

**CAREER LAUNCHER EDUCATION INFRASTRUCTURE AND SERVICES LIMITED  
ANNUAL REPORT FY 2016**

**THE BOARD OF DIRECTORS (As on July 28, 2016)**

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 and Independent Director

**COMPANY SECRETARY** : Ms. Bharti Jain

**AUDITORS (2015-16)** : 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

**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, Fax: 011-4128 1110, E-mail: [rachna@careerlauncher.com](mailto:rachna@careerlauncher.com)

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 11<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF CAREER LAUNCHER EDUCATION INFRASTRUCTURE AND SERVICES LIMITED WILL BE HELD ON FRIDAY THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2016 AT 09.00 A.M AT A-41, ESPIRE BUILDING, LOWER GROUND FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL AREA, MAIN MATHURA ROAD NEW DELHI 110044 TO TRANSACT THE FOLLOWING BUSINESSES:

**ORDINARY BUSINESS:**

**Item No. 1 – Adoption of Annual Accounts** - To receive, consider and adopt, the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016, and the reports of the Board of Directors and Auditors thereon;

**Item No. 2 – Reappointment of Mr. Sujit Bhattacharyya** - To appoint a Director in place of Mr. Sujit Bhattacharyya (DIN: 00033613 ), 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. Shiva Kumar Ramachandran** - To appoint a Director in place of Mr. Shiva Kumar Ramachandran (DIN: 00033503 ), 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 – Ratification of the Appointment of Statutory Auditors**

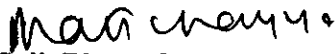
To ratify the appointment of statutory auditors of the Company, and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, as amended from time to time, and pursuant to the confirmation of the appointment of Auditors for the period of 4 (Four) years by the members of the Company at the Annual General Meeting held on September 30, 2014, the members hereby ratify the appointment of M/s Haribhakti & Co, LLP, Chartered Accountants, (Firm Registration No. – 103523W), as the Statutory Auditors of the Company for the Financial Year 2016-17.

**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

**Date: July 28, 2016**  
**Place: New Delhi**

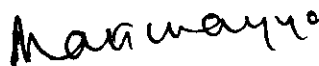
**Address: A-703, Sarita Vihar,  
New Delhi – 110 044**

**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. 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

**Date: July 28, 2016**  
**Place: New Delhi**

**Address: A-703, Sarita Vihar,  
New Delhi – 110 044**

## **CAREER LAUNCHER EDUCATION INFRASTRUCTURE AND SERVICES LIMITED**

### **DIRECTORS' REPORT 2016**

Your directors are pleased to present their report on the business and operations of your Company for the year ended March 31, 2016.

#### **FINANCIAL HIGHLIGHTS**

	(Figures in Rs. Lacs)	
	FY 2016	FY 2015
Total Income	1094.47	876.95
Total expenditure	453.01	560.80
Prior Period Expenses, Exceptional Items	-	228.41
Profit / Loss before tax	641.47	87.74
Tax Expenses	179.08	84.62
Profit / Loss after tax	462.38	3.12
Profits brought forward from previous year	30.75	31.91
Deficit/ Surplus carried to Balance sheet	493.14	30.75

During the year under review, your Company earned a total income of Rs. 1094.47 Lacs as against a total income of Rs. 876.95 Lacs earned during 2014-15, registering an increase of 24.80%.

The expenditures of the Company have decreased by 8.52% from a total expenditure of Rs. 560.80 Lacs during FY 2014-15 to a total expenditure of Rs. 453.01 Lacs during FY 2015-16.

The company earned a Net Profit after Tax (PAT) of Rs. 462.38 Lacs in FY 2015-16 against a Net Profit of Rs. 3.12 Lacs during FY 2014-15.

During the Financial Year under review, the revenue from the soft skill training business was 283.90 Lacs as against Rs. 255.73 Lacs in the previous financial year, registering an increase of 11.02%.

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

#### **SUBSIDIARIES & ASSOCIATES**

CLEIS has one wholly owned subsidiary, 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 2015-16.

#### **CAPITAL STRUCTURE**

During the financial year 2015-16, the Company issued 5000 (Five thousand) Equity shares pursuant to the CLEIS Employee Stock Options Plan 2008 of the Company on May 12<sup>th</sup>, 2015.

### **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. Suitable disclosures as required under AS-18 have been made in the Notes to the financial statement.

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, 2016 AND JULY 28, 2016 (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, 2016) and the date of the Report (July 28, 2016).

### **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.

### **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**

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) Amendment Rules, 2016, the names of the top ten employees in terms of remuneration drawn, as on March 31, 2016, along with the relevant information thereon is given in **Annexure IV**.

Further, during the year 2015-16, 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 lakh 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 holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

### **DIRECTORS/ MANAGERS/ SECRETARY**

Mr. Shiva Kumar Ramachandran and Mr. Sujit Bhattacharyya , Director(s), been longest in office retire by rotation at the ensuing Annual General Meeting (2016) and being eligible have offered themselves for re-appointment.

During the FY 2015-16, the designation of Mr. Gautam Puri was changed from Managing Director to Non-Executive Director, and the designation of both Mr. Shiva Kumar Ramachandran & Mr. Sujit Bhattacharyya was changed from Wholetime Director to Non-Executive Director.

### **AUDITORS**

At the meeting held on July 29, 2014, the Board of Directors of the Company had approved of the appointment of M/s. Haribhakti & Co., LLP, Chartered Accountants., for an initial term of 4 years. At the Annual General Meeting of the Company held on September 30, 2014, the members of the Company confirmed the Board's recommendation by appointing M/s. Haribhakti & Co., LLP, Chartered Accountants., for an initial term of 4 years.

In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors has to be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Haribhakti & Co., LLP, Chartered Accountants, as the statutory auditors of the Company, is placed for ratification by the shareholders.

The Company has 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 Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The members are requested to ratify the appointment of the Auditors as well as 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 2016**

Your Directors' explanations regarding the reservations/ views/qualifications etc. of the auditors expressed in the Clauses of the Auditors/CARO Report 2016 are:

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

The Company has granted unsecured loans to companies and other parties covered in the register maintained under Section 189 of the Act.



- a. According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of loans granted by the Company to 2 parties covered in the register maintained under Section 189 of the Act, (total loan amount granted during the year Rs. Nil and balance outstanding as at balance sheet date amounting Rs. 170,422,878 are prejudicial to the Company's interest on account of the fact that the Company is not charging any interest on such loans.
- b. The schedule of repayment of principal and payment of interest in respect of such loans has not been stipulated and thus we are unable to comment whether the repayments or receipts are regular and report amounts overdue for more than ninety days, if any, as required under paragraph 3(iii)(c) of the Order.
- c. In respect of the aforesaid loans, as the schedule of repayment of principal has not been stipulated, we are unable to comment whether there is any overdue amount of loans granted by the Company to parties listed in the register maintained under Section 189 of the Act.

**Clause No. (iv) of the Annexure to Independent Auditors' Report**

According to the information and explanation given to us in respect of loans, investments, guarantees, and securities, the Company has complied with the provisions of Section 185 and 186 of the Act, except for the details given below:

Nature of non-compliance	Name of Company/party	Amount Involved	Balance as at March 31, 2016
Loan given at rate of interest lower than prescribed	Career Launcher Infrastructure Private Limited	Nil	94,722,198
	Career Launcher Education Foundation	Nil	75,700,680

**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 Directors of CLEIS is also a trustee on the Board of CLEF, who manages the operations of CLEF. Hence, Company hopes that CLEF will be able to repay the outstanding amount in near future.

**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.

- **Details of Remuneration paid**

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

- **Stock Options details**

During the financial year 2015-16, the Company has issued 5000 (Five thousand) Equity shares pursuant to the CLEIS Employee Stock Option Plan 2008 of the Company on May 12<sup>th</sup>, 2015.

- **Number of Board Meetings held during the year 2015-16, with dates is as under:**

S. No.	Date	Board Strength	No. of Directors Present
1	12 May 15	6	6
2	23 June 15	6	6
3	03 Aug 15	6	6
4	26 Oct 15	6	6
5	18 Jan 16	6	5
6	29 Jan 16	6	6
7	16 Mar 16	6	5
8	30 Mar 16	6	5

- **Attendance at Board and Board Committee Meetings held during the year 2015-16:**

Board and Board Committees	Board
Meetings held	8
Directors' Attendance	
Gautam Puri	8
Satya Narayanan .R	8
Sujit Bhattacharyya	8
Shiva Kumar Ramachandran	8
Sreenivasan .R	8
Safir Anand	5

## **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, 2016 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: July 28, 2016  
Place: New Delhi**

  
**Sujit Bhattacharyya  
Director**

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

## 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 Rs. Lacs)

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. 2016	N/A	248468	2070.4	5106.9	5106.9	-	325.6	-136.0	-	-136.0	100%

#### Notes:

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

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

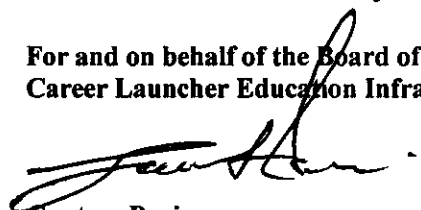
(Amount in Rs, Lacs)

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

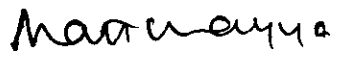
**Notes:**

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

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

  
**Gautam Puri**  
**Director**

**DIN No. : 00033548**

  
**Sujit Bhattacharyya**  
**Director**

**DIN No. : 00033613**

**Dated: July 28, 2016**  
**Place: New Delhi**

## 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**

### FORM NO. AOC -2

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies**  
**(Accounts) Rules, 2014.**

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 transaction under third proviso thereto.

1. **Details of contracts or arrangements or 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, 2016, which were not at arm's length basis.
2. **Details of contracts or arrangements or transactions at Arm's length basis.-** The details of material contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2016 are as follows:-

S. 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	Amount paid as advance (if any)	Remarks ( If any)
1	Career Launcher Education Infrastructure and Services Limited (CLEIS), Subsidiary Co. of CL	Cost Sharing for shared infrastructure and various common administrative expenses by CLEIS	The parties entered in to a new agreement w.r.t. Mohan Estate Premises on 01.04.2015.	The infrastructure at Corporate office is co- shared with CLEIS and since is owned by CL it was agreed that CLEIS will pay an amount proportionate to the usage by it. It includes the operating running and electricity cost for an area of approximately 1650 Sq.ft.	13.05.2015	Nil	-
2	Career Launcher Education Infrastructure and Services Limited, Subsidiary Co. of CL & 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 active throughout 2015-16.	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.	13.05.2015	Nil	-

3	Career Launcher Infrastructure Private Limited, Subsidiary Co. of CL & 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 active throughout 2015-16.	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.	13.05.2015	Nil	-
4	Career Launcher Education Infrastructure and Services Limited (CLEIS), Subsidiary Co. of CL	Payment of rent by CLEIS for use of vehicle owned by CL	Original car Lease Agreement dated 01.04.2012 is extended for further period of 2 years by executing addendum dated 01.04.2014.	CLEIS uses a vehicle owned by CL and pays Rs. 15,000/- per month towards vehicle rent	26.10.2015	Nil	-
5	Career Launcher Education Infrastructure and Services Limited (CLEIS), Subsidiary Co. of CL	Cost Sharing for shared infrastructure and various common administrative expenses by CLEIS	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 2015-16.	The infrastructure at Corporate office is co- shared with CLEIS and since is owned by CL it was agreed that CLEIS will pay an amount proportionate to the usage by it. It includes the operating running and electricity cost for an area used by CLEIS.	29.01.2016	Nil	Modification to the transaction no. 1 mentioned above
6	Career Launcher Education Infrastructure and Services Limited (CLEIS), Subsidiary Co. of CL	Allocation of Manpower Cost in relation to shared staff (Support)		CL Educate and CLEIS have entered into an arrangement whereby an appropriate portion of the salaries of certain support staff, based broadly on their respective contribution to CLEIS is allocated / debited to CLEIS	25.06.2016	Nil	This transaction pertains to FY 2015-16 was ratified in FY 2016-17.

### Annexure III

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31.03.2016

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 (Wholly owned subsidiary of a Public Co.)
5.	Address of the Registered office & contact details	R-90, 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.*	Not Applicable

#### 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	25.99
2	School education	854	33.92

\*As per National Industrial Classification 2008



### III. PARTICULARS OF HOLDING /SUBSIDIARY AND ASSOCIATE COMPANIES (as on 31 March, 2016)

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	100% (through its nominees)	2(46)
2	Career Launcher Infrastructure Private Limited (CLIP)	U45200DL2008PTC174240	Subsidiary	100%(through its nominees)	2(87)(ii)

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### I. (a) Category-wise Equity Share Holding

[illegible]



<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	-	7375	7375	0.08	-	-	-	-	-0.08
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	122892	122892	1.30	-	-	-	-	-1.30
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)									
Non Resident Indians	-	61661	61661	0.65	-	-	-	-	-0.65
Overseas Bodies Corporate	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts/HUF/Society	-	2625	2625	0.03	-	-	-	-	-0.03
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	<b>194553</b>	<b>194553</b>	<b>2.06</b>	-	-	-	-	<b>-2.06</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	-	<b>194553</b>	<b>194553</b>	<b>2.06</b>	-	-	-	-	<b>-2.06</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>9442606</b>	<b>9442606</b>	<b>100.00</b>	-	<b>9447606</b>	<b>9447606</b>	<b>100</b>	<b>-</b>

*\*1 (one) Share each is held by Mr. Satya Narayanan .R, Mr. Gautam Puri, Mr. Sujit Bhattacharyya, Mr. Shiva Kr. Ramachandran, Mr. Sreenivasan .R and Mr. Nikhil Mahajan, as nominee, for and on behalf of CL Educate Limited.*

## II. Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2015)			Shareholding at the end of the year (31.03.2016)			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	9248053	97.94	0.00	9447606	100	0.00	2.06
2	Mr. Satya Narayanan .R	-	-	-	1*	0.00	-	-
3	Mr. Gautam Puri	-	-	-	1*	0.00	-	-
4	Mr. Sujit Bhattacharyya	-	-	-	1*	0.00	-	-
5	Mr. Shiva Kr. Ramachandran	-	-	-	1*	0.00	-	-
6	Mr. Sreenivasan .R	-	-	-	1*	0.00	-	-
7	Mr. Nikhil Mahajan	-	-	-	1*	0.00	-	-

*\*1 (one) Share each is held by Mr. Satya Narayanan .R, Mr. Gautam Puri, Mr. Sujit Bhattacharyya, Mr. Shiva Kr. Ramachandran, Mr. Sreenivasan .R and Mr. Nikhil Mahajan, as nominee, for and on behalf of CL Educate Limited.*

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

S. No.	Particulars	Shareholding at the beginning of the year (01.04.2015)		Cumulative Shareholding as on 31.03.2016	
		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 01.04.2015	9248053	97.94	9447606	100
	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 31.03.2016	9447606	100	9447606	100

# 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 (01-04-15 to 31-03-2016)	
		No. of shares at the beginning 01.04.15 / End of the year 31.03.16	% of total shares of the Company				No. of Shares at the beginning 01.04.15 / End of the year 31.03.16	% of total shares of the Company
1	CL Educate Limited	9248053/ 9447600	97.94 / 100	11.06.2015 23.06.2015 03.08.2015	199553	Transfer	9447600	100
2	Mr. Satya Narayanan .R	0/1	0/0	03.08.2015	1*	Transfer	0/1	0/0
3	Mr. Gautam Puri	0/1	0/0	03.08.2015	1*	Transfer	0/1	0/0
4	Mr. Sujit Bhattacharyya	0/1	0/0	03.08.2015	1*	Transfer	0/1	0/0
5	Mr. Shiva Kr. Ramachandran	0/1	0/0	03.08.2015	1*	Transfer	0/1	0/0
6	Mr. Sreenivasan .R	0/1	0/0	03.08.2015	1*	Transfer	0/1	0/0
7	Mr. Nikhil Mahajan	0/1	0/0	03.08.2015	1*	Transfer	0/1	0/0

\*1 (one) Share each is held by Mr. Satya Narayanan .R, Mr. Gautam Puri, Mr. Sujit Bhattacharyya, Mr. Shiva Kr. Ramachandran, Mr. Sreenivasan .R and Mr. Nikhil Mahajan, as nominee, for and on behalf of CL Educate Limited.

IV. Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs): Not Applicable

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 (01-04-15 to 31-03-2016)	
		No. of shares at the beginning 01.04.15/End of the year 31.03.16	% of total shares of the Company				No. of Shares	% of total Shares
1	Mr. Satya Narayanan .R	0/1	0/0	03.08.2015	1*	Transfer	0/1	0/0
2	Mr. Gautam Puri	0/1	0/0	03.08.2015	1*	Transfer	0/1	0/0
3	Mr. Shiva Kr. Ramachandran	0/1	0/0	03.08.2015	1*	Transfer	0/1	0/0
4	Mr. Sujit Bhattacharyya	0/1	0/0	03.08.2015	1*	Transfer	0/1	0/0
5	Mr. Sreenivasan .R	0/1	0/0-	03.08.2015	1*	Transfer	0/1	0/0

\*1 (one) Share each is held by Mr. Satya Narayanan .R, Mr. Gautam Puri, Mr. Sujit Bhattacharyya, Mr. Shiva Kr. Ramachandran, Mr. Sreenivasan .R and Mr. Nikhil Mahajan, as nominee, for and on behalf of CL Educate Limited.

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

(Amount Rs. in Lacs)					
S. No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
1	Indebtedness at the beginning of the financial year (01.04.2015)	2.85			2.85
	i) Principal Amount				
	ii) Interest due but not paid				
	iii) Interest accrued but not due	0.02			0.02
	Total (i+ii+iii)	2.87			2.87
	Change in Indebtedness during the financial year				
	* Addition	7.79	299.85		307.64
	* Reduction	2.87	37.42		40.29
	Net Change	4.92	262.43		267.35
2	Indebtedness at the end of the financial year (31.03.2016)				
	i) Principal Amount	7.79	262.43		270.22
	ii) Interest due but not paid				
	iii) Interest accrued but not due	0.07	3.09		3.16
	Total (i+ii+iii)	7.86	265.52		2 73.38

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Not Applicable**  
(Amount Rs. In Lacs)

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager**	Total Amount
1	Gross salary*		
	(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	NIL	
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others, specify...		
5	Others #		
	Total (A)		
	Ceiling as per the Act		

**B. Remuneration to other directors (Independent Directors) : Not Applicable**

(Rs, in Lakhs)

SN.	Particulars of Remuneration			Total Amount
1	<b>Independent Directors</b>			
	Fee for attending board committee meetings			
	Commission			
	Others, please specify			
	<b>Total (1)</b>			
2	<b>Other Non-Executive Directors</b>			
	Fee for attending board committee meetings	NIL		
	Commission			
	Others, please specify			
	<b>Total (2)</b>			
	<b>Total (B)=(1+2)</b>			
	<b>Total Managerial Remuneration (A+B)</b>			
	<b>Overall Ceiling as per the Act</b>			

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTB: Not Applicable**

(Amount Rs. In Lacs)

SN	Particulars of Remuneration	CEO/CFO	CS	Total
1	<b>Gross salary</b>			
	(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	NIL		
2	<b>Stock Option (Exercised)</b>			
3	<b>Sweat Equity</b>			
4	<b>Commission</b>			
	- as % of profit			
	others, specify...			
5	<b>Others*</b>			
	<b>Total</b>			

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act 1956	Brief Description	Details of Compounding fees imposed	Authority [RD /	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding	67(3) and 621A	The Company has issued 82159 equity shares to 86 persons which is beyond the limit of 50 as allowed under section 67(3) in the FY 2006-07.	Rs. 5000/- by Company	RD	-
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding	67(3) and 621A	The Company has issued 82159 equity shares to 86 persons which is beyond the limit of 50 as allowed under section 67(3) in the FY 2006-07.	Rs. 4000/- each by 5 individual Directors	RD	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					



## Annexure IV

### Particulars of Employees and Related disclosure

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

S. No.	Name of the Employee	Designation	Gross Remuneration paid (Rs)	Nature of employment	Educational Qualification	Experience (in years)	Date of Joining	Age	Previous employment	Equity holding in the Company	Name of director or manager who is the relative of Employee
1	Anil Kumar Yadav	Manager	6.16	Full Time Employee	Graduate (MOD)	32	04/01/2009	51	Indian Army	Nil	None
2	Sangeeta Kathuria	Day Care Incharge	5.00	Full Time Employee	Master of Science	18	01/11/2011	58	Army School, Dah Nursery School Palampur	Nil	None
3	Poonam Shrotriya	Mentor	2.87	Full Time Employee	M.A. Lucknow University	16	01/04/2014	47	Kid Park, Path Finder	Nil	None
4	Rekha Nangia	Assistant Manager	2.87	Full Time Employee	MBA In HR from Symbiosis Pune	12	01/07/2015	36	Cyber Media Ltd. Bestech India Ltd.	Nil	None
5	Rahul Srivastava	Assistant Manager-HR	2.78	Full Time Employee	PGDM (HR)	7	02/01/2015	32	Somani Ceramics	Nil	None
6	Pradeep Kumar Dash	Executive	2.59	Full Time Employee	B.Com from Bhadrak Autonomous Odisha	4	11/02/2015	30	Karna Appreals Pvt. Ltd.	Nil	None
7	Ajay Sharma	Executive	2.50	Full Time Employee	B.A	6	21/07/2014	28	MCI, Jain Contractor	Nil	None
8	Necti Singh	Mentor	2.45	Full Time Employee	Graduation from CCS University	7	01/07/2014	28	A Step Ahead School, Sri Ram Hamilton, DPS	Nil	None
9	Swati Khandelwal	Public Relation Officer	2.26	Full Time Employee	M.S	9	05/01/2015	30	HSBC, TIME	Nil	None
10	Deepak Jain	Assistant Manager	2.22	Full Time Employee	MBA Finance, M.com	12	21/09/2015	33	Thomas & Crossword, Giridhar, CA Firms	Nil	None