

EDUEXEL INFOTAINMENT LIMITED

TWENTY SEVENTH (27th) ANNUAL REPORT

2017-18

**No. 1, Wallers Lane, 1st floor,
Room No.3, Mataji Complex,
Near India Silk House,
Mount Road,
Chennai- 600002**

EDUEXEL INFOTAINMENT LIMITED

CORPORATE INFORMATION

Board of Directors:

Rajendra Jain
Jayabalan Jayakumar
Deba Prasad Biswas

Auditors:

M/s P. N. Ganguly & Co.
Chartered Accountants
Debabrata Khasnabis (Partner)
7, Old Post Office Street,
1st Floor, Room No. 11,
Kolkata – 700 001

Bankers:

Bank of Maharashtra,
Chowringhee Road,
Kolkata- 700020

Registered Office:

No.1, Wallers Lane,
1st Floor, Room No.3,
Mataji Complex,
Near India Silk House,
Mount Road,
Chennai- 600002
Email- eduexcelinfo2015@gmail.com

Share Transfer Agents (RTA):

R & D Infotech Private Limited,
No. 7A,
Beltala Road,
1st Floor,
Kolkata – 700 026
Ph. 033 2419 2641

EDUEXEL INFOTAINMENT LIMITED

NOTICE OF 27th ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the Members of M/s. EDUEXEL INFOTAINMENT LIMITED (“the Company”) will be held and convened on Saturday, the September 29, 2018 at 10.00 A.M. at Asha Nivas, 9 Rutland Gate, 5th Street, Nungambakkam, Chennai – 600006 to transact the following businesses:

ORDINARY BUSINESS:

Item No.1- Adoption of Accounts

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon and in this regard pass the following Resolution as Ordinary Resolution:

“RESOLVED THAT the Audited Accounts of the Company containing Balance Sheet and the Statement of Profit & Loss for the year ended 31st March, 2018 together with the Report of the Board of Directors and Auditors thereon be and are hereby received, considered, approved and adopted.”

Item No. 2- Re-appointment of Director

To appoint a Director in place of Mr. Rajendra Jain (DIN: 03456352), who retires by rotation and being eligible, offers himself for reappointment and in this regard pass the following Resolution as Ordinary Resolution:

“RESOLVED THAT Mr. Rajendra Jain (DIN: 03456352) be and is hereby re- appointed as Director liable to retire by rotation”.

Item No. 3- Ratification of Appointment of Statutory Auditors

To ratify the appointment of Auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, Section 142, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company hereby ratifies the appointment of P. N. Ganguly & Co., Chartered Accountants (FRN: 302203E), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

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SPECIAL BUSINESS:

Item No. 4- Appointment of Independent Director

To appoint Mr. Subrata Dasgupta as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Subrata Dasgupta (DIN: 03119917), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on August 13, 2018 and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five (5) consecutive years and whose term shall not be subject to retirement by rotation.”

By Order of the Board of Directors
For **EDUEXEL INFOTAINMENT LIMITED**

Place: Chennai
Date: August 13, 2018

Director

EDUEXEL INFOTAINMENT LIMITED

NOTES:

1. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 in respect of Special business set out in the Notice is attached herewith.

2. A member entitled to attend and vote at the annual general meeting is entitled to appoint proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a member of the company. The instrument appointing a proxy in order to be effective must be deposited at its registered office not less than 48 hours before the commencement of the meeting.

A person can act as a 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 carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A Proxy form is enclosed herewith.

3. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of the Board resolution authorizing such representative to attend and vote on their behalf at the Meeting.

4. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Pursuant to the provision of section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 22nd September, 2018 to the 29th September 2018 (both days inclusive) in connection with the Annual General Meeting.

6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants or send an e-mail to Cameo Corporate Services Limited, Registrar and Share Transfer Agent, for receiving all communication including Annual Report, Notices and Circulars of the Company electronically.

7. The Notice of the 27th AGM and instructions for e-voting along with Attendance slip and Proxy Form is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository participants. For Members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by other permissible modes.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrars and Share Transfer Agents.

9. Voting through electronic means:

In compliance with the provisions of Sections 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote at 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities depository Limited (NSDL).

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The procedure to login to e-voting website is given below:

In case of Members who receives an email from NSDL (for members whose e-mail IDs are registered with the Registrars and Share Transfer Agent/Depository Participants).

- i. Open email and open the attached PDF file "EDU e-voting pdf" giving your Client ID or Folio No. as password. The said PDF file contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e- voting.
- ii. Launch internet browser by typing the following URL <https://www.evoting.nsdl.com>.
- iii. Click on "Shareholder- Login".
- iv. Put User ID and Password as initial password noted in step (i) above and Click Login.
- v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of "e-voting opens". Click on "e-voting- Active E-voting cycles."
- vii. Select Electronic Voting Event Number ("EVEN") of EDUEXEL INFOTAINMENT LIMITED.
- viii. Now you are ready for e-voting as 'Cast Vote' page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolutions, you will not be allowed to modify your vote.
- xii. Institutional Shareholder (i.e. other than individuals, HUF, NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sweetyp Kapoor53@rediffmail.com with a copy marked to e-voting@nsdl.co.in.

General Instructions:

- The e-voting period commences on Wednesday, the 26th September, 2018 (9.00 am) and ends on Friday the 28th September, 2018 (5.00 pm). During this period the shareholder of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of 22nd September, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by shareholder, the shareholder shall not be allowed to change it subsequently.

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- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2018.
- E-voting right cannot be exercised by a Proxy.
- A Member may participate in the AGM even after exercising his right to vote through e- voting but shall not be allowed to vote again at the AGM.
- The Company has appointed Ms. Sweety Kapoor, Practicing Company Secretary (ACS No. 6410, CP No. 5738), as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
- The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The scrutinizer's decision on the validity of e-voting will be final.
- The result declared along with the Scrutinizer's Report shall be placed on the website of NSDL within the prescribed time and will also be forwarded to all the Stock exchanges in India where the shares of the Company are listed.
- In case of any queries you may refer to Frequently Asked questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

By Order of the Board of Directors
For **EDUEXEL INFOTAINMENT LIMITED**

Place: Chennai
Date: August 13, 2018

Director

EDUEXEL INFOTAINMENT LIMITED

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013

Item No. 4:

The Board of Directors at their meeting held on August 13, 2018 had appointed Mr. Subrata Dasgupta as an Additional Director of the company.

In the opinion of the Board, Mr. Subrata Dasgupta is a person of integrity and possesses relevant expertise and experience and fulfills the conditions for appointment as a director as specified in the Companies Act, 2013.

Mr. Subrata Dasgupta has given a declaration to the Board that he meets the criteria of Independence as provided in section 149.

Accordingly the Board of Directors recommends passing of the Ordinary Resolution set out in Item No.4 of the Notice for the appointment of Mr. Subrata Dasgupta as independent Director, not liable to retire by rotation.

None of the Directors or Key Managerial personnel or any of their relatives except the concerned Independent Director, Mr. Subrata Dasgupta is interested directly or indirectly in the respective resolution set out in Item No. 4.

By Order of the Board of Directors
For **EDUEXEL INFOTAINMENT LIMITED**

Place: Chennai

Date: August 13, 2018

Director

EDUEXEL INFOTAINMENT LIMITED

DIRECTORS' REPORT

Your Directors are pleased to present the 27th Annual Report and the Audited Financial Statement of the Company for the financial year ended 31st March, 2018:

Financial Review

The Financial results of your Company for the year 2018 along with figures for the previous year are as follows:

S. No.	Particulars	(Amount in ₹)	
		March 31, 2018	March 31, 2017
1.	TOTAL REVENUE	-	-
2.	Profit before Depreciation and Tax	(3,82,468)	(3,18,897.03)
3.	Depreciation	(12,206)	-
4.	Profit before Tax	(3,94,674)	(3,18,897.03)
5.	Provision for Taxation:		
	(1) Current Tax	-	-
	(2) Deferred Tax	-	-
6.	Profit after Tax	(3,94,674)	(3,18,897.03)
7.	Earnings per Equity Share:		
	(1) Basic	(0.05)	(0.04)
	(2) Diluted	(0.05)	(0.04)

State of Company's Affairs and Future Outlook

In view of low margin of small budget films, the company was very cautious in its approach of procuring Rights of Distribution and use of its limited resources. The company's plan to raise resources for business expansion was kept on hold due to very tight and volatile financial market.

Share Capital

The paid up equity capital of the Company as at 31st March, 2018 was ₹ 8, 46, 10,000. During the year:

- The company has not made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees as per Rule 16(4) of Companies (share capital and debentures) Rules, 2014;
- The Company has not issued any Sweat Equity Shares/ Shares with differential Rights/ Employee Stock Option during the financial year in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

Dividend

In view of losses incurred during the year, your Directors do not recommend payment of Dividend.

Transfer to Reserve

In the absence of sufficient profits, the Company is unable to transfer any amount to the reserves.

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Deposits

During the year under review, your Company has not accepted any Deposits within the meaning of Section 73 of the Companies Act, 2013 read with rules made there under.

Subsidiaries, Joint Ventures and Associate Companies

The Company does not have any Subsidiary, Joint Venture or Associate Company.

Particulars of Contracts & Arrangements with Related Parties

No Contracts or Arrangements were made with related parties as referred to in Section 188(1) of the Companies Act, 2013 during the Financial Year.

Particulars of Loans, Guarantees or Investments

Pursuant to section 186 of Companies Act, 2013 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company neither has, directly or indirectly, given any loan to its Directors nor extended any guarantee or provided any security in connection with any loan taken by them. Further, the Company has neither given any inter-corporate loan / advance nor made any investments in other companies during the financial year 2016-17.

Number of Board Meetings Held

During the year ended March 31, 2018, Four Board Meetings were held. The dates on which the Board meetings were held are 29.05.2017, 14.08.2017, 13.11.2017 and 12.02.2018, the details of which are given in the Corporate Governance Report.

The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013 and Secretarial Standard-1.

Annual Board Evaluation

The Board of Directors have carried out an evaluation of its own performance and of its Committee as well as its individual Directors on the basis of criteria such as Composition of the Board/ Committee Structure, effectiveness, its process, information and functioning, etc.

Particulars of Employees

There were no employees in receipt of remuneration in excess of the limits as stipulated under section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the Company.

Indian Accounting Standards (IND- AS)

Your Company has adopted Indian Accounting Standards (IND AS) with effect from April 1, 2017 pursuant to the Companies (Indian Accounting Standard) Rules, 2015. Accordingly, your Company has prepared financial results as per IND- AS and the formats for financial results shall be as per the formats for revised Balance Sheet and Statement of Profit and Loss as prescribed in Schedule III to the Companies Act, 2013.

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Conservation of Energy, Technology Absorption, Foreign Exchange Earnings & Outgo

The Company has no activity relating to consumption of energy, technology absorption and foreign exchange earnings and outgo. Hence, there are no particulars required to be furnished pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014.

Extract of Annual Return

The Extracts of Annual Return is prepared in Form MGT-9 as per the provisions of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014 and the same is enclosed as **Annexure 1** to this Report.

Declaration by Independent Directors

The Independent Directors of the Company have submitted their declarations as required under Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of Independence as per sub-section (6) of Section 149 of the Act.

Familiarization Programme for Independent Directors

The Company proactively keeps its Directors informed of the activities of the Company, its Management and Operations and provides an overall industry perspective as well as issues being faced by the Industry.

Directors' Responsibility Statement

Pursuant to the requirement under Section 134 of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, the Board of Directors of the Company hereby confirms:

1. that in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. that 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 March 31, 2017 and of Profit and Loss Account of the Company for that period;
3. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the Directors have prepared the Annual Accounts for the Financial Year ended March 31, 2018 on a going concern basis;
5. that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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Directors and Key Managerial Personnel

In terms of Section 152 of the Companies Act, 2013, Mr. Rajendra Jain, would retire by rotation at the forthcoming AGM and being eligible for re-appointment offers himself for re-appointment.

Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 164 of the Companies Act 2013.

There was no other appointment or cessation of Directors or Key Managerial Personnel during the Financial Year.

Statutory Auditors

The Company's Auditor, M/s. P. N. Ganguly & Co., Chartered Accountants (FRN: 302203E) were appointed as the Statutory Auditors of the Company for a period of 5 years from the conclusion of 26th Annual General Meeting till 31st Annual General Meeting of the Members for their approval.

The Board of Directors, based on the recommendation made by the Audit Committee, has recommended ratification of M/s. P. N. Ganguly, Chartered Accountants (FRN: 302203E), as Statutory Auditors of the Company on such remuneration as may be determined by the Board in consultation with the Auditors.

Committees of the Board

The Company has constituted/ re-constituted the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee in accordance with requirements of Companies Act, 2013. The composition and other details of these Committees have been given in the Report on the Corporate Governance forming part of the Annual Report.

Management Discussion and Analysis

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis discusses the key issues concerning the business carried on by the Company and the same is enclosed as Annexure 2 to this Report.

Corporate Governance

The Company is committed to good corporate governance in line with the Schedule V of SEBI (LODR) Regulations, 2015 and Provisions, Rules and Regulations of the Companies Act, 2013. The report on Corporate Governance form part of this Directors' Report as Annexure 3.

Vigil Mechanism

The Board of Directors has adopted Whistle Blower Policy pursuant to the provisions of Section 177(10) of the Companies Act, 2013 and regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy provides a framework and process whereby employees can raise their issue against any kind of harassment, victimization or any kind of unfair practice being adopted against them. All permanent employees of the Company are covered under the Whistle Blower Policy. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairperson of the Audit Committee in exceptional cases.

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Corporate Social Responsibility

Corporate Social Responsibility is not applicable to your Company pursuant to Section 135 of Companies Act, 2013 and hence the Company has not developed and implemented any initiatives.

Change in Nature of Business, if any

There is no change in the nature of business of the Company.

Significant Material Orders passes by Regulators/ Tribunals/ Court impacting the Going Concern status and Company's Operations in Future

There are no Significant and Material orders passed by the Regulators or courts or Tribunals which would impact the going concern status and Company's operations in future.

Material Changes and Commitments

There are no Material changes and commitments in the business operations of the Company from the Financial Year Ended 31st March, 2018 to the date of signing of the Directors' Report.

Human Resource

Your Company treats its "Human Resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company's thrust is on the promotion of talent internally through job rotation and job enlargement.

Policies

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain Policies for all listed Companies. The Policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

i. Whistle blower Policy (Policy on vigil mechanism)

The Company has adopted the whistle blower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct and ethics. There has been no change to the Whistle blower Policy adopted by the Company during fiscal 2017.

ii. Policy for Determining Materiality for Disclosures

This Policy applies to disclosures of material events affecting. This policy is in addition to the Company's corporate policy statement on investor relations, which deals with the dissemination of unpublished, price-sensitive information.

iii. Policy on Document Retention

The Policy deals with the retention and preservation of corporate records of the Company.

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Policy on Sexual Harassment

The Company has adopted Policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the Financial Year ended 31st March, 2018, the Company has not received any Complaints pertaining to Sexual Harassment.

CEO/ CFO Certification

The CEO/ CFO certificate on the financial statements of the Company as required under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, is enclosed as **Annexure 4** to this Report.

Risk Management Policy

Pursuant to section 134 (3) (n) of the Companies Act, 2013, the Company has an effective risk management policy which is capable of identifying various types of risks associated with the business, its assessment, handling of risks, monitoring and reporting.

Stock Exchange

The Equity Shares of the Company are listed with Bombay Stock Exchange and Madras Stock Exchange.

Acknowledgement

The Directors take this opportunity to place on record their sincere thanks to the Banks and Financial Institutions, Insurance Companies, Central and State Government Departments and the Shareholders for their support and co-operation extended to the Company from time to time. Directors are pleased to record their appreciation of the sincere and dedicated services of the employees and workmen at all levels.

For and on behalf of the Board of Directors

Place: Chennai
Date: August 13, 2018

Director

Director

EDUEXEL INFOTAINMENT LIMITED

Annexure -1

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2018

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

1. Registration and other Details:

i)	*CIN	L92100TN1990PLC019605
ii)	Registration Date	06/09/1990
iii)	Name of the Company	Eduexel Infotainment Limited
iv)	Category / Sub-Category of the Company	Company Limited by Shares Indian Non – Government Company
v)	Address of the Registered office and Contact details	No. 1, Wallers Lane, 1 st Floor, Room No.3, Mataji Complex, Near India Silk House, Mount Road, Chennai- 600002
vi)	Whether listed company	Yes
vii)	Name Address and Contact details of Registrar and Transfer Agent, if any	R & D Infotech Pvt. Ltd 1 st Floor, 7A, Beltala Road, (Naresh Moitra Sarani) Kolkata- 700026

2. Principal Business Activities of the Company:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main Products/ Services	NIC Code of the Product/Services	% to Total turnover of the company
1	Motion picture, videotape and television programme production services	99961210	0

3. Particulars of Holding, Subsidiary and Associate Companies:

Sl. No	Name And Address of the Company	CIN/GIN	Holding/Subsidiary/ Associate	% of Share held	Applicable Section
1	NA	NA	NA	NA	NA

4. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity):

(a) Category-wise Share Holding:

Category of shareholders	No. of Shares held at the beginning of the year	No. of shares held at the end of the year	% change during the year
A. Promoters			
(1) Indian			
(a) Individual/HUF	-	-	-
(b) Central Govt.	-	-	-
(c) State Govt.(s)	-	-	-
(d) Bodies Corp	-	-	-
(e) Banks/FI	-	-	-
(f) Any Other	-	-	-
Sub Total (A)(1)	-	-	-
(2) Foreign			
(a) NRIs – Individuals	-	-	-
(b) Other-Individuals	-	-	-
(c) Bodies Corp.	-	-	-
(d) Banks/FI	-	-	-
(e) Any Other	-	-	-
Sub Total (A) (2)	-	-	-
Total Shareholding of Promoters (A)= (A)(1)+ (A)(2)	-	-	-
B. Public Shareholding			
1. Institutions			
(a) Mutual Funds	-	-	-
(b) Banks/FI	-	-	-
(c) Central Govt.	-	-	-
(d) State Govt.	-	-	-
(e) Venture Capital Fund	-	-	-
(f) Insurance Companies	-	-	-
(g) FII's	-	-	-
(h) Foreign Venture Capital Funds	-	-	-
(i) Others (Specify)	-	-	-
Sub Total (B)(1)	-	-	-
2. Non Institution			
(a) Bodies Corp.			
(i) Indian			
(ii) Overseas			
(b) Individuals			
(i) Individuals shareholders holding nominal share capital upto ₹ 2 Lakhs	29,97,075		
(ii) Individuals shareholders holding nominal share capital in excess of ₹ 2 Lakhs	47,00,779		
(c) Others (Specify)	7,63,146		
Sub Total (B)(2)			
Total Public Shareholding(B)=(B)(1)+(B)(2)			
C. Shares held by Custodian for GDRs and ADRs			
Grand Total A+B+C			

(b) Shareholding of Promoters:

Shareholder's Name	Shareholding at the Beginning of the Year			Shareholding at the end of 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 Company	% of shares pledged/encumbered to total shares	% Change in shareholding during the Year
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the Year	NIL	NIL	NIL	NIL
	Date wise Increase/Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):	NIL	NIL	NIL	NIL
	At the End of the Year	NIL	NIL	NIL	NIL

(d) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No		Shareholding at the beginning of the year		Cumulative shareholding during the Year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	For Each of the Top 10 Shareholders				
	At the Beginning of the year	No Change	No Change	No Change	No Change
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):	No Change	No Change	No Change	No Change
	At the End of the year (or on the date of Separation, if separated during the year)	No Change	No Change	No Change	No Change

(e) Shareholding of Directors and key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative shareholding during the Year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	For Each of the Directors and KMP				
	At the Beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of Separation, if separated during the year	NIL	NIL	NIL	NIL

5. Indebtedness:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(Amount in ₹)

	Secured loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-----	-----	-----	-----
(i) Principal Amount	-----	-----	-----	-----
(ii) Interest due but not paid	-----	-----	-----	-----
(iii) Interest accrued but not due	-----	-----	-----	-----
Total (i+ii+iii)	-----	-----	-----	-----
Change in Indebtedness during the financial year	-----	-----	-----	-----
<input type="checkbox"/> Addition	-----	-----	-----	-----
<input type="checkbox"/> Reduction	-----	-----	-----	-----
Net Change	-----	-----	-----	-----
Indebtedness at the end of the financial year	-----	-----	-----	-----
(i) Principal Amount	-----	-----	-----	-----
(ii) Interest due but not paid	-----	-----	-----	-----
(iii) Interest accrued but not due	-----	-----	-----	-----
Total (i+ii+iii)	-----	-----	-----	-----

6. Remuneration of Directors and Key Managerial Personnel:

(i) Remuneration to Managing Director, Whole-time Directors and Manager:

Sl. No	Particulars of Remuneration	Mean of MD/WTD/Manager			Total Amount (₹)
		(Amount in ₹)	(Amount in ₹)	(Amount in ₹)	
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	---	--	--	---
2.	Stock Option	---	--	--	---
3.	Sweat Equity	---	--	--	---
4.	Commission - as % of the Profit -Others, Specify	---	--	--	---
5.	Other, please specify	---	--	--	---
	Total (A)				
	Ceiling as per the Act	N. A.	N. A.	N. A.	N. A.

(ii) Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount (₹)
		(Amount in ₹)	(Amount in ₹)	(Amount in ₹)	
1.	Independent Directors				
	• Fee for attending board/ committee meetings	-----	-----	-----	-----
	• Commission	-----	-----	-----	-----
	• Others, please specify	-----	-----	-----	-----
	Total (1)	-----	-----	-----	-----
2.	Other Non-Executive Directors				
	• Fee for attending board/ committee meetings	-----	-----	-----	-----
	• Commission	-----	-----	-----	-----
	• Others, please specify	-----	-----	-----	-----
	Total (2)	-----	-----	-----	-----

Total (B) = (1+2)	-----	-----	-----	-----
Total Managerial Remuneration	-----	-----	-----	-----
Overall Ceiling as per the Act	-----	-----	-----	-----

(iii) Remuneration to Key managerial personnel other than MD/Manager/WTD:

Sl.No	Particulars of Remuneration	Key Managerial Personnel			
		(Amount in ₹)	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)
		CEO	Company secretary	CFO	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	-----	-----	-----	-----
2.	Stock Option	-----	-----	-----	-----
3.	Sweat Equity	-----	-----	-----	-----
4.	Commission - as % of the Profit -Others, Specify	-----	-----	-----	-----
5.	Other, please specify	-----	-----	-----	-----
	Total	-----	-----	-----	-----

7. Penalties/ Punishment/ Compounding of Offences:

Neither the Company nor any of its Officers have committed any offence under the Companies Act requiring imposition of Penalty or any punishment. No compounding of offence has been also done

For and on behalf of the Board of Directors

Place: Chennai
Date: August 13, 2018

Director

Director

EDUEXEL INFOTAINMENT LIMITED

Annexure – II

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report on the Business of the Company as applicable and to the extent relevant is given below:

Industry Structure and Development

The Indian entertainment and media (E&M) industry has out-performed the Indian economy according to a recent report. The key factors that are driving the growth of this sector India are the favourable demographics, growing literacy, increasing affluence, development of technology, government support and the growing interest in the Indian way of life.

Segment- Wise/ Product- Wise Performance

As the Company has only one line of business i.e. Entertainment business, segment- wise or product- wise performance is not applicable for the year 2017-18.

Risks and Concerns

Any Government policy intervention or any change in the Entertainment industry and unforeseen adverse market conditions are issues of the concern and may put pressure on the performance of the Company.

Internal Control Systems and their Adequacy

Your Company has an effective system of internal control supported by an internal audit system with proper and adequate system of internal check and controls to ensure safety and proper recording of all assets of the Company and their proper and authorised utilization. The statutory auditors and the audit committee review all financial statements and reviews the audit findings.

Discussion of Financial Performance with respect to Operational Performance

The company has not produced any film during the year. It concentrated in the marketing of entertainment and educational content. Company's effort to raise fund for film production was not successful due uncertain and volatile money market. In the distribution sector margin is being squeezed. A drastic reduction in the overhead has been implemented during the year and same effort will continue in future.

Material Development in Human Resources/ Industrial Relations front including number of people employed

The Company believes that the quality of its employees is the key to its success in the long run and is committed to provide necessary development in Human Resources. During the year there is no major development in human resources other than reduction in manpower and overhead expenses.

Cautionary Statement

This report describing the Company's activities, projections about future estimates, assumptions with regard to government policies, etc. may contain "Forward Looking Statements" based on the information available with the company. Forward-looking statements are based on certain assumptions and expectations of future events. These statements are subject to certain risks and uncertainties. The company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual results may be different from those expressed or implied since the company's operations are affected by the many external and internal factors, which are beyond the control of the management. Hence the company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

For and on behalf of the Board of Directors

Place: Chennai
Date: August 13, 2018

Director

Director

EDUEXEL INFOTAINMENT LIMITED

Annexure – III

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is an internalized process which drives the Company to remain in its path as a sustainable wealth creator for all its stakeholders – shareholders, customers, employees and the overall society at large within which it exists. Maintaining high standards of Corporate Governance has been fundamental to the business of the Company since its inception. The actions are governed by values and principles, which are reinforced at all levels within the Company.

The Company is in compliance with Corporate Governance requirements specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards issued by The Institute of Company Secretaries of India as of March 31, 2018 and presents the following Report.

Company's Philosophy on Code of Corporate Governance

Your Company's principles of corporate governance are based on the philosophy of empowerment and responsibility. It feels the management must be empowered to drive the organization forward in the best interest of all the stakeholders. The Company's core philosophy on the Code of Corporate Governance is to ensure fair and transparent business practices, accountability for performance, compliance of applicable statute, ethical business by the Board, Management and employees, effective Management Control and Monitoring of executive performance by the Board, etc.

1. Board of Directors:

The Board of Directors (Board) determines the purpose and values of the Company. They ensure that the Company complies with all relevant laws, regulations, governance practices, accounting and auditing standards. They identify key risk areas and key performance indicators of the Company's business and constantly monitor these factors.

The Board has an optimum combination of Executive, Non-Executive and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization and its composition is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 of the Companies Act, 2013. All the Directors have made the requisite disclosures regarding Directorships and Committee positions held by them in other Companies.

As on March 31, 2018 the Board of the Company consists of Three (3) Directors comprising of One (1) Executive Director and Two (2) Non- Executive Directors. The Non- Executive Directors comprises of One (1) Independent Director.

Name of Directors	Category	No. of other Directorships*
Rajendra Jain	Executive Director	1
Jayabalan Jayakumar	Non- Executive Director	1
Deba Prasad Biswas	Independent Director	6

*Excluding Private Companies, Foreign Companies and Section 8 Companies under Companies Act, 2013.

None of the Directors on the Board is a Member in more than 10 Committees and Chairman of more than 5 Committees across all the Public Companies in which he is a Director.

The Independent Directors are Non- Executive Directors as defined under Regulation 16(1) (b) of the SEBI Listing Regulations read with section 149(6) of the Act. All the Independent Directors have confirmed that they satisfy the criteria as mentioned under Regulation 16(1) (b) of the SEBI Listing Regulations read with section 149(6) of the Act.

During the financial year ended March 31, 2018 four Board Meetings were held. The maximum time gap between any of the two consecutive meetings did not exceed 120 days.

The attendance of Directors at the Board Meetings and last Annual General Meeting held during the year under review are as follows:

Name of Director	No. of Board Meetings		Attendance at AGM held September 29, 2017
	Held	Attended	
Rajendra Jain	4	4	Yes
Jayabalan Jayakumar	4	4	Yes
Deba Prasad Biswas	4	4	Yes

2. Remuneration to Directors:

The Directors did not receive any remuneration during the year under review.

3. Committees of the Board:

The Company currently has the following Committees of the Board:

- (i) Audit Committee; and
- (ii) Stakeholders Relationship and Grievance Committee.

(i) Audit Committee

The Audit Committee of the Company has been constituted in line with the provisions of Regulation 18 of SEBI Listing regulations, read with section 177 of the Act.

The terms of reference of the Audit Committee are as per the Schedule II Part C of the SEBI (LODR).

The Audit Committee met Four (4) times during the year and the dates of such Meetings are: 29.05.2017, 14.08.2017, 13.11.2017 and 12.02.2018.

The Composition of the Audit Committee and the details of meetings held and attended by its members are given below:-

Name of Director	Chairman/ Member	No. of Meetings	
		Held	Attended
Deba Prasad Biswas	Chairman	4	4
Jayabalan Jayakumar	Member	4	4
Rajendra Jain	Member	4	4

The Auditors of a Company and the Key Managerial Personnel shall have a right to be heard in the Meetings of Audit Committee when it considers the Auditor's Report but shall not have the right to vote.

(ii) Shareholders Relationship and Grievance Committee

Terms of Reference

The Shareholders Relationship and Grievance Committee oversees and reviews all matters connected with securities transfers and also looks into redressing of shareholders complaints like Transfer of Shares, Non- receipt of Annual Reports, Dividends, etc.

It also oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services.

The Shareholders and Relationship Committee met Four (4) times during the year and the dates of such Meetings are: 29.05.2017, 14.08.2017, 13.11.2017 and 12.02.2018.

The Composition of the Audit Committee and the details of meetings held and attended by its members are given below:-

Name of Director	Chairman/ Member	No. of Meetings	
		Held	Attended
Jayabalan Jayakumar	Chairman	4	4
Deba Prasad Biswas	Member	4	4
Rajendra Jain	Member	4	4

Mr. Rajendra Jain is the Compliance Officer of the Company. Complaints received from the Shareholders are usually attended to within a period of 30 days provided the documents were properly executed. For any clarification/ complaint the shareholders may contact Mr. Rajendra Jain at the Registered Office of the Company.

4. General Body Meetings:

The details of date, location and time of the last three Annual General Meetings held are as under:-

Financial Year ended March 31	Date	Time	Venue
2017	29.09.2017	10.00 A.M.	Asha Niwas, No.9, Rutland Gate, 5th Street, Chennai – 600 006
2016	30.09.2016	10.00 A.M.	Asha Niwas, No.9, Rutland Gate, 5th Street, Chennai – 600 006
2015	30.09.2015	11.30 A.M.	Asha Niwas, No.9, Rutland Gate, 5th Street, Chennai – 600 006

a) No Special resolutions were passed during the previous three Annual General Meetings of the Company.

b) No resolutions were passed by the Shareholders of the Company through postal ballot during the year 2017-18.

c) No Special Resolution is proposed to be conducted through Postal Ballot.

5. Whistle Blower Policy:

The Company has an established mechanism for Directors/ Employees to report concerns about unethical behavior, actual or suspected fraud or violation of the code of conduct or ethics policy. It also provides for adequate safeguards against victimization of Directors/ Employees who avail of the mechanism. The Company affirms that no personnel have been denied access to the Audit Committee. *

6. Disclosures:

A. RELATED PARTY TRANSACTION:

There have been no materially significant related party transactions with the Company's Promoters, Directors, the Management or relatives which may have potential conflict with the interests of the Company at large.

B. ACCOUNTING TREATMENT:

In the preparation of the Financial Statements, the Company has followed the Accounting Policies and practices as prescribed in the Accounting Standards.

C. CEO/ CFO CERTIFICATION:

The Chief Executive Officer and the Chief Financial Officer have furnished a Certificate to the Board for the year ended on March 31, 2018 in compliance with the Listing Regulation.

D. COMPLIANCES:

A Statement of Compliance with all Laws and Regulations prepared by the Company is placed at periodic intervals for review by the Board. In case of instances of delayed/ non-compliance, necessary steps were taken by the Company to rectify non-compliances.

Compliance with Corporate Governance Norms

The Company is regular in complying with the requirements of regulatory authorities on the matters relating to the capital market. The company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

M/s. P.N. Ganguly & Co., Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

The Company has not adopted the non-mandatory requirements as stipulated in the Clause 49 of the Listing Report.

E. MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis Report is set out in a separate Section included in this Annual Report and forms part of this Report.

9. General Shareholders Information:

a. Company Registration Details:

The Company is registered in the State of Tamil Nadu, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L92100TN1990PLC019605.

b. Date, time and venue of AGM:

Day & Date	: Monday, 29 th September, 2018
Time	: 10.00 A.M
Venue	: Asha Niwas, 9, Rutland Gate, 5 th Street Chennai – 600 006
Financial Year	: 1 st April 2017 to 31 st March 2018

c. Registered Office:

No.1, Wallers Lane, 1st Floor, Room No.3, Mataji Complex, Near India Silk House, Mount Road, Chennai- 600002

d. Date of Book Closure : 22nd September 2018 to 29th September, 2018

e. Listing on Stock Exchanges : Madras Stock Exchange Ltd & Bombay Stock Exchange Ltd

f. Scrip Code : Bombay Stock Exchange Ltd. - 526483

g. Depository : NSDL/CDSL

h. ISIN Code : INE611F01015

i. Address of Demat Registrars & Share Transfer Agents:

R & D Infotech Pvt. Ltd.

1st Floor, 7A, Beltala Road,
Kolkata- 700026

E mail id: investors@rdinfotech.in

j. Share Transfer System

Generally the share transfer documents which are received by the Company/RTA are processed within 30 days provided all documents supporting the transfer are in order. In case of Demat shares, transfers are processed by CDSL/NSDL through their respective depository participants.

k. Categories of Shareholding as on 31st March, 2018

Categories	Number of Shares	Percentage
Indian Promoters	-	-
Persons acting in Concert	-	-
Mutual Funds	-	-
Private Corporate Bodies	-	-
NRIs/ OCBs	-	-
Public	84,61,000	100%
TOTAL	84,61,000	100%

l. Address for Correspondence

Investors holding shares in Demat form shall address their correspondence to their respective Depository Participants.

Shareholders with physical share certificates are requested to contact present RTA for transfers / Demat etc. at:

R & D Infotech Private Limited

No. 7A, Beltala Road,
1st Floor, Kolkata – 700 026

All other queries and clarifications may be addressed to the Registered Office of the Company at:

Eduoxel Infotainment Limited

No.1, Wallers Lane, 1st Floor, Room No.3, Mataji Complex,
Near India Silk House, Mount Road, Chennai- 600002.

EDUEXEL INFOTAINMENT LIMITED

Annexure – IV

CEO/ CFO CERTIFICATION TO THE BOARD

Pursuant to the provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Rajendra Jain, Director, hereby certify that:

1. We have reviewed financial statements and the cash flow statement for the year 2017 - 18 and that to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. We have disclosed the deficiencies in the design or operation of such internal controls, if any, to the Auditors and the Audit Committee, of which we are aware and the steps taken or propose to be taken to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee that:
 - a) significant changes in internal control over financial reporting during the year;
 - b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements; and
 - c) instances of significant fraud of which we have become aware of and which involve management or other employees having significant role in the Company's Internal Control System and Financial Reporting. However, during the year there was no such instance.

For **EDUEXEL INFOTAINMENT LIMITED**

Place: Chennai
Date: August 13, 2018

Director

Director

EDUEXEL INFOTAINMENT LIMITED

INDEPENDENT AUDITORS' REPORT

To
The Members of
EDUEXEL INFOTAINMENT LIMITED

Report on the Indian Accounting Standards (IND AS) Financial Statements

We have audited the accompanying Ind AS financial statements of **Eduexel Infotainment Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements to give a true and fair view of the financial position, financial performance, cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting

EDUEXEL INFOTAINMENT LIMITED

and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Basis for Qualified Opinion

The balances of Current Assets, Other Non- Current Assets, Non- Current Liabilities, Other Non- Current Liabilities & Other Current Liabilities are subject to confirmations/ reconciliations. The Impact of the same is unascertained.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effect of matter described in the Basis of Qualified Opinion paragraph, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its total comprehensive income and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure - B**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we further report that:
 - i. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - ii. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books. However, the opening balances have been certified by the Directors to be true;
 - iii. The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account. However, confirmations of debtors and creditors balances have not been produced before us;
 - iv. In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
 - v. On the basis of written representations received from the directors as on 31st March, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018, from being appointed as a director in terms of Section 164(2) of the Act;

EDUEXEL INFOTAINMENT LIMITED

- vi. With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure- A**.
- vii. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - a) The Company has disclosed the impact of pending litigations on its financial position in its IND AS financial statements;
 - b) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.

For P. N. GANGULY & CO.
Chartered Accountants
FRN: 302203E

(D. Khasnabis)
Partner
Membership No. F055587

Place: Chennai
Date: August 13, 2018

EDUEXEL INFOTAINMENT LIMITED

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of **Eduexel Infotainment Limited** ("the Company") as of March 31, 2018, in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

EDUEXEL INFOTAINMENT LIMITED

A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, have an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P. N. GANGULY & CO.
Chartered Accountants
FRN: 302203E

(D. Khasnabis)
Partner

Membership No. F055587

Place: Chennai
Date: August 13, 2018

EDUEXEL INFOTAINMENT LIMITED

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

1. a) According to the information and explanations furnished to us, the company has proper records showing full particulars, including quantitative details and situation of Fixed Assets.
b) According to the information and explanations furnished to us, there is a regular program of verification, which in our opinion, is reasonable having regard to the size of the Company. No material discrepancies were noticed on such verification.
2. a) According to the information and explanations furnished to us, there are no Inventories in the Company during the year under review.
b) According to the information and explanations furnished to us, no discrepancies noticed on such verification.
3. According to the information and explanations given to us, the Company has not granted any Loans to any of the parties covered in the register maintained under section 189 of the Act.
4. In our opinion and according to the information and explanations given to us, the provisions in respect of loans, investments, guarantees, and security; i.e. Section 185 and 186 of the Companies Act, 2013 are not applicable to the Company during the year.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any other relevant provisions of the Act and rules framed there under.
6. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for maintenance of Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
7. a) According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues with appropriate authorities including provident fund, employees state insurance, income tax, sales tax, service tax, duty of custom, duty of excise, Value added tax, cess and any other statutory dues applicable to it.
b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, duty of custom, duty of excise, Value added tax or cess and any other statutory dues applicable to it were in arrears as at 31st March 2017 for a period more than six months from the date they became payable.
c) According to the information and explanations given to us, there are no dues of Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess.

EDUEXEL INFOTAINMENT LIMITED

8. According to the records of the Company examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or bank or debenture holders, as applicable, as at Balance sheet date.
9. In our opinion and according to the information and explanations given to us, Company has not taken any term loans (to be applied for the purpose for which the loans were obtained).
10. During the course of our examination of the books and records of the Company, carried out in accordance with the Generally Accepted Accounting Practice in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company noticed or reported during the year, nor have we been informed of such case by the management.
11. According to the records of the Company examined by us and the information and explanations given to us, managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of Companies Act 2013.
12. In our opinion, the company is not a Nidhi company. Therefore, the provisions of clause 3 (xii) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.
13. According to the records being maintained by the Company and examined by us, there were no transactions with the related parties as stipulated u/s 188 of Companies Act, 2013 and wherever applicable, all the details have been appropriately disclosed in the Financial Statements as required under the applicable Accounting Standards.
14. According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with them.
16. According to the information and explanations given to us, in our opinion the company is not required to get registration under section 45-IA of the Reserve Bank of India Act, 1934.

For P. N. GANGULY & CO.
Chartered Accountants
FRN: 302203E

(D. Khasnabis)
Partner

Membership No. F055587

Place: Chennai
Date: August 13, 2018

EDUEXEL INFOTAINMENT LIMITED

BALANCE SHEET AS AT 31st MARCH, 2018

Particulars	Schedule No.	Year ended 31.03.2018 (₹)	Year ended 31.03.2017 (₹)
A. EQUITY AND LIABILITIES			
<u>1. Shareholder's Funds</u>			
a) Share Capital	2	84,610,000.00	84,610,000.00
b) Reserve & Surplus	3	23,088,871.97	23,483,545.97
<u>2. Current Liabilities</u>			
a) Other Current Liabilities	4	12,980.00	11,000.00
TOTAL		107,711,851.97	108,104,545.97
B. ASSETS			
<u>1. Non- Current Assets</u>			
a) Tangible Assets	5	55,229.00	67,435.00
b) Other Non- Current Assets	6	72,510,978.00	72,724,678.00
<u>2. Current Assets</u>			
a) Cash and Bank Balances	7	5,570.00	1,883.00
b) Other Current Assets	8	35,140,074.97	35,310,549.97
TOTAL		107,711,851.97	108,104,545.97
Significant Accounting Policies Notes to the Accounts	1 2-10.		

As per my report attached of even date

For P. N. GANGULY & CO.
Chartered Accountants
FRN: 302203E

(D. Khasnabis)
Partner
Membership No. F055587

For and on behalf of the Board of Directors

Director

Director

EDUEXEL INFOTAINMENT LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2018

Particulars	Schedule No	Year ended 31.03.2018 (₹)	Year ended 31.03.2017 (₹)
<u>INCOME</u>			
Revenue from Operation		-	-
Other Income		-	-
		-	-
<u>EXPENSES</u>			
Employee Cost- Salaries & Wages	9	148,000.00	124,000.00
Other Expenses	10	234,468.00	194,897.03
Depreciation and Amortization	5	12,206.00	-
		394,674.00	318,897.03
Profit/(Loss) before Interest and Tax		(394,674.00)	(318,897.03)
Less: Interest Expenses		-	-
Profit/(Loss) before Tax		(394,674.00)	(318,897.03)
Less: Tax Expenses			
Profit/(Loss) after Tax		<u>(394,674.00)</u>	<u>(318,897.03)</u>
Earning per Equity Share			
Basic		(0.05)	(0.04)
Diluted		(0.05)	(0.04)
Significant Accounting Policies	1		
Notes to the Accounts	2-10.		

As per my report attached of even date

For P. N. GANGULY & CO.
Chartered Accountants
FRN: 302203E

For and on behalf of the Board of Directors

(D. Khasnabis)
Partner
Membership No. F055587

Director

Director

EDUEXEL INFOTAINMENT LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018

Particulars	31.03.2018	31.03.2017
A: Cash Flow from Operating Activities:		
Net Profit before tax	(394,674.00)	(318,897.00)
Adjustment for:		
Add: Depreciation and Amortization Expense	12,206.00	-
Less: Provision for Tax		
Operating Profit before Working Capital Changes	(382,468.00)	(318,897.00)
Adjustment for:		
Increase in Trade Payables & Other Liabilities	1,980.00	13,564.00
Decrease in Trade Receivables & Other Assets	384,175.00	302,671.00
Net Cash from Operating Activities	3,687.00	(2,662.00)
B: Cash Flow from Investing Activities:		
Purchase of Investments	-	-
Movement in Loans and Advances	-	-
Net Cash (used in) Investing Activities	-	-
C: Cash Flow from Financing Activities:		
Proceeds from short/Long Term Borrowings	-	-
Long Term Loans & Advances	-	-
Net Cash (used in) / from Financing Activities	-	-
Net Decrease in Cash and Cash Equivalents	3,687.00	(2,662.00)
Opening Balance of Cash and Cash Equivalents	1,883.00	4,545.00
Closing Balance of Cash and Cash Equivalents	5,570.00	1,883.00

As per my report attached of even date

For P. N. GANGULY & CO.
Chartered Accountants
FRN: 302203E

For and on behalf of the Board of Directors

(D. Khasnabis)
Partner
Membership No. F055587

Director

Director

EDUEXEL INFOTAINMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

1. Summary of Significant Accounting Policies

a) Basis of Preparation

These financial statements have been prepared to comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 [As amended] notified under Section 133 of the Companies Act, 2013 (the Act) and other relevant provisions of the Act, to the extent applicable. The Company has uniformly applied the accounting policies during the periods presented. The financial statements have been prepared on the basis of historical cost convention on accrual basis except where otherwise stated.

b) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosures of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

c) Fixed Assets, Intangible Assets and Depreciation / Amortization

Fixed Assets are stated at cost net of recoverable taxes, less accumulated depreciation and impairment loss, if any. No Depreciation had been provided on Fixed Assets during the year.

d) Foreign Currency Transactions

There are no Foreign Currency Transactions in the Company during the year under review.

e) Investments

Long Term Investments are stated at cost.

f) Inventories

Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence, if any.

g) Revenue Recognition

Revenue is recognized on transfer of significant risk and rewards, it can be reliably measured and it is reasonable to expect ultimate collection and there exists no significant uncertainty in its ultimate realizations. Claims by or against the company are accounted as and when acknowledged /accepted / settled / received.

EDUEXEL INFOTAINMENT LIMITED

h) Employee Benefits

Short-term employee benefits are recognized as an expense in the Profit and Loss account of the year in which the related service is rendered.

i) Provision for Taxation

No provision for Taxation have been made under the provisions of Income Tax Act, 1961 as the Company had incurred losses during the year.

j) Provisions, Contingent Liabilities and Contingent Assets

No provisions have been made for contingent liabilities during the year.

For P. N. GANGULY & CO.
Chartered Accountants
FRN: 302203E

(D. Khasnabis)
Partner
Membership No. F055587

For and on behalf of the Board of Directors

Director

Director

EDUEXEL INFOTAINMENT LIMITED

NOTES TO FINANCIAL STATEMENTS

2. Share Capital	Year ended 31.03.2018 (₹)	Year ended 31.03.2017 (₹)
Authorised 1,00,00,000 Equity shares of Rs 10/- each	100,000,000.00	100,000,000.00
Issued Subscribed and Paid up 84,61,000 Equity shares of Rs 10/- each	84,610,000.00	84,610,000.00
	84,610,000.00	84,610,000.00

Reconciliation of the number of equity shares

Particulars	30.03.2018	30.03.2017
Number of shares outstanding at the beginning of the year	8,461,000	8,461,000
Allotment made during the year	-	-
Number of shares outstanding at the end of the year	8,461,000	8,461,000

3. Reserves & Surplus	Year ended 31.03.2018 (₹)	Year ended 31.03.2017 (₹)
Share Premium Account	30,000,000.00	30,000,000.00
Profit & Loss Account - Opening Balance	(6,516,454.03)	(6,197,557.00)
Add/Less: Profit/Loss for the period	(394,674.00)	(318,897.03)
Balance at end of the year	(6,911,128.03)	(6,516,454.03)
Total	23,088,871.97	23,483,545.97

4. Other Current Liabilities	Year ended 31.03.2018 (₹)	Year ended 31.03.2017 (₹)
Audit Fees Payable	12,980.00	11,000.00
Total	12,980.00	11,000.00

6. Other Non- Current Assets	Year ended 31.03.2018 (₹)	Year ended 31.03.2017 (₹)
Other Non- Current Assets	72,510,978.00	72,724,678.00
Total	72,510,978.00	72,724,678.00

EDUEXEL INFOTAINMENT LIMITED

5. Tangible Assets

Particulars	Gross Value		Depreciation		Net Value	
	As on 31.03.2017	Addition/Deletion 31.03.2018	As on 31.03.2017	For the Year 31.03.2018	As on 31.03.2018	As on 31.03.2017
Plant & Machinery	1,424,967	-	1,357,532	12,206	55,229	67,435
	1,424,967	-	1,357,532	12,206	55,229	67,435

As per my report attached of even date

For P. N. GANGULY & CO.
Chartered Accountants
FRN: 302203E

For and on behalf of the Board of Directors

(D. Khasnabis)
Partner

Director

Director

Membership No. F055587

EDUEXEL INFOTAINMENT LIMITED

7.	Cash and Bank Balances	Year ended 31.03.2018 (₹)	Year ended 31.03.2017 (₹)
	Cash in Hand	3,545.00	545.00
	Cash at Bank in current account	2,025.00	1,338.00
	Total	5,570.00	1,883.00
8.	Other Current Assets	Year ended 31.03.2018 (₹)	Year ended 31.03.2017 (₹)
	Other Current Assets	35,140,074.97	35,310,549.97
	Total	35,140,074.97	35,310,549.97
9.	Employee Cost	Year ended 31.03.2018 (₹)	Year ended 31.03.2017 (₹)
	Salaries & bonus	148,000.00	124,000.00
	Total	148,000.00	124,000.00
10.	Other Expenses	Year ended 31.03.2018 (₹)	Year ended 31.03.2017 (₹)
	Bank Chages	4,817.00	3,763.03
	Travelling & Conveyance	529.00	20,222.00
	ROC/RTA/NSDL/CDSL Fees	118,203.00	118,643.00
	Filing fees	77,487.00	-
	Legal and Professional Fees	7,100.00	12,830.00
	Office Maintenance	-	7,918.00
	Printing & Stationery	1,599.00	9,995.00
	Audit Fees	12,980.00	11,000.00
	Telephone & Communication	3,353.00	6,163.00
	SEBI Penalty	3,540.00	-
	Miscellaneous Expenses	4,860.00	4,363.00
	Total	234,468.00	194,897.03

As per my report attached of even date

For P. N. GANGULY & CO.
Chartered Accountants
FRN: 302203E

For and on behalf of the Board of Directors

(D. Khasnabis)
Partner
Membership No. F055587

Director

Director

EDUEXEL INFOTAINMENT LIMITED

Regd. office: No.1, Wallers Lane, 1st Floor, Room No.3, Mataji Complex,
Near India Silk House, Mount Road, Chennai- 600002

ATTENDANCE SLIP

Folio No.	
DP ID No./ Client ID	
No. of Shares held	
E- mail ID	

I certify that I am a registered shareholder/ proxy for the registered shareholder of the Company and hereby record my presence at the 27th Annual General Meeting of the Company on Saturday, the 29th day of September, 2018 at 10.00 A.M. at the Asha Niwas, No.9, Rutland Gate, 5th Street, Chennai – 600006.

Member's/Proxy's name in Block Letters
Signature

Member's/Proxy's

Notes:

1. Only Member/Proxyholder can attend the Meeting.
2. Please fill this attendance slip and hand it over at the entrance of the hall.

EDUEXEL INFOTAINMENT LIMITED

Regd. office: No.1, Wallers Lane, 1st Floor, Room No.3, Mataji Complex,
Near India Silk House, Mount Road, Chennai- 600002

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered Address:
E- mail ID:
Folio No. / Client ID:
DP ID:

I/We, being the member(s) holding _____ shares of the above named Company, hereby appoint

Name: _____

E- mail ID: _____

Address: _____, or failing him

Signature: _____

Name: _____

E- mail ID: _____

Address: _____, or failing him

Signature: _____

Name: _____

E- mail ID: _____

Address: _____

Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th (Twenty- Seventh) Annual General Meeting of the company, to be held on Saturday, 29th September, 2018 at 10.00A.M. at Asha Nivas, 9 Rutland Gate, 5th Street, Nungambakkam, Chennai – 600006 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Rajendra Jain (DIN: 03456352), who retires by rotation and being eligible, offers himself for reappointment;
3. To ratify the appointment of Auditors of the Company and to fix their remuneration;
4. To appoint Mr. Subrata Dasgupta as an Independent Director of the Company.

Signed this _____ day of _____ 2018

Signature of Proxy Holder(s) _____

Signature of Shareholder _____

Affix ₹ 1
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.