



CL EDUCATE LIMITED

CIN: U74899DL1996PLCo78481

Registered Office: A-41, Lower Ground Floor, Espire Building,
Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi – 110 044

Tel.: 011-41280800, Fax: 011-41281110

Website: www.cleducate.com, E-mail: rachna.sharma@careerlauncher.com

Notice

NOTICE is hereby given that an **EXTRA ORDINARY GENERAL MEETING** of the members of CL Educate Limited (formerly known as Career Launcher (India) Limited) has been scheduled to be held on Thursday, the 3rd day of March, 2016 at 11.00 A.M at the Registered office of the Company situated at A-41, Lower Ground Floor, Espire Building, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi - 110044 to transact the following business:

SPECIAL BUSINESS:

Item No. 1 – Grant Approval to the Initial Public Offering (IPO) by the Company

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

“**RESOLVED THAT**, in accordance with the provisions of Section 62(1)(c) and any other applicable provisions, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the “**Companies Act, 2013**”), including the rules framed thereunder, relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or denotified, as the case may be, the Securities Contracts Regulation Act, 1956, as amended (“**SCRA**”), and the rules framed thereunder, the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”) and other applicable Securities and Exchange Board of India (“**SEBI**”) regulations and guidelines, other applicable laws, regulations, policies or guidelines including any foreign investment law, policy or guideline in India, and the provisions of the Memorandum of Association of the Company and Articles of Association of the Company and the equity listing agreements with Indian stock exchange(s), as amended and subject to the approval of relevant government, statutory and/or regulatory authorities, including the Department of Industrial Policy and Promotion, Government of India (“**DIPP**”), the SEBI, the

Reserve Bank of India (“**RBI**”), the Foreign Investment Promotion Board (“**FIPB**”), the Registrar of Companies, National Capital Territory of Delhi and Haryana (“**RoC**”), the relevant stock exchanges and such other approvals, permissions and sanctions, as may be necessary, including any consent or approval under any contract or agreement and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent, approval and sanction of the shareholders of the Company be and is hereby granted to create, offer, issue and allot [fresh equity shares of the Company of face value ₹ 10 each (the “**Equity Shares**”) for an aggregate amount not exceeding ₹ [3500] million or up to [6 million] equity shares of the Company of face value ₹ 10 each], in the course of an initial public offering (“**IPO**”) (provided that such number of additional equity shares to the extent of up to 10% of the Offer to the public may be issued and allotted as may be required for the purposes of rounding off, including the issue and allotment of equity shares of the stabilizing agent pursuant to the green shoe option, if any, in terms of the SEBI ICDR Regulations) which may include, without limitation, fresh Equity Shares issued and allotted in any private placement, reservation of a certain number of Equity Shares, and any green shoe option of up to a certain number of Equity Shares to eligible investors, including employees, Non-resident Indians, Foreign Portfolio Investors (“**FPIs**”), Alternate Investment Funds, Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Public Financial Institutions, multilateral and bilateral financial institutions, bodies corporate, companies, private or public or other entities, authorities and to such other persons in one or more combinations thereof, or any other category of investors who are authorised to invest in equity shares of the Company as per applicable law through an offer document, prospectus and/or an information memorandum, if any, at such price or prices (including any discount to the issue price which may be offered to eligible investors) and in such manner as the Board may in its discretion, deem fit, including in consultation with book running lead managers, underwriters, placement agents and/or other advisors on such terms as may be deemed appropriate by the Board.

RESOLVED FURTHER THAT the Board is also authorized to invite the existing shareholders of the Company to participate in such an offering by making an offer for sale in relation to such number of Equity Shares held by them, and which are eligible for offer for sale in accordance with any agreement or contract with such shareholder or under the SEBI ICDR Regulations, as the Board may, in consultation with such selling shareholders, determine.

RESOLVED FURTHER THAT the Board is hereby authorized to make available for allocation a portion of the IPO to any category(ies) of persons permitted under applicable law, including without limitation, eligible employees and/or shareholders of listed group companies (the “**Reservation**”) or to provide a discount to the issue price to retail individual bidders or eligible employees (the “**Discount**”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT the Equity Shares so allotted or transferred in the IPO shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the equity shares of the Company issued through the IPO be listed at one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred in such manner as it may deem fit to an IPO Committee, to be constituted in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT the certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required.”

**By Order of the Board
For CL Educate Limited**

Sd/-

**Nikhil Mahajan
Director**

**New Delhi
January 20, 2016**

DIN No. : 00033404

Designation: Whole – Time Director & CFO

Address: H. No. 457, Sector – 30,
Faridabad – 121003, Haryana

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. Proxy in order to be effective must be deposited at the company's Registered Office not less than 48 (Forty Eight) hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. In the case of Corporate Member, it is requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting
3. Members desirous of any further information regarding the special business matters to be transacted may write to the company at its registered office at least seven days before the date of the meeting so as to enable the management to keep the information ready.
4. A Statement pursuant to section 102(1) of the Companies Act, 2013 containing details and explanations with respect to the special business set out in the Notice is annexed hereto.
5. Members may note that the Notice of this Extra-Ordinary General Meeting of the Company will be available on the Company's website www.cleducate.com.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Extra-Ordinary General Meeting of the Company.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING, PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 01

The Company proposes to create, offer, issue and fresh equity shares of the Company of face value ₹ 10 (the “**Equity Shares**”) each up to an aggregate amount not exceeding ₹ [3500] million or up to [6 million] equity shares of the Company of face value ₹ 10 each], in the course of an initial public offering (“**IPO**”) on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“**SEBI ICDR Regulations**”), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, foreign portfolio investors and/or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. Further, the Board may also invite the existing members of the Company to participate in such an offering by making an offer for sale in relation to such number of Equity Shares held by them, and which are eligible for offer for sale in accordance with SEBI ICDR Regulations, as the Board may determine. The equity shares allotted shall rank in all respects *pari passu* with the existing equity shares of the Company.

Material information pertaining to the IPO is as follows:

(i) Issue Price:

The price at which the equity shares will be allotted through the IPO shall be determined and finalized by the Company (and the Selling Shareholders, if relevant) in consultation with the book running lead manager(s) (BRLMs) in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(ii) The object(s) of the issue are:

The proceeds of the IPO are to be utilized for the purposes that shall be disclosed in the Draft Red Herring Prospectus to be filed with the Securities and Exchange Board of India in connection with the IPO. The Board, or any committee thereof has the authority to modify the above objects on the basis of the requirements of the Company.

(iii) Intention of Promoters/Directors/Key managerial personnel to subscribe to the offer:

The Company has not made and will not make an offer of equity shares to any of the promoters, directors or key managerial personnel. However, the directors (other than directors who are also promoters or a part of the promoter group) or the key managerial personnel may apply for the equity shares in the various categories under an IPO in accordance with the SEBI ICDR Regulations.

(iv) Whether a change in control is intended or expected:

No change in control of the Company or its management is intended or expected pursuant to the IPO.

The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013, SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments.

All the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent shares may be subscribed for and allotted in their names.

**By Order of the Board
For CL Educate Limited**

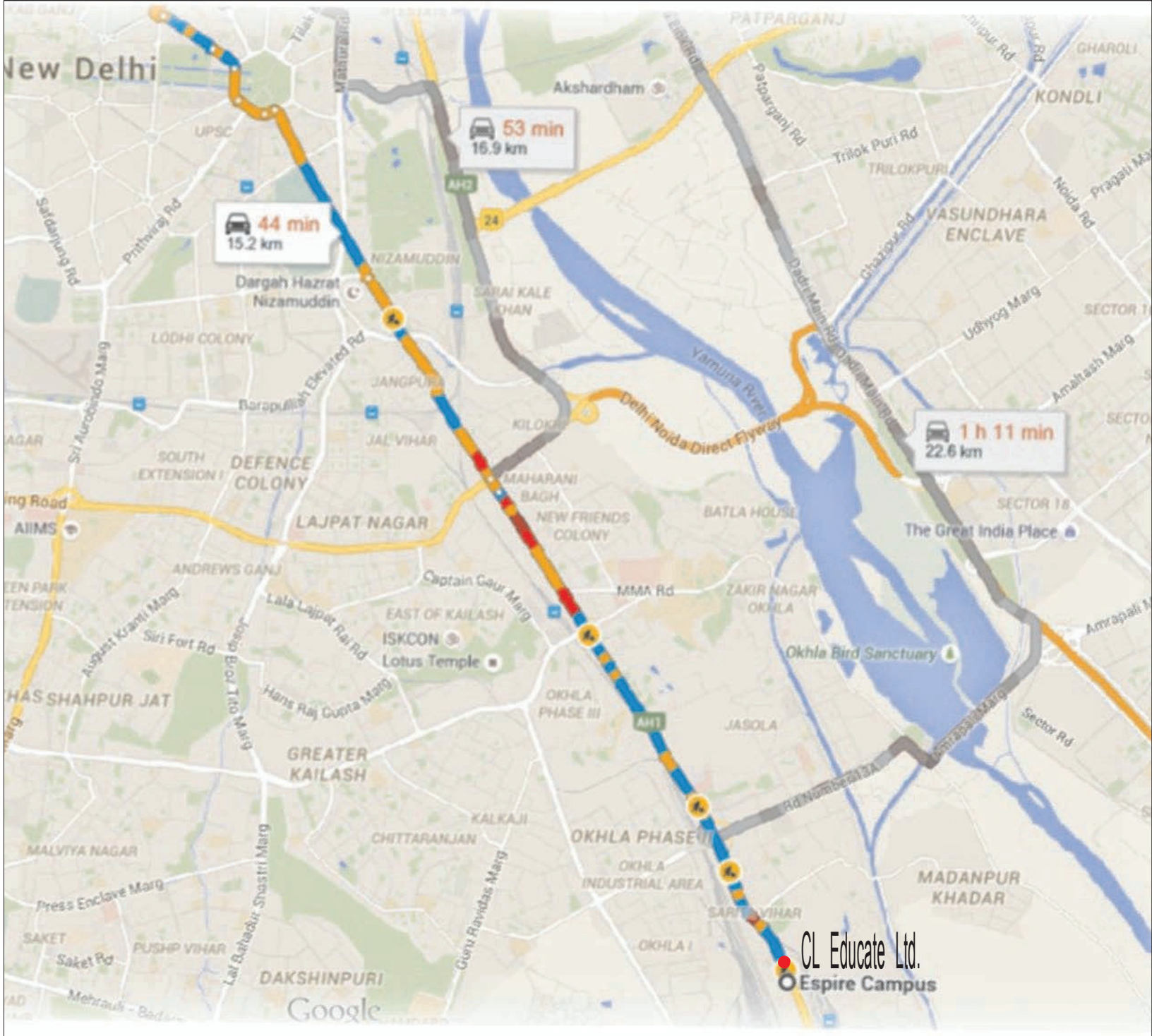
**Sd/-
Nikhil Mahajan
Director**

**New Delhi
January 20, 2016**

DIN No. : 00033404

Designation: Whole – Time Director & CFO

Address: H. No. 457, Sector – 30,
Faridabad – 121003, Haryana



CL Educate Ltd.

Esquire Campus



ATTENDANCE SLIP

CL EDUCATE LIMITED

**Regd. Office: A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area,
Main Mathura Road, New Delhi – 110 044**

**PLEASE FILL THIS ATTENDANCE SLIP AND HANDOVER THE SAME AT THE VENUE OF
THE MEETING**

DP ID*	
Client ID*	

Folio No.	
No. of Shares	

Full name of the Shareholder/Proxy.....

I hereby record my presence at the Extra-Ordinary General Meeting of the Company at the Registered Office of the Company situated at A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi – 110 044, on Thursday, the 03rd day of March, 2016 at 11.00 A.M.

.....
Signature of Shareholder/Proxy

*Note. * Applicable for shareholders holding shares in electronic/demat form*

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]

CL EDUCATE LIMITED
CIN: U74899DL1996PLC078481

Registered Office: A-41, ESPIRE BUILDING, LOWER GROUND FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL AREA, MAIN MATHURA ROAD, NEW DELHI – 110 044

Website: www.cleducate.com **Email ID.:** rachna.sharma@careerlauncher.com

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, 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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on the Thursday, March 03rd, 2016 at 11.00 A.M. at the registered office of the Company situated at A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi – 110 044 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution			
Special Business		For	Against
1.	Grant Approval to the Initial Public Offering (IPO) by the Company		

Signed this.....day of.....2016

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix Revenue Stamp not less than Rs. 0.15

Note:

1. This form of Proxy 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.
2. Any alteration or correction made to this Proxy form must be initialed by the signatory/signatories.
3. If you wish to vote for a Resolution, place a tick in the corresponding box under column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/she thinks fit.