

CL MEDIA PRIVATE LIMITED

ANNUAL REPORT FOR THE FINANCIAL YEAR 2020-21

CL MEDIA PRIVATE LIMITED (A CL Educate Co.)

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

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

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📠 +91-11-41281101

CIN: U74300HR2008PTC077265

THE BOARD OF DIRECTORS (as on August 03, 2021)

Mr. Satya Narayanan R	Director
Mr. Gautam Puri	Director
Mr. Nikhil Mahajan	Director
Mr. Shiva Kumar Ramachandran	Whole-time Director
Mr. Girish Shivani	Independent Director

STATUTORY AUDITORS
(Financial Year 2020-21)

M/s. Walker Chandiok & Co LLP,
Chartered Accountants

REGISTERED OFFICE

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

CORPORATE OFFICE

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

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Corporate Office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi- 110044
Tel.: 011-4128 1100, Fax: 011-4128 1101, E-mail: rachna.sharma@careerlauncher.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 14th ANNUAL GENERAL MEETING OF THE MEMBERS OF CL MEDIA PRIVATE LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 06, 2021 AT 01:00 P.M. AT PLOT NO. 9A, SECTOR-27A, MATHURA ROAD, FARIDABAD, HARYANA- 121003, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. Adoption of Annual Audited Financial Statements for the Financial Year ended March 31, 2021:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, along with the reports of the Board of Directors and Statutory Auditor thereon.

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, along with the reports of the Board of Directors and Auditor thereon, be and are hereby approved and adopted.”

2. Retirement by Rotation:

To appoint a Director in place of Mr. Gautam Puri (DIN: 00033548) Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and hereby accorded to the re-appointment of Mr. Gautam Puri (DIN: 00033548), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.”

3. Retirement by Rotation:

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

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and hereby

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

SPECIAL BUSINESS:

4. Appointment of Mr. Girish Shivani (DIN: 03593974) as a Non-Executive Independent Director on the Board of the Company:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time, Mr. Girish Shivani (DIN: 03593974) who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from March 26, 2021, be and is hereby appointed as a Non- Executive Independent Director of the Company for an initial term of 5 consecutive years commencing from March 26, 2021 i.e., up to March 25, 2026, with his period of office not liable to be determined by retirement by rotation.”

**By order of the Board
For CL Media Private Limited**



**Gautam Puri
Director
DIN: 00033548**

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

**Place: New Delhi
Date: 03-08-2021**

CL MEDIA PRIVATE LIMITED

BOARD'S REPORT 2021

Your Directors are pleased to present their report on the business and operations of the Company for the Financial Year ended March 31, 2021.

1. FINANCIAL HIGHLIGHTS

Particulars	(Rs. in Lakhs)	
	March 31 2021	March 31 2020
Total Revenue	1,374.42	3,828.44
Total Expenditure	2,114.71	3,007.82
Profit / Loss Before tax	(740.29)	820.62
Tax Expenses	(161.34)	217.11
Profit / (Loss) after tax	(578.96)	603.51
Other Comprehensive Income	(5.66)	(0.09)
Total Comprehensive Income	(584.62)	603.42
Profits brought forward from previous year	5,974.58	5,371.16
Carried to Balance Sheet	5,389.96	5,974.58

The total revenue of the company for the current Financial Year 20-21 is Rs. 1,374.42 Lakhs as compared to Rs.3,828.44 Lakhs for Financial Year 19-20. The significant reduction in revenue is on the account of shifting the publishing business from CL Media Pvt Ltd to Career Launcher Infrastructure Pvt Ltd.

Consequently, the expenditures of the Company has also decreased by 29.7% from a total expenditure of Rs. 3,007.84 Lakhs during Financial Year 2019-20 to Rs. 2,114.69 Lakhs during Financial Year 2020-21.

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Your Company provides integrated solutions to educational institutions and universities including business advisory and outreach support services.

Your Company was engaged in the business of developing content for study material and providing sales & marketing services and research related services to Institutions and Universities.

The management of the company has discontinued the business of publishing study material and books with effect from the Financial Year 2020-21.

Your Directors are optimistic about the future prospects of the business, and they expect it to do well in the years to come.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the year under review, other than the discontinuation of its publishing business, as stated above.

4. SCHEME OF AMALGAMATION

Pursuant to the recommendation of the Audit Committee and approval of the Board of Directors of the Company, both dated November 27, 2018, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed by CL Educate Limited with the National Stock Exchange of India Limited

("NSE") and BSE Limited ("BSE") for the proposed Amalgamation of 5 wholly owned subsidiary Companies of CL Educate Limited (CL Educate)- Career Launcher Education Infrastructure and Services Limited (CLEIS), CL Media Private Limited (CLM), Accendere Knowledge Management Services Private Limited (AKMS), G.K. Publications Private Limited (GKP) and Kestone Integrated Marketing Services Private Limited (Kestone) with CL Educate Limited (CL Educate). The scheme has been approved by the NSE & BSE.

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

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

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

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

However, on account of the nationwide lockdown, and limited functioning of the NCLT Bench, the hearing of the 2nd Motion Petition of CL Educate Limited has been adjourned by the NCLT Chandigarh Bench each time it was scheduled.

On August 12, 2020, the Company filed an application for early hearing of its 2nd Motion Petition with the Hon'ble NCLT Chandigarh Bench. The NCLT Bench heard this application on October 27, 2020 and passed an Order which was pronounced on November 25, 2020 in which the Companies were directed to issue notices to the regulatory authorities and publish the same in two newspapers. Further, the Scheme was listed for hearing on January 28, 2021. As per the directions contained in the Order, the notices were issued and advertisements were published by the Companies and Affidavits to this extent were filed with the NCLT Bench.

The 2nd Motion Petition filed by the Company was heard by the NCLT Bench on July 30, 2021. It has, vide its order dated July 30, 2021, directed the Petitioner Companies to issue fresh notices to the Regional Director and Registrar of Companies. The next date of hearing has been fixed as October 29, 2021.

5. SUBSIDIARIES, JOINT VENTURES & ASSOCIATES

Your Company does not have any subsidiary or joint venture or associate Company.

6. DIVIDEND

Your Directors do not recommend any Dividend for the Financial Year 2020-21.

7. CAPITAL AND FINANCE

The paid up Equity Share Capital of the Company as on March 31, 2021 was Rs. One (1) Lakh. During the year under review, the Company has not issued any shares.

The company doesn't have any debt as on March 31, 2021.

8. MATERIAL CHANGES AND COMMITMENTS

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

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions entered by the Company with Related Parties during the Financial Year 2020-21 as defined under sections 2 (76) and 188 of the Companies Act, 2013 were in the Ordinary Course of Business and at Arm's Length basis in accordance with the provisions of the Companies Act, 2013. The Board of Directors had reviewed and approved the transactions (which were all routine and repetitive in nature). Suitable disclosures as required under IndAS-24 have been made in the note no. 32 to the Financial Statements.

Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 the relevant details in respect of the particulars of contracts or arrangements with related parties under section 188, in prescribed form AOC-2, is annexed as **Annexure-I** to this report.

11. TRANSFER TO RESERVES

The Company has not transferred any amount to reserves during the Financial Year 2020-21.

12. ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for the Financial Year 2020-2021 is attached as **Annexure - II** to this Report.

13. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of the Companies Act, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company has approved its CSR Policy and constituted a Corporate Social Responsibility Committee (the "CSR Committee") comprising of the below mentioned members:

- Mr. Satya Narayanan R, Chairman
- Mr. Gautam Puri, Member,
- Mr. Nikhil Mahajan, Member

CSR Funds (Past & Present):

Particulars	Amount (Rs. in Lakhs)
-------------	-----------------------

Accumulated CSR amount pending to be spent (as on March 31, 2020)	65.67
Add: CSR amount required to be spent during Financial Year 2020-21	20.12
Less: CSR amount spent in the Financial Year 2020-21	27.69
Accumulated CSR amount pending to be spent (as on March 31, 2021)	58.10

CSR Projects

The Company has identified several CSR projects in the areas of Education, Skill & Development, Sustainability & Environment, Research & Incubation etc. and the same are being evaluated by the CSR Committee of the Company before recommending to the Board for its approval. The Company intends to spend the unspent CSR funds, through itself and/or its Implementing Agency, Career Launcher Foundation, on the identified ongoing projects/ activities and such other activities as permissible under the Companies Act, 2013, and identified by the Board of Directors of the Company on recommendation of CSR Committee, from time to time.

Details of CSR 2020-21

Particulars	Amount (Rs. in Lakhs)
CSR amount required to be spent during Financial Year 2020-21	20.12
Less: CSR amount spent on ongoing projects during the Financial Year 2020-21	27.69
Less: CSR amount spent on other than ongoing projects during the Financial Year 2020-21	-
Less: Administrative overheads relating to CSR Activities carried out during Financial Year 2020-21	-
Position as on March 31, 2021: Short Spend/ Excess Spend	7.57

During the Financial Year 2020-21, the Company incurred an excess CSR expenditure of Rs.7.57 Lakhs, vis-à-vis its CSR obligation for the year, calculated as per the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Committee as well as the Board of Directors of the Company both approved the set-off of the excess amount spent during the Financial Year 2020-21 against the Company's CSR obligation over the successive three financial years.

The CSR Committee has confirmed that the implementation and monitoring of the CSR Policy has been in compliance with the CSR objectives and policy of the Company. The Annual report on CSR Activities is attached as **Annexure-III** to this Report.

14. DISCLOSURE OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

The Company does not carry any manufacturing activity, thus, disclosure requirements under Section 134 (3) (m) of the Companies Act 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company. However, wherever possible and feasible, continuous efforts have been made for conservation of energy and to minimize energy cost and to upgrade the technology with a view to increase the efficiency and to reduce cost of operations.

During the Financial Year under review, the Foreign Exchange earnings and outgo were nil.

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

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

16. INTERNAL FINANCIAL CONTROL SYSTEMS

The Company has aligned its current systems of internal financial control with the requirement of the Companies Act, 2013. The Internal Control systems are intended to increase transparency and accountability in an organisation's process of designing and implementing a system of internal control. The framework requires a company to identify and analyse risks and manage appropriate responses. The Company has successfully laid down the framework and ensured its effectiveness. The Company's internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies. The Company has a well-defined system of delegation of power with authority limits for approving revenue as well as expenditure. Processes for formulating and reviewing annual and long term business plans have been laid down. The Company uses a state-of-the-art enterprise resource planning (ERP) system to record data for accounting, consolidation and management information purposes and connects to different locations for efficient exchange of information. It has continued its efforts to align all its processes and controls with best practices.

Your management assessed the effectiveness of the Company's internal control over financial reporting as of March 31, 2021. The assessment involved management review, internal audit and statutory audit.

During the Financial Year 2020-21, Value Square Advisors Private Limited, Internal Auditor of CL Educate Limited (CL), the 100% holding company of the Company, carried out the internal audit of the Company as a part of the group internal audit, based on an internal audit plan, which is reviewed each year in consultation with the Audit Committee of CL Educate Limited (Holding Company) and Statutory Auditor. The conduct of internal audit is oriented towards the review of internal controls and risks in its operations such as IT processes and general controls, accounting and finance, procurement, employee engagement. The management reviews audit reports submitted by internal auditors and statutory auditors. Suggestions for improvement are considered. The management also meets Statutory Auditor to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the Board of Directors informed of its major observations periodically.

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

17. PARTICULARS OF EMPLOYEES

People are our most valuable asset and your Company places the engagement, development and retention of talent as its highest priority, to enable achievement of organizational vision.

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names of the top ten employees in terms of remuneration drawn, as on March 31, 2021, along with the relevant information thereon is given in **Annexure IV**.

Further, during the Financial Year 2020-21, there was no employee who:

- (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees;

- (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight Lakhs and fifty thousand rupees per month;
- (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and held by himself or along with his/her spouse and dependent children, not less than two percent of the equity shares of the company.

18. DIRECTORS

a. Retirement by Rotation at the ensuing AGM

Mr. Gautam Puri (DIN: 00033548) and Mr. Nikhil Mahajan (DIN: 00033404), Director(s), been longest in office, retires by rotation at the forthcoming AGM, and being eligible have offered themselves for re-appointment. Resolution seeking members' approvals to the appointment of Mr. Gautam Puri and Mr. Nikhil Mahajan have been incorporated in the notice convening the 14th AGM of the Company.

b. Appointments & Cessations during the Financial Year 2020-21:

- i. Mr. Girish Shivani (DIN: 03593974) was appointed as an Additional Non-Executive Independent Director on the Board of the Company on and with effect from March 26, 2021. The Board recommends his appointment as an Independent Director of the Company for the first term of 5 consecutive years at the ensuing Annual General Meeting of the Company.
- ii. Mr. Shiva Kumar Ramachandran (DIN: 00033503), was re-appointed as the Whole Time Director of the Company for a further period of three (3) years beginning from April 01, 2021 till March 31, 2024.

c. Disclosure of Interest in other concerns

The Company has received the Annual disclosure(s) from all the Directors, disclosing their Directorship/Interest in other concerns in the prescribed format, for the Financial Years 2020-21 and 2021-22.

The Company has received confirmation from all the Directors that as on March 31, 2021, none of the Directors were disqualified to act as Directors by virtue of the provisions of Section 164(2) of the Act.

d. Declaration by Independent Director

Pursuant to sub-section (7) of Section 149 of the Act, the Company has received declarations from Mr. Girish Shivani (DIN: 03593974), Independent Director on Board that he meets the criteria of independence laid down in Section 149(6) of the Act and Regulation 16(1) (b) of SEBI (LODR) Regulations, 2015, and that there was no change in his status as Independent Director during the Financial Year 2020-21.

19. AUDITORS AND AUDITOR'S REPORT

Statutory Auditor

The Board of Directors and Members of the Company, at their respective meetings held on August 21, 2020 and September 29, 2020, had approved the appointment of Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No.: 001076N/N500013), as the Statutory Auditors of the Company for a

term of two (2) consecutive years (“first term”) commencing from the Financial Year 2020-2021, i.e., to hold office till the conclusion of the 15th Annual General Meeting to be held during the Financial Year 2022-23.

Statutory Auditor’s Report 2021

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

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 your Directors have appointed M/s. Jain D & Co., Company Secretaries, (C.P No.: 11434) as the Secretarial Auditor of the Company for the Financial Year 2020-21. The Secretarial Audit Report for the Financial Year 2020-21 issued by the Secretarial Auditor does not contain any qualification, reservation or adverse remark. The same is annexed as **Annexure V**.

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

20. 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.

- **Remuneration paid to Executive Director:** The Company paid a total remuneration of Rs. 23.26 Lakhs to Mr. Shiva Kumar Ramachandran, Whole-Time Director on Board, during the Financial Year 2020-21.
- **Details of the Board Meetings held during the Financial Year 2020-21 are as under:**

S. No.	Date	Board Strength	No. of Directors Present
1	June 29, 2020	4	3
2	August 21, 2020	4	4
3	November 09, 2020	4	4
4	February 12, 2021	4	4
5	March 26, 2021	4	4

- **Attendance at Board and Committee Meetings held during the Financial Year 2020-21:**

Board/Committee	Board	CSR Committee*
Meetings held	5	4
Directors’ Attendance		
Mr. Satya Narayanan R	5	4
Mr. Gautam Puri	5	4
Mr. Nikhil Mahajan	5	4
Mr. Shiva Kumar Ramachandran	4	N.A.

* During Financial Year 2020-21, four meetings of the CSR Committee of the Company were held- on June 29, 2020; August 21, 2020; November 09, 2020 and February 12, 2021.

21. RISK MANAGEMENT

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

22. WHISTLE BLOWER/VIGIL MECHANISM

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

Your Company hereby affirms that no complaints were received under the Whistle Blower / Vigil Mechanism during the Financial Year 2020-21.

23. DISCLOSURES

- a) No Bonus Shares were declared for the Financial Year 2020-21.
- b) There was no amount which was required to be transferred to the Investor Education and Protection Fund (IEPF).
- c) Your Company has not issued any Equity shares with Differential rights during the Financial Year under review.
- d) Your Company has not issued any Employees Stock options/ Sweat Equity Shares.
- e) Your Company has not redeemed any preference shares or Debentures during the Financial Year under review.
- f) Your Company has not accepted any Public Deposits.
- g) Your Company has not bought back any of its securities during the Financial Year under review.
- h) No significant and material orders have been passed by any regulators or courts or tribunals against the Company impacting the going concern status and Company's operations in future.

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

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

All employees (permanent, contractual, temporary, trainees) are covered under this policy. This policy allows employees to report instances of sexual harassment at the workplace. The Internal Complaints Committee is empowered to look into all complaints of sexual harassment and facilitate free and fair enquiry process with clear timelines. During the Financial Year 2020-21, the Company did not receive any complaint relating to

sexual harassment at workplace. There is no complaint pending or outstanding for redressal as on March 31, 2021.

25. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

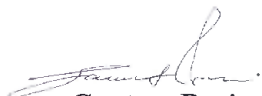
- a. in the preparation of the Annual Accounts for the Financial Year ended March 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the Financial Year ended March 31, 2021 and of the Profits of the Company for that period;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the Annual Financial Statements/Annual Accounts on a 'going concern' basis;
- e. the Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and are operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

26. ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the Company's customers, shareholders, vendors and bankers for their support and look forward to their continued support in the future.

Your Directors also place on record their appreciation for the excellent contribution made by all employees who are committed to strong work ethics, excellence in performance and commendable teamwork and have thrived in a challenging environment.

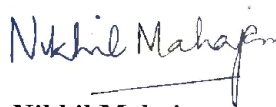
**For and on behalf of the Board of Directors
CL Media Private Limited**



**Gantam Pnri
Director
DIN: 00033548**

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

**Date: Angnst 03, 2021
Place: New Delhi**



**Nikhil Mahajan
Director
DIN: 00033404**

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

ANNEXURES TO BOARD'S REPORT 2021

Annexure- I

Particulars of Contracts / arrangements made with related parties [Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014 - AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

- 1. Details of contract or arrangements of transactions not at arm's length basis:** There were no contracts or arrangements or transactions entered into by the Company with any of its Related Parties during the financial year ended March 31, 2021, which were not at arm's length basis.
- 2. Details of Material contracts or arrangement or transactions at arm's length basis:** The details of all contracts or arrangements or transactions at arm's length basis for the Financial Year ended March 31, 2021 are as follows:-

(Rs. in Lakhs)

Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangement / transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advance (if any)	Cumulative Amount of Transaction During the Financial Year ended 31.03.2021
CL Educate Limited, 100% holding company	Content Development by CLM for CL and monetization of academic Assets	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout the Financial Year 2020-21.	CL to license its entire content and to allow CLM to monetize it.	29.06.2020	-	333.26
CL Educate Limited, 100% holding company	Monetization of Academic Assets	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout the Financial Year 2020-21.	CL charge Agency commission @10% of the total revenue as revenue share from CLM on account of licensing of IPR	29.06.2020	-	Nil
CL Educate Limited,	Allocation of Manpower	These are routine and Regular Intra-Group	CL and CLM have entered into an arrangement	29.06.2020	-	50.73

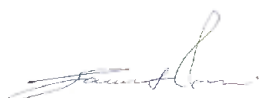
Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangement / transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advance (if any)	Cumulative Amount of Transactions During the Financial Year ended 31.03.2021
100% holding company	Cost in relation to shared staff (Support)	Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout the Financial Year 2020-21.	whereby an appropriate portion of the salaries of certain support staff, based broadly on their respective contribution to CLM is allocated.			
CL Educate Limited, 100% holding company	Cost Sharing for share infrastructure and incidental expenses by CLM	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout the Financial Year 2020-21.	The infrastructure at the Registered Office is co-shared with CLM and both the parties have agreed that CLM will pay an amount proportionate to the usage by it. It includes the operating, running electricity costs etc.	29.06.2020	-	1.20
CL Educate Limited, 100% holding company	Cost Sharing for share infrastructure and incidental expenses by CLM	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout the Financial Year 2020-21.	The infrastructure at the Corporate Office is co-shared with CLM and both the parties have agreed that CLM will pay an amount proportionate to the usage by it. It includes the operating, running electricity costs etc.	29.06.2020	-	6.60
G.K. Publications Private Limited (GKP), Fellow Subsidiary	Sales & Sales return from GKP to CL Media	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis.	Sales return by GKP to CLM	29.06.2020	-	Rs. 203.32

Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangement / transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advance (if any)	Cumulative Amount of Transactions During the Financial Year ended 31.03.2021
CL Educate Limited (CL), 100% holding company & Mr. Satya Narayanan R, Brother of Mr.Sreenivasan Ramakrishnan, Chief Customer Officer, CL Group	Payment of Salary	Mr. Satya Narayanan R has been appointed as Chairman and Executive Director of CL Educate Limited for a period of 3 years with effect from April 01, 2020. -	Salary is equivalent to people with similar background and similar experience	29.06.2020	-	53.61
Kestone Integrated Marketing Services Private Limited (Kestone), Fellow Subsidiary	Kestone is tasked with some Media Ad work, of which the print media bookings to be handled by CLM.	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout the Financial Year 2020-21.	Rates as per standard industry practices of Agency Commission	29.06.2020	-	8.00
Kestone Integrated Marketing Services Private Limited (Kestone), Fellow Subsidiary	Allocation of Manpower Cost in relation to shared staff (Support)	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout the Financial Year 2020-21.	KIMS and CLM have entered into an arrangement whereby an appropriate portion of the salaries of certain support staff, based broadly on their respective contribution	29.06.2020		17.22
Career Launcher Infrastructure Private Limited (CLIP), Fellow	Transfer of Tangible Assets	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly.	The assets (Printing Negative Films) are proposed to be transferred at same rate as they appear in the books of accounts of CL Media	29.06.2019	-	Nil.

Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangement / transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advance (if any)	Cumulative Amount of Transactions During the Financial Year ended 31.03.2021
Subsidiary		This particular contract was active throughout the Financial Year 2020-21.				
Career Launcher Infrastructure Private Limited (CLIP), Fellow Subsidiary	Material Purchase and Sale. Sale of books by CLM to CLIP	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout the Financial Year 2020-21.	Purchase of Books by CLIP from CLM	29.06.2020	-	98.45
Career Launcher Infrastructure Private Limited (CLIP), Fellow Subsidiary	Allocation of Manpower Cost in relation to shared staff (Support)	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly.	CLIP and CLM have entered into an arrangement whereby an appropriate portion of the salaries of certain support staff, based broadly on their respective contribution to ICE GATE is allocated	29.06.2019	-	8.63
Kestone CL Asia Hub. Pte. Ltd. (Kestone Asia) Group Entity	Customer Support Services availed from CL Media by Kestone Singapore	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly.	"CLM & Kestone Asia have entered into an arrangement whereby CLM will provide its customer support services under similar terms which are provided to other parties serviced by CLM. These services are in relation to various events and activities carried out by Kestone Asia for their own clients "	29.06.2019	-	24.96
ICE Gate Educational Institute Private Limited (ICE Gate), Fellow Subsidiary	Online Login Purchased by CL Media	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	GATEflix Video Login purchased by CL Media	29.06.2019	-	1.27

Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangement / transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advance (if any)	Cumulative Amount of Transactions During the Financial Year ended 31.03.2021
		throughout the Financial Year 2020-21.				
Accendere Knowledge Management Services Pvt. Ltd. (AKMS), Fellow Subsidiary	Research related Services rendered to/by CL Media	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout the Financial Year 2020-21.	CLM and AKMS have entered into an arrangement as per which CLM charges agency commission fee @20% of the total revenue.	29.06.2019	-	129.42

**For and on behalf of the Board of Directors
CL Media Private Limited**



Gautam Puri
Director
DIN: 00033548

**Address: R-90, Greater Kailash,
Part-I, New Delhi -110048**

Date: August 03, 2021
Place: New Delhi



Nikhil Mahajan
Director
DIN: 00033404

**Address: House No. 457, Sector-30,
Faridabad – 121003 Haryana**

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

(other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U74300HR2008PTC077265

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCC3011D

(ii) (a) Name of the company

CL MEDIA PRIVATE LIMIEDT

(b) Registered office address

Plot No. 9A, Sector-27A,
Mathura Road,
Faridabad
Faridabad
Haryana
121002

(c) *e-mail ID of the company

rachna.sharma@careerlaunche

(d) *Telephone number with STD code

01141281100

(e) Website

(iii) Date of Incorporation

01/02/2008

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM Scheduled to be held on September 06, 2021

(b) Due date of AGM

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G2	Retail Trading	32.24
2	M	Professional, Scientific and Technical	M6	Advertising and market research	67.76

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	CL EDUCATE LIMITED	L74899HR1996PLC076897	Holding	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	10,000	10,000	10,000	10,000
Total amount of equity shares (in Rupees)	100,000	100,000	100,000	100,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES WITH VOTING RIGHTS				

Number of equity shares	10,000	10,000	10,000	10,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	100,000	100,000	100,000	100,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	10,000	0	10000	100,000	100,000	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
At the end of the year	10,000	0	10000	100,000	100,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	00	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

125,037,117.36

(ii) Net worth of the Company

539,096,355.16

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	10,000	100	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	10,000	100	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	

	Total	0	0	0	0
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Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

2

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	3	1	3	0	100
B. Non-Promoter	0	0	0	1	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	1	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	3	1	4	0	100

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

5

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NIKHIL MAHAJAN	00033404	Director	5,000	
SHIVA KUMAR RAMAC	00033503	Whole-time director	0	
GAUTAM PURI	00033548	Director	0	
SATYA NARAYANAN F	00307326	Director	5,000	
GIRISH SHIVANI	03593974	Additional director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
GIRISH SHIVANI	03593974	Additional director	26/03/2021	APPOINTMENT
SHIVA KUMAR RAMAC	00033503	Whole-time director	10/03/2021	REAPPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/09/2020	2	2	100
Extra Ordinary Meeting	10/03/2021	2	2	100

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/06/2020	4	3	75
2	21/08/2020	4	4	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	09/11/2020	4	4	100
4	12/02/2021	4	4	100
5	26/03/2021	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held

4

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Corporate Soc	29/06/2020	3	3	100
2	Corporate Soc	21/08/2020	3	3	100
3	Corporate Soc	09/11/2020	3	3	100
4	Corporate Soc	12/02/2021	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	06/09/2021
								(Y/N/NA)
1	NIKHIL MAHA	5	5	100	4	4	100	Yes
2	SHIVA KUMA	5	4	80	0	0	0	Yes
3	GAUTAM PUF	5	5	100	4	4	100	Yes
4	SATYA NARA	5	5	100	4	4	100	Yes
5	GIRISH SHIV	0	0	0	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shiva Kumar Rama	Whole Time Dire	2,326,000	0	0	0	2,326,000
	Total		2,326,000	0	0	0	2,326,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

The details are available with the Company and can be obtained by members upon request.

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Form MGT-8 is not applicable on the Company.

**For and on behalf of the Board of Directors
CL Media Private Limited**



**Gautam Puri
Director
DIN: 00033548**

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

**Date: August 03, 2021
Place: New Delhi**



**Nikhil Mahajan
Director
DIN: 00033404**

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

Annexure -III

Annual Report on Corporate Social Responsibility (CSR) Activities for the Financial Year 2020-21

1. Brief outline on CSR Policy of the Company:

With the advent of the Companies Act, 2013 constitution of a Corporate Social Responsibility Committee of the Board and formulation of a Corporate Social Responsibility Policy became a mandatory requirement. Therefore, the Company seeks to formulate a robust CSR Policy which encompasses its philosophy and guides its sustained efforts for undertaking and supporting socially useful programs for the welfare & sustainable development of the society.

In line with its CSR Policy and in accordance with Schedule VII to the Act, the Company has identified the following key areas to undertake the CSR projects:

- Education
- Skill & Livelihood Development
- Sustainability & Environment
- Research & Incubation

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the financial year 2020-21	Number of meetings of CSR Committee attended during the financial year 2020-21
1	Mr. Satya Narayanan R	Chairman (Non-Executive Director)	4	4
2	Mr. Gautam Puri	Member (Non-Executive Director)	4	4
3	Mr. Nikhil Mahajan	Member (Non-Executive Director)	4	4

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company.: *Not Applicable*

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).: *Not Applicable*

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs. Lakhs)	Amount required to be set-off for the financial year, if any (in Rs. Lakhs)
-	-	-	-

6. Average net profit of the company as per section 135(5): Rs. 1005.94 Lakhs

7. (a). Two percent of average net profit of the company as per section 135(5): Rs. 20.12 Lakhs

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
1.	Indian Technology-Innovation & Entrepreneurship Conclave 2019-2022 (Promoting Potent Research and Innovation Projects)	(ii) and (ix)(a)	Yes	Karnataka - Bangalore		6 months to 3 years	INR 7,50,000 of the earmarked INR 25 Lakhs for the 3 year program	4,50,500	Nil	No	Career Launcher Foundation with the help of Ministry of Human Resource Department	CSR00007402
2.	Government Schools Support Program 2019-2022 (India Education Uninterrupted)	(ii)	Yes	Delhi - All Districts		6 months to 3 years	INR 27 Lakhs for F.Y. 20-21, INR 50 Lakhs for future projects	7,57,590	Nil	No	Career launcher Foundation	CSR00007402
3.	Student Outreach for Free Distribution of Books (SOFDB 2021)	(ii)	Yes	Uttar Pradesh - Greater Noida		3 years	INR 2.5 Crores	15,61,379	Nil	No	Career Launcher Foundation	CSR00007402
	Total							27,69,469				

(b). Surpluses arising out of the CSR projects or programmes or activities of the previous financial years.: Nil

(c). Amount required to be set off for the financial year, if any: Nil

(d). Total CSR obligation for the financial year (7a+7b-7c). Rs. 20.12 Lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs. Lakhs)	Amount Unspent (in Rs. Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
27.69	Nil				

(b) Details of CSR amount spent against ongoing projects for the financial year:

(c) Details of CSR amount spent against "other than ongoing projects" for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in schednle VII to the Act	Local area (Yes/ No)	Location of the project		Amonnt spent for the project (in Rs.)	Mode of implementation – Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration nnnumber
Nil									

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 27,69,469/-

(g) Excess amount for set off, if any

Sr. No.	Particular	Amount (in Rs. Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	20.12
(ii)	Total amount spent for the Financial Year	27.69
(iii)	Excess amount spent for the financial year (ii-i)	7.57
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	7.57

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding	Amount	Amount spent	Amount transferred to any	Amount
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	Financial Year	transferred to Unspent CSR Account under section 135 (6) (in Rs. Lakhs)	in the reporting Financial Year (in Rs. Lakhs)	fund specified under Schednle VII as per section 135(6), if any.			remaining to be spent in sncceding financial years. (in Rs. Lakhs)
				Name of the Fnnd	Amonnt (in Rs. Lakhs)	Date of transfer	
Nil							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing
Nil								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: *Not Applicable*

(Asset-wise details):

- (a) Date of creation or acquisition of the capital asset(s): *None*
- (b) Amount of CSR spent for creation or acquisition of capital asset: *Nil*
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: *Not Applicable*
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): *Not Applicable*

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). *Not Applicable*

Sd/-
Satya Narayanan R
Director
Chairman of CSR Committee

Sd/-
Gantam Pnri
Director
Member of CSR Committee

Place: New Delhi
Date: June 23, 2021

Annexure IV
Particulars of Employees and Related disclosure

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

S. No.	Name of the Employee	Designation	Gross Remuneration paid (Rs. in Lacs)	Nature of employment	Educational Qualification	Experience (in years)	Date of Joining	Age	Previous employment	Equity holding in the Company	Name of director or manager who is the relative of Employee
4	Mr. Shiva Kumar Ramachandran	Whole-Time Director	23.26	Whole Time Employee	B.E. (IIT, Madras), PGDM-IIM, Kolkata	24	05.08.2011	50	Career Launcher, HTA Marketing Services Pvt. Ltd.	Nil	Mr. Satya Narayanan R
5	Mr. R Sreenivasan	Chief Customer Officer, CL Group	23.26	Whole Time Employee	MCA (MITS), M.Tech (JNU) / PGDM-IIM, Bangalore	29	01.04.2014	54	Career Launcher, Sony Entertainment Television	Nil	Mr. Satya Narayanan R and Mr. Shiva Kumar Ramachandran
2	Mr. Gautam Bawa	Vice President-Product Development	22.75	Whole Time Employee	PGDM-IIM, Kolkata	8	20.09.2014	32	Optiver Holdings BV	Nil	-NA
4	Himanshu Bhardwaj	Manager – Business Development	10.41	Whole Time Employee	PG(MBA)	5	15-03-2019	30	OYO Rooms	NA	NA
5	Kalpna Dagar	Manager – Business Development	9.06	Whole Time Employee	MBA(IFS)	4	11.05.20	29	Career360	NA	NA

6	Ruchi Bahmani	Deputy Manager – Business Development	8.03	Whole Time Employee	Graduation + executive post graduate EPBM-IIM L	10 yrs	23.05.2018	31	Triumphant institute of management education	NA	NA
7	Upendra Kr Sharma	Sr. Manager – Philab	7.11	Whole Time Employee	MBA(Operation) +BA(Maths)	20.8 yrs	11.09.2000	50	None	10	NA
8	Sanjay Vir	Sr. Manager-Philab	6.84	Whole Time Employee	BA+ PGDCA	23 yrs	1.2..2000	48	SOS Children's Village of India	269	Na
9	Krati Gupta	Manager – Operations	6.53	Whole Time Employee	Graduation + PG	6 yrs	01.02.2016	29	Alchemy Corporate Communications	NA	NA
10	Rajdeep Guha	Assistant Manager - Academics	6.25	Whole Time Employee	MA	6 yrs	04.05.2015	39	Freelancer	NA	NA

**For and on behalf of the Board of Directors
CL Media Private Limited**



Gantam Pnri
Director
DIN: 00033548

**Address: R-90, Greater Kailash,
Part-I, New Delhi -110048**

Date: Angnst 03, 2021
Place: New Delhi



Nikhil Mahajan
Director
DIN: 00033404

**Address: Honse No. 457, Sector-30,
Faridabad – 121003 Haryana**

Annexure V

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
**The Members,
CL Media Private Limited
Plot No. 9A, Sector-27A, Mathnra Road,
Faridabad, Haryana, 121003**

We have conducted the Secretarial Audit of the compliance of all applicable statutory provisions and the adherence to good corporate practices by **CL MEDIA PRIVATE LIMITED** (hereinafter called as “the Company”) for the financial year ended on 31st March, 2021 (hereinafter called as the “period under review”). The Company is Material unlisted subsidiary of Listed Company (CL Educate Limited). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minutes book, forms and returns filed and other records maintained by the Company and the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minutes book, registers, forms and returns filed and other records maintained by **CL MEDIA PRIVATE LIMITED (“the Company”)** for the financial year ended on 31st March, 2021, according to the provisions of:

- (i) The Companies Act, 2013 (‘the Act’) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder; *To the extent applicable*
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; *To the extent applicable*
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; *To the extent applicable*
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) to the extent applicable to the Company:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013, and dealing with client;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.

To the best of our knowledge and as per the explanations and clarifications given to us and the representations made by the management, during the period under review, the Company has complied with the provisions of applicable Acts, Rules, Regulations, Guidelines, Standards, law etc. as mentioned above, to the extent applicable to it.

We further report that;

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. The Changes made in the composition of the Board of Directors and management of the Company are as follows:
 - a. Re-Appointment of Mr. Shiva Kumar Ramachandran (DIN: 00033503) as a Director liable to retire by rotation at the Annual General Meeting held on 29th September, 2020.
 - b. Re-Appointment of Mr. Shiva Kumar Ramachandran, (DIN: 00033503) as a Whole-time Director of the Company w.e.f. 1st April 2021, at the Extra-ordinary General Meeting held on 10th March, 2021.
 - c. Appointment of Mr. Girish Shivani (DIN: 03593974) as a Non-executive Independent Director of the Company at the Board Meeting of the Company held on 26th March, 2021.
2. Adequate notices were given to all Directors to schedule the Board Meetings. Also, agenda and detailed notes on agenda were sent to all the Directors at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All decisions at Board Meetings and Committee Meetings were carried out unanimously and/or with majority, and were captured and recorded in the minutes of the respective meetings.
4. The compliances relating to Financials laws, like Direct and Indirect taxes and Labour Law Compliances, have not been reviewed by us in this Audit as the same are subject to review by Statutory Auditor of the Company or other designated professionals.
5. There are adequate systems and processes in the Company that are commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
6. We further report that during the audit period, the following major event was carried out by the Company, and it complied with the necessary requirements:

Scheme of Amalgamation

Pursuant to the respective approvals received from the Board of Directors of all Companies involved, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") by CL Educate Limited (100% Holding Company), for the proposed Amalgamation of five (5) of its wholly owned subsidiary Companies - Career Launcher Education Infrastructure and Services Limited (CLEIS), CL Media Private Limited (CLM), Accendere Knowledge Management Services Private Limited (AKMS), G.K. Publications Private Limited (GKP) and

Kestone Integrated Marketing Services Private Limited (Kestone) (Amalgamating Companies) with CL Educate Limited (Amalgamated Company). (The Amalgamating Companies and the Amalgamated Company shall collectively, hereinafter be referred to as 'the Petitioner Companies'), that was approved by the NSE & BSE.

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

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

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

A joint 2nd Motion Petition with respect to the proposed Amalgamation was filed by the Petitioner Companies with the Hon'ble NCLT Chandigarh on February 14, 2020, which was heard by the NCLT on March 05, 2020. While NCLT was satisfied with the Petition, it directed the Companies- CL Educate Limited and Kestone to file respective affidavits that no objections had been received from any stakeholder against the Scheme. These Affidavits were filed by the respective Companies on March 17, 2020. However, on account of the nationwide lockdown, and limited functioning of the NCLT Benches, the hearing of the 2nd Motion Petition has been adjourned by the NCLT Chandigarh Bench from time to time.

On August 12, 2020, the Petitioner Companies filed a joint application for early hearing of its 2nd Motion Petition with the Hon'ble NCLT Chandigarh Bench. The NCLT Bench heard this application on October 27, 2020 and passed the Order which was pronounced on November 25, 2020 in which the Companies were directed to issue notices to the regulatory authorities and publish the same in two newspapers. Further, the Scheme was listed for hearing on January 28, 2021. In accordance with the directions contained in the Order, the notices were issued and advertisements were published by the Companies and Affidavits with respect to the same been done, were filed with the NCLT Bench.

However, on various accounts, including the outbreak of Covid-19, the hearing has been adjourned by the NCLT Chandigarh Bench from time to time and the matter is pending with the Bench.

**For Jain D and Co.
Company Secretaries**

**Sd/-
Deepak Jain
(Proprietor)
COP No. : 24308
Membership No. : 11434**

**Date: 03/07/2021
Place: New Delhi
UDIN: A024308C000572163**

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

“Annexure A”

To,
The Members,
CL Media Private Limited
Plot No. 9A, Sector-27A, Mathnra Road,
Faridabad, Haryana, 121003

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation Letter about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Jain D and Co.
Company Secretaries

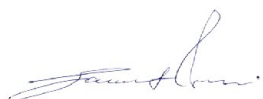
Sd/-
Deepak Jain
(Proprietor)
COP No. : 24308
Membership No. : 11434

Date: 03/07/2021
Place: New Delhi
UDIN: A024308C000572163

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. Proxy in order to be effective must be deposited at the company's Registered Office not less than 48 (Forty Eight) hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. In the case of Corporate Member, it is requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting.
3. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) from 11:00 A.M. to 04:00 P.M. up to the date of the Annual General Meeting of the Company.

**By order of the Board
For CL Media Private Limited**



**Gautam Puri
Director
DIN: 00033548**

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

**Place: New Delhi
Date: 03-08-2021**