

NOTICE

Notice is hereby given that the 5th **Annual General Meeting** of the members of CL Media Private Limited shall be held on Saturday, the **29th day of September, 2012**, at 3.00 P.M. at the Registered Office of the company situated at R-90, 1st Floor, Greater Kailash, Part-I, New Delhi – 110048 to transact the following Business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2012 and Profit & Loss Account for the period ended on that date together with the report of Board of Directors and the report of Auditors thereon.
2. To appoint a Director in place of Mr. Satya Narayanan .R, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Shiva Kumar Ramachandran, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s Haribhakti & Co., Chartered Accountants, Delhi, be appointed as the statutory auditors of the Company in place of M/s. Rakesh K. Sehgal & Co., Chartered Accountants, the retiring auditors, to hold office from the close of the ensuing annual general meeting till the conclusion of the next annual general meeting on such terms, conditions and remuneration as may be mutually agreed between the board of directors and the said auditors."

RESOLVED FURTHER THAT the board of directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to implement this resolution."

By Order of the Board
For CL MEDIA Private Limited


Nikhil Mahajan
Director

Dated : 30/07/2012

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him / her on a poll only and such proxy so appointed need not be a member of the company. However proxy forms should be deposited with the company at least 48 hours before the commencement of the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 4

The books of accounts of the Company for the Financial Year 2011-12 have been audited by M/s. Rakesh K. Sehgal & Co., Chartered Accountants, who hold office until the conclusion of AGM 2012.

CL MEDIA PRIVATE LIMITED


15-A, Knowledge Park II, Greater Noida, India

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The Company has received a notice of unwillingness to be reappointed in the ensuing AGM under Section 224(1) of the Companies Act, 1956, dated 5th July, 2012 from M/s. Rakesh K. Sehgal & Co., Chartered Accountants, the existing statutory Auditors. The Board of Directors recommends M/s. Haribhakti & Co., Chartered Accountants, Delhi as the Company's Statutory Auditor in place of retiring auditors. M/s. Rakesh K. Sehgal & Co., Chartered Accountants at the ensuing AGM.

M/s. Haribhakti & Co., Chartered Accountants, has, under Section 224(1) of the Act, furnished a certificate of its eligibility for the said appointment.

By Order of the Board
For CL MEDIA Private Limited


Nikhil Mahajan
Director

Dated : 30/07/2012

CL MEDIA PRIVATE LIMITED
DIRECTORS' REPORT' 2012

Your directors are pleased to present their report on the business and operations of your Company for the year ended March 31, 2012.

FINANCIAL HIGHLIGHTS

Figures in Rs. Lacs For the Year ended:

	March 31 2012	March 31 2011
Total Income	1073.23	372.16
Total expenditure	943.28	316.76
Profit / Loss before tax	139.72	55.40
Provision for tax	60.28	15.08
Profit / Loss after tax	79.44	40.62
Profits brought forward from previous year	(101.39)	(142.01)
Carried to Balance sheet	-21.96	(101.39)

OPERATIONAL REVIEW

During the year under review, your Company earned a total income of Rs. 10.73 crores as against a total income of 3.72 Crores earned during 2010-11, registering an increase of 188%.

The expenditures of the Company increased by a 198% from a total expenditure of Rs. 3.16 crores during 2010-11 to a total expenditure of Rs. 9.43 crores during FY 11-12.

The company earned a Net Profit after Tax (PAT) of Rs. 79.44 Lacs in FY 11-12 against a Net Profit of Rs. 40.62 Lacs during the previous year.

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

DIVIDEND

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

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE COMPANY'S FINANCIAL POSITION

During the year, the company established a new unit in Roorki for printing and binding the books for purpose of sale to its holding co. (CL Educate Ltd.) and others.

The company has been granted the marketing rights on education magazines and education content by its holding company under a revenue sharing agreement. During the year the company derived income from booking of advertisements in the magazines, the subscription and sponsorship activity. The company also received fixed amount of income from its holding company as maintenance of the education content.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

a) Information in accordance with the provisions of section 217(1)(c) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of Board of Directors) rules, 1988, regarding conservation of energy and technology absorption, Foreign Exchange earning and outgo is not applicable to your Company.

PARTICULARS OF EMPLOYEES

The Company has no employee(s) as required to be listed under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, from time to time.

DIRECTORS

Mr. Satya Narayanan .R. and Mr. Shiva Kumar Ramachandran, Directors, retire by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for re appointment.

During the year under review,

- Mr. Gautam Puri was appointed as the Managing Director of the Company on 3rd November, 2011. Mr. Puri resigned from the position of Managing Director, to continue as a Non-Executive Director on Board on 27th January, 2012.

AUDITORS

M/s. Rakesh K. Sehgal & Co., Chartered Accountants, Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting. The Company has received a notice, of its unwillingness to be reappointed at the ensuing AGM under Section 224(2) of the Companies Act, 1956, dated 5th July, 2012 from M/s. Rakesh K. Sehgal & Co., Chartered Accountants, the existing statutory Auditors. The Board of Directors has recommended M/s. Haribhakti & Co., Chartered Accountants, Delhi as the Company's Statutory Auditor in place of retiring auditors, M/s. Rakesh K. Sehgal & Co., Chartered Accountants at the ensuing AGM.

M/s. Haribhakti & Co., Chartered Accountants, has, under Section 224(1) of the Act, furnished a certificate of its eligibility for the said appointment.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any public deposits in terms of the provisions of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:

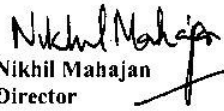
- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- (ii) They have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company at the end of the financial year and the profit and loss of the Company for that period;
- (iii) They have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing fraud and other irregularities;
- (iv) They have prepared the annual accounts on a going concern basis;

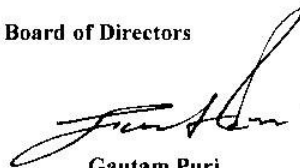
ACKNOWLEDGEMENT

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


Nikhil Mahajan
Director


Gautam Puri
Director

Dated : 30/07/2012
Place: New Delhi