

ANNUAL REPORT 2014-2015

CAREER LAUNCHER EDUCATION INFRASTRUCTURE AND SERVICES LIMITED

CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED

Corporate Office: A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi - 110044. **Tel:** +91-11-41281100 / 0800, **Fax:** +91-11-4128110, **Website:** www.cleis.in

Registered Office: R-90, First Floor, Greater Kailash, Part 1, New Delhi - 110048.

THE BOARD OF DIRECTORS (As on August 03, 2015)

Mr. Satya Narayanan .R	:	Non-Executive Director
Mr. Gautam Puri	:	Non-Executive Director
Mr. Sujit Bhattacharyya	:	Non-Executive Director
Mr. Shiva Kumar Ramachandran	:	Non-Executive Director
Mr. Sreenivasan .R	:	Non-Executive Director
Mr. Safir Anand:	:	Non-Executive Independent Director

COMPANY SECRETARY : Mr. Arvind Kumar Khater

AUDITORS (2014-15) : Haribhakti & Co. LLP, Chartered Accountants

REGISTERED OFFICE : R-90, First Floor, Greater Kailash Part-1, New Delhi – 110048

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

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Registered Office: R-90, First Floor, Greater Kailash, Part 1, New Delhi - 110048.

CAREER LAUNCHER EDUCATION INFRASTRUCTURE AND SERVICES LIMITED

CIN: U70101DL2005PLC137699

Registered Office: R-90, First Floor, Greater Kailash, Part-I, New Delhi – 11 00 48**Tel.:** 011-4128 1100/0800, **E-mail:** rachna.sharma@careerlauncher.com**NOTICE**

NOTICE is hereby given that the **10th ANNUAL GENERAL MEETING** of the members of Career Launcher Education Infrastructure and Services Limited will be held on Wednesday the 30th day of September, 2015 at 11.00 A.M at the Registered office of the Company situated at 'R-90, First Floor, Greater Kailash, Part-I, New Delhi – 110048' to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Annual Accounts - To receive, consider and adopt,

- a. the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015, and the reports of the Board of Directors and Auditors thereon;
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015, and the report of Auditors thereon;

Item No. 2 – Reappointment of Mr. Gautam Puri- To appoint a director in place of Mr. Gautam Puri (DIN: 00033548), **Director** who retires by rotation at the ensuing **Annual General Meeting**, and who, being eligible, offers himself for re-appointment.

Item No. 3 – Reappointment of Mr. Sreenivasan .R - To appoint a director in place of Mr. Sreenivasan .R (DIN: 00034190), **Director of the Company**, who retires by rotation at the ensuing **Annual General Meeting**, and who, being eligible, offers himself for re-appointment.

Item No. 4 – Appointment of Statutory Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, as amended from time to time, M/s Haribhakti & Co, Chartered Accountants, LLP (Firm Registration No. – 103523W), be and is hereby re-appointed as Statutory Auditors of the Company for a period of 3 years to hold office from the conclusion of this Annual General Meeting (AGM 2015) till the conclusion of 13th AGM of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

CAREER LAUNCHER EDUCATION INFRASTRUCTURE & SERVICES LIMITED

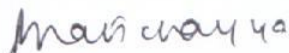
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RESOLVED FURTHER THAT the board of directors be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

By Order of the Board

For Career Launcher Education Infrastructure and Services Limited



(Sujit Bhattacharyya)

Director

DIN No. : 00033613

Address: A-703, Sarita Vihar,

New Delhi – 110 044

New Delhi

August 03, 2015

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. Members desirous of any further information regarding the special business matters to be transacted may write to the company at its registered office at least seven days before the date of the meeting so as to enable the management to keep the information ready.
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 during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board

For Career Launcher Education Infrastructure and Services Limited



(Sujit Bhattacharyya)

Director

DIN No. : 00033613

Address: A-703, Sarita Vihar,

New Delhi – 110 044

New Delhi

August 03, 2015

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CAREER LAUNCHER EDUCATION INFRASTRUCTURE AND SERVICES LIMITED**DIRECTORS' REPORT' 2015**

Your directors are pleased to present their report on the business and operations of your Company for the year ended March 31, 2015.

FINANCIAL HIGHLIGHTS**(Figures in Rs.)**

	FY 2015	FY 2014
Total Income	87,695,332	65,555,215
Total expenditure	56,080,073	36,939,300
Prior Period Expenses	0	186,835
Exceptional Items	22,841,122	0
Profit / Loss before tax	8,774,137	28,429,080
Provision for tax	8,462,129	22,65,464
Profit / Loss after tax	312,008	26,163,616
Profits brought forward from previous year	3,191,263	(22,972,353)
Deficit/ Surplus carried to Balance sheet	3,075,361	3,191,263

The total income of the Company for the financial year under review in the aggregate was Rs. 8.77 Crores as against Rs. 6.55 crores for the previous financial year, registering an increase of income by 33.89%. The expenses have increased from Rs. 3.69 crores during the previous year to Rs. 5.61 crores during the current year. The Company's profit after tax is at Rs. 0.03 Crores as against a profit after tax of Rs. 2.62 Crores in the previous Financial Year.

OPERATIONAL REVIEW**Year in Retrospect:**

During the Financial Year under review, the revenue from the soft skill training business was 2.56 crores as against Rs. 2.12 crores in the previous financial year, registering an increase of 21% whereas Indus World School revenue was 2.7 crores as against Rs. 1.63 crores for the previous financial year, registering an increase of 66%. Student strength increased from 149 to 479 during the Financial Year 2014-15.

SUBSIDIARIES

CLEIS has one wholly owned subsidiary Company, Career Launcher Infrastructure Private Limited (CLIP), which was incorporated in the year 2008. CLIP is in the business of promoting educational activities by providing Infrastructure facilities for K-12 schools.

The statement containing salient features of the financial statements of the Company's Subsidiary, Associates (None) and Joint Ventures (None) (in Form AOC-1) is attached to the financial statements and this report as **Annexure-I**.

DIVIDEND

Your Directors do not recommend any Dividend for the year 2014-15.

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CIN No. : U70101DL2005PLC137699

CAPITAL STRUCTURE

During the financial year 2014-15, the Company has issued 7500 nos. of Equity shares pursuant to the CLEIS Employee Stock Option Plan 2008 of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions entered by the Company with Related Parties were in the Ordinary Course of Business and at Arm's Length pricing basis. The Audit Committee of the Company granted omnibus approval for the transactions (which were all routine and repetitive in nature) and the same was reviewed and approved by the Board of Directors. There were no materially significant transactions with Related Parties during the financial year 2014-15 which were in conflict with the interest of the Company. Suitable disclosures as required under AS-18 have been made in the Notes to the financial statements.

The particulars of contracts or arrangements with related parties in prescribed form AOC-II is annexed as **Annexure - II**.

AMOUNT PROPOSED TO BE CARRIED TO ANY RESERVES

Pursuant to section 134(3)(j), there is no amount which Company proposes to carry to any reserve in the Balance Sheet.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN MARCH 31, 2015 AND JUNE 23, 2015 (DATE OF THE REPORT)

There have been no material changes and commitments affecting the financial position of the Company between the end of financial year (March 31, 2015) and the date of the Report (June 23, 2015).

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 -III**.

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DISCLOSURE OF PARTICULARS

Information as per the Rule 8 of the Companies (Accounts) Rules, 2014, relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, Internal financial control systems etc.

Information to be included in Board's Report are provided hereunder:

- a) **Conservation of Energy** –The planning and installation of equipment of the Company are done in a manner such that maximum energy is conserved. To the extent possible, energy efficient equipment and instruments are used.
- b) **Technology absorption** – Since your Company does not carry out any manufacturing activity, the particulars regarding technology absorption and other particulars as required by the Companies Act, 2013 and rules made thereunder are not applicable.
- c) **The foreign exchange earnings and outflows** – Nil
- d) **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.
 - 4. Internal Audit is performed regularly.

PARTICULARS OF EMPLOYEES

Our people are our most important assets. We value their talent, integrity and dedication. The Board wishes to express its appreciation to all the employees for their outstanding contribution to the operations of the Company during the year. As required under 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, there is no employee falling under the purview of this provision's reporting requirements.

DIRECTORS/ MANAGERS/ SECRETARY

Mr. Gautam Puri and Mr. Sreenivasan .R, Director(s), retire by rotation at the ensuing Annual General Meeting (2015) and being eligible have offered themselves for re appointment.

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CIN No. : U70101DL2005PLC137499

Further, the following Directors have resigned from the Board since the date of the last AGM:

S. No.	Name of the Director	On and with effect from
1	Mr. Gopal Jain	February 16, 2015
2	Mr. Shantanu Prakash*	April 01, 2015
3	Ms. Madhumita Ganguli	April 07, 2015
4	Mr. M.B. Parikh	May 08, 2015

* Vacation of office under section 167(1)(b) of Companies Act, 2015.

AUDITORS

M/s. Haribhakti & Co., Chartered Accountants, who are the Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and have expressed their willingness for re-appointment. It is proposed to re-appoint M/s. Haribhakti & Co. Chartered Accountants as the Statutory Auditors of the Company for a period of 3 years to hold office from the conclusion of this Annual General Meeting till the conclusion of 13th AGM of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM).

A Certificate under Section 139(1) of the Companies Act, 2013 has been furnished by M/s. Haribhakti & Co., Chartered Accountants, of its eligibility for re-appointment. The Company has also 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 consider, appointment of the auditors and 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.

There is no instance of fraud reported by auditors under sub section (12) of section 143 of the Companies Act, 2013.

AUDITOR'S REPORT 2015

Your Directors' explanations regarding the reservations/ views/qualifications etc. of the auditors expressed in the Clauses of the Auditors/CARO Report 2015 are:

a) Clause No. (iii)(a) of the Annexure to Independent Auditors' Report

The Company has granted unsecured interest free loan to one Company and one other party and unsecured loan to other two parties covered in the register maintained under Section 189 of the Act. In our opinion and according to the information and explanation given to us, the rate of interest and the other terms and conditions of loans granted to two other parties are not, prima facie, prejudicial to the interest of the Company. Terms and conditions related to loans granted to one Company and one other party are, prima facie, prejudicial to the interest to the interest of the Company.

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CIN No. - U72101DL2005PLC127400

Directors' Reply:

i. For Interest Free Loan granted to CLIP:

Career Launcher Infrastructure Private Limited (one Company), is the wholly owned subsidiary Company, hence not charging interest on loans granted to it will not impact the overall viability of the Company.

ii. For Interest Free Loan granted to CLEF:

In view of the Business operations of CLEF, Trust (one other Party), the loan amount remained dormant during this Financial Year and, for the interest of CLEIS, one of the Director of the CLEIS is also a trustee of CLEF, who manages the operations of CLEF. Hence, Company hopes that CLEF will be able to repay the outstanding amount in near future.

b) Clause No. (xv) of the Annexure to Independent Auditors' Report

In our opinion the, terms and conditions of the guarantees amounting Rs. 15,000,000 given by the Company for loans taken from banks by an entity over which Key Management Personnel have significant influence can be prejudicial to the interest of the Company.

Directors' Reply:

The Nalanda Foundation, Trust is an important partner of the Company and is a significant source of revenue for the Company. Company has provided the guarantee towards the loan taken by Nalanda Foundation for purchasing the buses for the Schools it runs. Based on the past growth of Nalanda Foundation, we are confident that Nalanda Foundation will be able to repay these loans and no liability shall fall upon the Company.

Further, there is no instance of fraud reported by under sub section (12) of section 143.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any public deposits under any relevant applicable provisions contained in the Companies Act, 2013, and/or rules thereunder.

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.

(A) Details of Remuneration paid

There were two Executive Directors (Designation changed to Non-Executive Director(s) w.e.f 01.04.2015) on the Board of the Company and the details of all the elements of remuneration package including commission, perquisites and other variable component paid to Executive Directors during the year 2014-15 are as follows:

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CIN No.: U17010DL2005PLC137699

Components of Salary	Amount in Rs.	
	Mr. Sujit Bhattacharyya	Mr. Shiva Kumar Ramachandran
Total Fixed Salary	4,900,440	4,900,440
Contribution to PF	9,360	9,360
Perquisites	39,600	39,600
Total	4,949,400	4,949,400

No commission was paid to Directors for the year 2014-15.

(B) Stock options details (As on date of this report)

Name of the grantee (Employee)	No. of ESOP's Granted	Amount per Option Payable	Grant date	Options Exercised till the date of this report	Options remaining
Sanjeev Srivastava	15000	80	01.10.2010	15000	-
Soumyo Dutta Gupta	10000	115	29.10.2013	2500	7500
Total	25000				

Note: The Board had at its meeting held on June 23, 2015 approved the termination of Career Launcher Education Infrastructure and Services Limited (CLEIS) Employee Stock Options Plan (ESOP) 2008.

(C) Number of Board Meetings held during the year 2014-15, with dates is as under:

S. No.	Date	Board Strength	No. of Directors Present
1	29-Apr-14	9	8
2	29-Jul-14	9	7
3	12-Aug-14	9	5
4	5-Sep-14	10	6
5	27-Oct-14	10	8
6	16-Feb-15	10	7

(D) Attendance at Board and Board Committee Meetings held during the year 2014-15:

Board and Board Committees	Board	Audit Committee**	Compensation Committee**
Meetings held	6	4	0
Directors' Attendance			
Gautam Puri	6	4	0
Satya Narayanan .R	6	N.A.	N.A.
Sujit Bhattacharyya	6	N.A.	N.A.
Shiva Kumar Ramachandran	6	N.A.	N.A.
Sreenivasan Ramakrishnan	6	N.A.	N.A.
Gopal Jain*	4	4	0
Madhumita Ganguli	4	4	0
M.B. Parikh	1	1	0
Shantanu Prakash	0	N.A.	N.A.
Safir Anand#	1	N.A.	N.A.

* Present by way of Con call in the Board and Audit Committee Meeting held on 29 July, 2014.

** The Audit Committee and Compensation Committee have been dissolved on 12 May, 2015.

Joined the Board on 12 August, 2014.

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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:

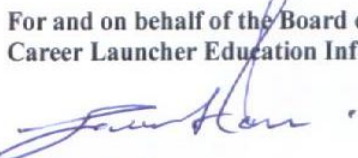
- a) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and no material departures have been made from the same;
- b) appropriate Accounting Policies have been selected and applied consistently and they have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company on 31st March, 2015 and of the Profit and Loss of the Company for the 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 proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

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 Education Infrastructure and Services Limited**


**Gautam Puri
Director**

**DIN No. : 00033548
Address: R-90, Greater Kailash,
Part-I, New Delhi -110048**

**Dated: August 03, 2015
Place: New Delhi**


**Sujit Bhattacharyya
Director**

**DIN No. : 00033613
Address: A-703, Sarita Vihar,
New Delhi - 110044**

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CIN No.: U70101DL2005PLC127400

Annexure-I

Form AOC- 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

PART "A": Subsidiaries

(Amount in ₹ Mn)

S. No.	Name of the Subsidiary	Financial Period Ended	Reporting Currency and Exchange Rate	Share Capital (Nos. of Equity shares)	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit / (Loss) Before Taxation (PBT)	Provisions for Taxation	Profit / (Loss) After Taxation (PAT)	% of share holding
1	Career Launcher Infrastructure Private Limited (CLIP)	31.03. 2015	N/A	248468	220.64	538.97	538.97	-	27.35	-21.02	-	-11.07	100%

Notes:

- Names of subsidiaries which are yet to commence operations : None
- Names of subsidiaries which have been liquidated or sold during the year : None

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Part "B": Associates and Joint Ventures
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

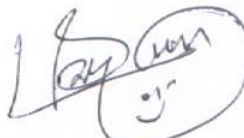
(Amount in ₹ Mn)

Name of the Associates/Joint Ventures	N.A.
1. Latest audited Balance Sheet Date	N.A.
2. Shares of Associate / Joint Ventures held by the Company on the year end	N.A.
No.	
Amount of Investment in Associate/Joint Venture	
Extend of Holding %	
3. Description of how there is significant influence	N.A.
4. Reason why the associate/joint Venture is not consolidated	N.A.
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	N.A.
6. Profit / Loss for the year	N.A.
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

Notes:

- Names of associates or joint ventures which are yet to commence operations: None
- Names of associates or joint ventures which have been liquidated or sold during the year: None

For and on behalf of Board of Directors of
Career Launcher Education Infrastructure and Services Limited



Satya Narayanan .R
Director

DIN: 00307326



Gautam Puri
Director

DIN: 00033548



Arvind Kr. Khater
Company Secretary

ICSI Membership No.: A33950

Place: New Delhi
Date : 23 June, 2015

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Annexure-II

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 year ended March 31, 2015, which were not at arm's length basis.

2. **Details of Material contracts or arrangement or transactions at arm's length basis.**

Sl No.	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	Amount paid as advance, if any:
			From	To			
	A	B	C		D	E	F
1	R Shiva Kumar, Director	Remuneration	01.04.2015 to 31.03.2015		Mr. Shiva Kumar is a Whole Time Director in CLEIS, and draws salary from CLEIS. The salary paid to him is equivalent/comparable to people in industry with similar background and similar experience.	28.01.2014	NIL
2	CL Educate Limited, Holding Company	Cost Sharing for shared infrastructure and various common administrative expenses with CL	An earlier contract w.r.t Greater Noida premise has been mutually terminated by the parties and both the parties entered into a new agreement w.r.t Mohan Estate premises on 01.04.2015.		The infrastructure at Greater Noida is co shared with CL and since the same is owned by CL it was agreed that CLEIS will pay an amount proportionate to the usage by it. CLEIS agree to pay the administrative expenses for the shared infrastructure.	29.07.2014	NIL
3	CL Educate Limited, Holding Company	Other Cost sharing arrangements. A vehicle leased out by CL to CLEIS against a monthly rental of Rs. 15,000/-.	Original Car Lease Agreement dated 01.04.2012 is extended for further period of 2 years by executing an addendum dated 01.04.2014		CL shall grant the vehicle on lease at a monthly rental of Rs. 15,000/- to its Subsidiary Company i.e. CLEIS. CLEIS shall make the payment to the CL towards the above said Car lease.	29.07.2014	NIL
4	Nalanda Foundation (NF)	1. Leasing of Brand Name & Educational Soft Skills for Indus World Schools 2. Interest payable on outstanding loan	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 force during FY 2014-15.		CLEIS has licensed IWS brand, academic and technological backend and various other support services to schools at Nalanda. CLEIS charges the revenue share as the same % of fee collected as it charges the other IP schools which also is charged by similar players in the industry. Additionally NF pays to CLEIS interest at 5 BP higher than rate at which CLIP/ CLEIS have borrowed money on outstanding loan	29.07.2014	NIL
5	Career Launcher Infrastructure Private Limited, Subsidiary Co. of CLEIS & Nalanda Foundation (NF)	1. Leasing out of infrastructure facilities for Indus World Schools. 2. Interest Payable on outstanding loan	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 in force during FY 2014-15.		CLIP has given infrastructure to Nalanda foundation for running the schools. In return NF pays a certain % of revenue to CLIP and this % is almost similar or in range to what NF pays to outside infrastructure providers. Additionally NF pays CLIP interest at 5 BP higher than the rate CLIP has borrowed money from lenders for amount outstanding	29.07.2014	NIL

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Registered Office: R-90, First Floor, Greater Kailash, Part 1, New Delhi - 110048.

CIN: U70101DL2005PLC127400

Annexure III

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2015

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	U70101DL2005PLC137699
2.	Registration Date	16.06.2005
3.	Name of the Company	Career Launcher Education Infrastructure and Services Limited
4.	Category/Sub-category of the Company	Unlisted Public Limited Company / Limited by Shares
5.	Address of the Registered office & contact details	R-90, First Floor, Greater Kailash, Part - I, New Delhi – 110 048 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.*	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana State Tel. No.: +91 40 33211500 Email Id: support@karvy.com

* The Company has discontinued the RTA services w.e.f. July 31, 2015.

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	Soft skill training services	855	48.40%
2	School education	854	51.60%

*As per National Industrial Classification 2008

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III. PARTICULARS OF HOLDING /SUBSIDIARY AND ASSOCIATE COMPANIES (as on 31 March, 2015)

S.No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
1	CL Educate Limited (CL)	U74899DL1996PLC078481	Holding	97.94*	2(46)
2	Career Launcher Infrastructure Private Limited (CLIP)	U45200DL2008PTC174240	Subsidiary	100.00	2(87)(ii)

* Percentage of holding of CL in Career Launcher Education Infrastructure and Services 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 year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	56250	56250	0.60	-	-	-	-	-0.60
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	6392526	6392526	67.75	-	9248053	9248053	97.94	30.19
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub- Total (A) (1)	-	6448776	6448776	68.35	-	9248053	9248053	97.94	29.59
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other-	-	-	-	-	-	-	-	-	-

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Individuals									
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	-	6448776	6448776	68.35	-	9248053	9248053	97.94	29.59
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	938028	938028	9.94	-	-	-	-	-9.94
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	271176	271176	2.88	-	-	-	-	-2.88
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	1209204	1209204	12.82	-	-	-	-	-12.81
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	132375	132375	1.40	-	7375	7375	0.08	-1.32

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ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	165548	165548	1.75	-	122892	122892	1.30	-0.45
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	478820	478820	5.07	-	-	-	-	-5.07
c) Others (specify)									
Non Resident Indians	-	61661	61661	0.65	-	61661	61661	0.65	-
Overseas Bodies Corporate	-	938597	938597	9.95	-	-	-	-	-9.95
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts/HUF/Society	-	125	125	0.01	-	2625	2625	0.03	0.02
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	1777126	1777126	18.83	-	194553	194553	2.06	-16.77
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	2986330	2986330	31.65	-	194553	194553	2.06	-29.59
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	9435106	9435106	100.00	-	9442606	9442606	100.00	-

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II. Shareholding of Promoter-

S.No	Shareholder's Name	Shareholding at the beginning of the year (01.04.2014)			Shareholding at the end of the year (31.03.2015)			Change in shareholding during the 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	CL Educate Limited	5430026	57.55	0.00	9248053	97.94	0.00	40.39
2	Bilakes Consulting Pvt. Ltd.	962500	10.20	0.00	-	-	-	-
3	Mr. Satya Narayanan .R	28125	0.30	0.00	-	-	-	-0.30
4	Mr. Gautam Puri	28125	0.30	0.00	-	-	-	-0.30
5	Mr. Sujit Bhattacharyya	-	-	-	-	-	-	-
6	Mr. Shiva Kr. Ramachandran	-	-	-	-	-	-	-
7	Mr. Sreenivasan .R	-	-	-	-	-	-	-
8	Mr. Nikhil Mahajan	-	-	-	-	-	-	-

III. Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	Particulars	Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding as on 31.03.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year 01.04.2014	6448776	68.35	9248053	97.94
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	# As specified below		# As specified below	
2	At the end of the year 31.03.2015	9248053	97.94	9248053	97.94

Details of Change in Promoters' Shareholding:

S. No.	Name of the Promoter	Shareholding		Date	Increase/ Decrease In share Holding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-2015)	
		No. of shares at the beginning 01.04.14 / End of the year 31.03.15	% of total shares of the Company				No. of Shares at the beginning 01.04.14 / End of the year 31.03.15	% of total shares of the Company
1	CL Educate Limited	5430026 / 9248053	57.55/ 97.94	05.09.2014	3818027	Transfer	9248053	97.94
2	Bilakes Consulting Pvt. Ltd.	962500/ 0	10.20/ 0	05.09.2014	-962500	Transfer	-	-

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3	Mr. Satya Narayanan .R	28125 / 0	0.30/ 0.00	05.09.2014	-28125	Transfer	-	-
4	Mr. Gautam Puri	28125 / 0	0.30/ 0.00	05.09.2014	-28125	Transfer	-	-
5	Mr. Shiva Kumar Ramachandran	-	-	-	-	-	-	-
6	Mr. Sujit Bhattacharyya	-	-	-	-	-	-	-
7	Mr. Sreenivasan .R	-	-	-	-	-	-	-
8	Mr. Nikhil Mahajan	-	-	-	-	-	-	-

IV. Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name	Shareholding		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-2015)	
		No. of shares at the beginning 01.04.14/End of the year 31.03.15	% of total shares of the Company				No. of Shares	% of total Shares
1	Bilakes Consulting Private Limited	962500/ Nil	10.20/ Nil	05.09.2014	-962500	Transfer	-	-
2	GPE (India) Ltd.	938597/ Nil	09.95/ Nil	05.09.2014	-938597	Transfer	-	-
3	Housing Development Finance Corporation (HDFC)	938028/ Nil	9.94/ Nil	05.09.2014	-938028	Transfer	-	-
4	SP Family Trust (Shares transferred from Mr. Shantanu Prakash)	478820/ Nil	5.07/ Nil	05.09.2014	-478820	Transfer	-	-
5	Gaja Trustee Company Pvt. Ltd.	271176/ Nil	2.87/ Nil	05.09.2014	-271176	Transfer	-	-
6	Dhandaai Investments Private Limited	125000/ Nil	1.32/ Nil	05.09.2014	-125000	Transfer	-	-
7	Mr. Alok Prasad	21916/ 21916	0.23/ 0.23	N.A.	N.A.	N.A.	21916	0.23
8	Ms. Ruchi Prasad	10957 / 10957	0.12 / 0.12	N.A.	N.A.	N.A.	10957	0.12
9	Mr. Anup Prasad	10957 / 10957	0.12 / 0.12	N.A.	N.A.	N.A.	10957	0.12
10	Mr. Girish Sheshadri	7500 / 7500	0.08 / 0.08	N.A.	N.A.	N.A.	7500	0.08

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CIN No.: U72101DL2005PLC137689

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 year (01-04-14 to 31-03-2015)	
		No. of shares at the beginning 01.04.14/End of the year 31.03.15	% of total shares of the Company				No. of Shares	% of total Shares
1	Mr. Satya Narayanan .R	28125/ -	0.30/ 0.00	05.09.2014	-28125	Transfer	-	-
2	Mr. Gautam Puri	28125/ -	0.30/ 0.00	05.09.2014	-28125	Transfer	-	-
3	Mr. Shiva Kr. Ramachandran	-/ -	-/ -	N.A.	N.A.	N.A.	N.A.	N.A.
5	Mr. Sreenivasan .R	-/ -	-/ -	N.A.	N.A.	N.A.	N.A.	N.A.
6	Mr. Gopal Jain*	-/ -	-/ -	N.A.	N.A.	N.A.	N.A.	N.A.
7	Mr. Safir Anand	-/ -	-/ -	N.A.	N.A.	N.A.	N.A.	N.A.
8	Mr. M. B. Parikh**	-/ -	-/ -	N.A.	N.A.	N.A.	N.A.	N.A.
9	Mr. Shantanu Prakash	-/ -	-/ -	N.A.	N.A.	N.A.	N.A.	N.A.
10	Ms. Madhumita Ganguli***	-/ -	-/ -	N.A.	N.A.	N.A.	N.A.	N.A.

* Resigned from the Directorship w.e.f. 16, February, 2015

** Resigned from the Directorship w.e.f. 08, May, 2015

*** Resigned from the Directorship w.e.f. 07, April, 2015

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Rs. in Mn)

S. No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
1	Indebtedness at the beginning of the financial year (01.04.2014)	0.51	0.43	0.00	0.93
	i) Principal Amount	0.50	0.43	0.00	0.93
	ii) Interest due but not paid	0.00	0.00	0.00	0.00
	iii) Interest accrued but not due	0.00	0.00	0.00	0.00
	Total (i+ii+iii)	0.51	0.43	0.00	0.93
	Change in Indebtedness during the financial year	0.00	0.00	0.00	0.00
	* Addition	0.00	21.60	0.00	21.60
	* Reduction	0.22	22.03	0.00	22.25

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	Net Change	-0.22	-0.43	0.00	-0.65
2	Indebtedness at the end of the financial year (31.03.2015)	0.29	0.00	0.00	0.29
	i) Principal Amount	0.29	0.00	0.00	0.29
	ii) Interest due but not paid	0.00	0.00	0.00	0.00
	iii) Interest accrued but not due	0.00	0.00	0.00	0.00
	Total (i+ii+iii)	0.29	0.00	0.00	0.29

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/WT/ Manager**			Total Amount
		Mr. Gautam Puri	Mr. Sujit Bhattacharyya	Mr. Shiva Kr. Ramachandran	
1	Gross salary*				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	49.20	49.20	98.4
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	0.39	0.28	0.67
	(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)		49.59	49.48	99.07
	Ceiling as per the Act	Rs. 101.00 Lakhs in case of inadequacy of profits, and Rs. 0.28 Lakhs in case of adequacy of profits (As per the resolution passed by the Board in its meeting held on 28.01.2014 and subsequently approved).			

* Also includes the Provident Fund

** Designation of Mr. Gautam Puri, changed from Managing Director to Non-Executive Director w.e.f. 3 February, 2015, and designation of Mr. Sujit Bhattacharyya & Mr. Shiva Kumar Ramachandran changed from Whole Time Director to Non-Executive Director w.e.f. 01 April, 2015.

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B. Remuneration to other directors (Independent Directors)

(Rs, in Lakhs)

SN.	Particulars of Remuneration	Mr. M. B. Parikh	Mr. Safir Anand	Total Amount
1	Independent Directors			
	Fee for attending board committee meetings	Nil	Nil	Nil
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)			
2	Other Non-Executive Directors			
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)			
	Total Managerial Remuneration (A+B)	Nil	Nil	
	Overall Ceiling as per the Act			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

(Rs. In Lacs)

SN	Particulars of Remuneration	CEO/CFO	CS	Total
1	Gross salary	Not Applicable	Not Applicable	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option (Exercised)			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	others, specify...			
5	Others*			
	Total			

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VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding			NIL		
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Career Launcher Education Infrastructure & Services Ltd.

[Signature]
Director

Career Launcher Education Infrastructure & Services Ltd.

[Signature]

Director

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