

Career Launcher Infrastructure Pvt. ltd.

Corporate Office: A-41, Espire Building, LGF, Mohan Co-operative Industrial Area, New Delhi-110044. Phone: 011-41280800/1100 I Fax: 011-41280801

CIN: U45200DL2008PTC174240

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

CAREER LAUNCHER INFRASTRUCTURE PRIVATE LIMITED

ANNUAL REPORT FY 2016

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

Mr. Gautam Puri:Non-Executive DirectorMr. Sujit Bhattacharyya:Non-Executive DirectorMr. Gopal Jain:Non-Executive Director

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 -11 00 44

CAREER LAUNCHER INFRASTRUCTURE PRIVATE LIMITED

CIN: U45200DL2008PTC174240

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 9TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CAREER LAUNCHER INFRASTRUCTURE PRIVATE LIMITED WILL BE HELD ON FRIDAY THE 30TH DAY OF SEPTEMBER, 2016 AT 09.30 A.M. AT A-41, ESPIRE BUILDING, LOWER GROUND FLOOR, MOHAN CO-OPERATIVE IND. 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 31st 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 - Ratification of the Appointment of Statutory Auditor

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 section 139, 142 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and pursuant to the recommendation of the Board of Directors, and pursuant to the confirmation of the appointment of the Auditors for a period of 5(Five) 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 Infrastructure Private Limited

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(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 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.

Date: July 28, 2016 Place: New Delhi

By Order of the Board

For Career Launcher Infrastructure Private Limited

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(Sujit Bhattacharyya) Director

DIN No.: 00033613

Address: A-703, Sarita Vihar,

New Delhi - 110 044

CAREER LAUNCHER INFRASTRUCTURE PRIVATE 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 2015

FV 2016

	1. 1	EUIU 1 1 EUI
Total Income	325.57	273.54
Total expenditure	461.60	483.70
Profit / Loss before tax	(136.02)	(210.16)
Tax Expense	-	(99.50)
Profit / Loss after tax	(136.02)	(110.66)
Profits brought forward from previous year	(1132.80)	(1010.08)
Carried to Balance sheet	(1268.83)	(1132.80)

OPERATIONAL REVIEW

The total income of the Company for the financial year under review in the aggregate was Rs. 325.58 Lacs as against Rs. 273.54 Lacs for the previous financial year. The Company incurred a net Loss of Rs. 136.02 Lacs in FY 15-16 as against a Net loss of Rs. 110.66 1 Lacs in the year 2014-15. This loss is largely on account of the Interest paid on Term Loan taken for construction of schools at Raipur & Indore and depreciation on assets.

Your Directors are optimistic about the Company's future prospects, 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

Your Directors do not recommend any Dividend for the year 2015-16.

CAPITAL STRUCTURE

During the Financial Year, there was no change in the capital structure 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 audited financial statement.

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 - I.

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 BOARD 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 -II.

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, there is no employee falling under the purview of this provision's reporting requirements.

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, Mr. Satya Narayanan .R and Mr. Sreenivasan R, resigned from the Board on and with effect from January 11, 2016.

Mr. Sujit Bhattacharyya, Director of the Company, retires by rotation at the ensuing Annual General Meeting (2016) and being eligible, has offered himself for re appointment.

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 5 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 5 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. 3 of the Notice convening the Annual General Meeting.

AUDITOR'S REPORT 2016

There is no reservations/ views/qualifications etc. of the auditors expressed in the Clauses of the Auditors/CARO Report 2016 and no instance of fraud has been reported by auditors under sub section (12) of section 143 of the Companies Act, 2013.

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) Number of Board Meetings held during the Financial Year 2015-16, with dates:

S. No.	Date	Board Strength	No. of Directors Present*
1 -	12-May-15	6	5
2	23-June-15	6	6
3	03-Aug-15	6	5
4	26-Oct-15	6	6
5	11-Jan-16	6	5
6	29-Jan-16	3	2
7	16-Mar-16	3	2

^{*}The Attendance at the Board Meetings as given hereinabove does not consider/include the Directors participating in the meeting through tele-conferencing facility.

(B) Attendance at Board Meetings held during the Financial Year 2015-16

Board and Board Committees	Board
Meetings held	7
Directors' Attendance	
Gautam Puri	7
Satya Narayanan .R*	5
Sujit Bhattacharyya	7
Shiva Kumar Ramachandran*	5
Sreenivasan R*	5
Gopal Jain	2

* Mr. Satya Narayanan .R, Mr. Shiva Kumar Ramachandran and Mr. Sreenivasan .R have resigned from the Board on and with effect from January 11, 2016

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 Infrastructure Private Limited

Gautam Puri Director

DIN No.: 00033548

Address: R-90, Greater Kailash, Part-I, New Delhi -110048

Dated: July 28, 2016 Place: New Delhi Morachayue

Sujit Bhattacharyya Director

DIN No.: 00033613

Address: A-703, Sarita Vihar.

New Delhi - 110044

Annexure-I

Form - AOC-2

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 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, 2016, which were not at arm's length basis.
- 2. Details of Material contracts or arrangement 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 March31, 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	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	

Annexure II

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	U45200DL2008PTC174240
2.	Registration Date	20.02.2008
3.	Name of the Company	Career Launcher Infrastructure Private Limited (CLIP)
4.	Category/Sub-category of the Company	Unlisted Private 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.	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	Infrastructure Services	855	100%

^{*}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	Applicabl e Section
1	Career Launcher Education Infrastructure and Services Limited (CLEIS)*	U70101DL2005PLC137699	Holding	100%	2(46)

^{*} CL Educate Limited is 100% holding Company of CLEIS. Hence, CLIP is an indirect subsidiary of CL Educate 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-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the year
Α.									-
Promoters			ļ						
(1) Indian									<u> </u>
a) Individual* / HUF	-	5000	5000	5.08	-	5000	5000	5.08	-
b) Central	-	-	-		-	-	-	-	-
Govt									
c) State	-	-	-	-	-	-	-	-	-
Govt(s)									
d) Bodies	-	93468	93468	94.92	-	93468	93468	94.92	-
Corp.									
e) Banks / FI	_	-		-	-	-	-		-
f) Any other	-	-	-	-		-	-		-
Sub- Total	-	98468	98468	100	-	98468	98468	100	-
(A) (1)									
(2) Foreign									
a) NRIs –	-	-	-		-	-	-	-	-
Individuals									
b) Other-	-	-	-	-	-	-	-	-	-
Individuals									
c) Bodies	-	-	-	-	-	-	-	-	-
Corp.									
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	, -
Sub-Total	-	-	-	-	-	-	-	-	-
(A) (2)									
Total	_	98468	98468	100	-	98468	98468	100	-
Shareholding									

of Promoter					r —	Γ			<u> </u>
(A) = (A)(1) +									
(A) (2)	_					_			
B. Public									
Shareholdin									
g									
1. Institutions			_						
a) Mutual	-	-	-	-	· -	-	-	-	-
Funds									
b) Banks / FI	_	-	-	-	-	-	-	•	-
c) Central	-	•	-	-	-	-	-	-	-
Govt									
d) State Govt(s	-	-	_		-	-	-	-	-
e) Venture	-	-	-	-	-	-	-	-	-
Capital Funds									
f) Insurance	-	-	-	-	-	<u>-</u>	-	-	-
Companies									
g) FIIs		-	-	-		-	-	-	-
h) Foreign	-	-	-	-	-	-	-	•	-
Venture				i					
Capital Funds									
i) Others	_	-	-	-	-	-	-	-	-
(specify)					!				
Sub-total		<u>.</u>	-	-	-	-	-	-	-
(B)(1):-									
2. Non-	_	-	-	-	-	-	-	-	-
Institutions a) Bodies	•		-			_	_	_	
Corp.									
i) Indian	- · ·	-	-	-	-	-	•	-	-
ii) Overseas	-	•	-	-	-	-	-	-	-
b) Individuals i) Individual	-	-		-	-	-	-	-	-
shareholders holding nominal share capital up to	- '	-	-	-	-	-	-	-	-
Rs. 1 lakh	<u> </u>								

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	1						-	- ·	
ii) Individual	-	-	-	-	-	-	-	-	-
shareholders									
holding									
nominal share									
capital in									
excess of Rs									
1 lakh									
c) Others	-	-	-	-	-	-	•	-	
(specify)									
Non Resident	-	-	_	-	-	_	-		-
Indians									
Overseas	_	_		_	_	-		_	
Bodies							,		
Corporate	!								
Foreign	_	-	-		<u>-</u>	_		_	
Nationals									
Clearing	-	-	-	•	-	-	•	-	-
Members									
Trusts/HUF/S	-	-	-	-	-	-	-	-	-
ociety								1	
Foreign	-	-		-	-	-	-	-	-
Bodies - D R									
Sub-total	•	•		-		-		-	_
(B)(2):-									
Total Public	-	-	-	-	-	-	-	-	-
Shareholding									
(B)=(B)(1)+									
(B)(2)					,				
C. Shares	-	-	-	-		-	-	-	-
held by									
Custodian									
for GDRs &									
ADRs	_								
Grand Total	-	98468	98468	100	-	98468	98468	100	-
(A+B+C)					l	<u></u>			

^{*} Mr. Satya Narayanan .R, holds shares as a nominee, for and on behalf of CLEIS (and not in his individual capacity).

1. (b) Details of Preference Share Holding as on March 31, 2015 and March 31, 2016 is mentioned below:

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]	% of Total Shares	No. of Shares held at the end of the year[As on 31- March-2016]	% of Total Shares
Promoter				
Body Corporate	150000	100	150000	100

II. Shareholding of Promoter-

Equity Shareholding

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)			
, estimated		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 / encumbere d to total shares	in share holding during the year	
1	Career Launcher Education Infrastructure and Services Limited (CLEIS)	93468	94.92	-	93468	94.92	-	-	
2	Mr. Satya Narayanan .R*	5000	5.08	•	5000	5.08	-	-	

^{*} Mr. Satya Narayanan .R, holds shares as a nominee, for and on behalf of CLEIS (and not in his individual capacity).

Preference Shareholding

S. No.	Shareholder's Name				Shareholding at the end of the year (31.03.2016)			Change in share
		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 / encumbere d to total shares	holding during the year
1	Career Launcher Education Infrastructure and Services Limited (CLEIS)	150000	100%	-	150000	100%	-	-

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 during the year (31.03.2016)	
		No. of shares (equity & preference)	% of total shares of the company	No. of shares (equity & preference)	% of total shares of the company
1	At the beginning of the year 01.04.2015	248468	100%	248468	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.):				
2	At the end of the year 31.03.2016	248468	100%	248468	100%

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

S. No.	Name	No. of shares at the shares of the Compan d of the year 31.03.15	Date NA	Increase/ Decrease in share holding	Reason	Cumulativ Sharehold the year (0 to 31-03-20 No. of Shares	ing during 1-04-2015

V. Shareholding of Directors and Key Managerial Personnel:

S No.	Name of the Director/ Key Managerial Personnel	No. of shares at the beginning 01.04.15/ End of the year 31.03.16	% of total shares of the Compan y	Date	Increas e/ Decreas e In share holding	Reason		ding during 01-04-2015
1	Mr. Satya Narayanan .R*	5000 / 5000	5.08/ 5.08	-	-	-	5000 / 5000	5.08/ 5.08

^{*} Mr. Satya Narayanan .R, holds shares as a nominee, for and on behalf of CLEIS (and not in his individual capacity).

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

				Figures (Rs. in Mn)		
S. No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
1	Indebtedness at the beginning of the financial year (01.04.2015)					
	i) Principal Amount	212.85	94.72	0.00	307.57	
	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)	212.85	94.72	0.00	307.57	
	Change in Indebtedness during the financial year					
	* Addition	0.00	0.00	0.00	0.00	
	* Reduction	9.54	0.00	0.00	0.00	
	Net Change	9.54	0.00	0.00	9.54	
2	Indebtedness at the end of the financial year (31.03.2016)			-		
	i) Principal Amount	203.31	94.72	0.00	298.03	
	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)	203.31	94.72	0.00	298.03	

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Not Applicable
Figures (Rs. In Lacs)

Particulars of Domunaration	Nome	CAMPANTED/A		To the Dates	
rarticulars of Remuneration	Name	DI MID/WID/MIA	nager^^	Total Amount	
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 7		_		
Stock Option					
Sweat Equity				-	
Commission - as % of profit - others, specify					
Others #	1				
Total (A)	Ī		-		
Ceiling as per the Act				<u> </u>	
	(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 Stock Option Sweat Equity Commission - as % of profit - others, specify Others # Total (A)	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 Stock Option Sweat Equity Commission - as % of profit - others, specify Others # Total (A)	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 Stock Option Sweat Equity Commission - as % of profit - others, specify Others # Total (A)	Particulars of Remuneration Name of MD/WTD/ Manager** 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 Stock Option Sweat Equity Commission - as % of profit - others, specify Others # Total (A)	

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

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

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD Not Applicable

Figures (Rs. In Lacs) SN Particulars of Remuneration CEO/CFO Total CS 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 NA (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 Stock Option (Exercised) Sweat Equity Commission 4 - as % of profit others, specify... Others* Total

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: None

Туре	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	J	<u> </u>	in poseu		L
Penalty					<u> </u>
Punishment					
Compounding			NIL	 	1.78
B. DIRECTORS	S				<u> </u>
Penalty					
Punishment					
Compounding					-
C. OTHER OF	ICERS IN DEF	AULT	· · · · · · · · · · · · · · · · · · ·	, <u></u>	
Penalty					1
Punishment					
Compounding					