



Career Launcher Infrastructure Pvt.ltd.

Corporate Office: A-45, First Floor, Mohan Co-operative Industrial Area,
New Delhi-110044. **Phone:** 011-41280800/1100 | **Fax:** 011-41280801
CIN: U45200DL2008PTC174240
Regd. Office: R-90, First Floor, Greater Kailash Part-1, New Delhi-110048.

CAREER LAUNCHER INFRASTRUCTURE PRIVATE LIMITED (CIN: U22100DL2008PTC174240)

ANNUAL REPORT FOR THE FINANCIAL YEAR 2022-23

THE BOARD OF DIRECTORS (as on June 22, 2023)

Mr. Gautam Puri
Mr. Sujit Bhattacharyya

Director
Director

STATUTORY AUDITOR
(Financial Year 2022-23)

M/s. Walker Chandiok & Co. LLP,
Chartered Accountants

REGISTERED OFFICE

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

CORPORATE OFFICE

A-45, First Floor, Mohan Co-operative Industrial
Estate, New Delhi- 110044





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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 16TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CAREER LAUNCHER INFRASTRUCTURE PRIVATE LIMITED WILL BE HELD ON THURSDAY, AUGUST 03, 2023 AT 09:00 A.M. AT A-45, FIRST FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, NEW DELHI- 110044, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. Adoption of Annual Audited Financial Statements for the Financial Year ended March 31, 2023;

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, along with the reports of the Statutory Auditor and Board of Directors thereon.

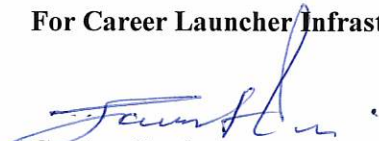
2. Retirement by Rotation;

To appoint a Director in place of Mr. Sujit Bhattacharyya (DIN: 00033613) Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Members of Career Launcher Infrastructure Private Limited (“the Company”) be and is hereby accorded to the re-appointment of **Mr. Sujit Bhattacharyya (DIN: 00033613)**, Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, as a Director liable to retire by rotation.”

For Career Launcher Infrastructure Private Limited


Gautam Puri
Director
DIN: 00033548

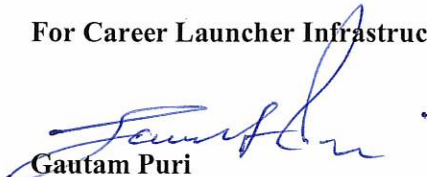
Address: R-90, Greater Kailash,
Part-I, New Delhi -110 048

Date: June 22, 2023
Place: New Delhi

NOTES:

1. A member entitled to attend and vote at the 16th Annual General 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. The instrument appointing the proxy is annexed as **Annexure- A**. Further, 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 case of Corporate Members, a certified true copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting must be sent.
3. Members are requested to bring their copy of annual report and attendance slip (enclosed with this notice) with them at the Annual General Meeting.
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 on all working days (except Saturdays, Sundays and public holidays) from 11:00 A.M. to 04:00 P.M. up to the date of the Annual General Meeting of the Company.
5. Additional Information, pursuant to Secretarial Standard 2 (SS- 2) as issued by Institute of Company Secretaries of India ("ICSI") with respect to the Director seeking appointment/ re- appointment is annexed as **Annexure- B**.

For Career Launcher Infrastructure Private Limited


Gautam Puri
Director
DIN: 00033548

**Address: R-90, Greater Kailash,
Part-I, New Delhi -110 048**

**Date: June 22, 2023
Place: New Delhi**

Annexure- A

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U22100DL2008PTC174240

Name of the Company: Career Launcher Infrastructure Private Limited

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

Name of the members (s):

Registered address:

E-Mail Id:

Folio No./ Client ID:

DP ID:

I, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him.

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the company, to be held on Thursday, 03rd day of August, 2023 at 09:00 A.M. at A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi- 110044 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
Ordinary Businesses			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, along with the reports of the Statutory Auditor and Board of Directors thereon.		
2.	To appoint a Director in place of Mr. Sujit Bhattacharyya (DIN: 00033613), Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.		

Signed this 03rd day of August, 2023

Affix
Revenue
Stamp

Signature of shareholder

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Note:

The proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Annexure- B

Additional Information, pursuant to Secretarial Standard 2 (SS- 2) as issued by Institute of Company Secretaries of India (“ICSI”) with respect to the Director seeking appointment/ re- appointment is as follows:

Particulars	Mr. Sujit Bhattacharyya (DIN: 00033613) (Re-appointment pursuant to Retirement by Rotation)
Date of Birth (Age)	10-02-1967 (56 years)
Date of first appointment	10/03/2008
Date of re- appointment	03/08/2023 (AGM 2023 Date)
Qualifications	He holds a Bachelor of Technology degree in Electrical Engineering from Indian Institute of Technology, Kharagpur and a post graduate diploma in Management from Indian Institute of Management, Bangalore.
Experience	He has over 17 years of experience in the education sector.
Terms and conditions of appointment or re-appointment	Mr. Sujit Bhattacharyya’s office is liable to retire by rotation.
Remuneration sought to be paid	No remuneration is sought to be paid from the Company
Remuneration last drawn	Not applicable
Directorships held in other Companies (as on 31 st March, 2023)	The names of the Companies are as follows: 1. Career Launcher Foundation (a Section 8 Company) 2. Career Launcher Infrastructure Private Limited 3. ICE Gate Educational Institute Private Limited
Memberships/ Chairmanships of committees of other Board	Nil
Number of shares held in the Company as on March 31, 2023	Nil
Disclosure of relationships between directors inter-se	No relationship with the other director on Board of the Company
Number of Meetings of the Board attended during the year	1 out of 4



ATTENDANCE SLIP FOR ATTENDING THE 16th ANNUAL GENERAL MEETING

Venue of the meeting:

A- 45, First Floor, Mohan Co-operative Industrial Estate,
New Delhi- 110044.

Date and Time:

Thursday, August 03, 2023 at 09:00 A.M.

Please fill the attendance slip and hand over at the entrance of the meeting venue

Regd. Folio No./ Client ID	
DP ID	
Name of the Shareholder	
No. of Shares	

I certify that I am the registered shareholder/ Proxy for the registered shareholder of the Company holding _____ shares.

I hereby record my presence at the 16th Annual General Meeting of Career Launcher Infrastructure Private Limited held on Thursday, August 03, 2023 at 09:00 A.M. at A- 45, First Floor, Mohan Co-operative Industrial Estate, New Delhi- 110044.

Signature of the Member/ Proxy

BOARD'S REPORT 2023

**To,
The Members**

Your Directors are pleased to present their report on the business and operations of Career Launcher Infrastructure Private Limited (hereinafter referred to as the "Company" or "CLIP") for the Financial Year ended March 31, 2023 (or "the year under review").

1. FINANCIAL HIGHLIGHTS/ SUMMARY

Particulars	(Rs. in Lacs)	
	March 31, 2022	March 31, 2023
Total Income	1,412.20	1,901.22
Total expenditure	963.66	1,334.84
Profit / (Loss) from Continuing Operations before tax	448.54	566.38
Tax Expense	0.57	(317.58)
Profit / (Loss) from Continuing Operations after tax	447.97	883.96
Exceptional Items	-	59.34
Profit / (Loss) From discontinued operations before tax	(129.49)	(63.95)
Tax expenses of discontinued operations	-	-
Profit / (Loss) for the financial year from discontinuing operations	(129.49)	(63.95)
Profit for the year	318.48	879.35

During the Financial Year, the management has completed the sale of its Asset held for Sale at Indore. The transaction value of the sale is Rs. 1,750.00 Lacs. The Management is in active discussions with potential buyers actively searching for a potential buyer for the Other Asset as well. Considering the improved business environment post Covid 19, the management believes the sale is expected to complete within next one year and therefore, continues to disclose such Assets as "Disposal Group - Assets held for sale" as on the reporting date in accordance with Ind AS-105 "Non-Current Assets held for Sale and Discontinued Operations".

The total income of the Company increased by 35% to Rs. 1,901.22 Lacs in FY 2023 from Rs. 1,412.20 Lacs in FY 2022. This was mainly due to increase in Sale of Books due to reopening of business activities post COVID.

The expenditure of the company stood at Rs. 1,334.84 Lacs in FY 2023 from Rs. 963.99 Lacs in FY 2022.

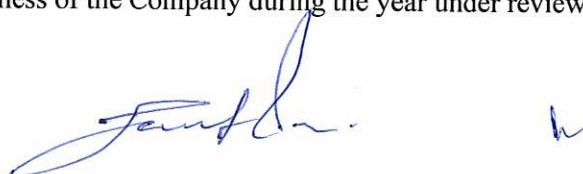
2. STATE OF COMPANY'S AFFAIRS

Your Company is currently engaged in the business of printing and publishing of education content in the form of books, tests, etc. and printing competitive books and Test Preparation material.

Your Directors are optimistic about the outlook, and they expect the business to do much better in the years to come.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the year under review.



4. **SUBSIDIARIES, JOINT VENTURES & ASSOCIATES**

Your Company does not have any subsidiary or joint venture or associate company.

5. **DIVIDEND**

Your Directors do not recommend any dividend for the Financial Year 2022-23.

6. **CAPITAL STRUCTURE**

As on March 31, 2023, the paid up Equity Share Capital of the Company was Rs. 9.85 Lacs. The Company has not issued any equity/ preference shares.

During the year under review, the Company redeemed all outstanding 1,17,532 numbers of 0.01% Optionally Convertible Non-Cumulative Preference Shares held by CL Educate Limited, 100% Holding Company of CLIP at Rs. 1,000/- per share for a total consideration of Rs. 1,17,532,000/-.

The Company did not issue any equity/ preference shares during the year.

7. **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes or commitments have occurred after the closure of the Financial Year till the date of this report, which may affect the financial position of the Company.

8. **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 note no. 11 to the Financial Statements.

9. **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All transactions entered by the Company with Related Parties during the Financial Year 2022-23 as defined under Sections 2(76) and 188 of the Companies Act, 2013 were in the Ordinary Course of Business and at Arm's Length basis in accordance with the provisions of the Companies Act, 2013. The Board of Directors had reviewed and approved the transactions (which were all routine and repetitive in nature). Suitable disclosures as required under IndAS-24 have been made in the note no. 40 to the Financial Statements.

Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 the relevant details in respect of the particulars of contracts or arrangements with related parties under section 188, in prescribed form AOC-2, is annexed as **Annexure-I** to this report.

10. **TRANSFER TO RESERVES**

Keeping in view the future plans and prospects of the Company, the Board of Directors has decided to retain the entire amount of profits for the Financial Year 2022-23 in the Profit and Loss Account.

As of 31 March, 2023, Other Equity stands at Rs. 1,867.48 Lacs.



11. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Company is not having its own exclusively dedicated website. Therefore, no link of website in pursuance of Section 92(3) has been provided. However, the Annual Return for the Financial Year 2022-23 is attached as **Annexure- II** to this report.

12. DISCLOSURE OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

The Company does not carry any manufacturing activity, thus, disclosure requirements under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company. However, wherever possible and feasible, continuous efforts have been made for conservation of energy and to minimize energy cost and to upgrade the technology with a view to increase the efficiency and to reduce cost of operations.

During the Financial Year under review, the Foreign Exchange earnings and outgo were nil.

13. SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

Your Company complies with the mandatory Secretarial Standards issued by the ICSI.

14. 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.

There are no adverse remarks or qualified opinion expressed by the Statutory Auditor in its report on Internal Financial Controls over financial reporting under Section 143 of the Act.

15. DIRECTORS

a. Retirement by Rotation at the ensuing AGM

Mr. Sujit Bhattacharyya (DIN: 00033613), Director, been longest in office, retires by rotation at the ensuing AGM, and being eligible offers himself for re-appointment. Resolution seeking members' approval to the re-appointment of **Mr. Sujit Bhattacharyya** has been incorporated in the notice convening the 16th AGM of the Company.

b. Disclosure of Interest in other concerns

The Company has received the Annual disclosure(s) from all the Directors, disclosing their Directorship/Interest in other concerns in the prescribed format, for the Financial Years 2022-23 and 2023-24.



The Company has received confirmation from all the Directors that as on March 31, 2023, none of the Directors were disqualified to act as Directors by virtue of the provisions of Section 164(2) of the Act.

16. AUDITOR AND AUDITOR'S REPORT

Statutory Auditor

The Board of Directors and Members of the Company, at their respective meetings held on August 21, 2020 and September 29, 2020, had approved the appointment of Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No.: 001076N/N500013), as the Statutory Auditors of the Company for a term of five (5) consecutive years ("first term") commencing from the Financial Year 2020-2021, i.e., to hold office till the conclusion of the 18th Annual General Meeting to be held during the Financial Year 2025-26.

Statutory Auditor's Report 2023

There is no qualification, reservation, adverse remark or disclaimer made by the Statutory Auditors in the Auditors/ CARO Report.

17. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) OF THE ACT OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory auditors of the Company have not reported any fraud to the Board of Directors of the Company under the provisions of Section 143(12) of the Act.

18. 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.

The Company has 2 Directors on Board, both being Non-Executive Directors. There is no Executive Director on Board of the Company. The Company has not paid any remuneration to any of its directors during the financial year.

19. NUMBER OF MEETINGS OF THE BOARD

Five (5) Board meetings were held during the Financial Year under review. The dates of the Board meeting along with the strength and number of Directors present are as stated below:

S. No.	Date	Board Strength	No. of Directors Present
1	May 19, 2022	2	2
2	August 03, 2022	2	2
3	September 23, 2022	2	2
4	November 02, 2022	2	2
5	January 30, 2023	2	2



• **Attendance at Board Meetings held during the Financial Year 2022-23:**

Board Meetings held	5
Directors' Attendance	
Mr. Gautam Puri	5
Mr. Sujit Bhattacharyya	5

During the Financial Year 2022-23, the Company was not required to constitute any committee of the Board pursuant to the provisions of Companies Act, 2013.

20. CORPORATE SOCIAL RESPONSIBILITY

The said provisions were not applicable to the Company during the year under review.

21. RISK MANAGEMENT

The Company has an in-built mechanism in all its operations to mitigate risks inherent to the industry in which the Company is operating.

22. WHISTLE BLOWER/VIGIL MECHANISM

Section 177 of the Companies Act, 2013 is not applicable to your Company, however, there is a comprehensive policy on Whistle Blower / Vigil Mechanism adopted by CL Educate Limited, 100% holding company of the Company, that is in line with the provisions of Section 177(9) and (10) of the Act, read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations 2015, that covers the Directors and employees of CL Educate Limited as well as of its subsidiaries.

Your Company hereby affirms that no complaints were received under the Whistle Blower / Vigil Mechanism during the Financial Year 2022-23.

23. DISCLOSURES

- No Bonus Shares were declared for the Financial Year 2022-23.
- There was no amount which was required to be transferred to the Investor Education and Protection Fund (IEPF).
- Your Company has not issued any Equity shares with Differential rights during the Financial Year under review.
- Your Company has not issued any Employees Stock options/ Sweat Equity Shares.
- Your Company has not redeemed any Debentures during the financial year under review. During the year under review, the Company redeemed all outstanding 1,17,532 numbers of 0.01% Optionally Convertible Non-Cumulative Preference Shares held by CL Educate Limited, 100% Holding Company of CLIP at Rs. 1,000/- per share for a total consideration of Rs. 1,17,532,000/-.
- Your Company has not accepted any Public Deposits.
- Your Company has not bought back any of its securities during the Financial Year under review.
- No significant and material orders have been passed by any regulators or courts or tribunals against the Company impacting the going concern status and Company's operations in future.
- The maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, is not applicable on the Company.
- During the year under review, the Company did not make any application under the Insolvency and Bankruptcy Code, 2016, and hence no proceeding is pending under the Code.

- k) The requirement of stating the difference between the amount of valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions does not arise, and the same is not applicable on the Company.
- l) The provisions related to appointment of Independent Directors are not applicable to the Company. Therefore, no independent director was appointed during the year. Accordingly, the requirement of providing a statement by the Board with regard to integrity, expertise and experience (including the proficiency) of the independent director does not arise.

24. POLICY ON PREVENTION, PROHIBITION, REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company is committed to creating and maintaining a secure work environment where its employees, agents, vendors partners, workers etc. can work and pursue business together in an atmosphere free of harassment, exploitation and intimidation. In order to empower and protect women against sexual harassment, there is a comprehensive policy on prevention, prohibition and redressal of sexual harassment of Women at workplace adopted by CL Educate Limited (CL), the 100% holding company, that is in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder that covers the employees, agents, vendors, partners, workers of subsidiary companies as well.

Your Company has constituted an Internal Complaints Committee in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and rules made thereunder. All employees (permanent, contractual, temporary, trainees) are covered under this policy. This policy allows employees to report instances of sexual harassment at the workplace. The Internal Complaints Committee is empowered to look into all complaints of sexual harassment and facilitate free and fair enquiry process with clear timelines. During the Financial Year 2022-23, the Company did not receive any complaint relating to sexual harassment at workplace. There was no complaint pending or outstanding for redressal as on March 31, 2023.

25. 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 for the Financial Year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. the Directors have selected such accounting policies and applied them consistently and 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 as at the end of the Financial Year ended March 31, 2023 and of the Profits/Loss of the Company for that period;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the Annual Financial Statements/Annual Accounts on a 'going concern' basis;
- e. the Directors have laid down Internal Financial Controls to be followed by the Company and such Internal Financial Controls are adequate and are operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

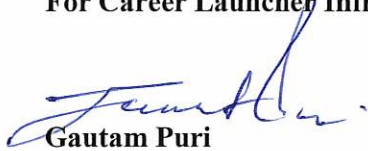


26. ACKNOWLEDGEMENT

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 Career Launcher Infrastructure Private Limited



Gautam Puri
Director
DIN: 00033548

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

Date: June 22, 2023
Place: New Delhi



Sujit Bhattacharyya
Director
DIN: 00033613

**Address: F-501, Prateek Stylome, Near Amrapalli,
Gautam Buddha Nagar, Sector-45, Noida-201303**

ANNEXURES TO BOARD'S REPORT 2023

Annexure- I

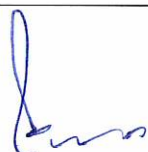
Particulars of Contracts / arrangements made with related parties [Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014 - AOC-2

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 financial year ended March 31, 2023, 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 all contracts or arrangements or transactions at arm's length basis for the Financial Year ended March 31, 2023 are as follows:-

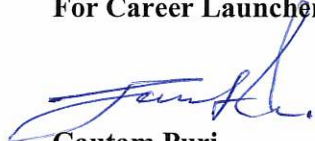
(Rs. in Lacs)						
Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board of CLIP	Amount paid as advance (if any)	Cumulative Amount of Transaction During the Financial Year ended 31.03.2023
CL Educate Limited (CL), Indirect 100% holding company	Material Purchase and Sale. Sale of books by CLIP to CL.	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 the Financial Year 2022-23.	CLIP publishes all the course books for CL and sell the same to CL at a discount of upto 60% on the MRP as per standard industry practice.	19.05.2022	-	1,660.27
CL Educate Limited, Indirect 100% holding company	Cost Sharing for shared infrastructure and incidental expenses by CLIP.	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 the Financial Year 2022-23.	The infrastructure at the Corporate Office is co-shared with CLIP and both the parties have agreed that CLIP will pay an amount proportionate to the usage by it. It includes the operating, running, electricity cost etc.	19.05.2022	-	0.30

CL Educate Limited, Indirect 100% holding company	Rent Income on sharing office premise - Faridabad & Greater Noida.	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 the Financial Year 2022-23.	The infrastructure at the Warehouse - Greater Noida & Faridabad has been given on rent to CLIP at same/ similar rates which are prevalent in the market.	19.05.2022	-	3.00
CL Educate Limited, Indirect 100% holding company	Allocation of Manpower Cost in relation to shared staff (Support).	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 the Financial Year 2022-23.	CL and CLIP have entered into an arrangement whereby an appropriate portion of the salaries of certain staff, based broadly on their respective contribution to CLIP is allocated and charged to CLIP.	19.05.2022	-	0.00
CL Educate Limited, Indirect 100% holding company	Material Purchase and Sale. Sale of books by CL (Publishing Division) to CLIP.	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 the Financial Year 2022-23.	CL (Publishing Division) publishes the course books for CLIP and sells the same at a discount on the MRP as per standard industry practice.	19.05.2022	-	43.48
CL Educate Limited, Indirect 100% holding company	Material Purchase and Sale. Sale of books by CLIP to CL (Publishing Division).	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 the Financial Year 2022-23.	CLIP publishes the course books for CL (Publishing Division) and sells the same at a discount on the MRP as per standard industry practice.	19.05.2022	-	0.00




CL Educate Limited, Indirect 100% holding company	Content Development by CLIP for CL and monetization of academic assets.	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 the Financial Year 2022-23.	Agreement has been entered as per which CL to license its entire content and to allow CLIP to monetize it.	19.05.2022	-	240.00
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For Career Launcher Infrastructure Private Limited



Gautam Puri
Director
DIN: 00033548

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

Date: June 22, 2023
Place: New Delhi



Sujit Bhattacharyya
Director
DIN: 00033613

**Address: F-501, Prateek Stylome, Near Amrapalli,
Gautam Buddha Nagar, Sector-45, Noida-201303**

Form No. MGT-7
ANNUAL RETURN
As on the financial year ended on 31/03/2023
Of
CAREER LAUNCHER INFRASTRUCTURE PRIVATE LIMITED
[Pursuant to Section 92(1) of the Companies Act, 2013
And
Rule 11(1) of the Companies (Management and Administration) Rules, 2014]
I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	U22100DL2008PTC174240						
	Foreign Company Registration Number/GLN							
	*Permanent Account Number(PAN) of the company	AADCC2869F						
ii)	a) Name of the Company	CAREER LAUNCHER INFRASTRUCTURE PRIVATE LIMITED						
	b) Registered office address	R - 90, FIRST FLOOR, GREATER KAILASH, PART - I, NEW DELHI, Delhi-110048						
	c)*email-ID of the company	rachna.sharma@careerlauncher.com						
	d)*Telephone number with STD code	01141281100						
	e) Website							
iii)	Date of Incorporation	20/02/2008						
iv)	Type of the Company	Private Company						
	Category of the Company	Company limited by shares						
	Sub-category of the Company	Indian Non-Government company						
V	Whether company is having share capital	Yes						
Vi	*Whether shares listed on recognized Stock Exchange(s)	No						
	(a) Details of stock exchanges where shares are listed	<table border="1"> <thead> <tr> <th>S. No.</th><th>Stock Exchange Name</th><th>Code</th></tr> </thead> <tbody> <tr> <td></td><td></td><td></td></tr> </tbody> </table>	S. No.	Stock Exchange Name	Code			
S. No.	Stock Exchange Name	Code						

		<table> <tr> <td>1</td><td>N.A.</td><td>N.A.</td></tr> <tr> <td>2</td><td>N.A.</td><td>N.A.</td></tr> </table>	1	N.A.	N.A.	2	N.A.	N.A.
1	N.A.	N.A.						
2	N.A.	N.A.						
	(b) CIN of the Registrar and Transfer Agent	N.A.						
	Name of the Registrar and Transfer Agent	N.A.						
	Registered office address of the Registrar and Transfer Agents	N.A.						
Vii	*Financial year From	(01/04/2022) To (31/03/2023)						
Vii	*Whether Annual General Meeting (AGM) held							
	(a) If yes, date of AGM	Scheduled to be held on August 03, 2023						
	(b) Due date of AGM	30/09/2023						
	(c) Whether any extension for AGM granted	No						
	(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension	N.A.						
	(e) Extended due date of AGM after grant of extension	N.A.						
	(f) Specify the reasons for not holding the same	N.A.						

I. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities1.....

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	P	Education	P4	Educational support services	100
2					




III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given1.....

S. No.	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint venture	% of shares held
1	CL Educate Limited	L74899HR1996PLC076897	Holding	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i) Share Capital

a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	100,000	98,468	98,468	98,468
Total amount of equity shares (in rupees)	1,000,000	984,680	984,680	984,680

Number of classes1.....

Class of Shares Equity Shares With Voting Rights	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Number of equity shares	100,000	98,468	98,468	98,468
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000	984,680	984,680	984,680

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	200,000	0	0	0
Total amount of preference shares (in rupees)	2,000,000	0	0	0




Number of classes1.....

Class of Shares	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Number of preference shares	200,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	2,000,000	0	0	0

(C) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(D) Break-up of paid-up share capital

Class of Shares	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
Equity shares	Physical	Demat	Total			
At the beginning of the year	0	98,468	98468	984,680	984,680	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0

vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	0	0	0	0	0
Decrease during the year	0	0	0	0	0	0
i. Buy-Back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	0	0	0	0	0	0
At the end of the year	0	98,468	98,468	984,680	984,680	0
Preference shares	117,532	0	117,532	1,175,320	1,175,320	0
At the beginning of the year	0	0	0	0	0	0
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify	0	0	0	0	0	0




Decrease during the year	117,532	0	117,532	1,175,320	1,175,320	116,356,680
i. Redemption of shares	117,532	0	117,532	1,175,320	1,175,320	116,356,680
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	0	0	0	0	0	0
At the end of the year	0	0	0	0	0	0

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)0.....

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / consolidation	Face value per share			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)*

Nil—N.A.

[Details being provided in a CD/Digital Media] ☐ Yes ☐ No ☐ Not applicable

Separate sheet attached for details of transfers ☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM	15/09/2022
Date of Registration of Transfer	
Type of transfer	1- Equity 2- Preference Share 3- Debentures



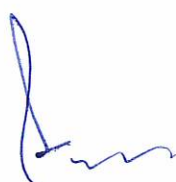

	4- Stock
Number of Shares/Debentures/Units Transferred	
Amount per Shares/Debentures/Units (in Rs.)	
Ledger Folio of Transferor	
Transferor's Name	First Name :- Middle Name :- Surname :-
Ledger Folio of Transferee	
Transferee's Name	First Name :- Middle Name :- Surname :-

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total	0	0	0

Details of debentures

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0




(v) Securities (other than shares and debentures)--0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act,2013)

(i) Turnover-- 190,122,058

(ii) Net worth of the Company – 187,731,932

(a) *SHARE HOLDING PATTERN – Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family	5,000	5.08	0	0
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0



8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	93,468	94.92	0	0
10.	Others	0	0	0	0
	Total	98,468	100	0	0

Total number of shareholders (promoters) -- 2

(b) *SHARE HOLDING PATTERN – Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family	0	0	0	0
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government	0	0	0	0
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0




10.	Others	0	0	0	0
	Total	0	0	0	0

Total number of shareholders (other than promoters)0.....

Total number of shareholders (Promoters + Public/Other than promoters)2.....

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number directors of at the beginning of the year		Number directors of at the end of the year		Percentage shares held by directors as at the end of year	
	Executive	Non Executive	Executive	Non Executive	Executive	Non Executive
A. Promoter	0	2	0	2	0	0
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks and FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share	0	0	0	0	0	0

holders						
(v) Others	0	0	0	0	0	0
Total	0	2	0	2	0	0

Number of Directors on the financial year2..... and Key managerial personnel (who is not director) as end date

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
Gautam Puri	00033548	Director	0	
Sujit Bhattacharyya	00033613	Director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the Year0.....

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment / change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETING

Number of meetings1..... held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	15/09/2022	2	2	100

B. BOARD MEETINGS

*Number of meetings held--5

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance		
			Number of directors attended	% of attendance	
1	19/05/2022	2	2	100	
2	03/08/2022	2	2	100	
3	23/09/2022	2	2	100	
4	02/11/2022	2	2	100	
5	30/01/2023	2	2	100	

C. COMMITTEE MEETINGS

Number of meetings held0.....

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1					

D. *ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA) Schedule d to be held on 03/08/2023
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Gautam Puri	5	5	100	0	0	0	
2	Sujit Bhattacharya	5	5	100	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**Nil---N.A.**

A. Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.							
	Total						

B. Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.							
	Total						

C. Number of other directors whose remuneration details to be entered

S. No	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.							
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

---Yes

B. If No, give the reasons/observations

XII. PENALTY AND PUNISHMENT – DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS

..... Nil




Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

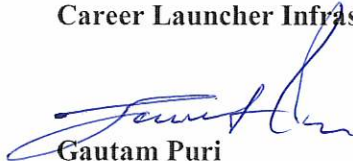
The details are available with the Company and can be obtained by members upon request

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Form MGT-8 is not applicable on the Company.

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

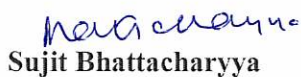


Gautam Puri

Director

DIN: 00033613

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



Sujit Bhattacharyya

Director

DIN: 00033548

**Address: F-501, Prateek Stylome,
Near Amrapalli, Gautam Buddha Nagar,
Sector-45, Noida-201303**

Date: June 22, 2023

Place: New Delhi



Career Launcher Infrastructure Pvt.ltd.

Corporate Office: A-45, First Floor, Mohan Co-operative Industrial Area,
New Delhi-110044. Phone: 011-41280800/1100 | Fax: 011-41280801
CIN: U45200DL2008PTC174240
Regd. Office: R-90, First Floor, Greater Kailash Part-1, New Delhi-110048.

CAREER LAUNCHER INFRASTRUCTURE PRIVATE LIMITED

<u>List of Equity Shareholders as on March 31, 2023</u>			
Sl. No	Name of the Shareholder	No. of Equity Shares	% of Total Equity Holding
1.	CL Educate Limited	93,468	94.92%
2.	Mr. Satya Narayanan R (As Nominee of CL Educate Limited)	5,000	5.08%
	Total	98,468	100.00%

For Career Launcher Infrastructure Private Limited

Gautam Puri
Director
DIN: 00033548

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

Date: June 22, 2023
Place: New Delhi