

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE AND SERVICES LIMITED**  
**ANNUAL REPORT FOR THE FINANCIAL YEAR 2017-2018**

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi - 110044. **Tel:** +91-11-41281100 / 0800, **Fax:** +91-11-41281110, **Website:** [www.cleis.in](http://www.cleis.in)

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

**CIN No.** U70101DL2005PLC137699

**THE BOARD OF DIRECTORS (As on July 06, 2018)**

<b>Mr. Satya Narayanan .R</b>	<b>: Director</b>
<b>Mr. Gautam Puri</b>	<b>: Director</b>
<b>Mr. Sujit Bhattacharyya</b>	<b>: Director</b>
<b>Mr. R. Shiva Kumar</b>	<b>: Director</b>
<b>Mr. Sreenivasan .R</b>	<b>: Director</b>

**COMPANY SECRETARY** : Mr. Gopal Bageria

**STATUTOTY AUDITORS** : M/s Haribhakti & Co., LLP,  
**(Financial Year 2017-18)** Chartered Accountants

**REGISTERED OFFICE** : R-90, Greater Kailash Part-1, New Delhi –  
110048

**CORPORATE OFFICE** : A-41, Espire Building, Lower Ground Floor,  
Mohan Co-operative Industrial Area, Main  
Mathura Road, New Delhi -110 044

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road,  
New Delhi - 110044. **Tel:** +91-11-41281100 / 0800, **Fax:** +91-11-4128110, **Website:** [www.cleis.in](http://www.cleis.in)

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

**CIN No.** U70101DL2005PLC137699

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE AND SERVICES LIMITED**

CIN: U70101DL2005PLC137699

Registered Office: R-90, Greater Kailash, Part-I, New Delhi – 11 00 48

Tel.: 011-4128 1100, Fax: 011-4128 1101, E-mail: [rachna@careerlauncher.com](mailto:rachna@careerlauncher.com)**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 13<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF CAREER LAUNCHER EDUCATION INFRASTRUCTURE AND SERVICES LIMITED WILL BE HELD ON WEDNESDAY, AUGUST 08, 2018 AT 10:00 A.M. AT A-41, ESPIRE BUILDING, LOWER GROUND FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL AREA, MAIN MATHURA ROAD, NEW DELHI - 110044, TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESS:****1. Adoption of Annual Financial Statements for the Financial Year ended March 31, 2018;**

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, along with the reports of the Board of Directors and Statutory Auditors thereon;

**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 is 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. Sujit Bhattacharyya (DIN: 00033613), 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 is hereby accorded to the re-appointment of Mr. Sujit Bhattacharyya (DIN: 00033613), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.”

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road,

New Delhi - 110044. Tel: +91-11-41281100 / 0800, Fax: +91-11-41281110, Website: [www.cleis.in](http://www.cleis.in)

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

CIN No. U70101DL2005PLC137699

4. **Appointment of M/s Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. – 103523W), as the Statutory Auditors of the Company for a period of 5 years -**

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

**“RESOLVED** that pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force) M/s Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. – 103523W), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 (Five) years, i.e. from Financial Year 2018-19 to Financial Year 2022-23 (till the conclusion of the 18<sup>th</sup> Annual General Meeting to be held in year 2023), at such remuneration and reimbursement of out of pocket expenses as may be agreed upon between the Auditors and the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the members of the Board, be and are hereby severally or jointly authorized to take such steps as may be necessary, and generally to do all such acts, deeds and things that may be considered necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**SPECIAL BUSINESS:**

5. **Approval to the shifting of Registered Office of the Company from the “National Capital Territory (NCT) of Delhi” to the “State of Haryana” and consequential amendment in the Memorandum of Association of the Company;**

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

**“RESOLVED THAT** pursuant to the provisions of Section 12 and Section 13 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the approval of the Hon’ble Regional Director, Northern Region, New Delhi or any other Government Authority in this regard and subject to such permissions, sanctions or approvals as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the Members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the “National Capital Territory (NCT) of Delhi” to the “State of Haryana” and substitute the Clause-II of the Memorandum of Association of the Company by the following clause:

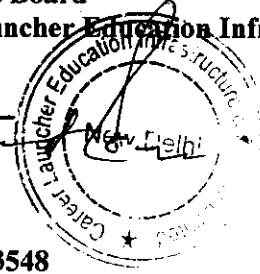
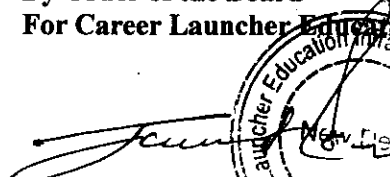
II. The Registered office of the Company will be situated in the State of Haryana.

**RESOLVED FURTHER THAT** on obtaining the confirmation from Regional Director, Northern Region, the Registered Office of the Company shall be shifted from “R-90, Greater Kailash Part-1, New Delhi – 110048” to “Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003”.

**RESOLVED FURTHER THAT** upon receipt of the order of the Hon’ble Regional Director, Northern Region, New Delhi approving the alteration, filing of certified copy of such order with the Registrar of Companies, Delhi & Haryana and issue of fresh certificate by Registrar of Companies, NCT of Delhi and Haryana, indicating the alteration, the Registered Office of the Company be shifted from “National Capital Territory (NCT) of Delhi” to the “State of Haryana”.

**RESOLVED FURTHER THAT** the members of the Board, be and are hereby severally or jointly authorized to take such steps as may be necessary, and generally to do all such acts, deeds and things that may be considered necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**By Order of the Board  
For Career Launcher Education Infrastructure and Services Limited**



**Gautam Puri**  
**Director**  
**DIN No. : 00033548**

**Date: July 06, 2018**  
**Place: New Delhi**

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

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi - 110044. **Tel:** +91-11-41281100 / 0800. **Fax:** +91-11-41281110. **Website:** [www.cleis.in](http://www.cleis.in)



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

**CIN No.** U70101DL2005PLC137699

**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 Career Launcher Education Infrastructure and Services Limited



**Gautam Puri**  
Director  
DIN No. : 00033548

**Date: July 06, 2018**  
**Place: New Delhi**

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

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi - 110044. **Tel:** +91-11-41281100 / 0800. **Fax:** +91-11-4128110, **Website:** [www.cleis.in](http://www.cleis.in)

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

**CIN No.** U70101DL2005PLC137699

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES TO BE TRANSACTED AT THE MEETING, PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 5**

At present, the Company's Registered Office is situated at the "National Capital Territory (NCT) of Delhi". For operational and administrative convenience, the management is contemplating a change in the Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana".

The management is quite hopeful that the shifting of the Registered Office as aforesaid will be in the best interests of the Company, its shareholders and all other concerned stakeholders. The proposed shifting of the Registered office is not prejudicial to the interests of any party of the Company.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, the shifting of registered office of a company from one State to another and consequent alteration of the registered office clause of Memorandum of Association pertaining to the place of the registered office of the Company requires approval of shareholders by way of a Special Resolution. Further, the alteration of Memorandum of Association relating to the place of Registered Office from one State to another shall not have effect unless approved by the Central Government (Powers delegated to the Regional Director).


Approval of the shareholders is, therefore, sought for shifting of Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana" and consequential amendment to Memorandum of Association of the Company.

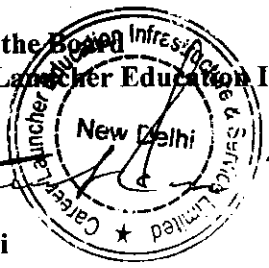
The Board of Directors of your Company, therefore, recommends the Resolution to be passed as a Special Resolution by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives are, in any way, concerned or interested, whether financially or otherwise, in passing the Proposed Resolution (Item No. 5) of the Notice.

Copies of all the documents mentioned herein above, if any, 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 Career Launcher Education Infrastructure and Services Limited

  
**Gautam Puri**  
Director  
DIN No. : 00033548



**Date: July 06, 2018**  
**Place: New Delhi**

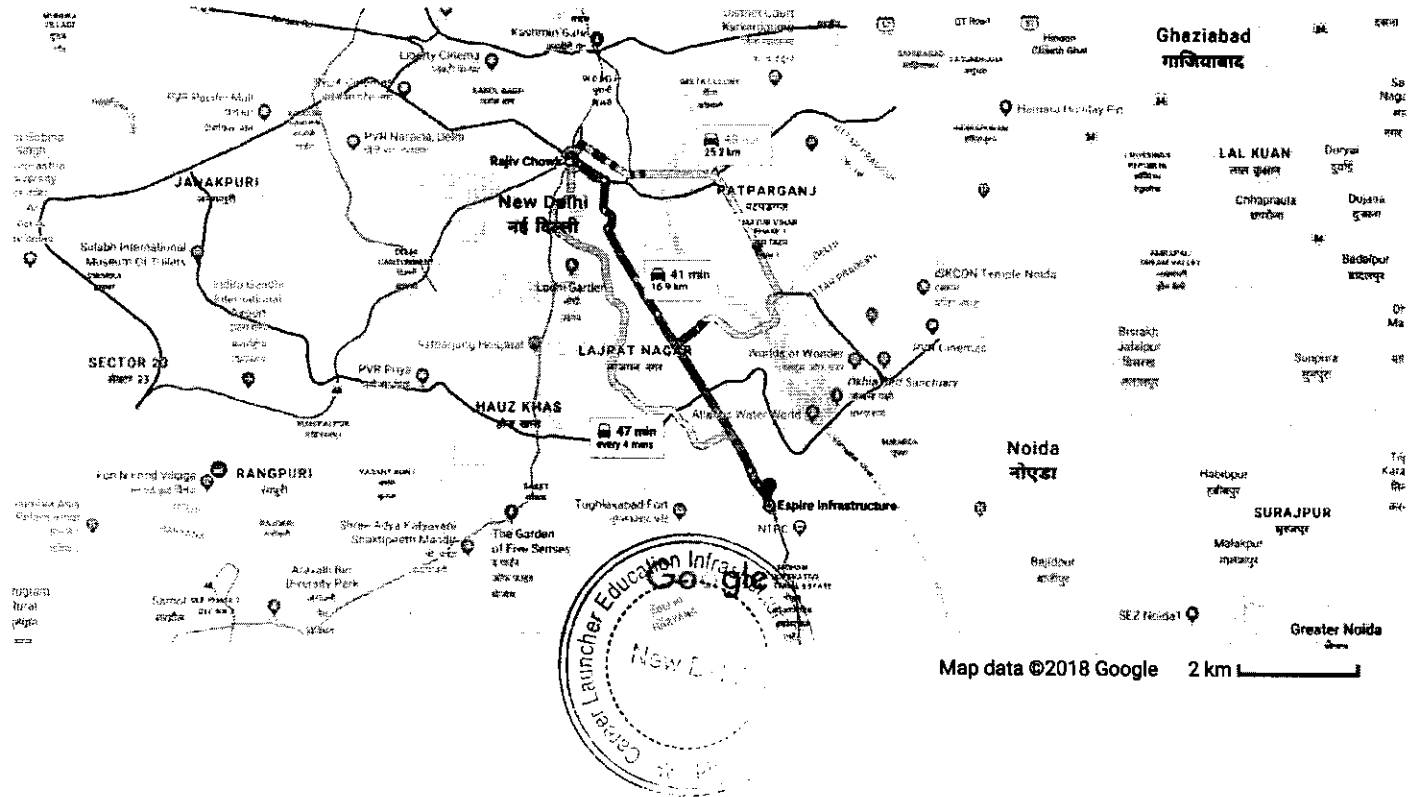
**Address: R-90, Greater Kailash,  
Part-I, New Delhi - 110 048**

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi - 110044. Tel: +91-11-41281100 / 0800. Fax: +91-11-41281110, Website: www.cleis.in  
**Registered Office:** R-90, Frist Floor, Greater Kailash, Part 1, New Delhi - 110048.  
CIN No. U70101DL2005PLC137699

Google Maps

Route Map from Rajiv Chowk to AGM Venue 'A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Ind. Area, Main Mathura Road New Delhi 110044'





## **CAREER LAUNCHER EDUCATION INFRASTRUCTURE AND SERVICES LIMITED**

### **BOARD'S REPORT 2018**

Your Directors are pleased to present their report on the business and operations of the Company for the financial year ended March 31, 2018.

#### **1. FINANCIAL HIGHLIGHTS**

<b>Particulars</b>	<b>(Rs. in Lacs)</b>	
	<b>March 31, 2018</b>	<b>March 31, 2017</b>
Total Revenue	138.72	130.74
Total expenditure	274.54	152.74
Profit / Loss from Continuing Operations before tax	(135.82)	(22.00)
Tax expense of Continuing operations	13.16	8.43
Profit / Loss from Continuing Operations after tax	(148.98)	(30.43)
Profit / Loss From discontinued Operations before Tax	12.81	610.36
Tax expense of Discontinued operations	-	157.93
Profit /loss for the financial year from discontinuing operations	12.81	452.43
Profit / Loss for the financial year from Continuing & Discontinuing Operations	(136.17)	422.00
Profits brought forward from previous year	853.13	431.13
Deficit/ Surplus carried to Balance sheet	716.96	853.13

During the financial year under review, your Company earned total revenue of Rs. 138.72 Lacs as against Rs. 130.74 Lacs earned during financial year 2016-17, registering an increase of 6.10%.

The expenditures of the Company have increased by 79.74% from a total expenditure of Rs. 152.74 Lacs during financial year 2016-17 to Rs. 274.54 Lacs during financial year 2017-18.

The Company suffered a Net loss after Tax of Rs. 136.17 Lacs in financial year 2017-18 against net profit of Rs. 422.00 Lacs during financial year 2016-17.

#### **2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK**

Your Company was engaged in the business of providing educational services for K-12 schools including brand licensing and providing education soft skills under the brand Indus World School.

Pursuant to the Business transfer agreement dated March 16, 2017 ("CLEIS Business Transfer Agreement") and its amendment dated July 18, 2017 executed by the Company with B&S Strategy Services Private Limited ("B&S or Eduvisors") and with CL Educate Limited as a confirming party, the business of running and operating pre-schools and providing schools management services carried on by the Company was sold on slump sale basis for a total consideration of Rs. 4650.00 Lacs of which Rs. 200.00 Lacs was paid in cash, Rs. 4050.00 Lacs by way of share swap and balance Rs. 400.00 Lacs to be received as cash by March 31, 2018 which is receivables as of date.

#### **3. SUBSIDIARIES, JOINT VENTURES & ASSOCIATES**

Your Company has only one wholly owned subsidiary, Career Launcher Infrastructure Private Limited (CLIP), which was incorporated in the year 2008. CLIP was engaged in the business of providing infrastructure facilities for K-12 schools operating under the brand Indus World School.

#### **CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road,

New Delhi - 110044. Tel: +91-11-41281100 / 0800. Fax: +91-11-41281110. Website: www.cleis.in

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

CIN No. U70101DL2005PLC137699

During the financial year under review, CLIP executed a Business transfer agreement dated March 16, 2017 ("CLIP Business Transfer Agreement") with CLEIS and I-Takecare Private Limited ("I-Takecare").

Your Company also has one associate company, B&S Strategy Services Private Limited, which was incorporated in the year 2009. B&S Strategy Services Private Limited is mainly engaged in the business of rendering consulting services in the education sector and managing schools.

There are no joint venture companies within the meaning of section 2(6) of the Companies Act, 2013 ("Act") as on March 31, 2018.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the Financial Statements of the Company's Subsidiaries' and Associates Company in Form AOC-1 is attached to the Financial Statements (attached to this report as **Annexure-I**).

The names of companies which have become subsidiaries or associate companies during the financial year are as follows:

S.No	Name of the Company	Date of becoming subsidiaries/associate	Subsidiaries/Associate
1	B & S Strategic Services Private Limited	August 01, 2017	Associate

#### **4. DIVIDEND**

Your Directors do not recommend any Dividend for the Financial Year 2017-18.

#### **5. CAPITAL STRUCTURE**

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

#### **6. MATERIAL CHANGES**

The following Material Change has occurred between the end of the Financial Year (March 31, 2018) and the date of the report (July 06, 2018).

Pursuant to the provisions of Section 12 and Section 13 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment for the time being in force) read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the approval of members of the Company by a Special Resolution and approval of the Hon'ble Regional Director, Northern Region, New Delhi or any other Government Authority in this regard and subject to such permissions, sanctions or approvals as may be required under the provisions of the said Act or under any other law for the time being in force, the Board has provided its approval for shifting of the Registered Office from the "National Capital Territory of Delhi" to the "State of Haryana" and substitute the Clause-II of the Memorandum of Association of the Company by the following clause:

**II. The Registered office of the Company will be situated in the State of Haryana.**

On obtaining the confirmation from Regional Director, Northern Region, the Registered Office of the Company shall be shifted from "R-90, Greater Kailash Part-I, New Delhi – 110048" to "Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003".

#### **CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road,

New Delhi - 110044. **Tel:** +91-11-41281100 / 0800. **Fax:** +91-11-41281110. **Website:** www.cleis.in

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

**CIN No.** U70101DL2005PLC137699

**7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

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

**8. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All transactions entered by the Company with Related Parties during the Financial Year 2017-18 as defined under section 2 (76) of the Companies Act, 2013 read with the Companies (Specification of Definitions Details) Rules, 2014 were in the Ordinary Course of Business and at Arm's Length pricing basis and in accordance with the provisions of the Companies Act, 2013. The Board of Directors were 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 Notes 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 in respect of the particulars of contracts or arrangements with related parties under section 188 in prescribed form AOC-2 is annexed as **Annexure-II** to this report.

**9. AMOUNT PROPOSED TO BE CARRIED TO ANY RESERVES**

The Company did not transfer any amount to reserves during the Financial Year 2017-18.

**10. EXTRACT OF THE ANNUAL RETURN**

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

**11. DISCLOSURE OF ENERGY CONVERSATION, 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.

**12. 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.

### **13. PARTICULARS OF EMPLOYEES**

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) Amendment Rules, 2016, the names of the top ten employees in terms of remuneration drawn, as on March 31, 2018, along with the relevant information thereon is given in **Annexure IV**.

Further, during the financial year 2017-18, 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 lacs 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 lacs 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 holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

### **14. DIRECTORS/ MANAGERS/ SECRETARY**

During the Financial Year 2017-18, following changes occurred in the composition of the Board of Directors:

Mr. Safir Anand (DIN: 02117658), Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from February 07, 2018.

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

Mr. Gautam Puri and Mr. Sujit Bhattacharyya, Director(s), been longest in office retire by rotation at the forthcoming Annual General Meeting (2018) and being eligible offer themselves for re-appointment.

As per the disclosures filed by the Directors of the Company, none of the Directors have attracted any of the Disqualifications as mentioned in Section 164 of Companies Act 2013.

### **15. AUDITORS**

At the meeting held on July 29, 2014, the Board of Directors of the Company had approved of the appointment of M/s. Haribhakti & Co., LLP, Chartered Accountants., for an initial term of 4 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 4 years (i.e. from 09<sup>th</sup> AGM to 13<sup>th</sup> AGM). The existing term of the Statutory Auditor is upto the 13<sup>th</sup> AGM, i.e. the ensuing AGM.

Accordingly, the Board of Directors of the Company at its meeting held on July 06, 2018, has recommended the re-appointment of M/s. Haribhakti & Co, LLP, Chartered Accountants, (Firm Registration No. – 103523W), as the Statutory Auditors of the Company for a further period of 5 years, i.e for the financial year 2018-19 till financial year 2022-23, subject to the approval of the shareholders of the Company at the ensuing AGM, by way of an ordinary resolution.

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

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 approve the re-appointment of M/s. Haribhakti & Co., LLP, Chartered Accountants, as Statutory Auditors of the Company as well as to authorize the Board to fix the Auditor's remuneration.

In this connection, the attention of the members is invited to item no.4 of the Notice convening the Annual General Meeting 2018.

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

#### **16. AUDITOR'S REPORT 2018**

Your Directors' explanations regarding the reservations/ views/qualifications etc. of the auditors expressed in the Clauses of the Auditors/CARO Report 2018 are:

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

The Company has granted unsecured loans to parties covered in the register maintained under Section 189 of the Act.

- a. According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of loans granted by the Company to 2 parties covered in the register maintained under Section 189 of the Act, (total loan amount granted during the year Rs. 1,402,524 and balance outstanding as at balance sheet date Rs. 160,503,106) are prejudicial to the Company's interest on account of the fact that the Company is not charging any interest on such loans.

##### **(b). Clause No. (iv) of the Annexure to Independent Auditors' Report**

Based on to the information and explanation given to us in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of Section 185 and 186 of the Act, except for the details given below:

<b>Nature of non-compliance</b>	<b>Name of Company/party</b>	<b>Amount Involved</b>	<b>Balance as at March 31, 2018</b>	<b>Remarks</b>
Loan given at rate of interest lower than prescribed	Career Launcher Infrastructure Private Limited	1,402,524	Rs. 84,802,425	Interest free loan
	Career Launcher Education Foundation	Nil	Rs. 75,700,681	Interest free loan

#### **CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road,

New Delhi - 110044. **Tel:** +91-11-41281100 / 0800, **Fax:** +91-11-41281110, **Website:** www.cleis.in

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

**CIN No.** U70101DL2005PLC137699

**Managements' response:**

Career Launcher Infrastructure Private Limited (one party), is the Wholly Owned Subsidiary Company, hence not charging interest on loans granted to it will not impact the overall viability of the Company.

And in view of no business operations of CLEF, the loan amount has remained dormant during the Financial Year 2017-18 and, the payment of the outstanding loan amount by March 2020 is guaranteed by Bilakes Consulting Private Limited.

**17. 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**

Your Company has not paid any remuneration and/or commission to its Directors during the financial year ended March 31, 2018.

- Number of Board Meetings held during the financial year 2017-18, with dates are as under:**

S. No.	Date	Board Strength	No. of Directors Present
1	May 17, 2017	6	6
2	May 29, 2017	6	6
3	July 24, 2017	6	6
4	August 24, 2017	6	6
5	November 21, 2017	6	5
6	February 02, 2018	6	5

- Attendance at Board Meetings held during the financial year 2017-18:**

Board	Board
Meetings held	6
Directors' Attendance	
Mr. Gautam Puri	6
Mr. Satya Narayanan .R	6
Mr. Sujit Bhattacharyya	6
Mr. R. Shiva Kumar	6
Mr. Sreenivasan .R	6
Mr. Safir Anand*	4

*\*Mr. Safir Anand, Non-Executive Independent Director of the Company has resigned from the Board of the Company on and with effect from February 07, 2018.*

The Company was not required to constitute any committee of the Board pursuant to the provisions of Companies Act 2013.

**18. CORPORATE SOCIAL RESPONSIBILITY**

The said provisions are yet not applicable upon the Company.

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road,

New Delhi - 110044. **Tel:** +91-11-41281100 / 0800. **Fax:** +91-11-41281110. **Website:** www.cleis.in

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

**CIN No.** U70101DL2005PLC137699

**19. 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.

**20. WHISTLE BLOWER/VIGILANCE POLICY**

Section 177 of the Companies Act, 2013 is not applicable to your Company and hence Vigil mechanism is not required to be established.

**21. DISCLOSURES**

- a) No Bonus Shares were declared for the current financial year.
- 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.
- i) Your company did not come across any complaint by any employee during the financial year under review under *Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013*.

**22. 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 March 31, 2018 and of the Loss of the Company for the financial 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.

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road,

New Delhi - 110044. **Tel:** +91-11-41281100 / 0800. **Fax:** +91-11-41281110, **Website:** www.cleis.in

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

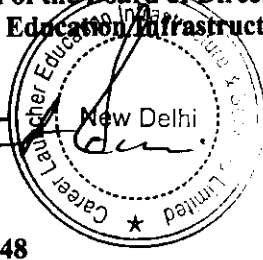

CIN No. U70101DL2005PLC137699

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

### **23. 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.

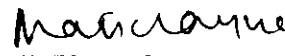
**For and on behalf of the Board of Directors  
Career Launcher Education Infrastructure and Services Limited**



**Gautam Puri**  
Director  
DIN No. : 00033548

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

**Date: July 06, 2018  
Place: New Delhi**



**Sujit Bhattacharyya**  
Director  
DIN No. : 00033613

**Address: F-501, Prateek Stylome,  
Sector-45, Noida-201303**

#### **CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi - 110044. Tel: +91-11-41281100 / 0800. Fax: +91-11-41281110. Website: [www.cleis.in](http://www.cleis.in)

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

CIN No. U70101DL2005PLC137699



**Annexure-I**
**Form AOC- 1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures**

**PART "A": Subsidiaries**
**(Rs. in Lacs)**

S. No.	Particulars	Details
1	Name of the Subsidiary	Career Launcher Infrastructure Private Limited
2	Financial Period Ended	March 31, 2018
3	Reporting Currency and Exchange Rate	INR
4	Share Capital (Nos. of Equity & Preference shares) (In Number)	248,468- Total Number of shares 98,468- Equity shares 150,000- Preference shares
5	Reserves & Surplus	1,907.96
6	Total Assets	4,230.34
7	Total Liabilities	4,230.34
8	Investments	-
9	Total Revenue	81.83
10	Profit / (Loss) Before Taxation (PBT)	27.08
11	Provisions for Taxation	-
12	Profit/Loss from Discontinued operations	2.47
13	Tax expense of Discontinued operations	-
14	Profit for the financial year from discontinuing operations	2.47
15	Profit / (Loss) After Taxation (PAT)	29.55
16	Dividend	Nil
17	% of share Holding	100%

**Notes:**

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

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi - 110044. **Tel:** +91-11-41281100 / 0800, **Fax:** +91-11-41281110, **Website:** www.cleis.in

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

CIN No. U70101DL2005PLC137699

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

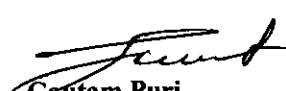
(Rs. in Lacs)

<b>Name of the Associates/Joint Ventures</b>	B&S Strategy Services Private Limited
<b>1. Latest audited Balance Sheet Date</b>	March 31, 2018
<b>2. Shares of Associate / Joint Ventures held by the Company on the financial year end</b>	March 31, 2018
<b>No.</b>	8541 Equity Shares
<b>Amount of Investment in Associate/Joint Venture</b>	45,96.21
<b>Extend of Holding %</b>	43.40%
<b>3. Description of how there is significant influence</b>	The Company holds 43.40% of the voting rights in B&S Strategy Services Private Limited ("B&S or Eduvisors") and pursuant to Shareholders Agreement dated March 16,2017, the Company had representation on the Board of B&S and participaton in all significant financial and operating decisions.
<b>4. Reason why the associate/joint Venture is not consolidated</b>	Consolidation of associates has been carried out as per IndAS 110
<b>5. Net worth attributable to Shareholding as per latest audited Balance Sheet</b>	21,20.62
<b>6. Profit / Loss for the financial year</b>	16.90 Loss for the financial year 13.81 Profit after the date of acquisition 6.00 Company's share in the profit
<b>i. Considered in Consolidation</b>	Yes
<b>ii. Not Considered in Consolidation</b>	NA


**Notes:**


- Names of associates or joint ventures which are yet to commence operations: None
- Names of associates or joint ventures which have been liquidated or sold during the financial year: None

**For and on behalf of the Board of Directors**  
**Career Launcher Education Infrastructure and Services Limited**

  
**Gautam Puri**  
**Director**  
**DIN No. : 00033548**

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

  
**Gopal Bageria**  
**Company Secretary**  
**ICSI Membership No.: A38899**

  
**Sujit Bhattacharyya**  
**Director**  
**DIN No. : 00033613**

**Address: F-501, Prateek Stylome, Sector-45, Noida-201303**

**Date: May 23, 2018**  
**Place: New Delhi**

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road,

New Delhi - 110044. Tel: +91-11-41281100 / 0800, Fax: +91-11-41281110, Website: www.cleis.in

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

CIN No. U70101DL2005PLC137699

**Annexure-II**

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

**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies**  
**(Accounts) Rules, 2014.**

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

- Details of contracts or arrangements or 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, 2018, which were not at arm's length basis.
- Details of contracts or arrangements or transactions at Arm's length basis.-** The details of material contracts or arrangements or transactions at arm's length basis for the financial year ended March 31, 2018 are as follows:-


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 31.03.2018
Career Launcher Education Infrastructure and Services Limited (CLEIS) & CL Educate Limited, 100% Holding company	Cost Sharing for shared infrastructure and various common administrative expenses by CLEIS	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 2017-18.	The infrastructure at Corporate office is co- shared with CLEIS and since is owned by CL it was agreed that CLEIS will pay an amount proportionate to the usage by it. It includes the operating running and electricity cost for an area of approximately 1650 Sqft including some manpower cost allocation	29.05.2017	Nil	NIL
Career Launcher Infrastructure Private Limited	Leasing out of infrastructure facilities for Indus World Schools.		CLIP has given infrastructure to Nalanda Foundation for running the	29.05.2017	Nil	Rs. 282 Lacs

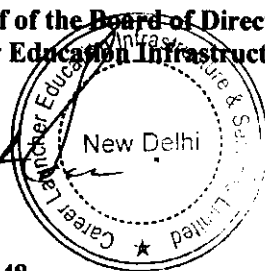
**CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

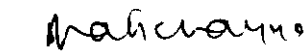
**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi - 110044. Tel: +91-11-41281100 / 0800, Fax: +91-11-41281110, Website: www.cleis.in  
**Registered Office:** R-90, Frist Floor, Greater Kailash, Part 1, New Delhi - 110048.  
CIN No. U70101DL2005PLC137699

(CLIP), wholly owned subsidiary & Nalanda Foundation			schools. In return NF pays a certain % of revenue to CLIP and this % is almost similar or in range to what NF pays to outside infrastructure providers. Additionally NF pays CLIP interest at 5 BP higher than the rate CLIP has borrowed money from lenders for amounts outstanding.			
--	--	--	---	--	--	--

For and on behalf of the Board of Directors  
Career Launcher Education Infrastructure and Services Limited

  
Gautam Puri  
Director  
DIN No. : 00033548



  
Sujit Bhattacharyya  
Director  
DIN No. : 00033613

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

Address: F-501, Prateek Stylome,  
Sector-45, Noida-201303

Date: July 06, 2018  
Place: New Delhi

# **CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi - 110044. **Tel:** +91-11-41281100 / 0800. **Fax:** +91-11-4128110. **Website:** www.cleis.in  
**Registered Office:** R-90, First Floor, Greater Kailash, Part 1, New Delhi - 110048.  
CIN No. U70101DL2005PLC137699

**Annexure III**
**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**
**As on the financial year ended on March 31, 2018**
**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	U70101DL2005PLC137699
2.	Registration Date	June 16, 2005
3.	Name of the Company	Career Launcher Education Infrastructure and Services Limited
4.	Category/Sub-category of the Company	Unlisted Public Limited Company / Limited by Shares (Wholly owned subsidiary of a Public Listed Company)
5.	Address of the Registered office & contact details	R-90, 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.	Not Applicable

**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
	None	None	None

\*As per National Industrial Classification 2008

**III. PARTICULARS OF HOLDING /SUBSIDIARY AND ASSOCIATE COMPANIES (as on March 31, 2018)**

S.No	Name and Address of the Company	CIN/GLN	Holding /Subsidiary/ Associate	% of shares held	Applicable Section
1	CL Educate Limited (CL)	L74899DL1996PLC078481	Holding	100%(through its nominees)*	2(46)
2	Career Launcher Infrastructure Private Limited (CLIP)	U45200DL2008PTC174240	Subsidiary	100%(through its nominees)**	2(87)(ii)

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road,

New Delhi - 110044. Tel: +91-11-41281100 / 0800. Fax: +91-11-4128110. Website: www.cleis.in

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

CIN No. U70101DL2005PLC137699

3	B&S Strategy Services Private Limited	U80904HR2009PTC038966	Associate	43.40%	2(6)
---	---------------------------------------	-----------------------	-----------	--------	------

*\*(1) one equity share of the CLEIS each is held by Mr. Satya Narayanan .R, Mr. Gautam Puri, Mr. Sujit Bhattacharyya, Mr .R. Shiva Kumar, Mr. Sreenivasan .R and Mr. Nikhil Mahajan, as nominee, for and on behalf of CL Educate Limited.*

*\*\* Mr. Satya Narayanan .R, holds (5000) five thousand equity shares of CLIP as a nominee, for and on behalf of CLEIS.*

#### 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 financial year [As on March 31, 2017]				No. of Shares held at the end of the financial year [As on March 31, 2018]				% Change during the financial year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual* / HUF	-	6	6	0.00	-	6	6	0.00	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	9447600	9447600	100.00	-	9447600	9447600	100.00	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub- Total (A) (1)</b>	-	9447606	9447606	100.00	-	9447606	9447606	100.00	0.00
<b>(2) Foreign</b>	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter (A) = (A) (1) + (A) (2)</b>	-	9447606	9447606	100.00	-	9447606	9447606	100.00	0.00
<b>B. Public Shareholding</b>	-	-	-	-	-	-	-	-	-

#### CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road,

New Delhi - 110044. Tel: +91-11-41281100 / 0800, Fax: +91-11-41281110, Website: www.cleis.in

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

CIN No. U70101DL2005PLC137699

<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>9447606</b>	<b>9447606</b>	<b>100</b>	-	<b>9447606</b>	<b>9447606</b>	<b>100</b>	-

\*1 (one) equity share of the CLEIS each is held by Mr. Satya Narayanan .R, Mr. Gautam Puri, Mr. Sujit Bhattacharyya, Mr. R. Shiva Kumar, Mr. Sreenivasan .R and Mr. Nikhil Mahajan, as nominee, for and on behalf of CL Educate Limited.

## II. Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the financial year [As on March 31, 2017]			Shareholding at the end of the financial year [As on March 31, 2018]			Change in shareholding during the financial 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	9447600	100	-	9447600	100	-	-
2	Mr. Satya Narayanan .R	1*	0.00	-	1*	0.00	-	-
3	Mr. Gautam Puri	1*	0.00	-	1*	0.00	-	-
4	Mr. Sujit Bhattacharyya	1*	0.00	-	1*	0.00	-	-
5	Mr. R. Shiva Kumar	1*	0.00	-	1*	0.00	-	-
6	Mr. Sreenivasan .R	1*	0.00	-	1*	0.00	-	-
7	Mr. Nikhil Mahajan	1*	0.00	-	1*	0.00	-	-

\*1 (one) equity share of the CLEIS each is held by Mr. Satya Narayanan .R, Mr. Gautam Puri, Mr. Sujit Bhattacharyya, Mr. R. Shiva Kumar, Mr. Sreenivasan .R and Mr. Nikhil Mahajan, as nominee, for and on behalf of CL Educate Limited.

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

## IV. Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs): Not Applicable

## 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 financial year March 31, 2017 to March 31, 2018)	
		No. of shares at the beginning March 31, 2017/End of the financial year March 31, 2018	% of total shares of the Company				No. of Shares	% of total Shares

## CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road,

New Delhi - 110044. Tel: +91-11-41281100 / 0800. Fax: +91-11-41281110. Website: www.cleis.in

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

CIN No. U70101DL2005PLC137699

1	Mr. Satya Narayanan .R	1/1	0/0	-	-	-	1/1	0/0
2	Mr. Gautam Puri	1/1	0/0	-	-	-	1/1	0/0
3	Mr. R. Shiva Kumar	1/1	0/0	-	-	-	1/1	0/0
4	Mr. Sujit Bhattacharyya	1/1	0/0	-	-	-	1/1	0/0
5	Mr. Sreenivasan .R	1/1	0/0-	-	-	-	1/1	0/0

*\*1 (one) equity share of the CLEIS each is held by Mr. Satya Narayanan .R, Mr. Gautam Puri, Mr. Sujit Bhattacharyya, Mr. R. Shiva Kumar, Mr. Sreenivasan .R and Mr. Nikhil Mahajan, as nominee, for and on behalf of CL Educate Limited.*

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

(Rs. in Lacs)

S. No.	Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
1	Indebtedness at the beginning of the financial year (April 01, 2017)				
	i) Principal Amount	5.05	783.23		788.28
	ii) Interest due but not paid				
	iii) Interest accrued but not due	0.09	3.16		3.25
	Total (i+ii+iii)	5.14	786.39		791.53
	Change in Indebtedness during the financial year				
	* Addition	0.02	1589.37		1589.39
	* Reduction	(2.61)	(657.36)		(659.97)
	Net Change	(2.59)	932.01		929.42
2	Indebtedness at the end of the financial year (March 31, 2018)				
	i) Principal Amount	2.46	1715.24		1717.70
	ii) Interest due but not paid				
	iii) Interest accrued but not due	0.02	1.36		1.38
	Total (i+ii+iii)	2.48	1716.60		1719.08

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- A. Remuneration to Managing Director, Whole-time Directors and/or Manager: **Not Applicable**
- B. Remuneration to other directors : Nil
- C. Remuneration to key managerial personnel other than MD/Manager/WTD:

## CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED


**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi - 110044. Tel: +91-11-41281100 / 0800, Fax: +91-11-41281110, Website: [www.cleis.in](http://www.cleis.in)  
**Registered Office:** R-90, Frist Floor, Greater Kailash, Part 1, New Delhi - 110048.  
CIN No. U70101DL2005PLC137699



			(Rs. in Laacs)
S.N.	Particulars of Remuneration	Remuneration to KMP (CS)	Total Amount
1	<b>Gross salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4.88	4.88
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	<b>Stock Option</b>	-	-
3	<b>Sweat Equity</b>	-	-
4	<b>Commission</b> - as % of profit - others, specify...	-	-
5	<b>Others, please specify</b>	-	-
	<b>Total (A)</b>	4.88	4.88
	<b>Ceiling as per the Act</b>	Not Applicable	

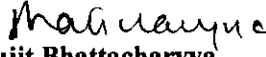
**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: None**

For and on behalf of the Board of Directors  
Career Launcher Education Infrastructure and Services Limited

  
**Gautam Puri**  
Director  
DIN No. : 00033548

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

Date: July 06, 2018  
Place: New Delhi

  
**Sujit Bhattacharyya**  
Director  
DIN No. : 00033613

Address: F-501, Prateek Stylome,  
Sector-45, Noida-201303

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi - 110044. Tel: +91-11-41281100 / 0800, Fax: +91-11-41281110, Website: www.cleis.in  
**Registered Office:** R-90, First Floor, Greater Kailash, Part 1, New Delhi - 110048.  
CIN No. U70101DL2005PLC137699

**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
1	Gopal Bageria	Senior Executive	4.88	Whole Time Employee	B.Com, Company Secretary, M.Com	3	15.11.2016	26	Shams Professional Private Limited	NIL	NIL
2	Deepak Jain*	Assistant Manager	1.89	Whole Time Employee	NA	3	21.09.2015	34	NA	NIL	NIL
3	Pradeep Kumar Savita*	Senior Executive	1.59	Whole Time Employee	NA	3	01.10.2015	37	NA	NIL	NIL
4	Rekha Nangia*	Assistant Manager	1.4	Whole Time Employee	NA	3	01.07.2015	38	NA	NIL	NIL
5	Anil Kumar Yadav*	Manager	1.36	Whole Time Employee	NA	9	04.01.2009	52	NA	NIL	NIL
6	Ajay Sharma*	Executive	1.07	Whole Time Employee	NA	4	21.07.2014	29	NA	NIL	NIL
7	Poonam Shrotriya*	Mentor	0.97	Whole Time Employee	NA	4	01.04.2014	49	NA	NIL	NIL
8	Swati Khandelwal*	Public Relation Officer	0.88	Whole Time Employee	NA	3	05.01.2015	32	NA	NIL	NIL
9	Pooja Jagga*	Mentor Academics	0.79	Whole Time Employee	NA	7	01.11.2011	57	NA	NIL	NIL

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road,

New Delhi - 110044. **Tel:** +91-11-41281100 / 0800. **Fax:** +91-11-41281110. **Website:** www.cleis.in

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

**CIN No.** U70101DL2005PLC137699

10	Yogeshwari Ghai*	Day Care Incharge	0.70	Whole Time Employee	NA	2	01.03.2016	58	NA	NIL	NIL
----	------------------	-------------------	------	---------------------	----	---	------------	----	----	-----	-----

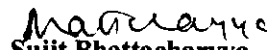
\*Not an employee of the Company as on March 31, 2018.

For and on behalf of the Board of Directors  
Career Launcher Education Infrastructure and Services Limited

  
**Gautam Puri**  
Director  
DIN No. : 00033548

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

Date: July 06, 2018  
Place: New Delhi

  
**Sujit Bhattacharyya**  
Director  
DIN No. : 00033613

Address: F-501, Prateek Stylome,  
Sector-45, Noida-201303

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED**

**Corporate Office:** A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road,

New Delhi - 110044. Tel: +91-11-41281100 / 0800, Fax: +91-11-41281110, Website: [www.cleis.in](http://www.cleis.in)

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

CIN No. U70101DL2005PLC137699