



NOTICE

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

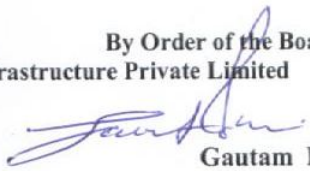
ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 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. Sujit Bhattacharyya, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Gopal Jain, who retires by rotation and being eligible, offers himself for re-appointment.
4. To reappoint 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
For Career Launcher Infrastructure Private Limited


Gautam Puri
Director

Date: 27.07.2013
Place: New Delhi

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.



Career Launcher Infrastructure Pvt.ltd.

15A, Knowledge Park-II, Greater Noida, U.P. 201310 | Tel.: +91-0120-3969600 | www.clef.in

THE BOARD OF DIRECTORS

MR. SATYA NARAYANAN .R
MR. GAUTAM PURI
MR. SHIVA KUMAR RAMACHANDRAN
MR. SUJIT BHATTACHARYYA
MR. SREENIVASAN .R
MR.GOPAL JAIN

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

CAREER LAUNCHER INFRASTRUCTURE 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.) for the Year ended:

	March 31 2013	March 31 2012
Total Income	32,517,552	19,857,441
Total expenditure	55,897,870	49,911,681
Profit / Loss before tax	(23,025,825)	(30,247,660)
Tax Expense	19,974,732	0
Profit / Loss after tax	(43,000,557)	(30,247,662)
Profits brought forward from previous year	(53,847,134)	(23,599,472)
Carried to Balance sheet	(96,847,689)	(53,847,134)

OPERATIONAL REVIEW

During the year under review, your Company earned a Total Income of Rs. 325.17 Lacs, as against an income of Rs. 198.57 Lacs during FY 2011-12. The Company incurred a net Loss of Rs. 430 Lacs in FY 12-13 as against a Net loss of Rs. 302.48 Lacs in the year 2011-12. This loss is due to Interest paid on Term Loan taken for construction of schools at Raipur & Indore as well as for development and construction of a new school at Pune.

Your Directors are optimistic about the Company's current year performance, and they expect the Company to do much better in the years to come keeping in view the commissioning of the three school buildings which will result in additional admissions to these schools, which, in turn will result in an increase in revenue share to your Company from these schools.

DIVIDEND

No Dividend is recommended for the year 2012-13.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE COMPANY'S FINANCIAL POSITION

There has been no material change/commitment in the Company's financial position between the financial year ended 31st March 2013 till the date of this report.

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 earning and outgo is not applicable to your Company.

DIRECTORS

Mr. Sujit Bhattacharyya and Mr. Gopal Jain, Directors, retire by rotation at the ensuing Annual General Meeting (AGM 2013) and being eligible, have offered themselves for re-appointment.

PARTICULARS OF EMPLOYEES

None of the employees of the Company were in receipt of remuneration in excess of the limits prescribed under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, during the year 2012-13.

AUDITORS & AUDIT 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, offer themselves for reappointment as the statutory auditors of the Company. Your Board of Directors also recommend their appointment.

AUDITOR'S REPORT

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(iv) of the annexure to the Auditors' Report,

In our opinion and according to the information and explanation given to us, the management is in the process of strengthening the existing control system in order to make it adequate and commensurate with the size of the company and the nature of business with regard to purchase of fixed assets and sale of services. We have not observed any continuing failure to correct major weakness in internal control system of the company.

Reply-The management has initiated necessary steps in the current year to strengthen internal controls with regard purchase of fixed assets and sale of services.

2. Clause(vii) of the annexure to the Auditors' Report,

In our opinion, the scope of internal audit needs to be enhanced to make it commensurate with the size and nature of Company's business.

Reply- We are in the process of enhancing the scope of the Internal Audit to include physical verifications of fixed assets and Visits to Company own locations for better control.

3. Clause(viii) of the annexure to the Auditors' Report,

According to the information and explanations given to us, the company is in the process of maintaining prescribed books of account and records pursuant to the rules made by the Central Government for the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956, for the business activities of the Company.

Reply- This has been done in consultation with professional Advisors and the same is implemented.

4. Clause(x) of the annexure to the Auditors' Report,

In our opinion, the Company accumulated losses at the end of the financial year are less than fifty per cent of its net worth. Further the Company has incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

Reply-The revenue in the company comprises of the revenue share from the schools as a percentage of their fee collection, running under Nalanda Foundation. As most of these schools are still in the infancy stage, the revenue will accrue to the company in the coming years as the student strength will grow over the near future.

5. Clause(xi) of the annexure to the Auditors' Report,

In our opinion and according to the information and explanations given to us, during the year there have been delays in repayment of dues to banks as mentioned below. There are no dues to financial institutions or debenture holders outstanding during the year or at end of the year.

Particulars	Amount in RS.	Due Date of payment	Date of Payment	Delay in Days
Principal Amount of Term Loans	2100000	December 31, 2012	22 February, 2013	53
Interest on Term loans	2673891	December 31, 2012	22 February, 2013	53
Interest on Term loans	2677203	January 31, 2013	22 February, 2013	22

Reply-During the Year, we renegotiated the terms of the Loans with other banks and during the transition of these Loans from existing Bank to new lender, the Loan was fully repaid along with Pre closure charges so these delays happened. At the end of the year there are no such outstanding overdue payments.

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, Career Launcher Infrastructure 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.

SECRETARIAL COMPLIANCE CERTIFICATE:

Your Directors have secured a Secretarial Compliance Certificate in accordance with the provisions of Section 383A of the Companies Act, 1956 from a Practising Company Secretary, certifying that the Company has complied with all the provisions of the Companies Act, 1956. The said certificate forms part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:

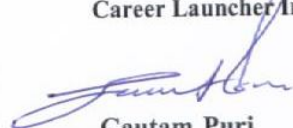
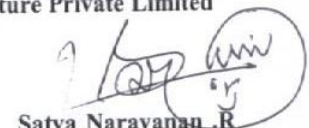
- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- (ii) They have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent 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 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
Career Launcher Infrastructure Private Limited


Gautam Puri
Director
Satya Narayanan R
Chairman

Date: 27.07.2013

Place: New Delhi