



**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 2023-24**

**THE BOARD OF DIRECTORS (as on August 07, 2024)**

**Mr. Shiva Kumar Ramachandran\***

Additional Director

**Mr. Sreenivasan Ramakrishnan\***

Additional Director

**Mr. Nikhil Mahajan\***

Additional Director

*\* Appointed on the Board on and with effect from July 12, 2024.*

**STATUTORY AUDITOR**  
**(Financial Year 2023-24)**

M/s. Walker Chandiook & Co. LLP,  
Chartered Accountants  
Firm Registration No. : 001076N/N500013

**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

**ISIN**

INE533Z01019

### **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 17<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF CAREER LAUNCHER INFRASTRUCTURE PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, SEPTEMBER 30, 2024 AT 11:00 A.M. AT THE CORPORATE OFFICE OF THE COMPANY SITUATED 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, 2024:**

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

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, 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. Shiva Kumar Ramachandran (DIN: 00033503) Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for re-appointment.

To consider and if thought fit, to pass, with or without modifications, 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, and the rules made there under (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded to the re-appointment of **Mr. Shiva Kumar Ramachandran (DIN: 00033503)**, Director of the Company, who retires by rotation, and being eligible has offered himself for re-appointment, as a Director liable to retire by rotation."

#### **SPECIAL BUSINESS:**

**3. To approve the regularization of the appointment of Mr. Shiva Kumar Ramachandran (DIN: 00033503), Additional Director, as a Whole Time Director (Executive, Promoter) of the Company, and the remuneration payable to him:**

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161, 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for



the time being in force), and based on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the regularization of the appointment of Mr. Shiva Kumar Ramachandran (DIN: 00033503), who was appointed as an Additional Whole Time Director by the Board of the Company for a period of three years on and with effect from July 12, 2024, i.e. from July 12, 2024 till July 11, 2027, with his period of office liable to determination by retirement by rotation, at an Overall Maximum Managerial remuneration not exceeding Rs. 1.30 Crores per annum which may be paid to him even in the event of loss or inadequacy of profits in any financial year contained in the aforesaid period of 3 (three) years, subject to compliance with the provisions of Section 197, 198 and Schedule V of the Act.

**RESOLVED FURTHER THAT** within the Overall Maximum Managerial Remuneration as stated in the above Resolution, the actual remuneration payable to Mr. Shiva Kumar Ramachandran for any Financial Year would be determined by the Board of Directors based on such parameters, terms and conditions as may be found appropriate by the Board.

**RESOLVED FURTHER THAT** the Individual Directors on the Board of the Company be and are hereby severally authorized, for and on behalf of the Company, to do all such acts, deeds and things and to sign all papers, forms, documents, returns etc. and to take all such steps as they may deem necessary, proper or expedient in order to give effect to the above resolution, including filing of the necessary forms/ returns with the Registrar of Companies.”

**4. To regularize the appointment of Mr. Sreenivasan Ramakrishnan (DIN: 00034190), Additional Director as a Director (Non-Executive, Promoter) of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to regularize the appointment of Mr. Sreenivasan Ramakrishnan (DIN: 00034190), who was appointed as an Additional Director by the Board of Directors of the Company on and with effect from July 12, 2024, as a Director (Non-Executive, Promoter) of the Company, with his office liable to determination by retirement by rotation.

**RESOLVED FURTHER THAT** the Individual Directors on the Board of the Company be and are hereby severally authorized, for and on behalf of the Company, to do all such acts, deeds and things and to sign all papers, forms, documents, returns etc. and to take all such steps as they may deem necessary, proper or expedient in order to give effect to the above resolution, including filing of the necessary forms/ returns with the Registrar of Companies.”

**5. To regularize the appointment of Mr. Nikhil Mahajan (DIN: 00033404), Additional Director, as a Director (Non-Executive, Promoter) of the Company:**

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





**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded to the regularization of the appointment of Mr. Nikhil Mahajan (DIN: 00033404), who was appointed as an Additional Director by the Board of Directors of the Company on and with effect from July 12, 2024, as a Director (Non- Executive, Promoter) of the Company, with his office liable to determination by retirement by rotation.

**RESOLVED FURTHER THAT** the Individual Directors on the Board of the Company be and are hereby severally authorized, for and on behalf of the Company, to do all such acts, deeds and things and to sign all papers, forms, documents, returns etc. and to take all such steps as they may deem necessary, proper or expedient in order to give effect to the above resolution, including filing of the necessary forms/ returns with the Registrar of Companies.”

**6. Authorize and empower the Board to create mortgage/ charge on the Company’s assets/ properties etc. under Section 180(1)(a) of the Companies Act, 2013:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in supersession of any earlier resolution passed in this respect, if any, and pursuant to the provisions of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the Members hereby authorize and empower the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to mortgage, hypothecate and/or create charge on the assets and properties of the Company, movable or immovable, tangible or intangible, present or future, wherever situated, in favour of the lender(s), for securing the Company’s or the Company’s Holding Company’s borrowings, credit facilities, financial assistance by whatever name called, taken/to be taken from any lender, such as Banks, Public Financial Institutions, Bodies Corporate etc., upto the limits specified under Section 180 (1)(a) of the Companies Act, 2013 or Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) whichever is higher.

**RESOLVED FURTHER THAT** the Individual Directors on Board be and are hereby severally authorised to do all such acts, deeds, matters and things as they may deem fit, in their absolute discretion, and/or to settle any question, difficulty or doubt that may arise in respect of the above matter, or to further delegate all or any of the afore-said powers to any Committee or to any competent person.”

**7. Grant approval to increase the Company’s aggregate limit for making investments, giving loans, and providing guarantee/ security in connection with a loan to any other Body Corporate or person, under Section 186 of the Companies Act, 2013:**



To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or amendments(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions contained in the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to empower the Board of Directors of the Company, to acquire by way of subscription, purchase or otherwise, the securities of any company(ies)/ entity(ies) and/or to give loans to any person(s) or body corporate(s), company(ies)/ entity(ies) and/or to give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s), company(ies)/ entity(ies), in one or more tranches, where the aggregate of the investments so made, loans and guarantees/ securities so given, together with the investments, loans and guarantees/ securities so far made does not exceed Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) or the limits stipulated under Section 186 of the Act, as amended from time to time, whichever is higher.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Individual Directors on the Board of Directors of the Company be and are hereby severally authorized to take such decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and/or to disinvest partially or fully of such investments and/ or withdrawal of such other decisions with respect to giving loans, guarantees or providing securities, partially or fully and to execute such documents, deeds, writings, papers and/or agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate in order to give effect to the above resolution.”

**For Career Launcher Infrastructure Private Limited**



**Shiva Kumar Ramachandran**  
**Director**  
**DIN: 00033503**

**Address: Flat No. 701, Tower 61, Emaar Palm Hills,  
Delhi Jaipur Expressway, Sector-77, Gurugram, Haryana-122004**

**Date: August 07, 2024**  
**Place: New Delhi**





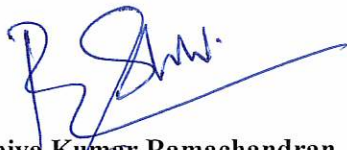
## NOTES:

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself 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 carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. In case of a Corporate Member, 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 AGM.
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 AGM of the Company.
5. Pursuant to Section 102(1) of the Act, the Explanatory Statement in respect of the Items of Special Business mentioned under Item Nos. 3 to 7 above, to be transacted at the AGM, is annexed hereto.
6. Additional Information, pursuant to Secretarial Standard 2 (SS- 2) as issued by Institute of Company Secretaries of India ("ICSI") with respect to the Directors seeking appointment/ re- appointment is annexed as **Annexure-B**.

**For Career Launcher Infrastructure Private Limited**



**Shiva Kumar Ramachandran**  
**Director**  
**DIN: 00033503**

**Address: Flat No. 701, Tower 61, Emaar Palm Hills,  
Delhi Jaipur Expressway, Sector-77, Gurugram, Haryana-122004**

**Date: August 07, 2024**  
**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 17<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, September 30, 2024 at 11:00 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
<b>Ordinary Business:</b>			
1.	To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, along with the reports of the Statutory Auditor and Board of Directors thereon.		
2.	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 being eligible, has offered himself for re-appointment.		
<b>Special Business:</b>			
3.	To approve the regularization of the appointment of Mr. Shiva Kumar Ramachandran (DIN: 00033503), Additional Director, as a Whole Time Director (Executive, Promoter) of the Company, and the remuneration payable to him.		
4.	To regularize the appointment of Mr. Sreenivasan Ramakrishnan (DIN: 00034190), Additional Director as a Director (Non-Executive, Promoter) of the Company.		
5.	To regularize the appointment of Mr. Nikhil Mahajan (DIN: 00033404), Additional Director, as a Director (Non-Executive, Promoter) of the Company.		
6.	Authorize and empower the Board to create mortgage/ charge on the Company's assets/ properties etc. under Section 180(1)(a) of the Companies Act, 2013.		
7.	Grant approval to increase the Company's aggregate limit for making investments, giving loans, and providing guarantee/ security in connection with a loan to any other Body Corporate or person, under Section 186 of the Companies Act, 2013.		

Signed this September \_\_\_\_, 2024

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of the 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.

## ATTENDANCE SLIP FOR ATTENDING THE 17<sup>th</sup> ANNUAL GENERAL MEETING

Venue of the meeting:

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

Date and Time:

Monday, September 30, 2024 at 11:00 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 17<sup>th</sup> Annual General Meeting of Career Launcher Infrastructure Private Limited held on Monday, September 30, 2024 at 11:00 A.M. at Corporate Office of the Company at A- 45, First Floor, Mohan Co-operative Industrial Estate, New Delhi- 110044.

**Signature of the Member/ Proxy**



**EXPLANATORY STATEMENT ANNEXED TO THE NOTICE CALLING 17<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

**Item No. 3**

**To approve the regularization of the appointment of Mr. Shiva Kumar Ramachandran (DIN: 00033503), Additional Director, as a Whole Time Director (Executive, Promoter) of the Company, and the remuneration payable to him:**

At the Board Meeting held on July 12, 2024, Mr. Shiva Kumar Ramachandran (DIN: 00033503) was appointed as an Additional Director of the Company by the Board of Directors, in accordance with the provisions of Section 161 of Companies Act, 2013, on and with effect from July 12, 2024 and he holds office up to the ensuing Annual General Meeting of the Company. Being eligible, Mr. Shiva Kumar Ramachandran has offered himself for re-appointment on the Board of the Company.

At the same Board Meeting, the Board of Directors, subject to the approval of Shareholders of the Company, approved the appointment of Mr. Shiva Kumar Ramachandran as the Whole Time Director (Executive, Promoter) of the Company for a period of 3 (three) years i.e., from July 12, 2024 to July 11, 2027, with his period of office liable to determination by retirement by rotation, at an Overall Maximum Managerial remuneration not exceeding Rs. 1.30 Crores per annum which may be paid to him even in the event of loss or inadequacy of profits in any financial year contained in the aforesaid period of 3 (three) years, subject to compliance with the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013.

A brief Profile of Mr. Shiva Kumar Ramachandran is given below:

*'R. Shiva Kumar, aged 52 years, has been serving as the Chief Academic Officer of the Company since April 01, 2015.*

*He holds a bachelor's degree in technology from Indian Institute of Technology, Madras and a master's degree in management from Indian Institute of Management, Kolkata.*

*He has more than 23 years of experience in the education sector.'*

Section 152(2), 197, 198 and Schedule V of the Act confers the power to appoint the Directors on Board of the Company as well as to fix their remuneration, on the shareholders of the Company.

The Board feels that the presence of Mr. Shiva Kumar Ramachandran on the Board would be immensely beneficial to the Company, and hence recommends Resolution No. 3 for approval of the Shareholders of the Company by way of a Special Resolution.

Except for Mr. Shiva Kumar Ramachandran, being the proposed appointee himself, none of the Directors or their relatives, are in any way, concerned or interested, whether financially or otherwise, in the Ordinary Resolution set out at Item No. 3 to this Notice. Except that Mr. Sreenivasan Ramakrishnan and Mr. Shiva Kumar Ramachandran, both Directors on Board, are respectively the Brother and Brother-in-law of Mr.





Satya Narayanan Ramakrishnan, who is the Promoter founder and the Chairman Whole Time Director on Board of CL Educate Limited-the Company's 100% Holding Company.

Additional information, pursuant to Secretarial Standard-2 (SS-2) as issued by Institute of Company Secretaries of India ("ICSI") with respect to the Directors seeking appointment/re-appointment is annexed as **Annexure-B**

**Item No. 4**

**To regularize the appointment of Mr. Sreenivasan Ramakrishnan (DIN: 00034190), Additional Director as a Director (Non-Executive, Promoter) of the Company:**

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Sreenivasan Ramakrishnan (DIN: 00034190) was appointed as an Additional Director of the Company by the Board of Directors on and with effect from July 12, 2024 and he holds office up to the ensuing Annual General Meeting of the Company. Being eligible, Mr. Sreenivasan Ramakrishnan has offered himself to be re-appointed on the Board of the Company.

A brief Profile of Mr. Sreenivasan Ramakrishnan is given below:

*'Mr. Sreenivasan R., aged 58 years, has been serving as the Chief Customer Officer of CL Educate Limited, the Holding Company of the Company, since 2000.*

*He holds a bachelor's degree in science from Meerut University, a master's degree in technology from the Jawahar Lal Nehru University, New Delhi and a master's degree in business administration from Indian Institute of Management, Bangalore.*

*He has more than 24 years of experience in the education sector.'*

The Board feels that the presence of Mr. Sreenivasan Ramakrishnan on the Board would be immensely beneficial to the Company, and hence recommends Resolution No. 4 for approval of the Shareholders of the Company.

Except for Mr. Sreenivasan Ramakrishnan, being the proposed appointee himself, none of the Directors or their relatives, are in any way, concerned or interested, whether financially or otherwise, in the Ordinary Resolution set out at Item No. 4 to this Notice. Except that Mr. Sreenivasan Ramakrishnan and Mr. Shiva Kumar Ramachandran, both Directors on Board, are respectively the Brother and Brother-in-law of Mr. Satya Narayanan Ramakrishnan, who is the Promoter founder and the Chairman Whole Time Director on Board of CL Educate Limited-the Company's 100% Holding Company.

Additional information, pursuant to Secretarial Standard-2 (SS-2) as issued by Institute of Company Secretaries of India ("ICSI") with respect to the Directors seeking appointment/re-appointment is annexed as **Annexure-B**



#### **Item No. 5**

#### **To regularize the appointment of Mr. Nikhil Mahajan (DIN: 00033404), Additional Director, as a Director (Non-Executive, Promoter) of the Company:**

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Nikhil Mahajan (DIN: 00033404) was appointed as an Additional Director of the Company by the Board of Directors on and with effect from July 12, 2024 and he holds office up to the ensuing Annual General Meeting of the Company. Being eligible, Mr. Nikhil Mahajan has offered himself to be re-appointed on the Board of the Company.

A brief Profile of Mr. Nikhil Mahajan is given below:

*'Mr. Nikhil Mahajan, aged 53 years, has been serving on the Board of CL Educate Limited ("CL"), the Holding Company of the Company and India's leading EdTech Company since 2001. Currently, he is serving on the Board of CL as Executive Director and Group CEO Enterprise Business of the Company.*

*He holds a Bachelor's Degree in Electrical Engineering from IIT-(BHU) Varanasi and a Post Graduate Diploma in Management Administration from the IIM-Bangalore.*

*He has over 31 years of experience in the field of finance and education sector.'*

The Board feels that the presence of Mr. Nikhil Mahajan on the Board would be immensely beneficial to the Company, and hence recommends Resolution No. 5 for approval of the shareholders of the Company.

Except for Mr. Nikhil Mahajan, being the proposed appointee himself, none of the Directors or their relatives, are in any way, concerned or interested, whether financially or otherwise, in the Ordinary Resolution set out at Item No. 5 to this Notice.

Additional Information, pursuant to Secretarial Standard- 2 as issued by Institute of Company Secretaries of India with respect to the Directors seeking appointment/ re- appointment is annexed as **Annexure- B**.

#### **Item No. 6**

#### **Authorize and empower the Board to create mortgage/ charge on the Company's assets/ properties etc. under Section 180(1)(a) of the Companies Act, 2013:**

Section 180(1)(a) of the Companies Act, 2013 ("the Act") prohibits the Board of Directors of a Company from selling, leasing or otherwise disposing off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless authorized by the Members vide a Special Resolution.

At the Annual General Meeting of the Company held on August 08, 2018, the Members authorized the Board of Directors of the Company to borrow moneys upto an amount not exceeding Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only), from time to time, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from cash credit arrangements, discounting of bills and other

temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) exceeded the limits specified under Section 180(1)(c) of the Companies Act.

It is found desirable that along with an increase in the Board's Power pertaining to the Company's borrowings, the power of the Board to create charge or provide security on the assets/ properties of the Company which may be deemed as disposal of the whole or substantially the whole of one or more of the Company's undertakings should also be enhanced. Hence, it is considered necessary that the Charge/ Security (on Company's properties) creation powers of the Board be increased to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only), or the limits specified under Section 180 (1)(a) of the Companies Act, 2013 whichever is higher.

This matter requires the approval of the shareholders of the Company by way of a Special Resolution.

The Board of Directors of the Company hereby recommends this Special Resolution set out in Item No. 6 of the Notice for approval by Shareholders.

None of the Directors of the Company either directly or through their relatives/ entities are, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution at Item No. 6 of this Notice.

#### **Item No. 7**

#### **Grant approval to increase the Company's aggregate limit for making investments, giving loans, and providing guarantee/ security in connection with a loan to any other Body Corporate or person, under Section 186 of the Companies Act, 2013:**

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a Company cannot directly or indirectly—

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, unless previously authorised by a Special Resolution passed in a General Meeting:

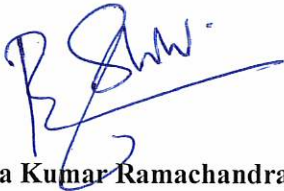
Considering the potential investment opportunities in securities of other Bodies Corporate or loan funds and/or to give any guarantee or provide security in connection with a loan to any person or body corporate, the Board of Directors of the Company recommends that the Company's and/ or Board's (including a Committee or any person(s) authorized by the Board to exercise the powers conferred on the Board) power to invest in securities, grant loans, and provide Security/ Guarantee as afore-said be enhanced to the higher of Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only), or the limits prescribed under Section 186 of the Companies Act, 2013, as may be amended from time to time, whichever is higher.



The Board of Directors of the Company hereby recommends this Special Resolution set out in Item No. 7 of the Notice for approval by Shareholders.

None of the Directors of the Company either directly or through their relatives/ entities are, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution at Item No. 7 of this Notice.

**For Career Launcher Infrastructure Private Limited**



**Shiva Kumar Ramachandran**  
**Director**  
**DIN: 00033503**

**Address: Flat No. 701, Tower 61, Emaar Palm Hills,  
Delhi Jaipur Expressway, Sector-77, Gurugram, Haryana-122004**

**Date: August 07, 2024**  
**Place: New Delhi**





**Annexure- B**

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

S. No.	Particulars	Information		
1.	Name of the Director	Mr. Shiva Kumar Ramachandran (DIN: 00033503)	Mr. Sreenivasan Ramakrishnan (DIN: 00034190)	Mr. Nikhil Mahajan (DIN: 00033404)
2.	Date of Birth and age	Date of Birth: December 01, 1971  Age: 52 years	Date of Birth: September 17, 1966  Age: 58 years	Date of Birth: July 07, 1971  Age: 53 years
3.	Date of First Appointment on the Board	July 12, 2024 as an Additional Whole-Time Director	July 12, 2024 as an Additional Director	July 12, 2024 as an Additional Director
4.	Date of re-appointment	September 30, 2024 (AGM 2024 Date)	September 30, 2024 (AGM 2024 Date)	September 30, 2024 (AGM 2024 Date)
5.	Qualification	He holds a bachelor's degree in technology from Indian Institute of Technology, Madras and a master's degree in management from Indian Institute of Management, Kolkata.	He holds a bachelor's degree in science from Meerut University, a master's degree in technology from the Jawahar Lal Nehru University, New Delhi and a master's degree in business administration from Indian Institute of Management, Bangalore.	He holds a Bachelor's Degree in Electrical Engineering from IIT-(BHU) Varanasi and a Post Graduate Diploma in Management Administration from the IIM-Bangalore.
6.	Experience	He has more than 23 years of experience in the private education sector.	He has more than 24 years of experience in the education sector.	He has over 31 years of experience in the field of finance and the education sector.
7.	List of other Companies in which Directorship held (as on March 31, 2024)	None	As per Annexure C	As per Annexure C
8.	Chairman/ Member of Committees of	None	None	None



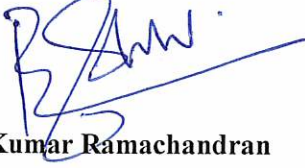


	<b>Board of Directors of the Company</b>			
9.	<b>Chairman/ Member of Committees of Board of Directors of other Companies</b>	None	Member of Nomination and Remuneration Committee of Storage Technologies and Automation Limited	Member of Stakeholders' Relationship Committee of CL Educate Limited.
10.	<b>No. of Equity Shares held in the Company (as on March 31, 2024)</b>	Nil	Nil	Nil
11.	<b>No. of Board Meetings attended during the Financial Year 2023-24</b>	He was appointed as an Additional Director on the Board on and w.e.f. the Board Meeting held on July 12, 2024 and therefore, did not attend any meeting held during the Financial Year 2023-24.	He was appointed as an Additional Director on the Board on and w.e.f. the Board Meeting held on July 12, 2024 and therefore, did not attend any meeting held during the Financial Year 2023-24.	He was appointed as an Additional Director on the Board on and w.e.f. the Board Meeting held on July 12, 2024 and therefore, did not attend any meeting held during the Financial Year 2023-24.
12.	<b>Terms and Conditions of appointment/ re-appointment along with remuneration sought to be paid</b>	<p>1. As per Item No. 2 of this Notice, Mr. Shiva Kumar Ramachandran retires by rotation at the ensuing AGM to be held on Monday, September 30, 2024, and being eligible has offered himself for re-appointment.</p> <p>2. As per Item No. 3 of this Notice, the appointment of Mr. Shiva Kumar Ramachandran, whose term as an Additional Director expires at the ensuing AGM, is proposed to be regularized and appointed as a Whole Time Director (Executive, Promoter)</p>	<p>Appointment of Mr. Sreenivasan Ramakrishnan, whose term as an Additional Director expires at the ensuing AGM, is proposed to be regularized as a Director (Non-Executive, Promoter) of the Company.</p> <p>No remuneration is sought to be paid to him from the Company.</p>	<p>Appointment of Mr. Nikhil Mahajan, whose term as an Additional Director expires at the ensuing AGM, is proposed to be regularized as a Director (Non-Executive, Promoter) of the Company.</p> <p>No remuneration is sought to be paid to him from the Company.</p>

		of the Company for a period of 3 years.  Overall Maximum Remuneration not exceeding Rs. 1.30 crores per annum is proposed to be paid to Mr. Shiva Kumar Ramachandran.		
13.	<b>The Remuneration last drawn</b>	Mr. Shiva Kumar Ramachandran has been on the payroll of the Company as the Chief Academic Officer and in Financial Year 2023-24 he has drawn Remuneration of Rs. 90 Lakhs.	Nil	Nil
14.	<b>Remuneration sought to be paid</b>	Overall Maximum Remuneration not exceeding Rs. 1.30 crores per annum	Nil	Nil
15.	<b>Relationship with other directors, Manager and Key Managerial Personnel</b>	The proposed appointee director has no relationship with other directors, Manager and/or the Key Managerial Personnel of the Company. Except that Mr. Sreenivasan Ramakrishnan and Mr. Shiva Kumar Ramachandran are respectively the Brother and Brother-in-law of Mr. Satya Narayanan Ramakrishnan, who is the Promoter founder and the Chairman Whole Time Director on Board of CL Educate Limited-the Company's 100% Holding Company.	The proposed appointee director has no relationship with other directors, Manager and/or the Key Managerial Personnel of the Company. Except that Mr. Sreenivasan Ramakrishnan and Mr. Shiva Kumar Ramachandran are respectively the Brother and Brother-in-law of Mr. Satya Narayanan Ramakrishnan, who is the Promoter founder and the Chairman Whole Time Director on Board of CL Educate Limited-the	The proposed appointee director has no relationship with other directors, Manager and/or the Key Managerial Personnel of the Company.

			Company's 100% Holding Company.	
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**For Career Launcher Infrastructure Private Limited**



**Shiva Kumar Ramachandran**  
**Director**  
**DIN: 00033503**

**Address: Flat No. 701, Tower 61, Emaar Palm Hills,  
Delhi Jaipur Expressway, Sector-77, Gurugram, Haryana-122004**

**Date: August 07, 2024**  
**Place: New Delhi**



**Annexure- C**



**List of Directorships (other than CLIP) held as on March 31, 2024:**

**Mr. Sreenivasan Ramakrishnan**

S. No.	Name of the Company/ LLP	Designation	Date of Appointment
1	Career Launcher Foundation	Non-Executive Director	16.03.2021
2	Storage Technologies and Automation Limited	Independent Director	23.11.2023

**Mr. Nikhil Mahajan**

S. No.	Name of the Company/ LLP	Designation	Date of Appointment
1	CL Educate Limited	Whole Time Director	12.10.2001
2	Bilakes Consulting Private Limited	Non-Executive Director	10.03.2008
3	Kestone CL Asia Hub Pte. Ltd. (Singapore)	Non-Executive Director	08.01.2009
4	Kestone CL US Limited (currently on Deputation to this Company, and drawing Remuneration from here.)	Non-Executive Director	22.03.2018
5	CL Educate (Africa) Ltd. (Mauritius)	Non-Executive Director	13.01.2020
6	PT Kestone CLE Indonesia	Non-Executive Director	04.01.2023
7	CL Singapore Hub Pte. Ltd. (Singapore)	Non-Executive Director	16.08.2023
8	Threesixtyone Degree Minds Consulting Private Limited	Non-Executive Director	24.02.2024

By order of the Board

Career Launcher Infrastructure Private Limited



**Shiva Kumar Ramachandran**  
Director  
DIN: 00033503

Address: Flat No. 701, Tower 61, Emaar Palm Hills,  
Delhi Jaipur Expressway, Sector-77, Gurugram, Haryana-122004

Date: August 07, 2024  
Place: New Delhi



### **BOARD'S REPORT 2024**

To,  
The Members,  
Career Launcher Infrastructure Private Limited

The Board of Directors of your Company takes pleasure in presenting the 17th Board's Report on the business and operations of Career Launcher Infrastructure Private Limited (hereinafter referred to as the "Company" or "CLIP") together with the Company's Audited Financial Statements and the Independent Auditor's Report thereon for the Financial Year ended March 31, 2024.

#### **1. FINANCIAL HIGHLIGHTS/ SUMMARY**

Particulars	(Rs. in Lacs)	
	March 31, 2024	March 31, 2023
Total Income	2,000.44	1,901.22
Total expenditure	1663.47	1,334.84
Profit / (Loss) from Continuing Operations before tax	336.97	566.38
Tax Expense	195.37	(317.58)
<b>Profit / (Loss) from Continuing Operations after tax</b>	<b>141.60</b>	<b>883.96</b>
<b>Exceptional Items</b>	<b>-</b>	<b>59.34</b>
Profit / (Loss) From discontinued operations before tax	(1.53)	(63.95)
Tax expenses of discontinued operations	-	-
<b>Profit / (Loss) for the financial year from discontinuing operations</b>	<b>(1.53)</b>	<b>(63.95)</b>
<b>Profit for the year</b>	<b>140.07</b>	<b>879.35</b>

The total income of the Company has increased by 5.22 % to Rs. 2,000.44 Lacs in FY 2024 from Rs. 1,901.22 Lacs in FY 2023.

The expenses have increased by 24.62 % to Rs. 1663.47 Lacs in FY 2024 from Rs. 1,334.84 Lacs in FY 2023.

#### **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 2023-24.

6. **CAPITAL STRUCTURE**

The paid-up Equity Share Capital of the Company as on March 31, 2024 was Rs. 9.85 Lacs. During the year under review, the Company did not issue any equity shares.

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**

During the year under review, the Company has not advanced any loans or given any guarantee or made any investments in securities.

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

All transactions entered into by the Company with Related Parties during the Financial Year 2023-24 as defined under section 2(76) and Section 188 of the Companies Act, 2013 were in the Ordinary Course of Business and at Arm's Length basis. 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 the prescribed form AOC-2, are also annexed as **Annexure-I** to this Report.

10. **TRANSFER TO RESERVES**

Keeping in view the future growth driven plans and prospects of the Company, the Company shall retain the entire amount generated/ utilized from Profit & Loss statement as part of Other Equity.

Further, the balance of other equity as on 31st March, 2024 is Rs. 2,006.70 Lacs.

11. **EXTRACT OF ANNUAL RETURN**

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Company is not having its own dedicated website. Therefore, while no link of website in pursuance of Section 92(3) is being provided, the Annual Return of the Company for the Financial Year 2023-24, is being 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 costs and to upgrade the technology with a view to increase the efficiency and to reduce the 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.

**15. DIRECTORS**

**a. Appointments and Cessations during the Financial Year 2023-24:**

There was no change in the directorship during the Financial Year 2023-24.

**b. Appointments and Cessations after the Financial Year 2023-24:**

- Mr. Shiva Kumar Ramachandran (DIN: 00033503), was appointed as an Additional Director and Whole Time Director of the Company by the Board of Directors on and with effect from July 12, 2024. The appointment as the Whole Time Director of the Company is for a period of three years, i.e. from July 12, 2024 till July 11, 2027, with period of his office liable to determination by retirement by rotation, at an Overall Maximum Managerial remuneration of upto Rs. 1.30 Crores per annum.
- Mr. Sreenivasan Ramakrishnan (DIN: 00034190), was appointed as an Additional Director of the Company by the Board of Directors on and with effect from July 12, 2024.
- Mr. Nikhil Mahajan (DIN: 00033404), was appointed as an Additional Director of the Company by the Board of Directors on and with effect from July 12, 2024.
- Citing pre-occupation as the reason, Mr. Sujit Bhattacharyya (DIN: 00033613) and Mr. Gautam Puri (DIN: 00033548), Directors on the Board of the Company resigned from Directorship on and with effect from July 12, 2024.

**c. Regularization of Appointments at the ensuing AGM:**

- Mr. Shiva Kumar Ramachandran (DIN: 00033503), appointed as an Additional Director of the Company by the Board of Directors on and with effect from July 12, 2024, holds office till the



ensuing Annual General Meeting of the Company, unless appointed thereat. In the same meeting of the Board held on July 12, 2024, he was also appointed as a Whole Time Director of the Company for a period of three years, i.e. from July 12, 2024 till July 11, 2027, with period of his office liable to determination by retirement by rotation, at an Overall Maximum Managerial remuneration of upto Rs. 1.30 Crores per annum which may be paid even in the event of loss or inadequacy of profits in any financial year contained in the aforesaid period of 3 (three) years, subject to compliance with the provisions of Section 197 and Schedule V of the Act. Your Directors recommend that Mr. Shiva Kumar Ramachandran's appointment on Board be regularized as a Whole Time Director (Executive, Promoter) of the Company, with his office liable to determination by retirement by rotation, at the ensuing Annual General Meeting of the Company.

- Mr. Sreenivasan Ramakrishnan (DIN: 00034190), appointed as an Additional Director of the Company by the Board of Directors on and with effect from July 12, 2024, holds office till the conclusion of ensuing Annual General Meeting of the Company, unless appointed thereat. Your Directors recommend that Mr. Sreenivasan Ramakrishnan's appointment on Board be regularized as a Director (Non-Executive, Promoter) of the Company, with his office liable to determination by retirement by rotation, at the ensuing Annual General Meeting of the Company.
- Mr. Nikhil Mahajan (DIN: 00033404), appointed as an Additional Director of the Company by the Board of Directors on and with effect from July 12, 2024, holds office till the conclusion of ensuing Annual General Meeting of the Company, unless appointed thereat. Your Directors recommend that Mr. Nikhil Mahajan's appointment on Board be regularized as a Director (Non-Executive, Promoter) of the Company, with his office liable to determination by retirement by rotation, at the ensuing Annual General Meeting of the Company.

**d. Director/s Retiring by Rotation at the ensuing AGM:**

Mr. Shiva Kumar Ramachandran (DIN: 00033503), Director, retires by rotation at the 17th Annual General Meeting (2024) and being eligible has offered himself for re-appointment. Resolution seeking Members' approval to the appointment of Mr. Shiva Kumar Ramachandran has been incorporated in the notice convening the 17th AGM of the Company.

**e. Disclosure of Interest in other entities:**

The Company has received the Annual disclosure(s) from all the Directors, disclosing their Directorship/ Interest in other entities in the prescribed format, for the Financial Years 2023-24 and 2024-25.

The Company has received confirmation from all the Directors that as on March 31, 2024, none of them 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 Chandiook & 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 18<sup>th</sup> Annual General Meeting to be held during the Financial Year 2025-26.





### Statutory Auditor's Report 2024:

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's value.

As on the date of this Report, your Company has 3 Directors on Board, Mr. Shiva Kumar Ramachandran being Executive Director and Mr. Sreenivasan Ramakrishnan and Mr. Nikhil Mahajan being Non-Executive Directors.

#### 19. NUMBER OF MEETINGS OF THE BOARD

- Details of the Board Meetings held during the Financial Year 2023-2024 are provided below:

S. No.	Date	Board Strength	No. of Directors Present
1	May 10, 2023	2	2
2	June 22, 2023	2	2
3	August 02, 2023	2	2
4	November 03, 2023	2	2
5	February 02, 2024	2	2

- Attendance at Board Meetings held during the Financial Year 2023-24:

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

The Company is/ was not required to constitute any committee of the Board pursuant to the provisions of Act.

#### 20. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of the Companies Act, 2013 ("Act"), the CSR Obligation of the Company for the Financial Year 2023-24 is Rs. 8.30 Lacs (Rupees Eight Lacs Thirty Thousand only).

CSR Committee: As per Section 135 (9) of the Act, where the CSR Obligation of a Company does not exceed Fifty Lacs Rupees, the requirement of constituting the Corporate Social Responsibility Committee is not applicable and the functions of such Committee can, in such cases, be discharged by the Board of Directors of the Company.



Your Company has decided that all the functions of CSR Committee as envisaged under Section 135 of the Act and the CSR Rules shall be discharged by Board of Directors of the Company, till the time the requirement of constitution of a CSR Committee does not become applicable to the Company.

The CSR Spend of the Company as on March 31, 2024 is provided below:

Particulars	Amount (Rs. In Lacs)
<b>CSR obligation of the Company for the Financial Year 2023-24</b>	<b>Rs. 8.30</b>
Less: CSR amount spent during the Financial Year 2023-24	0
<b>CSR Amount pending to be spent as on March 31, 2024</b>	<b>Rs. 8.30</b>

Your Company's CSR Obligation was Rs. 8.30 Lacs for the Financial Year 2024. However, no CSR activity was undertaken by the Company during the year and hence no funds were disbursed or utilized in this respect. As the amount related to ongoing projects, the Company has transferred the unspent amount to a special account opened by the Company in this behalf with HDFC Bank Limited called "CLIP-UNSPENT CSR 2023-24.

## **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 Act is not applicable to your Company.

## **23. DISCLOSURES**

- No Bonus Shares were declared for the current Financial Year.
- 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 preference shares or Debentures during the Financial Year under review.
- 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.
- 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.
- 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 ("POSH Act and Rules") that covers the employees, agents, vendors, partners, workers of subsidiary companies as well.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. This policy allows employees to report instances of sexual harassment at the workplace.

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. 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 2023-24, 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, 2024.

**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 Act:

- a. in the preparation of the Annual Accounts for the Financial Year ended March 31, 2024, 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, 2024 and of the losses 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; and
- e. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

Handwritten signature and initials in blue ink at the bottom center of the page.

## 26. ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the Company's customers, shareholders, employees, vendors and bankers for their support and look forward to their continued support in the future.

**For Career Launcher Infrastructure Private Limited**



**Shiva Kumar Ramachandran**  
Director  
DIN: 00033503

**Address: Flat No. 701, Tower 61, Emaar Palm Hills,  
Delhi Jaipur Expressway, Sector-77, Gurugram,  
Haryana-122004**

**Date: August 07, 2024  
Place: New Delhi**



**Sreenivasan Ramakrishnan**  
Director  
DIN: 00034190

**Address: B-166, Near Apollo Hospital,  
Sarita Vihar, New Delhi-110075**





## ANNEXURES TO BOARD'S REPORT 2024

### 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.**

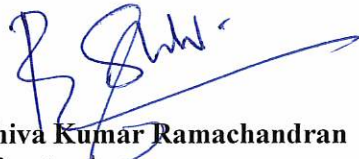
1. **Details of contract or arrangements of transactions not at arm's length basis:** There were no contracts or arrangements or transactions entered into by the Company with any of its Related Parties during the Financial Year ended March 31, 2024, which were not at arm's length basis.
2. **Details 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, 2024 are as follows:

						(Rs. in Lacs)
Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangements t/ 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 31.03.2024
CL Educate Limited (CL), 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 2023-24.	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.	May 10, 2023	-	1,747.18
CL Educate Limited, 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 2023-24.	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.	May 10, 2023	-	0.30





CL Educate Limited, 100% holding company	Rent Income on sharing office premise – Faridabad & Delhi.	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 2023-24.	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.	May 10, 2023	-	3.00
CL Educate Limited, 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 2023-24.	CL (Publishing Division) publishes the course books for CLIP and sells the same at a discount on the MRP as per standard industry practice.	May 10, 2023	-	263.17
CL Educate Limited, 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 2023-24.	Agreement has been entered as per which CL to license its entire content and to allow CLIP to monetize it.	May 10, 2023	-	240.00

**For Career Launcher Infrastructure Private Limited**

  
**Shiva Kumar Ramachandran**  
**Director**  
**DIN: 00033503**

**Address: Flat No. 701, Tower 61, Emaar Palm Hills,  
Delhi Jaipur Expressway, Sector-77, Gurugram,  
Haryana-122004**

**Date: August 07, 2024**  
**Place: New Delhi**

  
**Sreenivasan Ramakrishnan**  
**Director**  
**DIN: 00034190**

**Address: B-166, Near Apollo Hospital,  
Sarita Vihar, New Delhi-110075**



**Annexure-II****Form No. MGT-7  
ANNUAL RETURN****As on the financial year ended on 31/03/2024****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)	<b>CIN:</b>	U22100DL2008PTC174240
	<b>Foreign Company Registration Number/GLN</b>	-
	<b>Permanent Account Number(PAN) of the company</b>	AADCC2869F
ii)	<b>a) Name of the Company</b>	CAREER LAUNCHER INFRASTRUCTURE PRIVATE LIMITED
	<b>b) Registered office address</b>	R - 90, FIRST FLOOR, GREATER KAILASH, PART - I, NEW DELHI, Delhi-110048
	<b>c) Email-ID of the company</b>	rachna.sharma@careerlauncher.com
	<b>d) Telephone number with STD code</b>	01141281100
	<b>e) Website</b>	
iii)	<b>Date of Incorporation</b>	20/02/2008
iv)	<b>Type of the Company</b>	Private Company
	<b>Category of the Company</b>	Company limited by shares
	<b>Sub-category of the Company</b>	Indian Non-Government company
V	<b>Whether company is having share capital</b>	Yes
Vi	<b>Whether shares listed on recognized Stock Exchange(s)</b>	No





	<b>(a) Details of stock exchanges where shares are listed</b>	<table> <tr> <th>S. No.</th><th>Stock Exchange Name</th><th>Code</th></tr> <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>	S. No.	Stock Exchange Name	Code	1	N.A.	N.A.	2	N.A.	N.A.
S. No.	Stock Exchange Name	Code									
1	N.A.	N.A.									
2	N.A.	N.A.									
	<b>(b) CIN of the Registrar and Transfer Agent</b>	L72400TG2017PLC117649									
	<b>Name of the Registrar and Transfer Agent</b>	KFin Technologies Limited									
	<b>Registered office address of the Registrar and Transfer Agents</b>	Selenium, Tower- B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Hyderabad, Telangana -500032									
Vii	<b>Financial year From</b>	(01/04/2023) to (31/03/2024)									
Vii	<b>Whether Annual General Meeting (AGM) held</b>										
	<b>(a) If yes, date of AGM</b>	Scheduled to be held on September 30, 2024									
	<b>(b) Due date of AGM</b>	30/09/2024									
	<b>(c) Whether any extension for AGM granted</b>	No									
	<b>(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension</b>	N.A.									
	<b>(e) Extended due date of AGM after grant of extension</b>	N.A.									
	<b>(f) Specify the reasons for not holding the same</b>	N.A.									

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Number of business activities: 1

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	100

				support services	

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

No. of Companies for which information is to be given: 1

S. No.	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint venture	% of shares held
1	CL Educate Limited	L74899DL1996PLC425162	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 classes: 1

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 classes: 1


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	98,468	984,680	984,680	0
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
<b>Decrease during the year</b>	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
<b>At the end of the year</b>	0	98,468	98,468	984,680	984,680	0
<b>Preference shares</b>	0	0	0	0	0	0
<b>At the</b>	0	0	0	0	0	0

<b>beginning of the year</b>						
<b>Increase during the year</b>	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
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption 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
<b>At the end of the year</b>	0	0	0	0	0	0

ISIN of the equity shares of the company: INE533Z01019

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

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

[Details being provided in a CD/Digital Media] - No

Separate sheet attached for details of transfers - 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	03/08/2023
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): Nil

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
<b>Total</b>	0	0	0

Details of debentures:

Class	of	Outstanding as	Increase during	Decrease during the	Outstanding
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Debentures	at the beginning of the year	the year	year	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
<b>Total</b>					

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

(i) Turnover-Rs. 199,580,947

(ii) Net worth of the Company -Rs. 201,654,639

**VI. (a) SHARE HOLDING PATTERN – Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	<b>Individual/Hindu Undivided Family</b>				
	(i) Indian	5,000*	5.08	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	<b>Government</b>				
	(i) Central Government	0	0	0	0

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	(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
	<b>Total</b>	<b>98,468</b>	<b>100</b>	<b>0</b>	<b>0</b>

**Total number of shareholders (promoters): 2**

\*Mr. Satya Narayanan R. holds shares as nominee for and on behalf of CL Educate Ltd.

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
i.	<b>Individual/Hindu Undivided Family</b>	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.	<b>Government</b>	0	0	0	0
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government	0	0	0	0

	companies				
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 of directors at the beginning of the year		Number of directors at the end of the year		Percentage of 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>B. Non-Promoter</b>	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	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 holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>0</b>	<b>2</b>	<b>0</b>	<b>2</b>	<b>0</b>	<b>0</b>

Number of Directors as on the financial year end date: 2, and

Key managerial personnel (who is not director) as on the financial year end date: 0

(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)
<b>Gautam Puri</b>	00033548	Director	0	12/07/2024
<b>Sujit Bhattacharyya</b>	00033613	Director	0	12/07/2024

(ii) Particulars of change in director(s) and Key managerial personnel during the Year: Nil

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 meetings held: 1**

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	03/08/2023	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	10/05/2023	2	2	100
2	22/06/2023	2	2	100
3	02/08/2023	2	2	100
4	03/11/2023	2	2	100
5	02/02/2024	2	2	100

**C) COMMITTEE MEETINGS:**

**Number of meetings held: 0**

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:**

*M* *15*

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)  Scheduled to be held on 30/09/2024
		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 Bhattacharyya	5	5	100	0	0	0	

**X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

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

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: Nil

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: Nil

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

**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

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**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: Yes**

**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 Career Launcher Infrastructure Private Limited**



**Shiva Kumar Ramachandran**  
Director  
DIN: 00033503



**Sreenivasan Ramakrishnan**  
Director  
DIN: 00034190

**Address: Flat No. 701, Tower 61, Emaar Palm Hills,  
Delhi Jaipur Expressway, Sector-77, Gurugram,  
Haryana-122004**

**Address: B-166, Near Apollo Hospital,  
Sarita Vihar, New Delhi-110075**

**Date: August 07, 2024**


**Place: New Delhi**



**CAREER LAUNCHER INFRASTRUCTURE PRIVATE LIMITED**

<b><u>List of Equity Shareholders as on March 31, 2024</u></b>			
<b>Sl. No</b>	<b>Name of the Shareholder</b>	<b>No. of Equity Shares</b>	<b>% of Total Equity Holding</b>
1.	CL Educate Limited	93,468	94.92%
2.	Mr. Satya Narayanan R (As Nominee of CL Educate Limited)	5,000	5.08%
	<b>Total</b>	<b>98,468</b>	<b>100.00%</b>

For Career Launcher Infrastructure Private Limited



Shiva Kumar Ramachandran  
Director  
DIN: 00033503

Address: Flat No. 701, Tower 61, Emaar Palm Hills,  
Delhi Jaipur Expressway, Sector-77, Gurugram,  
Haryana-122004

Date: August 07, 2024

Place: New Delhi

