

**CL MEDIA PRIVATE LIMITED
ANNUAL REPORT FOR THE FINANCIAL YEAR 2017-2018**

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

Mr. Satya Narayanan .R	: Director
Mr. Gautam Puri	: Director
Mr. Nikhil Mahajan	: Director
Mr. R. Shiva Kumar	: Whole-time Director
Mr. Sridar Iyengar	: Non-Executive Independent Director

STATUTORY AUDITORS
(Financial Year 2017-18)

: M/s Haribhakti & Co., LLP,
Chartered Accountants

REGISTERED AND CORPORATE OFFICE

: A-41, Espire Building, Lower Ground Floor,
Mohan Co-Operative Industrial Area, Main
Mathura Road, New Delhi – 110 044

CL MEDIA PRIVATE LIMITED

CIN: U74300DL2008PTC173449

Registered Office: A-41, Espire Building, Lower Ground Floor, Mohan Co-Operative Ind. Area,
Main Mathura Road, New Delhi 110044Tel.: 011-4128 1100, Fax: 011-4128 1101, E-mail: rachna@careerlauncher.com**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CL MEDIA PRIVATE LIMITED WILL BE HELD ON TUESDAY, AUGUST 08, 2018 AT 10:30 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 Audited 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 hereby accorded to the re-appointment of Mr. Gautam Puri (DIN: 00033548), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.”

3. Retirement by Rotation;

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

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Nikhil Mahajan (DIN: 00033404), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.”



4. Ratification of Appointment of the Statutory Auditors for the Financial Year 2018-19 and to fix their remuneration in this regard:

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

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory amendment(s) thereof, 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. LLP, Chartered Accountants, (Firm Registration No. – 103523W), as the Statutory Auditors of the Company for the Financial Year 2018-19 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.”

SPECIAL BUSINESS:

5. Re-appointment of Mr. Shiva Kumar Ramachandran (DIN: 00033503) as a Whole-Time Director of the Company for a period of 3 (Three) years commencing from April 01, 2018 till March 31, 2021;

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

“RESOLVED THAT the approval of the Shareholders of the Company by way of a special resolution be and is hereby accorded in terms of Sections 2(94), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Schedule V to the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), for re-appointment of Mr. Shiva Kumar Ramachandran as the Whole-Time Director of the Company, for a period of 3 (three) years commencing from April 01, 2018 till March 31, 2021, at such remuneration payable by way of monthly salary, commission and other perquisites as may be approved by the members of the Company by way of a Special Resolution.

RESOLVED FURTHER THAT the members of the Board, be and are hereby severally authorized to file the necessary e-Forms and papers with the Registrar of Companies, NCT of Delhi & Haryana and also to sign all such papers, documents etc. and to do all such acts, deeds etc. for and on behalf of the Company as may be required in order to give effect to the above resolution.”

6. Approval to the Overall Maximum Managerial Remuneration that may be paid to Mr. Shiva Kumar Ramachandran (DIN: 00033503) as a Whole-Time Director of the Company over a period of 3 years, commencing from April 01, 2018, i.e. for Financial Year 2018-19 till Financial Year 2020-21;

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Schedule V to the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company to fix and pay the remuneration to Mr. Shiva Kumar Ramachandran as a Whole-Time Director either by way of a monthly payment, or at a specified percentage of the net profits of the Company, or partly by one way, and partly by the other, in case of the Company making profits in a financial year, provided that such remuneration shall not exceed 5% (or such other maximum permissible limits under Section 197 as may be amended or corresponding re-enacted provisions of the Companies Act 2013 that may become applicable from time to

(time) of the net profits of the year computed in accordance with the provisions contained in Section 198 of the Companies Act, 2013, for all of them together.

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 as the Whole Time Director of the Company shall be as under:

Name of the Whole Time Director	Fixed Compensation (2018-19 to 2020-21)	Variable Compensation (2018-19 to 2020-21)	Effective From
Mr. Shiva Kumar Ramachandran	Upto Rs. 50 Lacs	To be decided by the Board based upon the Company's Business Performance	April 01, 2018

RESOLVED FURTHER THAT within the afore mentioned overall percentage (in case of adequacy of profits) and/or the fixed remuneration limit (in case of inadequacy of profits), 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 in addition to the above, the Director(s) may be paid remuneration by way of a sitting fee for attending meetings of the Board, or committees thereof, or for any other purpose whatsoever as may be decided by the Board.

RESOLVED FURTHER THAT the members of the Board, be and are hereby severally authorized to file the necessary e-Forms and papers with the Registrar of Companies, NCT of Delhi & Haryana and also to sign all such papers, documents etc. and to do all such acts, deeds etc. for and on behalf of the Company as may be required in order to give effect to the above resolution."

7. 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 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.

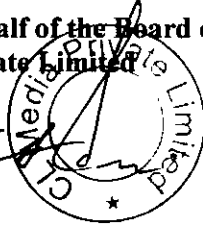

RESOLVED FURTHER THAT on obtaining the confirmation from Regional Director, Northern Region, the Registered Office of the Company be shifted from "A-41, Espire Building, Lower Ground Floor,

Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi – 110044” 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.”

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



Gautam Puri
Director
DIN No. : 00033548


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

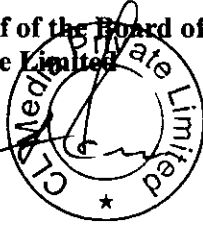
Date: July 06, 2018
Place: New Delhi

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 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.

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


Gautam Puri
Director
DIN No. : 00033548



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

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

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

ITEM NO. 5 AND 6

Mr. Shiva Kumar Ramachandran, aged 46 years, is a co-promoter of CL group and has more than 20 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 May 13, 2015, approved the appointment of Mr. Shiva Kumar Ramachandran as a Whole-Time Director of the Company. The Board recommends the re-appointment of Mr. Shiva Kumar Ramachandran as a Whole-Time Director of the Company for a further period of 3 (three) years w.e.f. April 01, 2018 till March 31, 2021.

The Maximum Managerial Remuneration that may be paid to Mr. Shiva Kumar Ramachandran, w.e.f. April 01, 2018 is as under.

Name of Director	Fixed Compensation (2018-19 to 2020-21) (in Rs.)	Variable compensation (2018-19 to 2020-21)	Effective from
Mr. Shiva Kumar Ramachandran	Upto Rs. 50 Lacs	To be decided by the Board, depending upon the Company's Business Performance on an year to year basis	April 01, 2018

Within this overall range, the actual compensation to be paid to Mr. Shiva Kumar Ramachandran for any particular year shall be decided by the Board of Directors.

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

- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
- Encashment of leave at the end of the tenure.
- Provision of Car for official purpose as well as provision of telephone at residence.

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

(4) Financial Performance: 2017-18

S. No.	Particulars	2017-18	2016-17
1.	Total Income	4084.07	3757.59
2.	Total Expenditure	3263.73	2822.11
3.	Profit/(Loss) before Tax	820.34	935.48
4.	Profit/(Loss) after Tax	604.02	696.25

(5) Export performance and net foreign exchange collaborations: The Company is not into Exports.

(6) 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 (Actually paid for the Financial Year 2017-18)	Rs. 35.69 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, did not take remuneration for 3 Months from January 2018 to March 2018 and any variable compensation for the year 2017-18.*

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profit (If any): Not Applicable

(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.

IV. 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.

Nature of Interest	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. 01.04.2018 to 31.03.2021
No. of securities held	Nil
Class	Equity
Shareholding (in %)	0.00%

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.

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

Except for Mr. Satya Narayanan .R, Director, Mr. Shiva Kumar Ramachandran and their relatives, 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 and Item No. 6) of the Notice.

Copies of all 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.

ITEM NO. 7

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).

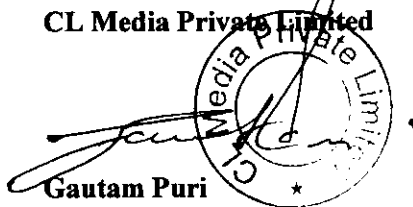
Approval of the shareholders is, therefore, sought for shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the "State of Haryana" and consequential amendment to Memorandum of Association of the Company.

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 the passing the proposed Resolution (Item No. 7) 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.

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



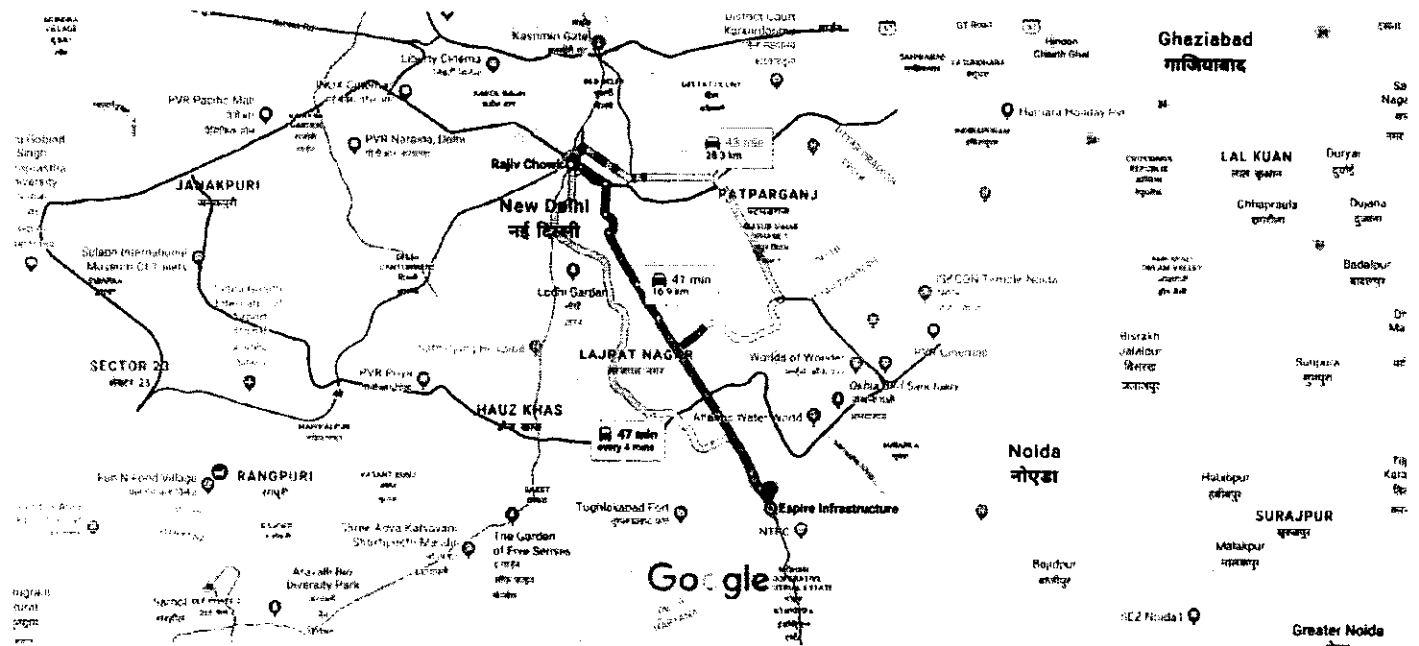
Gautam Puri
Director
DIN No. : 00033548

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

Date: July 06, 2018
Place: New Delhi

Go gle 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'



CL MEDIA PRIVATE 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

Particulars	(Rs. in Lacs)	
	March 31 2018	March 31 2017
Total Revenue	4,084.07	3,757.59
Total Expenditure	3,263.73	2,822.11
Profit / Loss Before tax	820.34	935.48
Tax Expenses	216.32	239.23
Profit / Loss after tax	604.02	696.25
Profits brought forward from previous year	3,984.24	3,287.99
Carried to Balance Sheet	4,588.26	3,984.24

During the financial year under review, your Company earned total revenue of Rs. 4,084.07 Lacs as against Rs. 3,757.59 Lacs earned during financial year 2016-17, registering an increase of 8.69%.

The expenditures of the Company have increased by 15.65% from a total expenditure of Rs. 2,822.11 Lacs during financial year 2016-17 to Rs. 3,263.73 Lacs during financial year 2017-18.

The company earned a Net Profit after Tax (PAT) of Rs.604.02 Lacs in financial year 2017-18 against Rs.696.25 Lacs during financial year 2016-17.

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

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

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

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

3. SUBSIDIARIES, JOINT VENTURES & ASSOCIATES

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

4. DIVIDEND

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

5. CHANGES IN 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 "A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi – 110044" to "Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003".

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 form 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-I** 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 -II**.

11. 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 approved the policy on

CSR and Constituted the Corporate Social Responsibility (CSR) Committee comprising of the below mentioned members:

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

CSR Funds (Past & Present):

A table showing accumulated CSR Funds till date, to be spent on CSR activities by the Company is set out below:

(Rs. in Lacs)	
Financial Year(s)	CSR Funds to be Spent
2014-15	10.79
2015-16	17.06
2016-17	18.65
2017-18	19.42
Total	65.92

CSR activities/projects contemplated to be taken up by the Company:

As part of CSR initiative, your Company, during the Financial Years 2014-15, 2015-16, 2016-17 & 2017-18 has, amongst other activities, earmarked the funds to be invested in the CSR activities/ projects. It intends to spend the said amount in the following areas:

- a) Driving research and innovation and funding technology incubators located within academic institutions which are approved by the Central Government, and/or to fund research education in universities.
- b) Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic Sports; and/or
- c) 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 arts and handicrafts. These projects are as prescribed under the Schedule VII of the Companies Act, 2013.
- d) Promoting education, including research education, special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

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

CSR Spend

Though the Company has earmarked the funds for specific CSR activities, and has determined target CSR activities/ projects, in the education space, and in research and Innovation area, to be undertaken, the Company has not been able to spend the mandated amounts on the said activities till date, as the capacities to spend the sanctioned amount were being built, and are now broadly in place and specific projects have been identified.

The implementation of the planned activities has thus spilled over to the next Financial Year, the execution of which is expected to be initiated in the Financial Year 2018-19 and should happen over the coming multiple years.

As a socially responsible Company, the Company is committed to increase its CSR impact and spend over the coming years with the aim of playing a larger role in India's sustainable development, and thereby fulfill its Corporate Social Responsibility.

The Annual report on CSR Activities is attached as **Annexure-III** to this Report.

12. 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.

13. INTERNAL FINANCIAL CONTROL SYSTEMS

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

Our management assessed the effectiveness of the Company's internal control over financial reporting as of March 31, 2018. The assessment involved self-review, peer review and external audit.

During the financial year 2017-18, Genpact Enterprise Risk Consulting LLP (earlier known as Axis Risk Consulting Services Pvt. Ltd.) carry out internal audit process, based on an internal audit plan, which is reviewed each year in consultation with the statutory auditors (Haribhakti & Co. LLP). The conduct of internal audit is oriented towards the review of internal controls and risks in its operations such as IT processes and general controls, accounting and finance, procurement, employee engagement. The management reviews audit reports submitted by internal auditors and statutory auditors. Suggestions for improvement are considered. The management also meets Statutory auditors to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the Board of Directors informed of its major observations periodically.

14. PARTICULARS OF EMPLOYEES

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

In terms of the provisions of Section 197(2) 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 lakh rupees;
- (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight 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.

15. DIRECTORS

There was no change in the Board of Directors of the Company during the financial year under review.

Retirement by Rotation at the ensuing AGM:

Mr. Gautam Puri and Mr. Nikhil Mahajan, Directors, been longest in office retires by rotation at the forthcoming AGM, 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.

16. 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.

The members are requested to ratify the appointment of the Auditors as well as to authorize the Board to fix the Auditor's remuneration.

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

17. AUDITOR'S REPORT 2018

There are no reservations/ views/qualifications etc. of the auditors expressed in the Clauses of the Auditors/CARO Report 2018 and no instance of fraud has been reported by auditors under sub section (12) of section 143 of the Companies Act, 2013.

18. CORPORATE GOVERNANCE

Your company strives to ensure that best Corporate Governance practices are identified, adopted and consistently followed. Further, the Company has appointed one Independent Director on Board to bring more transparency and governance on Board. Your Company believes that good governance is the basis for sustainable growth of the business and for enhancement of stakeholder value.

• Remuneration recommended by Board as payable to Mr. R. Shiva Kumar

Name of the Director	Fixed Compensation (2018-19 to 2020-21)	Variable Compensation (2018-19 to 2020-21)	Effective Date
Mr. R. Shiva Kumar	Upto Rs. 50 Lacs	To be decided by the Board depending upon the Company's Business Performance	April 01, 2018

- **Remuneration actually paid:** The Company paid a total remuneration of Rs. 35.69 Lacs to Mr. R. Shiva Kumar for the Financial Year 2017-18.

- **Commission paid to Non-Executive and Independent Director during 2017-18.**

Name of Non-Executive and Independent Director	Commission paid
Mr. Sridar A. Iyengar	Rs. 5,04,825*

**This amount is 0.59% of the net profit of the Company for the Financial Year ended March 31, 2018 calculated as per Section-197 of the Companies Act, 2013) and taken on record by Board of Directors on July 06, 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 29, 2017	5	5
2	Aug 24, 2017	5	5
3	Nov 21, 2017	5	5
4	Feb 02, 2018	5	5

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

Board/Committee	Board	CSR Committee*
Meetings held	4	1
Directors' Attendance		
Mr. Satya Narayanan .R	4	1
Mr. Gautam Puri	4	1
Mr. Nikhil Mahajan	4	1
Mr. R. Shiva Kumar	4	N.A.
Mr. Sridar Iyengar	4	N.A.

*During Financial Year 2017-18, one meeting of the CSR Committee of the Company was held on July 24, 2017.

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 Profit and Loss of the Company for the financial year ended on that date;

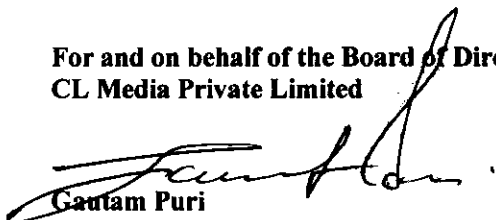
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Annual Accounts have been prepared on a going concern basis.
- 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.

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**



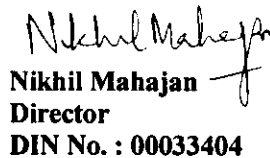
Gautam Puri
Director

DIN No. : 00033548

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

Date: July 06, 2018

Place: New Delhi



Nikhil Mahajan
Director

DIN No. : 00033404

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

Annexure-I

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

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

1. Details of contract or arrangements of transactions not at arm's length basis: There were no contracts or arrangements or transactions entered into by the Company with any of its Related Parties during the financial year ended March 31, 2018, which were not at arm's length basis.

2. Details of Material contracts or arrangement or transactions at arm's length basis: The details of material contracts or arrangements or transactions at arm's length basis for the financial year ended March 31, 2018 are as follows:

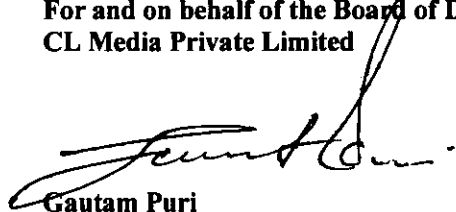
Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangement/ transactions	Duration of the contracts / arrangement s/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advance (if any)	Cumulative Amount of Transaction During the Financial Year ended 31.03.2018
CL Media Private Limited (CLM) & CL Educate Limited, 100% Holding company	Content Development by CLM for CL and monetization of academic Assets	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout 2017-18.	CL to license its entire content and to allow CLM to monetize it. CL charge Certain % of the revenue as revenue share from CLM on account of licensing of IPR CL to pay Rs. 25 Lacs p.a. for the projects running at Chhattisgarh, Jharkhand, MP, UP, Gujarat & Odisha respectively for the content management/ upgradation.	29.05.2017 & 24.08.2017	Nil	Rs. 240 Lacs
CL Media Private Limited (CLM) & CL Educate Limited, 100% Holding	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	CLM to publish all the course books for CL and to sell to CL at 'an upto 65% discount to the MRP' as is a standard industry practice. This also enables CLM to take	29.05.2017	Nil	Rs. 1,024.11 Lacs

company		Basis. The contracts are also renewed accordingly. This particular contract was active throughout 2017-18.	significant benefit of the tax exemption of its unit in Uttarakhand			
CL Media Private Limited (CLM) – Mr. R Sreenivasan Brother of Mr. Satya Narayanan .R, Director	Payment of Salary	Employment Contract (Appointment Letter dated 01.04.2014)	Salary is equivalent to people with similar background and similar experience	29.05.2017	Nil	Rs. 34 Lacs
CL Media Private Limited (CLM) & GK Publications Private Limited (GKP) Group entities	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 2017-18.	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.	29.05.2017	Nil	Rs 1416 Lacs
CL Media Private Limited (CLM) - Mr. R Shiva Kumar Brother in law of Mr. Satya Narayanan .R, Director	Salary	Appointed as Whole time Director for period of 3 years i.e. from 01.04.2015 to 31.03.2018	Salary is equivalent to people with similar background and similar experience.	29.05.2017	Nil	Rs 35 Lacs

CL Media Private Limited (CLM) & CL Educate Limited, 100% Holding company	Cost Sharing for shared infrastructure and various common administrative expenses by CL Media	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout 2017-18.	The infrastructure at Corporate office is co-shared with CL Media and it has been agreed that CL Media will pay an amount proportionate to the usage by it. It includes the operating, running and electricity cost for an area of approximately 4300 Sq ft. including some manpower cost allocation.	29.05.2017	Nil	Rs. 60 Lacs
Accendere Knowledge Management Services Pvt. Ltd. (AKMS) & CL Media Private Limited (CLM) Group entities	Research related Services rendered to/by CL Media	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout 2017-18.	Service rendered by CLM	29.05.2017	Nil	Nil
			Service rendered to CLM	29.05.2017	Nil	Rs. 277.59 Lacs
CL Media Private Limited (CLM) & CL Educate Limited, 100% Holding company	Allocation of Manpower Cost in relation to shared staff (Support)	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was	CL Educate and CL Media have entered into an arrangement whereby an appropriate portion of the salaries of certain support staff, based broadly on their respective contribution to CL Media is allocated / debited to CL Media.	29.05.2017	Nil	Rs. 124.00 Lacs

		active throughout 2017-18.				
Kestone Integrated Marketing Services Private Limited (Kestone) & CL Media Private Limited (CLM), Group entities	Kestone has designed & developed the website of CLM		Quotations received from some parties. Kestone, with the lowest amongst them, was assigned the project.	02.02.2018	Nil	Rs. 17.50 Lacs

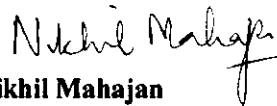
**For and on behalf of the Board of Directors
CL Media Private Limited**



Gautam Puri
Director
DIN No. : 00033548

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

Date: July 06, 2018
Place: New Delhi



Nikhil Mahajan
Director
DIN No. : 00033404

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

Annexure II
**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	U74300DL2008PTC173449
2.	Registration Date	February 01, 2008
3.	Name of the Company	CL Media Private Limited
4.	Category/Sub-category of the Company	Private Limited Company / Limited by Shares (Wholly owned subsidiary of a Public Listed Co.)
5.	Address of the Registered office & contact details	A-41, Espire Building, Lower Ground Floor, Main Mathura Road, Mohan Co-operative Ind. Area, New Delhi 110044 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
1	Retail sale of Books of all kinds	47611	59.35%
2	Advertising	7310	33.53%

*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)

*(5000) five thousand equity shares of the Company each are held by Mr. Satya Narayanan .R and Mr. Nikhil Mahajan as nominee, for and on behalf of CL Educate Limited.

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	
A. Promoters									
(1) Indian									
a) Individual* /HUF	-	10000	10000	100	-	10000	10000	100	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub- Total (A) (1)	-	10000	10000	100	-	10000	10000	100	-
(2) Foreign	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	-	10000	10000	100	-	10000	10000	100	-
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-

C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	10000	10000	100		10000	10000	100	-

*(5000) five thousand equity shares of the Company each are held by Mr. Satya Narayanan .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 (March 31, 2017)			Shareholding at the end of the financial year (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	Mr. Satya Narayanan .R*	5000	50	0.00	5000	50	0.00	-
2	Mr. Nikhil Mahajan*	5000	50	0.00	5000	50	0.00	

*(5000) five thousand equity shares of the Company each are held by Mr. Satya Narayanan .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: Not applicable (Other than Directors, Promoters and Holders of GDRs and ADRs)

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
1	Mr. Satya Narayanan .R*	5000/5000	50	-	-	-	5000	50
4	Mr. Nikhil Mahajan*	5000/5000	50	-	-	-	5000	50

*(5000) five thousand equity shares of the Company each are held by Mr. Satya Narayanan .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		745.77		745.77
	ii) Interest due but not paid		0.00		0.00
	iii) Interest accrued but not due		94.08		94.08
	Total (i+ii+iii)		839.84		839.84
	Change in Indebtedness during the financial year				
	* Addition		1.62		1.62
	* Reduction		(646.49)		(646.49)
	Net Change		(644.87)		(644.87)
2	Indebtedness at the end of the financial year (March 31, 2018)				
	i) Principal Amount		100.90		100.90
	ii) Interest due but not paid		-		-
	iii) Interest accrued but not due		1.97		1.97
	Total (i+ii+iii)		102.87.		102.87.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

(Rs. in Lacs)

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. R. Shiva Kumar	
1	Gross salary*		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	35.29	35.29
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.40	0.40
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit		
	- others, specify...		

5	Others	-	-
	Total (A)	35.69	35.69
	Ceiling as per the Act	42.78 (being 5% of the net profit of the Company for the year ended March 31, 2018)	

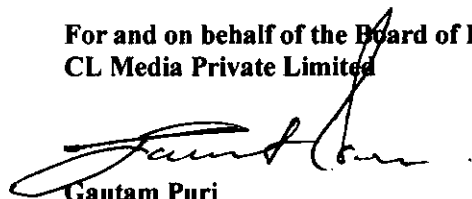
B. Remuneration to other directors (Independent Directors)-

(Rs. in Lacs)			
SN.	Particulars of Remuneration	Mr. Sridar A. Iyengar	Total Amount
1	Independent Directors		
	Fee for attending board meetings		
	Commission	5.05	5.05
	Others, please specify	-	-
	Total (1)	5.05	5.05
2	Other Non-Executive Directors		
	Fee for attending board meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	Total (2)	-	-
	Total (B)=(1+2)	5.05	5.05
	Total Managerial Remuneration (A+B)		40.74
	Overall Ceiling as per the Act	8.56 (being 1% of the net profit of the Company for the year ended March 31, 2018)	

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD: Not Applicable

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: None

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



Gautam Puri
Director
DIN No. : 00033548

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

Date: July 06, 2018
Place: New Delhi



Nikhil Mahajan
Director
DIN No. : 00033404

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

Annexure III**ANNUAL REPORT ON CSR ACTIVITIES****1. A brief outline of the company's CSR policy, including overview of projects or programmes proposed to be undertaken and reference to the web-link to the CSR policy and projects or programmes:****Corporate Social Responsibility (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 29th 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 recognized 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. Every year, the CSR Budget, along with its implementation schedule shall be presented to the Board, by the CSR Committee, for its approval.
- (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.

2. The Composition of the CSR Committee:

Members of the committee are:

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

3. Average net profit of the company for last three financial years: 971.25 Lacs**4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): 19.42 Lacs****5. Details of CSR spent during the financial year 2017-18:**

- a) Total Amount to be spent for the financial year: **19.42 Lacs**
- b) Amount unspent: **19.42 Lacs**
- c) Manner in which the amount spent during the financial year is detailed below: No amount has been spent during the financial year, hence this is not applicable

1	2	3	4	5	6	7	8
Sr. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programmes) Local area or other) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects or programs Sub-heads: Direct expenditure on projects or programs Overheads	Cumulative expenditure upto the reporting period	Amount spent. Direct or through implementing agency

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report.

Though the Company has earmarked the funds for specific CSR activities, and has determined target CSR activities/ projects, in the education space, and in research and Innovation area, to be undertaken, the Company has not been able to spend the mandated amounts on the said activities till date, as the capacities to spend the sanctioned amount were being built, and are now broadly in place and specific projects have been identified.

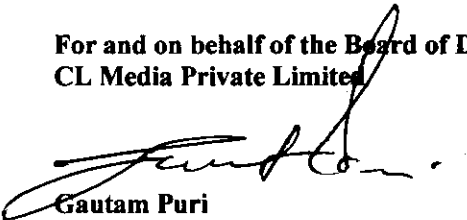
The implementation of the planned activities has thus spilled over to the next Financial Year, the execution of which is expected to be initiated in the Financial Year 2018-19 and should happen over the coming multiple years.

As a socially responsible Company, the Company is committed to increase its CSR impact and spend over the coming years with the aim of playing a larger role in India's sustainable development, and thereby fulfill its Corporate Social Responsibility.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

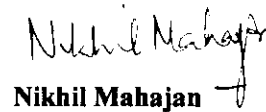
CSR Committee of the Company certifies that all the CSR activities/ projects earmarked by the Company are in line with the objectives set in the CSR policy of the Company.

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


Gautam Puri
 Director
 DIN No. : 00033548

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

Mr. Satya Narayanan .R,
Chairman, CSR Committee


Nikhil Mahajan
 Director
 DIN No. : 00033404

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

Date: July 06, 2018
Place: New Delhi

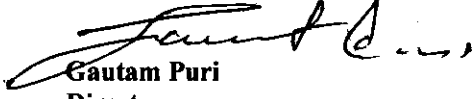
Annexure IV
Particulars of Employees and Related disclosure

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)	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	Mr. Sivakumar Natarajan	Senior Vice President	41.52	Whole Time Employee	Honorary Diploma, Mysore	25	04.01.2016	46	Toshiba	Nil	-
2	Mr. R. Shiva Kumar	Whole-Time Director	35.69	Whole Time Employee	B.E. (IIT, Madras), PGDM, IIM (Kolkata),	22	24.10.1997	47	HTA, Mumbai	Nil	Mr. Satya Narayanan .R
3	Mr. R. Sreenivasan	Whole-Time Director	34.01	Whole Time Employee	MCA(MITS) / MTech(JNU) / PGDM(IIM, Bangalore)	22	01.01.1998	52	Sony Entertainment Television	Nil	Mr. Satya Narayanan .R and Mr. R. Shiva Kumar
4	Mr. Gautam Bawa	Senior Manager	28.61	Whole Time Employee	PGDM, IIM (Kolkata)	5	20.09.2014	29	Optiver BV Holding	Nil	-
5	Mr. Anurag Bansal	Vice President	27.55	Whole Time Employee	Graduation, NIT (REC, Calicut)	16	07.09.2015	39	Success Achievers Pvt.Ltd.	Nil	-
6	Ms. Poulomi Ganguly	Vice President	24.09	Whole Time Employee	Ph.D./PG (Delhi University)	12	15.06.2016	40	E.I.Dupont	Nil	-
7	Mr. Mohan Prasad	Chief Manager	16.41	Whole Time Employee	PGDM, IIM (Lucknow)	7	15.06.2017	32	Shiv Nadar	Nil	-
8	Mr. Puneet Kumar Jindal	Chief Manager	16.12	Whole Time Employee	PGPM (Symbiosis, Pune)	15	14.10.2015	39	Herboclean2	Nil	-
9	Mr. Gopinath Kollipara	Senior Manager	14.07	Whole Time Employee	PG, Madras University	34	04.04.2016	55	Maples Technologies	Nil	-

10	Mr. Pawan Kumar Sharma	Chief Manager	10.93	Whole Time Employee	B.A., DNPG College (UP)	17	01.04.2 001	45	CL Educate Ltd.	Nil	-
----	------------------------------	------------------	-------	------------------------	----------------------------	----	----------------	----	--------------------	-----	---

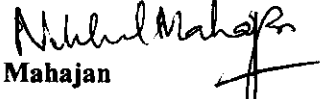
**For and on behalf of the Board of Directors
CL Media Private Limited**



Gautam Puri
Director
DIN No. : 00033548

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

Date: July 06, 2018
Place: New Delhi



Nikhil Mahajan
Director
DIN No. : 00033404

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