



## **ANNUAL REPORT 2014-2015**

### **KESTONE INTEGRATED MARKETING SERVICES PRIVATE LIMITED**

#### **Kestone Integrated Marketing Services Pvt. Ltd.**

201 - 206, 2nd Floor, Sharda Chamber - IV, Plot No. 3 - Local Shopping Complex, Kalkaji, New Delhi - 110019, INDIA.

Tel: +91 - 11 - 40508888, Fax: +91 - 11 - 41079888

[www.kestone.in](http://www.kestone.in)

Registered Office: R-90, First Floor, Greater Kailash, Part 1, New Delhi - 110048.



**THE BOARD OF DIRECTORS (As on August 03, 2015)**

Mr. Satya Narayanan .R	:	Non-Executive Director
Mr. Gautam Puri	:	Non-Executive Director
Mr. Nikhil Mahajan	:	Non-Executive Director
Mr. Safir Anand	:	Non-Executive Independent Director

<b><u>AUDITORS (2014-15)</u></b>	:	Haribhakti & Co. LLP, Chartered Accountants
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<b><u>REGISTERED OFFICE</u></b>	:	R-90, First Floor, Greater Kailash Part-1, New Delhi – 110048
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<b><u>CORPORATE OFFICE</u></b>	:	201-206, 2 <sup>nd</sup> Floor, Sharda Chamber – IV, Plot No.3, Local Shopping Complex, Kalkaji, New Delhi, 110019
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Registered Office: R-90, First Floor, Greater Kailash, Part 1, New Delhi - 110048.



**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 :** 41079888, **Website:** [www.Kestone.in](http://www.Kestone.in)

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 19<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF KESTONE INTEGRATED MARKETING SERVICES PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2015, AT 01:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT R-90, FIRST FLOOR, GREATER KAILASH, PART-1, NEW DELHI – 110048 TO TRANSACT THE FOLLOWING BUSINESS:-**

**ORDINARY BUSINESS:**

**Item No. 1 – Adoption of Annual Accounts -** To receive, consider and adopt,

- a. the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015, and the reports of the Board of Directors and Auditors thereon;
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015, and the report of Auditors thereon;

**Item No. 2 – Reappointment of Mr. Gautam Puri-** To appoint a director in place of Mr. Gautam Puri (DIN: 00033548), **Director**, who retires by rotation at the ensuing **Annual General Meeting**, and who, being eligible offers himself for re-appointment.

**Item No. 3 – Ratification of the Appointment of Statutory Auditor**

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 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 2015-16.

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**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 Board of Directors  
Kestone Integrated Marketing Services Private Limited**

**Nikhil Mahajan  
Director**

**DIN No. : 00033404**

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

**Date: August 03, 2015**

**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. Members desirous of any further information regarding the special business matters to be transacted may write to the company at its registered office at least seven days before the date of the meeting so as to enable the management to keep the information ready.

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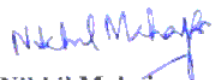
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4. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

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

  
**Nikhil Mahajan**  
Director

**DIN No. : 00033404**

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

**Date: August 03, 2015  
Place: New Delhi**

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## **KESTONE INTEGRATED MARKETING SERVICES PRIVATE LIMITED**

### **DIRECTORS' REPORT 2015**

Your directors have pleasure in presenting the 19<sup>th</sup> Annual Report along with the Audited Accounts and Auditor's Report for the year ended 31<sup>st</sup> March, 2015

#### **FINANCIAL HIGHLIGHTS**

	Figures (in Rs. Lacs)	
	FY 2015	FY 2014
Total Income	10,130.08	7,655.86
Total expenditure	9,140.28	7,158.43
Profit / Loss before tax	989.79	500.86
Tax Expenses	321.48	170.91
Profit / Loss after tax	668.31	329.97
Profits brought forward from previous year	1,134.66	804.69
Surplus/ Deficit carried to Balance sheet	1,796.15	1,134.66

#### **OPERATIONAL REVIEW**

During the year under review, your Company earned a total income of Rs 10,130.08 Lacs as against a total income of 7,655.86 Lacs earned during FY 2013-14, registering an increase of about 32.33%.

The expenditures of the Company increased by 27.68% from a total expenditure of Rs. 7,158.43 Lacs during FY 2013-14 to a total expenditure of Rs. 9,140.28 Lacs during FY 2014-15.

Your company earned a Net Profit after Tax (PAT) of Rs. 668.31 Lacs as against Net Profit of Rs. 329.97 Lacs during the previous year, registering an impressive increase in the Profits of the Company by 102.6%.

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

#### **DIVIDEND**

In order to strengthen the reserves of the Company, no dividend has been declared during the year 2014-15.

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### **SUBSIDIARY COMPANY**

Kestone Asia Hub Pte. Ltd. became a Wholly Owned Subsidiary of Kestone Integrated Marketing Services Private Limited on 3<sup>rd</sup> December, 2013. The statement containing salient features of the financial statements of the Company's Subsidiary (in Form AOC-I) is attached to the financial statements and this report as **Annexure-I**.

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN MARCH 31, 2015 AND AUGUST 03, 2015 (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, 2015) and the date of the Report (August 3, 2015).

### **CHANGES IN CAPITAL STRUCTURE**

During the financial year, there was no change in the capital structure of the 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 are given in 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. The Board granted omnibus approval for the transactions (which were all routine and repetitive in nature). There were no materially significant transactions with Related Parties during the financial year 2014-15 which were in conflict with the interest of the Company. Suitable disclosures as required under AS-18 have been made in the Notes to the financial statements.

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

### **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.

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### **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.**

### **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 are provided hereunder:

**a) Conservation 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:**

Earnings in Foreign Currency	:	Rs. 4,057,172
Expenditure in Foreign currency	:	Rs. 16,856,554

**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.

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3. All the bank accounts are maintained and operated under joint signatories.

4. Internal Audit is performed regularly.

### **PARTICULARS OF EMPLOYEES**

Our people are our most important assets. We value their talent, integrity and dedication. The Board wishes to express its appreciation to all the employees for their outstanding contribution to the operations of the Company during the year. As required under 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) Rules, 2014, there is no employee falling under the purview of this provision's reporting requirements.

### **DIRECTORS**

Mr. Safir Anand has been appointed on the Board of the Company w.e.f August 12, 2014 and regularized by shareholders in Annual General Meeting held on September 30, 2014,

Mr. Gautam Puri, Director, retires by rotation at the ensuing Annual General Meeting (AGM 2015) and being eligible, has offered himself for re appointment.

### **AUDITORS & AUDITORS' REPORT**

At the meeting held on July 29, 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.

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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. 4 of the Notice convening the Annual General Meeting.

There is no instance of fraud reported by auditors under sub section (12) of section 143 of the Companies Act, 2013.

#### **PUBLIC DEPOSITS**

During the year under review, your Company has not accepted any public deposits under any relevant applicable provisions contained in the Companies Act, 2013, and/or rules thereunder.

#### **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 to its directors during the year.

#### **(A) Number of Board Meetings held during the Financial Year 2014-15 with dates:**

S. No.	Date	Board Strength	No. of Directors Present
1	29-Apr-14	3	3
2	29-Jul-14	3	3
3	11-Aug-14	3	3
4	12-Aug-14	4	3
5	25-Oct-14	4	3
6	16-Feb-15	4	3
7	03-Mar-2015	4	3

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**(B) Attendance at Board Meetings held during the Financial year 2014-15:**

Board and Board Committees	Board
Meetings held	7
Directors' Attendance	
Mr. Satya Narayanan .R	4
Mr. Gautam Puri	4
Mr. Sujit Bhattacharyya	4
Mr. Safir Anand*	0

\* Joined the Board on August 12, 2014.

**(C) No. of EGM held: 1 (One), on March 02, 2015.**

**STOCK OPTIONS DETAILS**

The Company has not granted any options or shares under any ESOP or any other plan to any of the Directors of the Company.

**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, 2015 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.

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e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

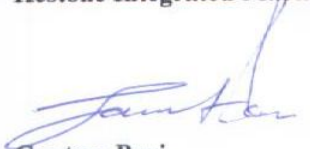
f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### **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  
Kestone Integrated Marketing Services Private Limited**

  
**Gautam Puri**  
Director

**DIN No. : 00033548**

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

**Date: August 03, 2014  
Place: New Delhi**

  
**Nikhil Mahajan**  
Director

**DIN No. : 00033404**

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

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CIN No. : U73100DL1997PTC186183

## 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

(Amount in ₹ Mn)

S No.	Name of the Subsidiary	Financial Period Ended	Reporting Currency and Exchange Rate	Share Capital (Nos. of Equity shares)	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit / (Loss) Before Taxation (PBT)	Provisions for Taxation	Profit / (Loss) After Taxation (PAT)	% of share holding
1	Kestone Asia Hub Pte Ltd., Singapore	31.03.2015	SGD	14001	-0.22	0.02	0.02	-	0.00	-0.01	0.00	-0.01	99.99
			INR	14001	-8.66	0.19	0.19	-	0.55	0.22	0.00	0.22	99.99

### Notes:

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

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**Part "B": Associates and Joint Ventures**

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

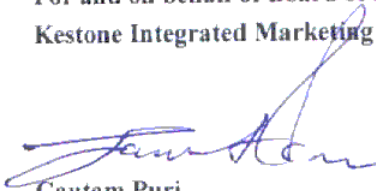
(Amount in ₹ Mn)

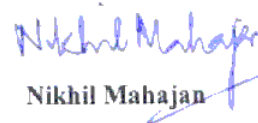
<b>Name of the Associates/Joint Ventures</b>	NA
<b>1. Latest audited Balance Sheet Date</b>	NA
<b>2. Shares of Associate / Joint Ventures held by the Company on the year end</b>	NA
<b>No.</b>	
<b>Amount of Investment in Associate/Joint Venture</b>	
<b>Extend of Holding %</b>	
<b>3. Description of how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

**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 Board of Directors of  
Kestone Integrated Marketing Services Private Limited

  
Gautam Puri  
Director  
DIN: 00033548

  
Nikhil Mahajan  
Director  
DIN: 00033404

Place: New Delhi  
Date: 23 June, 2015

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## Annexure-II

### Form - AOC-2

**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]

**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, 2015, which were not at arm's length basis.

**2. Details of Material contracts or arrangement or transactions at arm's length basis.**

S. No.	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:
			From	To			
	A	B	C		d	E	f
1	CL Educate Ltd., Holding Company	Infrastructure servicing/ Leasing by Kestone for some of CL centers	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 2014-15.		For All Government projects in which purchase of fixed assets is prohibited by the Government. CL leases the same from Kestone.	29.07.2014	NIL
2	CL Educate Ltd., Holding Company	Payrolling	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 2014-15.		Since CL group was outsourcing the payrolling to an outside consultant and Kestone was willing to do it, it was decided to outsource the same to Kestone at 65% of the earlier cost.	29.07.2014	NIL
3	G K Publications Pvt. Ltd., Sister concern	Corporate guarantee	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly.		Kestone has provided Corporate guarantee in favour of IndusInd Bank to provide various credit facilities to GK Publications Private Limited.	28.01.2014	NIL

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CIN No. U73100DL10072013000186182



## Annexure III

### FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2015

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	03.02.1997
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
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: <a href="http://www.Kestone.in">www.Kestone.in</a>
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NA

#### 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	52.29
2	Managed Manpower Services	783	45.30

\*As per National Industrial Classification 2008.

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### III. PARTICULARS OF HOLDING /SUBSIDIARY AND ASSOCIATE COMPANIES (as on 31 March, 2015)

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	100.00*	2(46)
2	Kestone Asia Hub Pte. Ltd., Singapore	Reg. No. 200715067R	Subsidiary	99.99	2(87)(ii)

\* Percentage of holding of CL in Kestone.

### 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 year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF*	-	1	1	0	-	1	1	0	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	999999	999999	100	-	999999	999999	100	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub- Total (A) (1)</b>	-	999999	999999	100	-	999999	999999	100	-
(2) Foreign									

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a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter (A) = (A) (1) + (A) (2)</b>	-	999999	999999	100	-	999999	999999	100	-
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total</b>	-	-	-	-	-	-	-	-	-

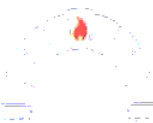
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<b>(B)(1):-</b>									
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Bodies Corporate	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts/HUF/Society	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total</b>	-	-	-	-	-	-	-	-	-
<b>(B)(2):-</b>									
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	1000000	1000000	100	-	1000000	1000000	100	-

\* Individual holds share as a nominee of CL Educate Limited.

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## II. Shareholding of Promoter-

S.No	Shareholder's Name	Shareholding at the beginning of the year (01.04.2014)			Shareholding at the end of the year (31.03.2015)			Change in share holding during the 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 this share as a nominee of CL Educate Limited and not in his individual capacity.

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

S. No.	Particulars	Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (31.03.2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year 01.04.2014	1000000	100	1000000	100
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-		-	
2	At the end of the year 31.03.2015	1000000	100	1000000	100

## IV. Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs): NA

## 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 year (01-04-14 to 31-03-2015)	
		No. of shares at the beginning 01.04.14/End of the year 31.03.15	% 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 this share as a nominee of CL Educate Limited and not in his individual capacity.

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

(Amount in Rs)

S. No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>1</b>	<b>Indebtedness at the beginning of the financial year (01.04.2014)</b>				
	i) Principal Amount	0	65,81,570	0	65,81,570
	ii) Interest due but not paid	0	0	0	0
	iii) Interest accrued but not due	0	83,730	0	83,730
	<b>Total (i+ii+iii)</b>	<b>0</b>	<b>66,65,300</b>	<b>0</b>	<b>66,65,300</b>
	<b>Change in Indebtedness during the financial year</b>				
	* Addition	15,20,000	0	0	15,20,000
	* Reduction	-3,42,197	-56,45,505	0	-59,87,702
	<b>Net Change</b>	<b>11,77,803</b>	<b>-56,45,505</b>	<b>0</b>	<b>-44,67,702</b>
<b>2</b>	<b>Indebtedness at the end of the financial year (31.03.2015)</b>				
	i) Principal Amount	11,77,803	11,28,541	0	23,02,344
	ii) Interest due but not paid	0	0	0	0
	iii) Interest accrued but not due	7,378	15,766	0	23,144
	<b>Total (i+ii+iii)</b>	<b>11,85,181</b>	<b>11,44,307</b>	<b>0</b>	<b>23,29,488</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(Rs. In Laacs)

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager**	Total Amount
<b>1</b>	<b>Gross salary*</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
<b>2</b>	<b>Stock Option</b>	NA	
<b>3</b>	<b>Sweat Equity</b>		
<b>4</b>	<b>Commission</b> - as % of profit - others, specify		
<b>5</b>	<b>Others #</b>		
	<b>Total (A)</b>		
	<b>Ceiling as per the Act</b>		

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**B. Remuneration to other directors (Independent Directors)**

(Rs. in Lakhs)

SN.	Particulars of Remuneration	Mr. M. B. Parikh	Mr. Safir Anand	Total Amount
1	Independent Directors			
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	NA		
2	Other Non-Executive Directors			
	Fee for attending board committee meetings	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)			
	Total Managerial Remuneration (A+B)			
	Overall Ceiling as per the Act			

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(Rs. In Lacs)

SN	Particulars of Remuneration	CEO/CFO	CS	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3), Income-tax Act, 1961	NA		
2	Stock Option (Exercised)			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	others, specify...			
5	Others*			
	Total			

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# **VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For Kestone Integrated Marketing Services Pvt. Ltd

*Nehal Mahajan*  
Director

For Kestone Integrated Marketing Services Pvt. Ltd

*[Signature]*  
Director

**Kestone Integrated Marketing Services Pvt. Ltd.**

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