CL Foundation

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ANNUAL REPORT FOR THE FINANCIAL YEAR 2024-25

CAREER LAUNCHER FOUNDATION

Registered Office: A-45, First Floor, Mohan Cooperative Industrial Estate, New Delhi- 110044, India
CIN: U80902DL2020NPL372856, Email Id: compliance@cleducate.com, Phone Number: +91-11-41281100

THE BOARD OF DIRECTORS (as on March 31, 2025)

Mr. Sreenivasan Ramakrishnan	Non-Executive Director
Mr. Shiva Kumar Ramachandran	Non-Executive Director

STATUTOTY AUDITORS **(Financial Year 2024-25)**	M/s Rakesh K. Sehgal & Co. Chartered Accountants (Firm Registration No. 008506N)
REGISTERED OFFICE:	A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi 110044, India
ISIN	INE0TQD01010

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 05th (FIFTH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF CAREER LAUNCHER FOUNDATION ("THE COMPANY") WILL BE HELD ON MONDAY, SEPTEMBER 29, 2025, AT 12:10 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-45, FIRST FLOOR, MOHAN COOPERATIVE INDUSTRIAL ESTATE, NEW DELHI-110044, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. **Adoption of Annual Audited Financial Statements for the Financial Year ended March 31, 2025:**

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

   "**RESOLVED THAT** the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the notes thereto and reports of the Statutory Auditor and Board of Directors, thereon, be and are hereby considered, approved and adopted."

2. **Retirement by Rotation:**

   To appoint a director in place of Mr. Shiva Kumar Ramachandran (DIN: 00033503), Non-Executive 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), Non-Executive 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."

3. **Approve the appointment of M/S. NKSC & Co., Chartered Accountants (Firm Registration No. 20076N), as the Statutory Auditor of the Company for a period of One (1) Year, i.e., to hold office from the conclusion of 05th Annual General Meeting ("AGM") of the Company to be held in the Financial Year 2025-26 till the conclusion of the 06th Annual General Meeting of the Company to be held during the Financial Year 2026-27 to fill the casual vacancy caused due to resignation of M/S. Rakesh Sehgal & Co., Chartered Accountants (Firm Registration No. 008506N), erstwhile Statutory Auditor of the Company and to fix their remuneration in this regard:**

   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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) 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 be and is hereby accorded to the appointment of M/s. NKSC & Co., Chartered Accountants (Firm Registration No.: 20076N) as the Statutory Auditor of the Company, to fill the casual vacancy caused due to resignation of M/s. Rakesh Sehgal & Co., Chartered Accountants (Firm Registration No. 008506N), erstwhile Statutory Auditor of the Company.

RESOLVED FURTHER THAT M/s. NKSC & Co., Chartered Accountants (Firm Registration No. 20076N), be and is hereby appointed as the Statutory Auditor of the Company for a period of one (1) year, to carry out the Statutory Audit of the Company for the Financial Year 2025-26, and to hold office till the conclusion of the 06th Annual General Meeting of the Company to be held in the Financial Year 2026-27 at such terms and conditions including the remuneration payable to them, as may be mutually agreed upon between the Statutory Auditor and the Management of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized, for and on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose with power to settle all questions, difficulties or doubts that may arise in regard to implementation of the above resolution, including but not limited to determination of scope of work, negotiating, finalizing, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, or to avail such other services from the Statutory Auditor, as may be permitted by law, in order to fulfil any statutory requirements or other business purposes from time to time, on mutually agreed terms, without being required to seek any further consent or approval of the Shareholders of the Company."

SPECIAL BUSINESS:

4. **Appointment of Mr. Satya Narayanan R (DIN: 00307326), as a Director (Category-Non-Executive, Chairman) 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 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), **Mr. Satya Narayanan R (DIN: 00307326),** who was appointed as an Additional Director by the Board of Directors of the Company on and with effect from May 14, 2025, be and is hereby appointed as a Director (Category- Non- Executive Chairman) of the Company whose period of office shall be liable to determination by retirement by rotation.

RESOLVED FURTHER THAT Mr. Satya Narayanan R be and is hereby appointed as the Chairman of the Board of Directors.

RESOLVED FURTHER THAT all the individual Directors on Board of the Company, be and are hereby severally authorized, for and on behalf of the Company, to sign and file all such papers, documents, e-forms, returns etc. as may be required, and to do all such acts, deeds and things as they may deem necessary, proper or desirable for the purpose of giving effect to and in furtherance to the above resolution including the filing of necessary returns, forms etc. with the Registrar of Companies."

By order of the Board of Directors
For Career Launcher Foundation

Career Launcher Foundation

Shiva Kumar Ramachandran
Director
DIN: 00033503

Date: August 07, 2025
Place: New Delhi

NOTES:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) 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 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. Pursuant to the provisions of Section 113 of the Companies Act, 2013, Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. Members/proxies/authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.

4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and the applicable rules framed thereunder, the Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2025, to September 29, 2025 (both days inclusive) for the purpose of the Annual General Meeting of the Company.

5. Members are requested to send their queries, if any, on the accounts and operations of the Company at compliance@cleducate.com well in advance, to enable the Company to respond to the queries received at the AGM.

6. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.

7. Only Bonafide Members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the Meeting.

8. Additional Information, pursuant to Secretarial Standard 2 (SS- 2) as issued by the Institute of Company Secretaries of India ("1CSI") with respect to the Director's seeking appointment/ re- appointment is annexed as **Annexure B.**

9. The explanatory statement pursuant to Section 102(1) of the Act, is given below and forms part of this Notice.

10. Route Map and the prominent landmark is annexed as **Annexure C.**

By order of the Board of Directors
For Career Launcher Foundation

Shiva Kumar Ramachandran
Director
DIN: 00033503
Place: New Delhi **Date: August 07, 2025**

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: U80902DL2020NPL372856
Name of the Company: Career Launcher Foundation
Registered Office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi- 110044

Name of the members (s):
Registered address:
E-Mail Id:
Folio No.:

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

1. 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 05th Annual General Meeting of the Company, to be held on Monday, September 29, 2025, at 12:10 P.M. at the registered office of the Company situated 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.	Adoption of Annual Audited Financial Statements for the Financial Year ended March 31, 2025		
2.	To appoint a director in place of Mr. Shiva Kumar Ramachandran (DIN: 00033503), Non-Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for re-appointment		
3.	Approve the appointment of M/S. NKSC & Co., Chartered Accountants (Firm Registration No. 20076N), as the Statutory Auditor of the Company for a period of One (1) Year, i.e., to hold office from the conclusion of 05th Annual General Meeting ("AGM") of the Company to be held in the Financial Year 2025-26 till the conclusion of the 06th Annual General Meeting of the Company to be held during the Financial Year 2026-27 to fill the casual vacancy caused due to resignation of M/S. Rakesh Sehgal & Co., Chartered Accountants (Firm Registration No. 008506N), erstwhile Statutory Auditor of the Company and to fix their remuneration in this regard		
Special Business:			
4.	Appointment of Mr. Satya Narayanan R (DIN: 00307326), as a Director (Category-Non-Executive, Chairman) of the Company		

Signed this September ____, 2025

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 05TH ANNUAL GENERAL MEETING

Venue of the meeting: A- 45, First Floor, Mohan Co-operative Industrial Estate, New Delhi- 110044.

Date and Time: Monday, September 29, 2025, at 12:10 P.M.

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

Regd. Folio No. or DP ID and Client 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 05th Annual General Meeting of Career Launcher Foundation held on Monday, September 29, 2025, at 12:10 P.M. at the Registered Office of the Company situated 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 05th ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 04:

Appointment of Mr. Satya Narayanan R (DIN: 00307326), as a Director (Category- Non- Executive Chairman) of the Company:

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Satya Narayanan R (DIN: 00307326) was appointed as an Additional Director (Non-Executive) of the Company and the Chairman of the Board by the Board of Directors on and with effect from May 14, 2025, to hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

A brief Profile of Mr. Satya Narayanan R is given below:

'Aged about 54 years, he is the Chairman and Executive Director on the Board of CL Educate Limited. He holds a Bachelor's Degree in Computer Science from St. Stephen's College, University of Delhi and a Post Graduate Diploma in Management from the IIM-Bangalore. He has completed the program 'Human Interaction Laboratory' from the NTL Institute for Applied Behavioral Sciences and has received various awards, including the Karamveer Puraskar in 2009-10 by iCONGO and the Most Promising Entrepreneur Award in the Asia Pacific Entrepreneurship Awards 2009. He has over 31 years of experience in the education sector.'

The Board of Directors of the Company feels that the participation of Mr. Satya Narayanan R on the Board is desirable and would be beneficial to the Company and hence recommends that the appointment of Mr. Satya Narayanan Be regularized as a Director (Category- Non- Executive Chairman) liable to retire by rotation.

As a Non-Executive Director on Board, Mr. Satya Narayanan R will be entitled to reimbursement of expenses incurred by him in connection with his participation in the Meetings of the Board of Directors, Committees thereof, and other Company related work.

He has given his consent to act as a Director of the Company in Form DIR- 2, along with a certificate in Form DIR- 8 stating that he is not disqualified from being appointed as a Director in the Company in terms of Section 164 of the Act.

Section 152(2) of the Companies Act, 2013 confers the power to appoint the Directors on Board of the Company to the Shareholders of the Company. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the shareholders.

Except for Mr. Satya Narayanan R, Mr. Sreenivasan R and Mr. Shiva Kumar Ramachandran, none of the Directors and/ or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

Information pursuant to Secretarial Standards on General Meetings (SS-2) regarding Director seeking appointment/ re-appointment of Director has been given enclosed in **Annexure B.**

By order of the Board of Directors
For Career Launcher Foundation

Shiva Kumar Ramachandran
Director
DIN: 00033503
Place: New Delhi **Date: August 07, 2025**

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's seeking appointment is given below:

S. No.	Particulars	Information	
1.	**Name of the Director**	**Mr. Satya Narayanan R (DIN: 00307326) (Regularization of Appointment as Non-Executive Director, Chairman)**	**Mr. Shiva Kumar Ramachandran (DIN: 00033503)**
2.	**Date of Birth and age**	Date of Birth: July 13, 1970 Age: 54 years)	Date of Birth: December 01, 1971 Age: 52 years
3.	**Qualification**	Bachelor's degree in computer science from St. Stephen's College, University of Delhi and a Post Graduate Diploma in Management from IIM Bangalore.	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.
4.	**Experience**	He has over 31+ years of experience in the education sector.	He has more than 23 years of experience in the education sector.
5.	**Terms and conditions of appointment**	He was appointed as Additional Director on the Board Meeting dated May 14, 2025	He was appointed as Additional Director on the Board Meeting dated July 12, 2024 and he shall be liable to retire by rotation.
6.	**Remuneration last drawn**	Nil	Not Applicable
7.	**Remuneration sought to be paid**	Nil	No remuneration is sought to be paid to him from the Company.
8.	**Date of first appointment**	May 14, 2025	July 12, 2024
9.	**Shareholding in the Company**	Nil	Mr. Shiva Kumar Ramachandran holds 1 Equity Share (as nominee of CL Educate Limited) since July 12, 2024.
10.	**Relationship with other Directors, Manager and other Key Managerial Personnel of the Company**	Mr. Sreenivasan Ramakrishnan and Mr. Shiva Kumar Ramachandran are Brother and Brother-in-law of Mr. Satya Narayanan Ramakrishnan (the proposed appointee, Director (Non-Executive, Chairman) of the Board.	Mr. Shiva Kumar Ramachandran 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 a Whole Time Director on Board of CL Educate Limited-the

			Company's 100% Holding Company.
11.	**The number of Meetings of the Board attended during the year**	Nil	3 out of 4
12.	**List of other Companies in which Directorships held**	• CL Educate Limited • Kestone Utsav Private Limited • Drstikona Consultancy and Program Management Services Private Limited • Threesixtyone Degree Minds Consulting Private Limited • Career Launcher Private Limited • Bilakes Consulting Private Limited • Kestone CL Asia Hub. Pte. Ltd.- Singapore • CL Educate (Africa) Ltd. • CL Singapore Hub Pte. Ltd. • Kestone CL US Limited Dexit Global Limited (Formerly NSEIT Limited)	• Career Launcher Infrastructure Private Limited • Career Launcher Foundation
13.	Memberships/ Chairmanships of committees of other Boards	• Chairperson of Share Transfer Committee of CL Educate Limited • Member of Corporate Social Responsibility (CSR) Committee of CL Educate Limited • Member of Nomination, Remuneration and Compensation Committee of Dexit Global Limited (Formerly NSEIT Limited) • Chairperson of Corporate Social Responsibility Committee of Dexit Global Limited (Formerly NSEIT Limited)	Nil

By order of the Board of Directors
For Career Launcher Foundation

Shiva Kumar Ramachandran
Director
DIN: 00033503
Place: New Delhi **Date: August 07, 2025**

ANNEXURE C

ROUTE MAP FOR ATTENDING THE 05TH ANNUAL GENERAL MEETING

BOARD'S REPORT 2025

To,
The Members,
Career Launcher Foundation

Dear Member(s),

The Board of Directors of your Company takes pleasure in presenting the 05th Board's Report on the business and operations of Career Launcher Foundation (hereinafter referred to as **"the Company"**) together with the Company's Audited Financial Statements and the Independent Auditor's Report thereon for the Financial Year ended March 31, 2025.

1. FINANCIAL HIGHLIGHTS/ SUMMARY

(Amount in Rs. Lakhs)

Particulars	**March 31, 2025**	**March 31, 2024**
Total Receipt/ Income	18.13	16.15
Total Expenditure	32.66	1.84
Surplus/ (Deficit) for the period	**(14.53)**	**14.31**

During the Financial Year 2024-25, your Company has received donations in the form of CSR Contribution amounting to Rs. 18.13 Lakhs as compared to Rs. 16.15 Lakhs during the previous Financial Year 2023-24. Your Company has spent an amount of Rs. 32.66 Lakhs towards the implementation of the CSR Projects and other expenses during the previous Financial Year 2024-25, as compared to the spend of about Rs. 1.84 Lakhs during the Financial Year 2023-24.

2. STATE OF COMPANY'S AFFAIRS

The Company has been incorporated as a Not-for-Profit Company under the Companies Act, 2013, and has registered itself with the Ministry of Corporate Affairs as an Implementing Agency to undertake Corporate Social Responsibility projects/activities/programs, for other entities. The Company continues to work towards benefiting society at large.

3. DETAILS OF SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATE COMPANIES AS ON THE DATE OF THIS REPORT

As on date of this report, your Company does not have any Subsidiary, Joint Venture or Associate Company.

4. CHANGE IN THE NATURE OF BUSINESS

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

5. DIVIDEND

Under the applicable provisions of the Companies Act, 2013, your Company is prohibited from declaring dividends to its members as it is non-profit organization.

6. CAPITAL AND FINANCE:

As on March 31, 2025;

- **Authorized Share Capital of the Company-** Rs. 2,00,000/- comprising 20,000 Equity Shares of face value Rs. 10/- each.

- **Paid-Up Share Capital of the Company-** Rs. 50,000/- comprising 5,000 equity shares of face value Rs. 10/- each.

During the year under review, your Company did not issue any 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

During the year under review, the Company has not granted any loans, provided any guarantees, or made any investments under the provisions of Section 186 of the Act.

9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the Financial Year 2024-25, the Company did not enter into any Related Party transactions as defined under Sections 2(76) and 188 of the Companies Act, 2013.

Details of the Related Party Transactions as per the relevant Accounting Standards are given in Note No 10 to the Financial Statements of the Company.

10. TRANSFER TO RESERVES

Pursuant to section 134(3)(j), there is no amount which the Board proposes to carry to any reserves.

Reserves and surplus as on 31 March 2025 stood at Rs. (24.113) Lakhs.

11. 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 copy of the Annual Return for the Financial Year 2024-25 is available on the website of the Company at the web link https://www.clfoundation.in/pdf/CLF-Annual-Return-2024-25.pdf.

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

The Company does not carry any manufacturing activity, thus, disclosure requirements regarding energy conservation etc. under Section 134(3)(m) of the Act 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 increasing efficiency and to reduce the cost of operations.

During the Financial Year under review, the Foreign Exchange earnings and Foreign Exchange 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 aligned its current system of Internal Financial Controls with the requirements of the Act, some of which are as under:

i. Robust and fully functional accounting software to help with the accounting needs of the Company.

ii. There is an appropriate maker-checker system in place, whereby there is complete manpower segregation to keep a check on accounting entries.

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) Appointments and Cessations during the Financial Year 2024-25:

There was no change in the directorship during the Financial Year 2024-25.

b) Retirement by Rotation at the 04th Annual General Meeting held on September 30, 2024:

Mr. Sreenivasan Ramakrishnan (DIN: 00034190), retired by rotation at the 04th Annual General Meeting and was re-appointed thereat by the Members.

c) Retirement by Rotation at the 05th Annual General Meeting

Mr. Shiva Kumar Ramachandran (DIN: 00033503) Director, who retires by rotation at the 05th Annual General Meeting, and being eligible, has offered himself for re-appointment, is proposed to be re-appointed. A resolution seeking members' approval for the re- appointment of Mr. Shiva Kumar Ramachandran has been incorporated in the notice convening the 05th AGM of the Company.

d) Disclosure of Interest in other concerns

The Company has received the annual disclosures from all the Directors in the prescribed format, indicating their directorships and interest in other companies for the Financial Year 2025–26.

The Company has also received confirmation from all Directors that on March 31, 2025, none of them were disqualified from being appointed or continuing as Directors under Section 164(2) of the Companies Act, 2013.

e) **Appointments & Cessations after the end of the Financial Year 2024-2025 till the date of this Report:**

The Board appointed Mr. Satya Narayanan R (DIN: 00307326) as an Additional Director (Category-Non-Executive Director, Chairman) of the Company, with his period of office liable to determination by retirement by rotation, at its Meeting held on May 14, 2025. As an additional Director, Mr. Satya Narayanan R holds office till the date of the ensuing Annual General Meeting. The Board recommends that Mr. Satya Narayanan R be regularized by the Shareholders of the Company as a Non-Executive Director, Chairman of the Company, with his period of office liable to determination by retirement by rotation. Accordingly, this matter is included in the notice convening the 05th AGM of the Company.

f) **Proposed appointment at the 05th AGM:**

Regularization of Non-Executive Independent Director for an initial Term of 5 (Five) consecutive years:

Mr. Satya Narayanan R (DIN: 00307326), who has been appointed as an Additional Director by the Board on May 14, 2025, is proposed to be appointed as a Director (Category-Non- Executive, Chaiman) of the Company.

16. AUDITOR AND AUDITOR'S REPORT

Statutory Auditors

The Board of Directors and the Members of the Company, at their respective Meetings held on August 03, 2021 and September 30, 2021, had approved the appointment of **M/s. Rakesh K. Sehgal & Co. Chartered Accountants (Firm Registration No: 008506N),** as the Statutory Auditors to conduct the Statutory Audit of the Company for a period of five (5) consecutive years, commencing from Financial Year 2021-22 and they hold office from the conclusion of the 01st Annual General Meeting till the conclusion of the 06th Annual General Meeting of the Company to be held in the Financial Year 2025-26.

At its Meeting held on August 07, 2025, the Board approved the appointment of M/s. NKSC & Co., Chartered Accountants (Firm Registration No. 20076N) ("Firm"), as the Statutory Auditor of the Company for a period of one (1) year to hold office from the conclusion of the 05th Annual General Meeting ("AGM") of the Company to be held in the financial year 2025-26 till the conclusion of the 06th Annual General Meeting of the Company to be held during the financial year 2026-27, to fill the casual vacancy caused due to resignation of M/s. Rakesh Sehgal & Co., Chartered Accountants (Firm Registration No. 008506N), erstwhile Statutory Auditor of the Company.

The Company has received written consent from M/s. NKSC & Co., Chartered Accountants to act as the Statutory Auditor of the Company, along with a certificate stating that they satisfy the eligibility criteria provided under Section 141 of the Act read with the Rules made thereunder and that their appointment, if approved by the Members of the Company, shall be within the limits prescribed under the Act, and have confirmed that they are not disqualified for such re- appointment pursuant to the applicable provisions of the Act and the Rules made thereunder.

In this respect, the Members are requested to consider approving the appointment of M/s. NKSC & Co. Chartered Accountants, having FRN: 20076N as the Statutory Auditor of the Company for a period of One (1) year, to conduct the Statutory Audit for the Financial Year 2025-26.

Total fees paid/ payable by the Company to **M/s. Rakesh K. Sehgal & Co. Chartered Accountants (Firm Registration No: 008506N),** the Statutory Auditors of the Company, pertaining to Financial Year 2024-25 (excluding other expenses and taxes, if any) as stated below:

S. No	Particulars	Amount paid/ payable for FY 2024-25 (in Rs.)
a)	Statutory Audit Fees	40,000/- + GST

Statutory Auditor's Report 2025

There are no qualifications, reservations, adverse remarks or disclaimers made by the Statutory Auditor in their Audit Report and CARO Report for the Financial Year ended March 31, 2025.

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 the 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.

As on the date of this report, your Company has 3 Directors on Board, Mr. Satya Narayanan R, Mr. Shiva Kumar Ramachandran and Mr. Sreenivasan Ramakrishnan. All are Non-Executive Directors on the Board.

No remuneration has been paid to Directors.

19. NUMBER OF MEETINGS OF THE BOARD

Three (3) 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.	July 12, 2024	3	3
2.	August 07, 2024	2	2
3.	September 04, 2024	2	2

- **Attendance at Board Meetings held during the afore-said period:**

Board Meetings held	No. of Meetings entitled to attend	No. of Meetings attended
Directors' Attendance		
Mr. Shiva Kumar Ramachandran	3	3
Mr. Sreenivasan Ramakrishnan	3	3

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

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 Act is not applicable to your Company. Hence, the Company has not established a Vigil Mechanism.

23. DISCLOSURES

a. No Bonus Shares were declared for the Financial Year 2024-25.
b. There was no amount which was required to be transferred to the Investor Education and Protection Fund (IEPF).
c. Your Company has not issued any Equity shares with differential rights during the Financial Year under review.
d. Your Company has not issued any Employees Stock options/ Sweat Equity Shares.
e. Your Company has not redeemed any preference shares or Debentures during the Financial Year under review.
f. Your Company has not accepted any Public Deposits.
g. Your Company has not bought back any of its securities during the Financial Year under review.
h. No significant 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.
i. The maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Act is not applicable to the Company.
j. The provisions related to appointments of Independent Directors are not applicable to the Company. No independent director was appointed during the year. Accordingly, the requirement to provide a statement by the Board with regard to integrity, expertise and experience (including the proficiency) of the independent director does not arise.
k. 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.
l. 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, as the same is not applicable to the Company.
m. There were no employees on the rolls of the Company. Hence, the statutory provisions of the Maternity Benefit Act 1961 were not applicable to the Company.

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

During the year under review, there were no permanent employees on the payroll of the Company. Hence, the requirement of constituting an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder were not applicable on your Company. However, your Company is committed to creating and maintaining a secure work environment where its employees, agents, vendors and partners can work and pursue business together in an atmosphere free of harassment, exploitation and intimidation.

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, 2025, 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, 2025, and of the Loss of the Company for that period;
c) the Directors have taken proper and sufficient care with 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.

26. ACKNOWLEDGEMENT

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

For Career Launcher Foundation

Shiva Kumar Ramachandran
Director
DIN: 00033503

Sreenivasan Ramakrishnan
Director
DIN: 00034190

Date: August 07, 2025
Place: New Delhi