

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 8<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF CL MEDIA PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2015, AT 2.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT R-90, 1<sup>ST</sup> FLOOR, GREATER KAILASH, PART-1, NEW DELHI – 110048 TO TRANSACT THE FOLLOWING BUSINESS:-**

**ORDINARY BUSINESS:**

**Item No. 1- Adoption of Annual Accounts** - To receive, consider and adopt, the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015, and the reports of the Board of Directors and Auditors thereon.

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

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

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

**“RESOLVED THAT** pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and pursuant to the recommendation of the Board of Directors, and pursuant to the confirmation of the appointment of the Auditors for a period of 5 years by the members of the Company at the Annual General Meeting held on September 30, 2014, the members hereby ratify the appointment of M/s Haribhakti & Co, Chartered Accountants, LLP (Firm Registration No. – 103523W), as the Statutory Auditors of the Company for the Financial Year 2015-16.

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

**SPECIAL BUSINESS:**

**Item No. 4 – Appointment of Mr. Sridar Iyengar as an Independent Director on the Board of the Company**

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, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sridar Iyengar (DIN: 00278512), who, pursuant to Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, was appointed as an Additional Director on the Board by the Board of Directors on and with effect from 03<sup>rd</sup> August, 2015, and who holds his office till the commencement of the ensuing AGM, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive Independent) of the Company for an initial term of 5 years i.e. from 30<sup>th</sup> September, 2015 up to 29<sup>th</sup> September, 2020, on a profit based commission, that may be determined by the Board from time to time, in accordance with the relevant provisions contained in the Companies Act, 2013, so however that the commission payable by the Company to its Non-Executive Directors, in the aggregate shall not exceed 1% (one per cent) per annum of the net profits of the Company, calculated in accordance with the provisions of section 198 of the Companies

Act, 2013, payable in such manner, either on a monthly, quarterly or annual basis, as may be determined by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** the aforesaid percentage shall be exclusive of any sitting fees that may be paid to the Non-Executive Directors for attending the Board Meetings of the Company that may be determined by the Board.

**RESOLVED FURTHER THAT** within the afore mentioned percentage, the actual payout to the Non-Executive Directors shall be decided internally by the Board or the Company's Management, in accordance with the provisions of all the applicable and relevant provisions contained in the Companies Act, 2013, with or without Central Government's approval if required.

**RESOLVED FURTHER THAT** Mr. Gautam Puri and Mr. Nikhil Mahajan, Director(s) of the Company be and are hereby severally authorized, for and on behalf of the Company, to sign and file the necessary documents and e-Forms with the Registrar of Companies, NCT of Delhi and Haryana and to do all such acts deeds and things, as may be required in order to give effect to the above resolution."

**Item No. 5 - Appointment of Mr. Shiva Kumar Ramachandran (DIN: 00033503) as a Whole-Time Director of the Company for a period of 3 years;**

To consider and if thought fit, to pass, with or without modification (s) the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in compliance with the provisions of Sections 2(94), 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof), the consent of the Shareholders of the Company be and is hereby accorded, by way of a special resolution, to re-appoint Mr. Shiva Kumar Ramachandran (holding DIN: 00033503) and designate him as a Whole-Time Director of the Company, for a period of 3 years, i.e from April 01, 2015, till March 31, 2018 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197 and any other applicable provisions 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 maximum remuneration that may be paid to Mr. Shiva Kumar Ramachandran as a Whole-Time Director of the Company, in respect of any financial year shall not exceed 5% of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, except that the remuneration of the directors shall not be deducted from the gross profits.

**RESOLVED FURTHER THAT** the aforesaid percentage shall be exclusive of any sitting fees that may be paid to Mr. Shiva Kumar Ramachandran for attending the Board Meetings of the Company, and the remuneration may be paid either by way of a monthly/ quarterly or yearly payment, as may be determined by the Board from time to time.

**RESOLVED FURTHER THAT** if, in a financial year, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Shiva Kumar Ramachandran shall be as under:

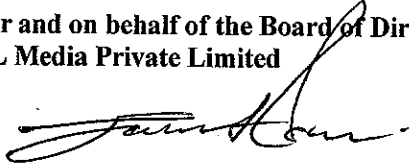
Name of Director	Fixed Compensation (2015-16 to 2017-18)	Variable Compensation (2015-16 to 2017-18)	Effective From:
Mr. Shiva Kumar Ramachandran	In the range of Rs. 50 lakhs to 90 Lakhs	To be decided by the Board based upon the Company's Business Performance	01 <sup>st</sup> April, 2015

**RESOLVED FURTHER THAT** within the afore mentioned overall percentage and/or the fixed remuneration range, the actual payout as well as the salary break-up may be decided internally by the Board or

the Company's Management, in accordance with the provisions of all the applicable Sections as well as Schedule V of the Companies Act, 2013, or of any other law for the time being in force, either with or without Central Government's approval if required.

**RESOLVED FURTHER THAT** Mr. Gautam Puri and Mr. Nikhil Mahajan, Director(s) of the Company be and are hereby severally authorized for and on behalf of the Company to sign and file the necessary documents and e-Forms with the Registrar of Companies, NCT of Delhi and Haryana and to do all such acts deeds and things, as may be required in order to give effect to the above resolution.

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



(Gautam Puri)  
Director

DIN No. : 00033548

Designation: Director

Address: R-90, Greater Kailash,

Part-I, New Delhi -110 048

Dated: August 03, 2015

Place: New Delhi

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. Proxy in order to be effective must be deposited at the company's Registered Office not less than 48 (Forty Eight) hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. In the case of Corporate Member, it is requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting
3. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
4. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 containing details and explanations with respect of the special business to be transacted at the meeting, enumerated under Item No. 04 & 05 of the Notice, is annexed hereto.
5. Members desirous of any further information regarding the special business matters to be transacted may write to the company at its registered office at least seven days before the date of the meeting so as to enable the management to keep the information ready.
6. Electronic copy of the Annual Report for the Financial Year 2014-15 is also being sent to all the members whose email IDs are registered with the Company for communication purposes.

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**

Pursuant to the provisions of Section 161(1) of the Act read with the Article of Association of the Company, Mr. Sridar Iyengar was appointed as an Additional Director of the Company by the Board at its meeting held on 03<sup>rd</sup> August, 2015, to hold office upto the date of the next Annual General Meeting.

In terms of the provisions of Section 161(1) of the Act, Mr. Sridar Iyengar holds office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from CL Educate Limited through its member, along with a deposit of the requisite amount as prescribed under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Sridar Iyengar for the office of Director of the Company.

**Brief resume and other details of Mr. Sridar Iyengar**

Mr. Iyengar has worked with KPMG India for 34 years as a partner in the UK, US and India. Currently, he is an independent mentor capitalist to early stage companies. In the past, he has been on the Board of renowned Indian Companies like Infosys, ICICI etc.

At present, he is on the Board of Dr. Reddy's Laboratories Limited, Mahindra Holidays & Resorts India Limited, Rediff. Com India Limited etc.

He is a fellow member of the Institute of Chartered Accountants in England and Wales. He is a member on the board of the American India Foundation.

He holds NIL (0.00%) equity shares in the Company.

He has given his consent to act as a Director of the Company, along with a certificate stating that he is not disqualified from being appointed as a Director in the Company in terms of Section 164 of the Companies Act, 2013.

In order to meet the requirements of the recent modification(s) brought in by the Companies Act, 2013, the Company has requested for, and received the following documents from Mr. Iyengar:

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualifications of Directors) Rules, 2014;
- Intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and

- A declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.
- MBP-1 (Notice of Interest by Director) pursuant to Section 184(1) read with Rule 9(1) of Companies (Meetings of Board and its Powers) Rules, 2014.

Companies Act, 2013 provides that the appointment of Independent Directors can be for two consecutive terms of five years each and their office is not liable to retire by rotation. Hence, it is proposed to formalize the appointment of Mr. Iyengar for a period of 5 consecutive years till September 29, 2020.

In the opinion of the Board, Mr. Iyengar fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company. Copy of the draft letter for appointment of Mr. Iyengar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays, between 11.00 a.m. and 01.00 p.m. upto the date of Annual General Meeting.

The Board considers that his association would be of immense benefit to the Company. The Directors of your Company, therefore, recommend the Resolution in relation to appointment of Mr. Iyengar as an Independent Director, for the approval by the shareholders by way of an Ordinary Resolution.

The Board has provided him with a copy of the Code of Conduct for the Independent Directors as defined under section 149(8) of the Companies Act, 2013, and as detailed under Schedule IV of the Act, and adopted by the Board of Directors at its meeting held on 03<sup>rd</sup> August, 2015.

It is proposed that in terms of section 197 of the Companies Act, 2013, Mr. Sridar Iyengar be paid, for each of the five consecutive financial years commencing April 01, 2015, remuneration upto one per cent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013 and the actual payout to Mr. Sridar Iyengar shall be decided internally by the Board or the Company's Management.

Except for Mr. Sridar Iyengar, none of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

#### **ITEM NO. 5**

Mr. Shiva Kumar Ramachandran, aged 43 years, is a co-promoter of CL group and has more than 17 years of experience in the private education sector. He has been involved with CL group since 1997. Keeping in view his knowledge on various aspects relating to the Company's affairs and rich business experience, the Board of Directors, at its meeting held on 13.05.2015, approved of appointing Mr. Shiva Kumar Ramachandran as a Whole-Time Director of the Company. The Board recommends the appointment of Mr. Shiva Kumar Ramachandran as a Whole-Time Director of the Company for a period of 3 (three) years w.e.f 01.04.2015, i.e. till 31.03.2018.

Following are the details of the annual remuneration proposed to be paid to Mr. Shiva Kumar Ramachandran, w.e.f. 01.04.2015.

Name of Director	Fixed Compensation (2015-16 to 2017-18) (in Rs.)	Variable compensation (2015-16 to 2017-18)	Effective from
Mr. Shiva Kumar Ramachandran	In the range of Rs. 50 lakhs to 90 Lakhs	To be decided by the Board, depending upon the Company's Business Performance on an year to year basis	01st April, 2015

In addition to the above, he shall be entitled to receive the following:-

- Gratuity as per the rules of the Company, but not exceeding half a month's salary for each completed year of service.
- Encashment of leave at the end of the tenure.
- Provident Fund (PF)
- Provision of Car for use on Company's business

The information as required under Schedule V to the Companies Act, 2013 is enumerated as under:-

**I. GENERAL INFORMATION:**

- Nature of Industry:** Advertising and Content Development
- Date of commencement of commercial operation:** The Company is Operational and is a running Company since 2008.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- Financial Performance: 14-15 performance**

		₹ in Crores	
S. No.	Particulars	2014-15	2013-14
1.	Total Income	30.17	29.20
2.	Total Expenditure	19.47	20.55
3.	Profit/(Loss) before Tax	10.70	8.65
4.	Profit/(Loss) after Tax	9.98	8.37

- Export performance and net foreign exchange collaborations:** The Company is not into Exports.
- Foreign investments or collaborators, if any:** N/A

**II. INFORMATION ABOUT THE APPOINTEE:**

Name of the appointee	Mr. Shiva Kumar Ramachandran
Education Qualification details	IIT (Madras) & IIM (Calcutta)
*Past Remuneration	Rs. 50.50 Lacs
Recognition or awards	Nil
Job Profile and his suitability	Subject to Superintendence, direction and control of the Board, the day to day management and administration of the

	Company is vested with Mr. Shiva Kumar Ramachandran, Whole-Time Director.
Remuneration Proposed	The proposed Remuneration would comprise of monthly basic salary, allowances, and all other perquisites as mentioned above.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking in to consideration the size of the company, profile of Mr. Shiva Kumar Ramachandran, and the responsibilities shouldered by him, the aforesaid remuneration package is reasonable, and commensurate with the remuneration package held by managerial personnel in other companies in the same/ similar industry.
Pecuniary relationship directly and Indirectly with the Company, or relationship with the Management Personnel, if any	Mr. Shiva Kumar Ramachandran is Brother-in-law of Mr. Satya Narayanan .R, Director of the Company.

\*Mr. Shiva Kumar Ramachandran was the Whole-Time Director of Career Launcher Education Infrastructure and Services Limited for a period of 1 year i.e. 01.04.2014 to 31.03.2015 and he was withdrawing the remuneration from the said Company in the capacity of Whole-Time Director.

Name	Designation	Salary (Rs.)	Perquisites (Rs.)	Incentives (Rs.)	Total (Rs.)
Mr. Shiva Kumar Ramachandran	Whole-Time Director	As per the draft Resolution			

## II. OTHER INFORMATION:

### 1) Reasons of loss or inadequate profit (If any):

Keen Competition among the services providers, overall economic slowdown, expansion phase, and lower margins of profits in the Industry.

### 2) Steps taken or proposed to be taken for improvement:

By enlarging its areas of operations, and opening up new avenues, while pursuing its main object of advertising and content development

### 3) Expected increase in profitability:

The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The management is confident of keeping a higher growth ratio in the period to come.

## III. DISCLOSURES:

- 1) The disclosure on remuneration package proposed to the Whole-Time Director is as contained in the Notice for convening the Annual General Meeting of the Company. Where in any financial year



during the currency of the tenure of Whole-Time Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus/performance linked incentive as approved by the Board and in accordance with the provisions of Schedule V to the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of Central Government.

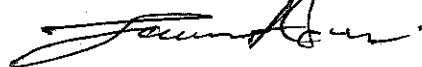
- 2) The Board of Directors recommends the re-appointment of Mr. Shiva Kumar Ramachandran as a Whole-Time Director for a period of 3 (Three) years at a total remuneration as mentioned in the draft resolution and seeks your approval to the same by way of a Special Resolution.

<b>Nature of Interest</b>	Mr. Shiva Kumar Ramachandran holds Nil shares in CL Media Private Limited, a company in which he is proposed to be re-appointed as a Director, to be designated as a Whole-Time Director for a period of 3 years w.e.f. 01.04.2015 to 31.03.2018
<b>No. of securities held</b>	Nil
<b>Class</b>	Equity
<b>Shareholding (in %)</b>	0.00%

Except Mr. Satya Narayanan .R and Mr. Shiva Kumar Ramachandran, Director(s), none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

The Explanatory Statement together with the accompanying notice may also be regarded as an abstract and contract of employment for the terms of appointment and remuneration of Mr. Shiva Kumar Ramachandran, as a Whole-Time Director of the Company under section 190 of the Companies Act, 2013.

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



**(Gautam Puri)  
Director**

**DIN No. : 00033548**

**Designation: Director**

**Address: R-90, Greater Kailash,**

**Part-I, New Delhi -110 048**

**Dated: August 03, 2015**

**Place: New Delhi**

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

MR. SATYA NARAYANAN .R  
MR. GAUTAM PURI  
MR. NIKHIL MAHAJAN  
MR. SHIVA KUMAR RAMACHANDRAN  
MR. SRIDAR IYENGAR

**AUDITORS 2014-15:**

HARIBHAKTI & CO., CHARTERED ACCOUNTANTS, DELHI

**REGISTERED OFFICE:**

R-90, FIRST FLOOR, GREATER KAILASH, PART-I, NEW DELHI – 110048

**CORPORATE OFFICE:**

A-41, ESPIRE BUILDING, LOWER GROUND FLOOR, MOHAN CO-OPRATIVE INDUSTRIAL AREA,  
MAIN MATHURA ROAD, NEW DELHI – 110 044

**CL MEDIA PRIVATE LIMITED**  
**DIRECTORS' REPORT' 2015**

Your directors are pleased to present their report on the business and operations of your Company for the year ended March 31, 2015.

**FINANCIAL HIGHLIGHTS**

	<b>Figures (in Rs. Lacs) for the Year ended:</b>	
	<b>March 31 2015</b>	<b>March 31 2014</b>
Total Income	3016.93	2920.85
Total Expenditure	1946.62	2055.13
Profit / Loss Before tax	1070.31	850.55
Provision for tax	71.43	12.72
Profit / Loss after tax	998.88	837.83
Profits brought forward from previous year	1462.04	624.22
Carried to Balance Sheet	2459.61	1462.04

**OPERATIONAL REVIEW**

During the year under review, your Company earned a total income of Rs. 3016.93 Lacs as against a total income of Rs.2920.85 Lacs earned during 2013-14, registering an increase of 3.28 %.

The expenditures of the Company have decreased by 5.28% from a total expenditure of Rs 2055.13 Lacs during FY 2013-14 to a total expenditure of Rs. 1946.62 Lacs during FY 2014-15.

The company earned a Net Profit after Tax (PAT) of Rs. 998.88 Lacs in FY 2014-15 against a Net Profit of Rs. 837.83 Lacs during FY 2013-14.

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

**DIVIDEND**

In order to strengthen the reserves of the Company, no dividend is recommended for the year 2014-15.

**SUBSIDIARIES**

Our Company does not have any subsidiary Company.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE COMPANY'S FINANCIAL POSITION**

There have been no material changes and commitments affecting the financial position of the Company between the end of financial year (March 31, 2015) and the date of the Report (August 03, 2015).

**CHANGES IN CAPITAL STRUCTURE**

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

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

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

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All transactions entered by the Company with Related Parties were in the Ordinary Course of Business and at Arm's Length pricing basis. The Board of the Company has granted omnibus approval for the transactions (which were all routine and repetitive in nature). There were no materially significant transactions with Related Parties during the financial year 2014-15 which were in conflict with the interest of the Company. Suitable disclosures as required under AS-18 have been made in the Notes to the financial statements.

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

### **AMOUNT PROPOSED TO BE CARRIED TO ANY RESERVES**

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

### **EXTRACT OF THE ANNUAL RETURN**

Pursuant to Section 92 of the Companies Act, 2013 read with the Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in prescribed form MGT-9 is attached as **Annexure -II**.

### **DISCLOSURE ON THE COMPANY'S CORPORATE SOCIAL RESPONSIBILITY POLICY:**

Pursuant to Section 135 of the Companies Act, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company, at the Board Meeting held on April 29, 2014 constitutes the Corporate Social Responsibility (CSR) Committee comprised of below mentioned members:

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

Also, the CSR Committee has re-commended a policy on CSR to the Board and the Board has approved and adopts that CSR Policy at its Board Meeting held on October 25, 2014.

As part of CSR initiatives, your Company during the financial year 2014-15 has, amongst other activities, earmarked the funds to be invested in the CSR activities/ projects. It intends to spend the said amount in one of the below mentioned projects/activities:

- (a) technology incubators located within academic institutions which are approved by the Central Government, and/or
- (b) training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic Sports; and/or
- (c) protection of national heritage, art and culture including restoration of buildings and sites historical importance and works of art, setting public libraries, promotion and development of traditional arts and handicrafts.

These projects are as prescribed under the Schedule VII of the Companies Act, 2013.

### **CSR activities as per the Companies Act 2013**

Even after earmarking the funds for a specific CSR activity, as well as determining the target activity/ project to be undertaken, the Company could not spend the funds on the said activity during the FY 14- 15. The applicability of CSR provisions upon your Company was known only after the determination of the Net Profits of the Company. The Company did not find enough time to undertake the proposed activity/ programme/ project from the financial year end till the date of this report. The Company will spend on the CSR project in the FY2015-16.

The CSR Policy of the Company is attached as **Annexure-III** to this Report.

### **DISCLOSURE OF PARTICULARS**

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

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

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

### **PARTICULARS OF EMPLOYEES**

Our people are our most important assets. We value their talent, integrity and dedication. The Board wishes to express its appreciation to all the employees for their outstanding contribution to the operations of the Company during the year. As required under the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there is no employee falling under the purview of this provision's reporting requirements.

### **DIRECTORS**

#### **Appointment and Resignation during 2014-15:**

There was no change in the composition of the Board of the Company during the FY 2014-15.

Further, Mr Sridar Iyengar has been appointed on the Board of the Company w.e.f. August 03, 2015 and he will hold the office till the date of the next general meeting, unless terminated earlier or regularized at such general meeting, as per the terms and conditions set out in the Letter of Appointment issued to him.

#### **Retirement by Rotation at the ensuing AGM:**

Mr. Gautam Puri, Director has been longest in office, and hence he would retire by rotation at the forthcoming AGM, along with a proposal for his re-appointment.

### **AUDITORS**

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

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

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

### **AUDITOR'S REPORT 2015**

Your Director's explanations regarding the reservations/views/qualifications etc. of the auditors expressed in the Clause of the Auditors/CARO Report 2015 are:

#### **a) Clause No. (vii) (a) of the Annexure to Independent Auditors' Report**

Undisputed Advance Income Tax payable is outstanding for more than six months which has not been deposited by the Company during the year.

**Management Reply:-** Due to slight unpredictability of business, it is slightly difficult to estimate the net tax liability to be deposited so early in the year and hence generally the Company waits till March when its liability estimates is much better to deposit advance tax with appropriate interest.

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

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

### **PUBLIC DEPOSITS**

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

### **CORPORATE GOVERNANCE**

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

- **Details of Remuneration paid**

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

- **Stock Options details**

The Company, CL Media Private Limited does not have any Stock Option Plan, and has not granted any options or shares under any ESOP or any other plan to any of the Directors or employees of the Company.

- **Number of Board Meetings held during the year with dates**

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

- **Attendance at Board Meetings held during the year**

Board	Board
Meetings held	5
Directors' Attendance	
Mr. Satya Narayanan .R	5
Mr. Gautam Puri	5
Mr. Nikhil Mahajan	5
Mr. Shiva Kumar Ramachandran	5

### **DIRECTORS' RESPONSIBILITY STATEMENT**

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

- a) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and no material departures have been made from the same;
- b) appropriate Accounting Policies have been selected and applied consistently and they have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company on 31st March, 2015 and of the Profit and Loss of the Company for the year ended on that date;

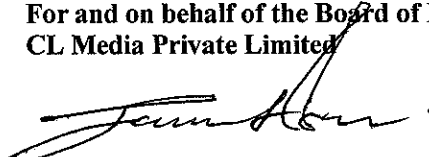
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Annual Accounts have been prepared on a going concern basis.
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**ACKNOWLEDGEMENT**


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

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

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

  
**Gautam Puri  
Director**

**DIN No. : 00033548  
Designation: Director  
Address: R-90, Greater Kailash,  
Part-I, New Delhi -110 048**

  
**Nikhil Mahajan  
Director**

**DIN No. : 00033404  
Designation: Director  
Address: H. No. 457, Sec. 30,  
Faridabad – 121 003  
Haryana**

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



# 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 year ended March 31, 2015, which were not at arm's length basis.
2. **Details of Material contracts or arrangement or transactions at arm's length basis.**

S. No.	Name(s) of the related party and nature of relationship	Nature of Contracts/arrangement /transactions	Duration of the contracts / arrangements/ transactions		Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board of CL Media Pvt. Ltd. (CLM)	Amount paid as advance , if any:
			From	To			
	A	B	C		D	E	f
1	CL Educate Ltd. (CL), 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 2014-15.		CL licenses its entire content and allows CLM to monetize it. CL pays Rs 4 Lakh per month for the content management/ upgradation and charges 40% of the revenue as revenue share so earned from monetization.	29.07.2014	NIL
2	CL Educate Ltd. (CL), Holding Company	Material Purchase and Sale. Sale of books by CL Media to CL	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout 2014-15.		CLM publishes all the course books for CL and sells to CL at a 60% discount to the MRP as is a standard industry practice. This also enables CLM to take significant benefit of the tax exemption of its unit in Uttarakhand.	29.07.2014	NIL
3	G K Publications Pvt. Ltd. (GKP), Sister Concern	Material Purchase	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout 2014-15.		CLM publishes all the course books for GKP and sells to GKP at a 60% discount to the MRP as is a standard industry practice. This also enables CLM to take significant benefit of the tax exemption of its unit in Uttarakhand	29.07.2014	NIL
4	Mr. Sreenivasan .R (Brother of Mr. Satya Narayanan .R, Director)	Payment of Salary	Employment Contract (Appointment Letter dated 01.04.2014)		Mr. Sreenivasan .R is a Whole Time Employee in CLM, and draws salary from CLM. The salary paid to him is equivalent to people in industry with similar background and similar experience.	29.07.2014	NIL

## Annexure II

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

**As on the financial year ended on 31.03.2015**

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

### I. REGISTRATION & OTHER DETAILS:

1.	CIN	U74300DL2008PTC173449
2.	Registration Date	01.02.2008
3.	Name of the Company	CL Media Private Limited
4.	Category/Sub-category of the Company	Private Limited Company / Limited by Shares
5.	Address of the Registered office & contact details	R-90, First Floor, Greater Kailash, Part - I, New Delhi – 110 048 Tel. No.: +91 11 41281100 Fax No.: +91 11 – 4128 1101
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.*	-

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service*	% (approx.) to total turnover of the company
1	Wholesale of paper and other stationery items, books, magazines and newspapers	46496	80.06
2	Retail sale of Books of all kinds	47611	
3	Advertising	7310	12.84

\*As per National Industrial Classification 2008

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

S.No.	Name and Address of the Company	CIN/GLN	Holding /Subsidiary/ Associate	% of shares held	Applicable Section
-------	---------------------------------	---------	--------------------------------	------------------	--------------------

1	CL Educate Limited (CL)	U74899DL1996PLC078481	Holding	100% (through its nominees)
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#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### I. (a) Category-wise Equity Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate*	-	10000	10000	100	-	10000	10000	100	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub- Total (A) (1)</b>	-	10000	10000	100	-	10000	10000	100	-
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding</b>	-	10000	10000	100	-	10000	10000	100	-

<b>of Promoter (A) = (A) (1) + (A) (2)</b>										
<b>B. Public Shareholding</b>										
1. Institutions										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-	-
<b>2. Non- Institutions</b>										
a) Bodies Corp.										
i) Indian	-	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals										
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-	-

c) Others (specify)									
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Bodies Corporate	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts/HUF/Society	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	10000	10000	100		10000	10000	100	-

\*5000 Shares each are held by Mr. Satya Narayanan .R and Mr. Nikhil Mahajan, Director(s) of the Company in the capacity of nominee shareholder of CL Educate Limited.

## II. Shareholding of Promoter-

S.No	Shareholder's Name	Shareholding at the beginning of the year (01.04.2014)			Shareholding at the end of the year (31.03.2015)			Change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	CL Educate Limited*	10000	100	0.00	10000	100	0.00	-

\*5000 Shares each are held by Mr. Satya Narayanan .R and Mr. Nikhil Mahajan, Director(s) of the Company in the capacity of nominee shareholder of CL Educate Limited.

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

S. No.	Particulars	Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (31.03.2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year 01.04.2014				

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	There is no change in the shareholding of Promoter during the FY 2014-15.
2	At the end of the year 31.03.2015	

IV. Shareholding Pattern of top ten Shareholders:

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

S. No.	Name	Shareholding		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-2015)	
		No. of shares at the beginning 01.04.14/End of the year 31.03.15	% of total shares of the Company				No. of Shares	% of total Shares
1	CL Educate Limited	10000	100	-	-	-	10000	100

Note: 5000 shares are held by Mr. Satya Narayanan. R and Mr. Nikhil Mahajan respectively as a nominee shareholder of CL Educate Limited

V. Shareholding of Directors and Key Managerial Personnel:

S No.	Name of the Director/ Key Managerial Personnel	Shareholding		Date	Increase/ Decrease In share holding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-2015)	
		No. of shares at the beginning 01.04.14/End of the year 31.03.15	% of total shares of the Company				No. of Shares	% of total Shares
1	Mr. Satya Narayanan .R	-	-	-	-	-	-	-
2	Mr. Gautam Puri	-	-	-	-	-	-	-
3	Mr. Shiva Kr. Ramachandran	-	-	-	-	-	-	-
4	Mr. Nikhil Mahajan	-	-	-	-	-	-	-

Note: 5000 shares are held by Mr. Satya Narayanan. R and Mr. Nikhil Mahajan respectively as a nominee shareholder of CL Educate Limited.

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

S. No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
1	Indebtedness at the beginning of the financial year (01.04.2014)				
	i) Principal Amount	24739592	8091000	-	32830592
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	4231876	-	4231876

	<b>Total (i+ii+iii)</b>	24739592	12322876	-	37062468
	<b>Change in Indebtedness during the financial year</b>				-
	<b>* Addition</b>	-	31646931	-	31646931
	<b>* Reduction</b>	24739592	-	-	24739592
	<b>Net Change</b>	(24739592)	31646931	-	6907339
<b>2</b>	<b>Indebtedness at the end of the financial year (31.03.2015)</b>			-	
	<b>i) Principal Amount</b>	-	38572827	-	38572827
	<b>ii) Interest due but not paid</b>	-	-	-	-
	<b>iii) Interest accrued but not due</b>	-	5396980	-	5396980
	<b>Total (i+ii+iii)</b>	-	43969807	-	43969807

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

No remuneration was paid to any Director of the Company during the FY 2014-15.

S. No.	Particulars of Remuneration	Name of MD/WT/ Manager			Total Amount
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			N/A	
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit - others, specify...				
5	Others				
	Total (A)				
	Ceiling as per the Act				

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

There was no Independent Director on the Board of the Company at any point of time during 2014-15, hence this section is not applicable on the Company.

(Rs, in Lakhs)

SN.	Particulars of Remuneration			Total Amount

1	<b>Independent Directors</b>		
	<b>Fee for attending board meetings</b>		
	<b>Commission</b>		
	<b>Others, please specify</b>		
	<b>Total (1)</b>		
2	<b>Other Non-Executive Directors</b>		
	<b>Fee for attending board meetings</b>	N/A	
	<b>Commission</b>		
	<b>Others, please specify</b>		
	<b>Total (2)</b>		
	<b>Total (B)=(1+2)</b>		
	<b>Total Managerial Remuneration (A+B)</b>		
	<b>Overall Ceiling as per the Act</b>		

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:**

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

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

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
<b>Penalty</b>					
<b>Punishment</b>					

NIL



Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

## **Annexure III**

# **CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY**

**CL MEDIA PRIVATE LIMITED**  
**CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR) POLICY:**



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.

**A. CSR Vision:**

To accomplish passionate commitment to the social obligation towards social, financial and educational upliftment of people belonging to economically weaker sections of the society.

**B. Constitution of CSR Committee:**

Pursuant to Section 135 (1) of the Companies Act, 2013, and the Companies (Corporate Social Responsibility Policy) Rules, 2014, both of which came into force on 1st day of April 2014, every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

In compliance with the above provisions, the Corporate Social Responsibility (CSR) Committee of the Company was constituted on 29<sup>th</sup> April, 2014, to comprise of:

1. Mr. Satya Narayanan .R, Chairman,
2. Mr. Gautam Puri, Member, and
3. Mr. Nikhil Mahajan, Member

**C. Duties and responsibilities of the CSR Committee:**

The Corporate Social Responsibility Committee shall:

- (i) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII;
- (ii) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- (iii) monitor the Corporate Social Responsibility Policy of the company from time to time.
- (iv) The CSR Committee shall monitor the implementation of the CSR Policy and CSR Plan. For this purpose, the CSR Committee shall meet at such intervals, as it may deem necessary.
- (v) In discharge of CSR functions of the Company, the CSR Committee shall be directly responsible to the Board for any act that may be required to be done by the CSR Committee in furtherance of its statutory obligations, or as required by the Board.

**D. Duties and responsibilities of the Board of Directors:**

The Board of Directors of the Company shall:

- (i) after taking into account the recommendations made by the CSR Committee, approve the CSR Policy for the Company and disclose the contents of such policy in its Board Report and also place it on the Company's website.
- (ii) ensure that the activities as are included in CSR Policy of the Company are undertaken by the Company.

(iii) ensure that the Company spends, in every financial year, at least 2% of the average net profits of the Company made during the three immediately preceding financial years in pursuance of its CSR Policy.

The Board shall include in its Report the annual report on CSR Projects as per the format prescribed from time to time.

**E. Key Areas of Corporate Social Responsibility:**

The Company is eligible to undertake any of the following suitable/rightful activity as specified in Schedule VII to the Act amended from time to time:

- (i) eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water;
- (ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- (iii) promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- (iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining quality of soil, air and water;
- (v) protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts;
- (vi) measures for the benefit of armed forces veterans, war widows and their dependents;
- (vii) training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;
- (viii) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- (ix) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government
- (x) rural development projects.
- (xi) slum area development."

**F. Identification of CSR Projects:**

- (i). CSR Projects need to be identified and planned for approval of the CSR Committee, with estimated expenditure and phase wise implementation schedules.
- (ii). The Company shall ensure that in identifying its CSR Projects, preference shall be given to the local area and areas around which the Company (including its Units) operates. However, this shall not bar the Company from pursuing its CSR objects in other areas.
- (iii). As a cardinal principle, the CSR Projects shall be identified on the basis of a detailed assessment survey.

(iv). The CSR Committee may engage external professionals/firms/agencies if required for the purpose of identification of CSR Projects.

#### **G. Implementation of CSR Projects**

(i). The Company may itself undertake the CSR activities, as per its CSR Policy, as projects, or programs, or activities (either new or outgoing);

(ii). The Board of the Company may decide to undertake its CSR activities, approved by the CSR Committee, through a Registered Trust, or a Registered Society, or a Company established by the Company, or its Holding or subsidiary or associate company under Section 8 of the Act, or otherwise;

(iii). The Company may also collaborate with other companies, including its Group Companies, for undertaking projects or programs or CSR activities in such a manner that the CSR Committees of respective Companies are in a position to report separately on such projects or programs in accordance with the CSR Rules.

(iv). The CSR Committee may engage external professionals/firms/agencies if required, for the purpose of implementation of its CSR Projects.

(v). The Company may implement the identified CSR Projects through Agencies, subject to the condition that:

(a) The activities pursued by the Agency are covered within the scope and ambit of Schedule VII to the Act;

(b) The Agency has an established track record of at least three years in undertaking similar programs or projects;

Provided that such expenditure shall not exceed 5% of the total CSR expenditure of the Company in one Financial Year, and the Company shall specify the Project to be undertaken through the Agency, the modalities of utilization of funds on such Projects and the monitoring and reporting mechanism.

(vi). The Company may collaborate with other companies, including its holding and subsidiary Companies and Group Companies if required, for fulfilling its CSR objects through the Implementing Agency, provided that the CSR Committees of respective companies are in a position to monitor separately such Projects.

#### **H. Monitoring Mechanism:**

The CSR Committee will review and monitor the progress of CSR Project periodically and report to the Board at regular interval.

#### **I. Fund allocation and Others:**

##### **CSR Funds**

The corpus for the purpose of carrying on the aforesaid activities would include the followings:

(i) 2% of the average Net Profits of the Company made during the three immediately preceding Financial Years (calculated in accordance with the provisions of Section 198, excluding any profit arising from any overseas branch or branches of the Company, whether operated as a separate Company or otherwise)

(ii) any income arising there from.

(iii) surplus arising out of CSR activities carried out by the company and such surplus shall not form a part of business profit of the company.

##### **CSR Expenditure**

CSR Expenditure shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of its CSR Committee, but will not include any expenditure on an item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Act.

**Others**

(i) The CSR Committee shall ensure that major portion of the CSR expenditure in the Annual Plan shall be for the Projects as per CSR objectives. However, there shall not be any preference given to any particular projects for budgetary allocation and it shall be made purely as per the identified CSR Projects on need basis.

(ii) The Chairman of the Company is authorized to decide the Projects to be implemented as approved by the CSR Committee.

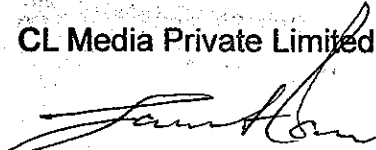
**J. Review Periodicity and amendment:**

(i) CSR Policy may be revised/modified/amended by the CSR Committee as it may deem fit.

(ii) The CSR Committee shall review the Policy every two years unless such revision is necessitated earlier.

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CL Media Private Limited

  
Director

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Director