

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 6TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CL MEDIA PRIVATE LIMITED SHALL BE HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2013, AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT R-90, 1ST FLOOR, GREATER KAILASH, PART-1, NEW DELHI - 110048 TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2013 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. Gautam Puri, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Nikhil Mahajan, 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, firm registration no. 103523W Company's retiring auditors, being eligible and having offered themselves for reappointment, be and is hereby reappointed as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration as may be mutually decided between the auditors and the Board of Directors of the Company."

"RESOLVED FURTHER THAT the board of directors be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

By Order of the Board of Directors
CL Media Private Limited



Gautam puri
Director

Dated: 26/07/2013

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.

THE BOARD OF DIRECTORS

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

AUDITORS 2012-13:

HARIBHAKTI & CO., CHARTERED ACCOUNTANTS, DELHI

REGISTERED OFFICE:

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

CORPORATE OFFICE:

15-A Knowledge Park-II, Greater Noida, UP -201310

CL MEDIA PRIVATE LIMITED
DIRECTORS' REPORT' 2013

Your directors are pleased to present their report on the business and operations of your Company for the year ended March 31, 2013.

FINANCIAL HIGHLIGHTS

Figures (in Rs. Lacs) for the Year ended:

| | March 31 2013 | March 31 2012 |
|--|---------------|---------------|
| Total Income | 2,634.91 | 1,073.22 |
| Total Expenditure | 1,979.38 | 943.28 |
| Profit / Loss Before tax | 638.17 | 129.94 |
| Provision for tax | (8.007) | 50.50 |
| Profit / Loss after tax | 646.18 | 79.44 |
| Profits brought forward from previous year | (21.96) | (101.39) |
| Carried to Balance Sheet | 624.22 | (21.96) |

OPERATIONAL REVIEW

During the year under review, your Company earned a total income of Rs. 2,634.91 Lacs as against a total income of Rs. 1,073.22 Lacs earned during 2011-12, registering an increase of 145.51%.

The expenditures of the Company increased by a 109.84% from a total expenditure of Rs. 943.28 Lacs during 2011-12 to a total expenditure of Rs. 1,979.38 Lacs during FY 12-13.

The company earned a Net Profit after Tax (PAT) of Rs. 646.18 Lacs in FY 12-13 against a Net Profit of Rs. 79.44 Lacs during the previous year.

The Company commenced its publishing operations in March 2012 and reported a total income of Rs. 1073.22 Lacs during FY 11-12. Further, the Company earned a total income of Rs. 2634.91 Lacs during FY 12-13 thereby registering an increase of 145.51% due to the full year operation cycle of the new business in the current financial year 2012-13.

Your Directors are quite satisfied with 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 2012-13.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE COMPANY'S FINANCIAL POSITION

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.

CHANGES IN CAPITAL STRUCTURE

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

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

Information in accordance with the provisions of section 217(1)(e) 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 Earnings 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. Gautam Puri and Mr. Nikhil Mahajan, Directors, retire by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for re appointment.

AUDITORS & AUDITOR'S REPORT

The books of accounts of the Company for the Financial Year 2012-13 have been audited by M/s Haribhakti & Co., Chartered Accountants, Delhi, who hold office until the conclusion of the ensuing AGM.

M/s Haribhakti & Co., Chartered Accountants, Delhi, retire at the conclusion of the ensuing AGM and being eligible, have offered themselves for reappointment as the Statutory Auditors of the Company for the year 2013-14. Your Board also recommends their appointment.

AUDITOR'S REPORT 2013

Your Directors' explanations to the reservations and views of the auditors expressed in the Clauses of the annexure to the auditors' report are:

1). Clause (ii)(c) of the annexure to the auditors' report:

In our opinion, the company is not maintaining the proper records of inventory. Further, in the absence of proper records, the discrepancies, if any, between the book records and the physical verification has not been ascertained. However, as explained the Company has initiated the process of implementing software to maintain records of inventory.

Reply: The Publishing business has been started by the company in last financial year. This new business is in its nascent stage. Your directors inform you that the Company has in the current year already adopted an ERP system for recording of inventory. The system is in its implementation stage and your directors are hopeful of getting it completely implemented by the end of the current year.

2). Clause (iv) of the annexure to the auditors' report:

In our opinion internal control system with regard to sale of goods and services and purchase of inventory need to be strengthened to be commensurate with the size of the Company and nature of its business.

Reply: The management has initiated necessary steps in the current year to strengthen internal controls with regard to sale of goods and services and purchase of inventory.

3). Clause (ix)(a) of the annexure to the auditors' report:

Undisputed statutory dues including provident fund and service tax have not been regularly deposited with the appropriate authorities and there have been delays in few cases Advance tax payable in respect of income-tax has not been deposited by the company during the year.

Reply: The company has since then deposited all of its statutory dues. Your directors assure that the necessary checks and internal controls shall be introduced in the coming year to avoid any delay in depositing of the statutory dues.

PUBLIC DEPOSITS

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

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

STOCK OPTIONS DETAILS

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

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
2. 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;
3. 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;


4. They have prepared the annual accounts on a going concern basis;

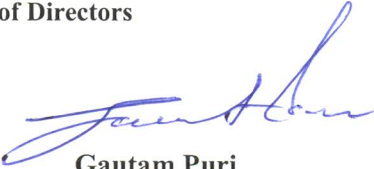
ACKNOWLEDGEMENT

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.

**By Order of the Board
For and on behalf of the Board of Directors**


Nikhil Mahajan
Director


Gautam Puri
Director

**Dated: 26/07/2013
Place: New Delhi**