



**CAREER LAUNCHER INFRASTRUCTURE PRIVATE LIMITED (CIN: U22100DL2008PTC174240)**

**ANNUAL REPORT FOR THE FINANCIAL YEAR 2021-22**

**BOARD OF DIRECTORS (as on August 03, 2022)**

**Mr. Gautam Puri**  
**Mr. Sujit Bhattacharyya**

Director  
Director

**STATUTORY AUDITOR**  
**(Financial Year 2021-22)**

Ms. Walker Chandiok & Co. LLP,  
Chartered Accountants

**REGISTERED OFFICE**

R-90, First Floor, Greater Kailash, Part-I,  
New Delhi – 110048

**CORPORATE OFFICE**

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

**ISIN: INE533Z01019**

**CAREER LAUNCHER INFRASTRUCTURE PRIVATE LIMITED**

CIN: U22100DL2008PTC174240

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

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

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

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 15<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF CAREER LAUNCHER INFRASTRUCTURE PRIVATE LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 15, 2022 AT 09:30 A.M. AT A-45, FIRST FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, NEW DELHI- 110044, TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESS:**

**1. Adoption of Annual Audited Financial Statements for the Financial Year ended March 31, 2022;**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, along with the reports of the Statutory Auditor and Board of Directors thereon.

**“RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, along with the reports of the Auditor and Board of Directors thereon, be and are hereby approved and adopted.”

**2. Retirement by Rotation;**

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

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

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

**SPECIAL BUSINESS:**

**3. Authority to Sell The Company's Land And Building Situated At Jhalaria, Indore, Madhya Pradesh:**

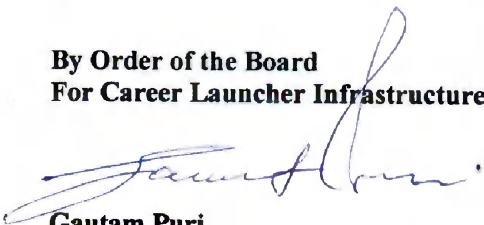
To consider and if thought fit, to pass the following resolution, as a **Special Resolution:**

**“RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act 2013 and the Rules made thereunder, the consent of the Members of the Company be and is hereby accorded to the sale of the Company's land and building admeasuring 2.448 Hectares or 6.04 Acres, situated at Khasra Nos. 85, 86, 87 Paiki, 88 Paiki, 96 Paiki and 97 Paiki, situated in Village Jhalaria, Tehsil & District Indore - 452016,

Madhya Pradesh, at such consideration and on such terms and conditions, as may be mutually agreed to between the Buyer and the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company is hereby empowered and authorised to negotiate, re-negotiate, alter, modify or otherwise finalize the terms & conditions of the said Sale, including the consideration involved in the above transfer, as well as to execute all the necessary papers, documents, agreement(s) etc. & do all such acts, deeds and things as may be required to be done, for and on behalf of the Company, in order to give effect to the above resolution, without seeking further approval from the Members of the Company."

By Order of the Board  
For Career Launcher Infrastructure Private Limited

  
**Gautam Puri**  
Director  
DIN: 00033548

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

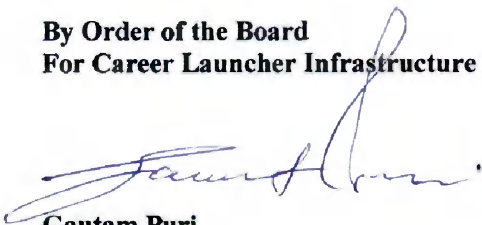


Date: August 03, 2022  
Place: New Delhi

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), in respect of the Businesses mentioned under Item No. 3 to be transacted at the 15<sup>th</sup> Annual General Meeting, is annexed hereto.
2. 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.
3. In case of Corporate Members, a certified copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting must be sent.
4. 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 Infrastructure Private Limited**

  
**Gautam Puri  
Director  
DIN: 00033548**



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

**Date: August 03, 2022  
Place: New Delhi**



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

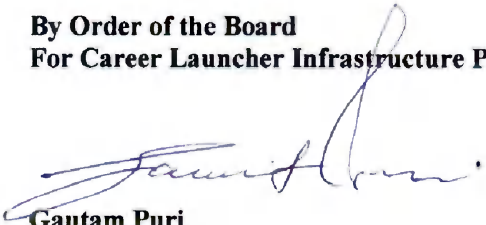
The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item No. 3 of the accompanying Notice dated August 03, 2022.

In order to liquidate the blocked funds and to invest those funds to explore the growth prospects of the current business of the Company, it proposed to sell the Company's land and building admeasuring 2.448 Hectares or 6.04 Acres, situated at Khasra Nos. 85, 86, 87 Paiki, 88 Paiki, 96 Paiki and 97 Paiki, situated in Village Jhalaria, Tehsil & District Indore - 452016, Madhya Pradesh.

The Board of Directors of your Company recommends that this resolution be passed as a Special Resolution by the Members of the Company.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives is, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution.

**By Order of the Board  
For Career Launcher Infrastructure Private Limited**

  
**Gautam Puri**  
Director  
DIN: 00033548



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

**Date: August 03, 2022  
Place: New Delhi**

**CAREER LAUNCHER INFRASTRUCTURE PRIVATE LIMITED**  
(CIN: U22100DL2008PTC174240)

**BOARD'S REPORT 2022**

Your Directors are pleased to present their report on the business and operations of Career Launcher Infrastructure Private Limited (hereinafter referred to as the "Company" or "CLIP") for the financial year ended March 31, 2022.

**1. FINANCIAL HIGHLIGHTS**

Particulars	(Rs. in Lakhs)	
	March 31, 2021	March 31, 2022
Total Income	1,040.11	1,412.20
Total expenditure	725.62	963.66
Profit / (Loss) from Continuing Operations before tax	314.49	448.54
Tax Expense	55.85	0.57
<b>Profit / (Loss) from Continuing Operations after tax</b>	<b>258.64</b>	<b>447.97</b>
Profit / (Loss) From discontinued operations before tax	(152.21)	(129.49)
Tax expenses of discontinued operations	-	-
<b>Profit / (Loss) for the financial year from discontinuing operations</b>	<b>(152.21)</b>	<b>(129.49)</b>
<b>Profit for the year</b>	<b>106.43</b>	<b>318.48</b>

On March 16, 2017, the Company had entered into a Business Transfer Agreement ("BTA") to sell its Infrastructure Services business (the "Assets") on a slump sale basis to I-Take Care Private Limited. However, this BTA failed to fructify and was terminated in the third quarter of the financial year ended 31 March 2022. The proposed sale of Assets is consistent with the Company's long-term strategy to discontinue its K-12 business and the Management remains committed to its plan to sell the Assets. The Management is actively searching for potential buyers for these Assets and accordingly, considers such future disposal to be highly probable and therefore, continues to disclose such Assets as "Disposal Group - Assets held for sale" as on the reporting date in accordance with Ind AS-105 "Non-Current Assets held for Sale and Discontinued Operations".

The total income of the company increased by 36% to Rs. 1,412.20 Lakhs in FY 2022 from Rs. 1,040.11 Lakhs in FY 2021. This was mainly due to improvement in Sale of Books due to reopening of business activities post COVID.

The expenditure of the company stood at Rs. 963.99 Lakhs in Financial Year 2021-22 as compared to Rs. 725.62 Lakhs in the Financial Year 2020-21.

**2. STATE OF COMPANY'S AFFAIRS**

Your Company is currently engaged in the business of providing infrastructure facilities for K-12 schools, printing and publishing of education content in the form of books, tests, analyses, etc. and printing competitive books and Test Preparation material.

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

During the year under review the Company became Direct 100% subsidiary of CL Educate Ltd. from being its 100% Indirect subsidiary, pursuant to the merger of Career Launcher Education Infrastructure and Services Limited ("CLEIS"), the erstwhile 100% Direct holding company of the Company with CL Educate Limited vide the Order of Hon'ble NCLT Chandigarh dated February 07, 2022, Appointed Date being April 01, 2019.



The Certified True Copy of the afore-mentioned Order was filed by CLEIS with the Registrar of Companies, NCT of Delhi and Haryana on March 05, 2022. Consequentially CLEIS stood dissolved and ceased to exist from and with effect from March 05, 2022, and all the assets and liabilities of CLEIS including its investment in the shares of the Company (98,468 no. of Equity Shares and 1,17,532 no. of 0.01% Optionally Convertible Non-Cumulative Preference Shares) got transferred to CL Educate Limited.

**3. CHANGE IN THE NATURE OF BUSINESS**

There was no change in the nature of business of the Company during the year under review.

**4. SUBSIDIARIES, JOINT VENTURES & ASSOCIATES**

Your Company does not have any subsidiary or joint ventures or associate company.

**5. DIVIDEND**

Your Directors do not recommend any dividend for the Financial Year 2021-22.

**6. CAPITAL STRUCTURE**

As on March 31, 2022, the paid up Equity Share Capital of the Company was Rs. 9.85 Lakhs and the paid up Preference Share Capital of the Company was Rs. 11.17 Lakhs. During the year under review, the Company redeemed 32,468 numbers of 0.01% Optionally Convertible Non-Cumulative Preference Shares held by CLEIS at Rs. 1,000/- per share for a total consideration of Rs. 3,24,68,000/-. The Company did not issue any equity/ preference shares during the year.

**7. MATERIAL CHANGES AND COMMITMENTS**

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

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

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

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

All transactions entered into by the Company with Related Parties during the Financial Year 2021-22 as defined under Sections 2(76) and 188 of the Companies Act, 2013 were in the Ordinary Course of Business and at Arm's Length basis. The Board of Directors reviewed and approved the transactions (which were all routine and repetitive in nature). Suitable disclosures as required under IndAS-24 have been made in Note no. 39 to the Financial Statements.

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

**10. TRANSFER TO RESERVES**

The Board of Directors has decided to retain the entire amount of profits for the Financial Year 2021-22 in the Profit and Loss Account.



#### **11. ANNUAL RETURN**

Pursuant to Section 92(3) and Section 134(4)(a) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return for the Financial Year 2021-22, is attached as **Annexure-II** to this Report.

#### **12. DISCLOSURE OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO**

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

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

#### **13. SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)**

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

#### **14. 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.

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

#### **15. PARTICULARS OF EMPLOYEES**

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

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names of the top ten employees in terms of remuneration drawn, as on March 31, 2022, along with the relevant information thereon is given in **Annexure III**.

Further, during the Financial Year 2021-22, 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 Lakhs rupees;

(ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Eight Lakhs and Fifty thousand rupees per month;

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

## **16. DIRECTORS**

### **a) Retirement by Rotation at the ensuing AGM**

Mr. Gautam Puri (DIN: 00033548), Director, been longest in office, retires by rotation at the forthcoming AGM, and being eligible offers himself for re-appointment. Resolution seeking members' approval to the appointment of Mr. Gautam Puri has been incorporated in the notice convening the 15<sup>th</sup> AGM of the Company.

### **b) Disclosure of Interest in other concerns**

The Company has received the Annual disclosure(s) from all the Directors, disclosing their Directorship/Interest in other concerns in the prescribed format, for the Financial Years 2021-22 and 2022-23.

The Company has received confirmation from all the Directors that as on March 31, 2022, none of the Directors were disqualified to act as Directors by virtue of the provisions of Section 164(2) of the Act.

## **17. AUDITOR AND AUDITOR'S REPORT**

### **Statutory Auditor**

The Board of Directors and Members of the Company, at their respective meetings held on August 21, 2020 and September 29, 2020, had approved the appointment of Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No.: 001076N/N500013), as the Statutory Auditors of the Company for a term of five (5) consecutive years ("first term") commencing from the Financial Year 2020-2021, i.e., to hold office till the conclusion of the 18<sup>th</sup> Annual General Meeting to be held during the Financial Year 2025-26.

### **Statutory Auditor's Report 2022**

There is no qualification, reservation, adverse remark or disclaimer made by the auditors in the Auditors/CARO Report and no instance of fraud has been reported by the 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. Your Company believes that good governance is the basis for sustainable growth of the business and for enhancement of stakeholder value.

The Company has 2 Directors on Board, both being Non-Executive Directors. As such, there is no Executive Director on Board of the Company. The Company has not paid any remuneration to any of its directors during the year under review.



- Details of the Board Meetings held during the Financial Year 2021-22 are as under:

S. No.	Date	Board Strength	No. of Directors Present
1	June 23, 2021	2	2
2	August 03, 2021	2	2
3	September 21, 2021	2	2
4	October 30, 2021	2	2
5	December 22, 2021	2	2
6	February 02, 2022	2	2

- Attendance at Board Meetings held during the Financial Year 2021-22:

Board Meetings held	6
Directors' Attendance	
Mr. Gautam Puri	6
Mr. Sujit Bhattacharyya	6

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

## 19. CORPORATE SOCIAL RESPONSIBILITY

The said provisions were not applicable to the Company during the year under review.

## 20. RISK MANAGEMENT

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

## 21. WHISTLE BLOWER/VIGIL MECHANISM

Section 177 of the Companies Act, 2013 is not applicable to your Company, however, there is a comprehensive policy on Whistle Blower / Vigil Mechanism adopted by CL Educate Limited, 100% holding company of the Company, that is in line with the provisions of Section 177(9) and (10) of the Act, read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations 2015, that covers the Directors and employees of CL Educate Limited as well as of its subsidiaries.

Your Company affirms that no complaints were received under the Whistle Blower / Vigil Mechanism during the Financial Year 2021-22, and no complaint was pending to be resolved as on March 31, 2022.

## 22. DISCLOSURES

- No Bonus Shares were declared for the Financial Year 2021-22.
- There was no amount which was required to be transferred to the Investor Education and Protection Fund (IEPF).
- Your Company has not issued any Equity shares with Differential rights during the Financial Year under review.
- Your Company has not issued any Employees Stock options/ Sweat Equity Shares.
- Your Company has not accepted any Public Deposits.
- Your Company has not bought back any of its securities during the Financial Year under review.
- 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.



- h) The maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, is not applicable on the Company.
- i) During the year under review, the Company did not make any application under the Insolvency and Bankruptcy Code, 2016, and hence no proceeding is pending under the Code.
- j) The requirement of stating the difference between the amount of valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions does not arise, and the same is not applicable on the Company.

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

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

Your Company has constituted an Internal Complaints Committee in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and rules made thereunder. All employees (permanent, contractual, temporary, trainees) are covered under this policy. This policy allows employees to report instances of sexual harassment at the workplace. The Internal Complaints Committee is empowered to look into all complaints of sexual harassment and facilitate free and fair enquiry process with clear timelines. During the Financial Year 2021-22, the Company did not receive any complaint relating to sexual harassment at workplace. There was no complaint pending or outstanding for redressal as on March 31, 2022.

**24. DIRECTORS' RESPONSIBILITY STATEMENT**

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

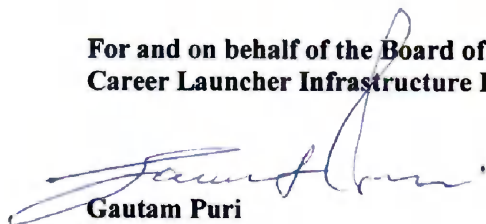
- a) in the preparation of the Annual Accounts for the Financial Year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the Financial Year ended March 31, 2022 and of the Profits/Loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the Annual Financial Statements/Annual Accounts on a 'going concern' basis;
- e) the Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

## 25. 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.

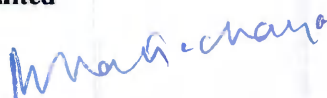
**For and on behalf of the Board of Directors  
Career Launcher Infrastructure Private Limited**



**Gautam Puri**  
Director  
DIN: 00033548

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

**Date: August 03, 2022  
Place: New Delhi**



**Sujit Bhattacharyya**  
Director  
DIN: 00033613

**Address: F-501, Prateek Stylome, Near Amrapalli,  
Gautam Buddha Nagar, Sector-45, Noida-201303**





## ANNEXURES TO BOARD'S REPORT 2022

### 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, 2022, which were not at arm's length basis.
- 2. Details of Material contracts or arrangement or transactions at arm's length basis:** During the Financial Year ended March 31, 2022, there were no contracts or arrangements or transactions entered into with Related Parties that were Material. For the sake of transparency, and as a Good Corporate Governance measure, the details of ALL the contracts or arrangements or transactions at arm's length basis during the Financial Year ended March 31, 2022 are given here: -

(Rs. in Lakhs)						
Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangement / transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board of CLIP	Amount paid as advance (if any)	Cumulative Amount of Transaction During the Financial Year ended 31.03.2022
CL Educate Limited, 100% holding company	Material Purchase and Sale. Sale of books by CLIP to CL.	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout the Financial Year 2021-22.	CLIP publishes all the course books for CL and sells the same to CL at a discount of upto 60% on the MRP as per standard industry practice.	24.06.2021	-	656.71
CL Educate Limited, 100% holding company	Cost Sharing for shared infrastructure and incidental expenses by CLIP.	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout the Financial Year 2021-22.	The infrastructure at the Corporate Office is co-shared with CLIP and both the parties have agreed that CLIP will pay an amount proportionate to the usage by it. It includes the operating, running, electricity cost etc.	24.06.2021	-	0.30



CL Educate Limited, 100% holding company	Rent Income on sharing office premise - Faridabad & Greater Noida.	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout the Financial Year 2021-22.	The infrastructure at the Warehouse - Greater Noida & Faridabad has been given on rent to CLIP at same/similar rates which are prevalent in the market.	24.06.2021	-	3.00
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 active throughout the Financial Year 2021-22.	CL and CLIP have entered into an arrangement whereby an appropriate portion of the salaries of certain staff, based broadly on their respective contribution to CLIP is allocated and charged to CLIP.	19.05.2022	-	27.61
CL Educate Limited, 100% holding company	Material Purchase and Sale. Sale of books by CL (Publishing Division) to CLIP.	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout the Financial Year 2021-22.	CL (Publishing Division) publishes the course books for CLIP and sells the same at a discount on the MRP as per standard industry practice.	19.05.2022	-	369.88
CL Educate Limited, 100% holding company	Material Purchase and Sale. Sale of books by CLIP to CL (Publishing Division).	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout the Financial Year 2021-22.	CLIP publishes the course books for CL (Publishing Division) and sells the same at a discount on the MRP as per standard industry practice.	19.05.2022	-	717.59

CL Educate Limited, 100% holding company	Content Development by CLIP for CL and monetization of academic assets.	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout the Financial Year 2021-22.	Agreement has been entered as per which CL to license its entire content and to allow CLIP to monetize it.	19.05.2022	-	29.10
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**For and on behalf of the Board of Directors  
Career Launcher Infrastructure Private Limited**

  
**Gautam Puri**  
Director  
DIN: 00033548



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

**Date: August 03, 2022  
Place: New Delhi**

  
**Sujit Bhattacharyya**  
Director  
DIN: 00033613

**Address: F-501, Prateek Stylome, Near Amrapalli,  
Gautam Buddha Nagar, Sector-45, Noida-201303**

**FORM NO. MGT-7**

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



सत्यमेव जयते

# Annual Return

(other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

**I. REGISTRATION AND OTHER DETAILS**

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

U22100DL2008PTC174240

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AADCC2869F

(ii) (a) Name of the company

CAREER LAUNCHER INFRASTR

(b) Registered office address

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

(c) \*e-mail ID of the company

rachna.sharma@careerlauncher

(d) \*Telephone number with STD code

01141281100

(e) Website

(iii) Date of Incorporation

20/02/2008

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

(v) Whether company is having share capital

☒ Yes☐ No

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

☐ Yes☒ No



(vii) \*Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held

(a) If yes, date of AGM Scheduled to be held on September 15, 2022

(b) Due date of AGM 30/09/2022

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

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	P	Education	P4	Educational support services	100

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

\*No. of Companies for which information is to be given 1

Pre-fill All

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

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

### (i) \*SHARE CAPITAL

#### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	100,000	98,468	98,468	98,468
Total amount of equity shares (in Rupees)	1,000,000	984,680	984,680	984,680

Number of classes

1

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES WITH VOTING RIGHTS				
Number of equity shares	100,000	98,468	98,468	98,468

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000	984,680	984,680	984,680

**(b) Preference share capital**

			Subscribed capital	Paid-up capital
Total number of preference shares	200,000	117,532	117,532	117,532
Total amount of preference shares (in rupees)	2,000,000	1,175,320	1,175,320	1,175,320

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>PREFERENCE SHARES</b>				
Number of preference shares	200,000	117,532	117,532	117,532
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	2,000,000	1,175,320	1,175,320	1,175,320

**(c) Unclassified share capital**

	Authorised capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total amount	Total amount	Total amount
<b>Equity shares</b>	Physical	DEMAT	Total			
At the beginning of the year	0	98,468	98,468	984,680	984,680	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0

viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	98,468	98468	986,680	984,680	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	150,000	0	150000	1,500,000	1,500,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	32,468	0	32468	324,680	324,680	0
i. Redemption of shares	32,468	0	32468	324,680	324,680	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	117,532	0	117532	1,175,320	1,175,320	

ISIN of the equity shares of the company

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



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

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

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

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

Date of the previous annual general meeting				<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)					
Type of transfer		<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock		
Number of Shares/ Debentures/ Units Transferred		<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 100px;" type="text"/>
Ledger Folio of Transferor			<input style="width: 100%;" type="text"/>		
Transferor's Name	<input style="width: 150px;" type="text"/>		<input style="width: 150px;" type="text"/>		<input style="width: 150px;" type="text"/>
	Surname		middle name		first name
Ledger Folio of Transferee			<input style="width: 100%;" type="text"/>		

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

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

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

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

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

(v) Securities (other than shares and debentures)

0

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

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

(i) Turnover

141,172,000

(ii) Net worth of the Company

215,547,000

## VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,000	5.08	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0



6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	93,468	94.92	117,532	100
10.	Others	0	0	0	0
	<b>Total</b>	<b>98,468</b>	<b>100</b>	<b>117,532</b>	<b>100</b>

**Total number of shareholders (promoters)**

2

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

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

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

0

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

2

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

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

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	2	0	2	0	0
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	2	0	2	0	0

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

2

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Gautam Puri	00033548	Director	0	
Sujit Bhattacharyya	00033613	Director	0	

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

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

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

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Meeting ('EGM')	17/08/2021	2	2	100
Annual General Meeting	06/09/2021	2	2	100
Extra Ordinary General Meeting ('EGM')	22/12/2021	2	2	100

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/06/2021	2	2	100
2	03/08/2021	2	2	100
3	21/09/2021	2	2	100
4	30/10/2021	2	2	100
5	22/12/2021	2	2	100



S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	02/02/2022	2	2	100

#### C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Scheduled on 15/09/2022
1	Gautam Puri	6	6	100	0	0	0	
2	Sujit Bhattacharyya	6	6	100	0	0	0	

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☒ Nil

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

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

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

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

Number of other directors whose remuneration details to be entered

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

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

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

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

☒ Yes ☐ No

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

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

Form MGT-8 is not applicable on the Company.

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

*Gautam Puri*  
Gautam Puri  
Director  
DIN: 00033548

*Sujit Bhattacharyya*  
Sujit Bhattacharyya  
Director  
DIN: 00033613

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

Place: New Delhi

Date: August 03, 2022

Address: F-501, Prateek Stylome, Near Amrapalli,  
Gautam Buddha Nagar, Sector-45, Noida-201303



**Annexure - III**  
**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**

**Top 10 employees in terms of remuneration during the Financial Year 2021-22**


S. No.	Name of the Employee	Designation	Gross Remuneration per month paid	Nature of Employment	Educational Qualification	Experience (in years)	Date of Joining*	Age	Previous employment	Equity holding in the Company as on March 31, 2022	Name of director or manager who is the relative of Employee
1.	Manish Vij	Manager-Operations	81,254	Permanent	BA	29	02-04-2012	48	Max New York Life Insurance	-	-
2.	Upendra* Kumar Sharma	Senior Manager-Phi-Lab-Academics	78,757	Permanent	MA	21.6	11-09-2000	50	-	-	-
3.	Kannath* Narayanan Prakash	Manager-Phi-Lab-Academics	72,955	Permanent	MA	29	05.06.2017	55	Access Publishing India Pvt Ltd	-	-
4.	Sanjay Vir*	Senior Manager-Phi-Lab-DTP	66,687	Permanent	BA	22	01-02-2000	48	-	-	-
5.	Rajdeep Guha*	Assistant Manager-Phi-Lab-Academics	66,460	Permanent	MA	19	04-05-2015	39	Mnemonic Education Pvt Ltd	-	-
6.	Pravin* Choubey	Assistant Manager-Academics	61,650	Permanent	BSc	5	20-05-2019	36	Faculty in IAS Coaching Institute	-	-
7.	Saggurthi* Lakshman	Deputy Manager - Content	59,645	Permanent	MSc	8	01-08-2015	32	Dr. Reddy Pharmaceutics Pvt Ltd	-	-



8.	Preeti Sagar*	Senior Executive-Phi-Lab-Academics	59,339	Permanent	BA	5	01-02-2020	34	Faculty in GTA-IAS Coaching Institute	-	-
9.	Master Ravi*	Manager-Phi-Lab Ops	57,058	Permanent	BA	15	01-12-2011	42	IBM Daksh Business Process Services	-	-
10.	Shashank* Shekhar Pandey	Manager - Content	56,657	Permanent	B.Tech	9	01-03-2013	34	-	-	-

\* These employees have been transferred from one or the other Amalgamating Companies, pursuant to the Amalgamation of 5 Wholly Owned Subsidiaries of CL Educate Ltd into it effective March 5, 2022. The date of joining referred to in the table refers to the Original date of their joining the Amalgamating Company.

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

  
**Gautam Puri**  
**Director**  
**DIN: 00033548**

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

**Date: August 03, 2022**  
**Place: New Delhi**



  
**Sujit Bhattacharyya**  
**Director**  
**DIN: 00033613**

**Address: F-501, Prateek Stylome, Near Amrapalli,**  
**Gautam Buddha Nagar, Sector-45, Noida-201303**