P.) 201307')

**DIRECTORS' REPORT 2012**

Your directors have pleasure in presenting the Eleventh Annual Report on the business and operations of the Company and the Audited Financial Accounts for the year ended 31 March, 2012.

FINANCIAL HIGHLIGHTS

Particulars	Amount in Rs. Laacs	
	31-March-2012	31-March-2011
Total Income	124,158,358	106,976,032
Total expenditure	131,574,425	105,711,669
Profit / Loss before tax	5,737,000	1,264,363
Provision for tax	1,218,620	-3,623
Profit / Loss after tax	4,518,380	1,267,986
Profits brought forward from previous year	1,564,242	296,256
Carried to Balance sheet	6,082,622	1,564,242

OPERATIONAL REVIEW

During the year under review, your Company earned a total income of Rs. 124,158,358 as against Rs. 106,976,032 income during 2010-11. The Net profit of the Company, however, increased from Rs. 1,267,986 to Rs. 4,518,380 in the year 2011-12.

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.

DIVIDEND

No dividend is recommended this year.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE COMPANY'S FINANCIAL POSITION

During the year, CL Educate Limited acquired 51% equity holding in the Company on October 1, 2011 and thus become its Holding Company. These shares have been acquired from the promoters of the Company. In accordance with the purchase agreement dated November 12,



2011 entered by and between the Holding Company and other shareholders, the entire equity share capital will be acquired by the Holding Company by June 30, 2013.

CHANGES IN CAPITAL STRUCTURE

During the financial year under review no change in Capital has been done.

However, in November 2011, the Company entered into a Share sale purchase agreement with CL Educate Limited (CL) and CL has agreed to buy 100% stake in the Company in several tranches. At the time of writing this report, CL holds 51% stake in the Company.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provisions of section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding conservation of energy and technology absorption, Foreign Exchange earning and outgo is not applicable to your Company.

PARTICULARS OF EMPLOYEES

The Company has no employee(s) required to be listed under 217(2a) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended, from time to time.

DIRECTORS

Mr. Satya Narayanan .R, Mr. Gautam Puri, and Mr. Nikhil Mahajan have been appointed on the Board w.e.f. 16-Nov-2011.

AUDITORS & AUDITOR'S REPORT

The Audit Firm, M/s. Haribhakti & Co., Chartered Accountants was appointed as auditor of the Company on December 19, 2011 after resignation of the then Statutory Audit Firm, Praveen Sri Niwas & Associate, Chartered Accountants.

The newly appointed auditors held office till the conclusion of the next AGM, i.e. AGM 2012, and retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for reappointment.



Your Directors recommend their appointment.

Notes to the accounts, as referred to in the Auditors' Report, are self explanatory and therefore do not require further comments and explanation.

AUDITOR'S REPORT

Your Directors' explanations regarding the reservations and views of the auditors expressed in the Clauses of the auditors report are:

- a) Clause (iii)(a) of the annexure to the Auditors Report, The Company has granted loan to one Company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 10,979,777 and the year end balance of loans granted to such parties was Rs. 10,979,777.
- b) In our opinion and according to the information and explanations given to us the rate of interest and other terms and conditions for such loan is prima facie prejudicial to the interest of the Company.

Reply: The said amount was an advance originated in March 2012 for business purpose and the same has been squared off in July 2012.

- c) Clause (iv) of the annexure to the Auditors Report, In our opinion internal control system with regard to sale of goods need to be strengthened in order to be commensurate with the size of the Company and the nature of its business.

Reply: Adequate steps are being initiated by your directors so as to strengthen the internal control systems.

FIXED DEPOSITS

The Company has not invited any deposits from the public under Section 58A of the Companies Act, 1956.



DIRECTORS RESPONSIBILITY STATEMENT

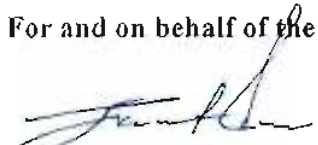
Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) Appropriate accounting policies have been selected and applied consistently and 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 as at 31 March, 2012 and of the profit of the Company for the year ended 31 March, 2012;
- (iii) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The annual accounts have been prepared on a going concern basis.

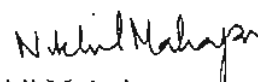
APPRECIATION

Your Directors wish to place on record their sincere appreciation of the efforts and dedicated service of all employees which contributed to the continuous growth and consequent performance of the Company. Your Directors wish to place on record their gratitude for the valuable assistance and co-operation extended to the Company by the Regulatory Authorities, Partners, Banks, Institutions, Investors and Customers.

For and on behalf of the Board of Directors


Gautam Puri
Director

For and on behalf of the Board of Directors


Nikhil Mahajan
Director

Place: Noida

Date: 30 July, 2012