



CL EDUCATE LIMITED
CIN: U74899DL1996PLC078481

Registered & Corporate Office: A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area Main Mathura Road, New Delhi – 110 044 Tel.: 011-4128 1100, Fax: 011-4128 1110
Website: www.cleducate.com, E-mail: compliance@cleducate.com

Notice

NOTICE is hereby given that the **21st (TWENTY FIRST) ANNUAL GENERAL MEETING** of the members of CL Educate Limited [formerly known as Career Launcher (India) Limited] will be held on Thursday, 24th day of August, 2017 at 11:00 A.M. at PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi 110016 to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Annual Financial Statements for the Financial Year ended March 31, 2017.

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2017, along with the reports of the Board of Directors and Auditors' thereon.

2. Retirement by Rotation.

To appoint a Director in place of Mr. Satya Narayanan .R (DIN: 00307326), Chairman and Whole-Time Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) & re-enactment thereof), the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Satya Narayanan .R (DIN: 00307326), Chairman and Whole-Time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment."

3. Ratification of Appointment of the Statutory Auditors for the Financial Year 2017-18 and to fix their remuneration in this regard.

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

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory amendment(s) thereof, and pursuant to the recommendation of the Audit Committee as well as of the Board of Directors, and pursuant to the confirmation of the appointment of the Auditors for a period of 5 years by the members of the Company at the Annual General Meeting held on September 05, 2014, the members hereby ratify the appointment of M/s Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. – 103523W), as the Statutory Auditors of the Company for the Financial Year 2017-18 at such remuneration and reimbursement of out of pocket expenses as may be recommended by the Audit Committee and approved by the Board of Directors of the Company."

SPECIAL BUSINESS

4. Appointment of Ms. Madhumita Ganguli (DIN: 00676830) as an Independent Director on the Board of the Company.

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



"RESOLVED THAT pursuant to the provisions of Section 149, 152 161 and other applicable provisions, if any, of the Companies Act, 2013("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Act and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Madhumita Ganguli (DIN: 00676830), who was appointed as an Additional Director of the Company by the Board of Directors on and with effect from July 02, 2017, pursuant to Section 161(1) of the Act, and in respect of whom, along with cheque of the required deposit, the Company has received a notice in writing from a member of the Company under Section 160 of the Act, proposing her candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for an initial term of 5 years i.e. from July 02, 2017 up to July 01, 2022, with the period of office not liable to determination of retirement by rotation."

5. Appointment of Mr. Paresh Surendra Thakker (DIN: 00120892) as an Independent Director on the Board of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Act and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Paresh Surendra Thakker (DIN: 00120892), who was appointed as an Additional Director of the Company by the Board of Directors on and with effect from July 02, 2017, pursuant to Section 161(1) of the Act, and in respect of whom, along with cheque of the required deposit, the Company has received a notice in writing from a member of the Company under Section 160 of the Act, proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for an initial term of 5 years i.e. from July 02, 2017 up to July 01, 2022, with the period of office not liable to determination of retirement by rotation."

6. Adoption of new set of Articles of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the rules framed thereunder and schedules thereto (including any statutory modification(s) amendment(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for the deletion of all the Articles of the existing Articles of Association of the Company and substitute the same with the new set of Articles of Association and the said new set of Articles of Association be and are hereby adopted as the Articles of Association of the Company in substitution for, and to exclusion of, the existing Articles of Association of the Company, in order to bring the existing Articles in line with the general framework of listing regulations.

RESOLVED FURTHER THAT the Board of Directors (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), be and is hereby authorized to do or cause to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may deem necessary in relation to the above resolutions, and to file all the necessary documents with Registrar of Companies NCT of Delhi and Haryana, for the purpose of giving effect to this resolution."

7. Ratification of remuneration of Cost Auditors for Financial Year(s) 2015-16, 2016-17 and 2017-18.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the members hereby approve and ratify, the remuneration payable to M/s Sunny Chhabra and Company, Cost Accountants (Firm Registration No. 101544) as the Cost

Auditors of the Company for the Financial Year(s) 2015-16, 2016-17 and 2017-18 as fixed by the Board."

8. To ratify the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' (hereinafter "ESOP Scheme"), and grant approval to the renewal of the ESOP Scheme for a period of 1 (one) year commencing from September 5, 2017.

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act 2013, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "SBEB Regulations") (including any statutory modification(s) or re-enactment of the Act or the SBEB Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including Nomination, Remuneration and Compensation Committee, which may exercise its powers, including the powers conferred by this resolution), the "Amended and Restated Career Launcher Employee Stock Options Plan 2014 ("CL ESOP Plan 2014" or "ESOP Scheme") as approved by the Company prior to Initial Public Offering (IPO) in its Extra-Ordinary General Meeting held on March 22, 2016 be and is hereby ratified within the meaning of Regulation 12 of SBEB Regulations.

RESOLVED FURTHER THAT the consent and approval of the Members of the Company be and is hereby accorded for the renewal of the above mentioned CL ESOP Plan 2014 of the Company from September 05, 2017 to September 04, 2018, by amending the relevant Article of the CL ESOP Plan 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to grant options remaining to be granted under the ESOP Scheme, and/or to issue and allot Equity shares or any other securities, upon

exercise of such options, from time to time in accordance with the "CL ESOP Plan 2014", without seeking any further approval from the shareholders of the Company, and such Equity shares shall rank pari-passu in all respects with the existing shares of the company.

RESOLVED FURTHER THAT in case the Equity shares or any other securities of the company, are sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition of the shares by the aforesaid grantees exercising options under the "CL ESOP Plan 2014" shall automatically stands augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the said "CL ESOP Plan 2014" as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, SEBI guidelines (as and when applicable), the Memorandum and Articles of Association of the Company and any other applicable laws for the time being in force and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose."

9. Ratification of the Related Party Transactions under Section 188 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications (s) or re-enactment thereof, for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval/ratification of the shareholders be and is hereby accorded to the Board of Directors for continuing the existing related party transactions for a period of 5 (Five) years w.e.f. April 01, 2014, up to the maximum amount annually as given below:



Parties	Arrangement	Whether on an Arm's length basis	Justification of the transaction being on an arm's length basis	Quantum of Transaction (Annual)
CL Media Private Limited, Wholly Owned Subsidiary Company and Mr. Sreenivasan .R	Payment of Remuneration	Yes	Salary is equivalent to people with similar background and similar experience	Upto ₹ 48 Lakhs with annual increment not exceeding 20% per annum, if any.
CL Media Private Limited, Wholly Owned Subsidiary Company and Mr. R. Shiva Kumar	Payment of Remuneration	Yes	Salary is equivalent to people with similar background and similar experience.	Upto ₹ 55 Lakhs with annual increment not exceeding 20%, per annum if any.
Career Launcher Infrastructure Private Limited, Step down Wholly Owned Subsidiary and Nalanda Foundation, a Group Entity	1. Leasing out of infrastructure facilities for Indus World Schools. 2. Interest Payable on outstanding loan	Yes	CLIP has given infrastructure to Nalanda Foundation for running the schools. In return NF pays a certain % of revenue to CLIP and this % Is almost similar or in range to what NF pays to outside infrastructure providers. Additionally NF pays CLIP interest at 5 BP higher than the rate CLIP has borrowed money from lenders for amounts outstanding.	₹ 25 Lakhs

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and are hereby authorized to settle any question, difficulty or doubt that may arise and to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient, to finalize any documents and writings related thereto, to give effect to the above mentioned related party transactions."

10. Change in Designation of Mr. Gopal Jain (DIN: 00032308) as a Non-Executive Non-Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 152, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any

statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Gopal Jain (DIN: 00032308), who is holding the office as a Nominee Director, not liable to retire by rotation, be and is hereby re-designated as a Non-Executive Non-Independent Director of the Company liable to retire by rotation."

By Order of the Board
For CL Educate Limited

sd/-

Nikhil Mahajan

Executive Director & Group CEO Enterprise Business

DIN No. : 00033404

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

Place: New Delhi

Date: July 24, 2017

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details of material facts relating to the special business to be transacted at the Annual General Meeting, is annexed hereto.

2. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard - 2 in respect of the Director seeking re-appointment at the 21st Annual General Meeting are mentioned in note No. 28 below.

3. A member entitled to attend and vote at the meeting is entitled to appoint any other person as a proxy to attend and vote at the meeting on his behalf and such proxy need not be a member of the Company.

As per Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company casting voting rights. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.

The attendance slip and a proxy form with clear instructions for filing, stamping, signing and/or depositing the proxy form are enclosed.

4. Corporate members intending to send their authorised representatives to attend the Annual General Meeting are requested to send to the Company/Karvy Computershare Private Limited, Company's Registrar and Share Transfer Agent ("Registrar"), in advance, a duly certified copy of the relevant board resolution/letter of authority/power of attorney, together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.

5. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the register of members and the share transfer books of the Company will remain closed from Friday, August 18, 2017 to Thursday, August 24, 2017 (both days inclusive) for the purpose of 21st Annual General Meeting of the Company.

6. Route map and details of prominent land mark of the

venue of meeting is annexed with this Notice.

7. Members may utilise the facility extended by the Registrar for redressal of their queries by visiting at <http://karisma.karvy.com> and clicking on 'Investors' section for query registration through free identity registration process. Members may also write at einward.ris@karvy.com and compliance@cleducate.com, clearly mentioning their folio number.

8. The Auditor's certificate certifying that the ESOP Scheme of the Company is being implemented in accordance with the Regulation 13 of SEBI (Share Based Employee Benefit) Regulations, 2014 will be available for inspection at the Annual General Meeting.

9. In respect of the physical shareholding, in order to prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar of any change in their address, telephone number, e-mail id, nominees or joint holders, as the case may be.

10. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.

11. Notice of the Annual General Meeting, Annual Report 2016-17 and attendance slip are being sent in electronic mode to members whose email address is registered with the Company/Registrar or the depository participants, unless the members have registered their request for the hard copy. Physical copy of the Notice, Annual Report and attendance slip are being sent to those members who have not registered their email address with the Company or depository participants. Members who have received the Notice, Annual Report and attendance slip in electronic mode are requested to print the attendance slip and submit a duly filled in attendance slip at the registration counter at the Annual General Meeting.

12. Members of the Company who have registered their email address are also entitled to receive such communication in physical form upon making a request for the same, by any permissible mode, free of cost. For any communication, the members may also send requests to the Company's investor email id: compliance@cleducate.com.

13. Members holding shares in physical form are requested to



consider converting their holdings to dematerialised form to eliminate risks associated with physical shares and for better management of the securities. Members can write to the Company's Registrar in this regard.

14. Members may also note that the notice of the 21st Annual General Meeting and the Annual Report for 2016-17 are also available on the Company's website www.cleducate.com.
15. The Annual Report along with the Notice of Annual General Meeting is being sent to the members, whose names appear in the register of members/depositories as at closing hours of business on Friday, July 21, 2017.

16. Inspection

The documents referred to in the Notice, explanatory statement and Annual Report for 2016-17 will be available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) from 09:00 a.m. to 05:00 p.m. up to the date of the Annual General Meeting.

A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting and ending with the conclusion of the said meeting, provided he has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.

17. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the members holding shares in physical form may nominate, in the prescribed Form SH -13, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Members holding shares in demat form may contact their respective DP for availing this facility.
18. In case of joint holders attending the meeting the Members whose name appears as the first holders in the order of names as per the register of Members of the Company will be entitled to vote.
19. Guidelines for attending the ensuing Annual General Meeting:
 - a) Entry to the auditorium/hall will be strictly against entry coupon available at the counters at the venue and against the exchange of duly filled in, signed and valid attendance slip;
 - b) Members are requested to bring their copy of the

Annual Report to the meeting.

20. Cut-off Date

The Company has fixed August, 17, 2017 as the "Cut- Off Date" for remote e-voting. The remote e-voting /voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-Off Date i.e. August, 17, 2017 only. A person who is not a member as on the Cut-Off Date should treat this Notice for information purposes only.

21. Remote e-voting

Pursuant to Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' (e-voting from a place other than venue of the AGM) through Karvy Computershare Pvt. Limited (Karvy), for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of the 21st Annual General Meeting of the Company.

The remote e-voting period begins on Monday, August 21, 2017 at 9:00 a.m. (IST) and ends on Wednesday, August 23, 2017 at 5:00 p.m (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-Off Date i.e., August, 17, 2017 may cast their votes electronically. The remote e-voting module shall be disabled by Karvy for voting after 5:00 p.m (IST) on August 23, 2017.

The facility for voting, either through electronic voting system or through poll shall also be made available at the venue of the 21st AGM. The members attending the AGM, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The members desirous of voting through remote e-voting are requested to refer to the detailed procedure given hereinafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

Instructions and other information relating to remote e-voting are as under:

A. For members who receive Notice of Annual

General Meeting through email, i.e. for members whose email IDs are registered with the Company/ Depository Participant(s):

- (i) Launch an internet browser by typing the URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. user ID and password mentioned in the email). Your Folio No./DP ID-Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing user ID and password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new password.
- (vi) In case you are already registered with M/s Karvy Computershare Private Limited for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at toll free no. 1-800-2154-001 or email at evoting@karvy.com.
- (vii) On successful login, the system will prompt you to select the E-Voting Event Number for CL Educate Limited.
- (viii) On the voting page enter the number of shares (which represents the number of votes) as on the Cut-Off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose to "ABSTAIN" by not entering any number in "FOR/AGAINST" and the shares held will not be counted under either head.
- (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (x) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (xi) You may then cast your vote by selecting the appropriate option and clicking on "Submit".
- (xii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xiii) Corporate / institutional members (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail ID: gains108@yahoo.com They may also upload the same in the remote e-voting module in their login. The scanned image of the above mentioned documents should be in the naming CL Educate Limited, 21st Annual General Meeting.
- (xiv) The e-voting would commence on Monday, August 21, 2017 at 9:30 A.M. and end on Wednesday, August 23, 2017 at 05.00 P.M. During this period, the eligible members of the Company, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Further, members who cast their vote electronically shall not be entitled to vote at the Annual General Meeting.
- (xv) Facility for voting through ballot paper would also be made available at the AGM venue. Members who cast their votes electronically should not vote through ballot paper. However, in case a member votes electronically as well as through ballot paper, the vote cast through ballot paper will be ignored.
- (xvi) In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>.



B. In case a member receives physical copy of the Annual General Meeting Notice by post/courier {for members whose email IDs are not registered with the Company / depository participant(s)}:

- (i) User ID and initial password as provided overleaf.
- (ii) Please follow all steps from Sr. No.(i) to (xvi) as mentioned in (A) above, to cast your vote.

22. Any person who acquires shares of the Company and becomes member of the Company post-dispatch of Notice along with the Annual Report before the Cut-Off Date may obtain the login ID and password by sending a request at evoting@karvy.com or to the Company at compliance@cleducate.com.

23. The Company has designated Ms. Rachna Sharma, Company Secretary & Compliance Officer to address the grievances connected with the voting by electronic means, the investors can reach Company official at +91-11-41281100 or compliance@cleducate.com. Members are also advised to visit Help & FAQ section available at Karvy's website <https://evoting.karvy.com> for clarity on the e-voting process.

24. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-Off Date, being August 17, 2017.

25. The Board of Directors has appointed Mr. Ved Prakash

(C.P. 16986), Designated Partner, M/s. S. Anantha & Ved LLP (Firm Reg. No. AAH 8228229), Company Secretaries, Mumbai, as Scrutiniser to scrutinise the remote e-voting process and voting through electronic voting system or through poll at the AGM in a fair and transparent manner.

26. The Scrutiniser shall after conclusion of voting at the AGM first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall within 2 days of conclusion of the AGM, make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised who shall countersign the same and declare the result of voting forthwith.

27. The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions. The results will be declared by posting the same at the website of the Company (www.cleducate.com), website of the agency viz. Karvy's website (<https://evoting.karvy.com>) and by filing with the stock exchanges and shall also be displayed on the notice board at the registered office of the Company.

28. Information required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking appointment/re-appointment is as under:

Particulars	Mr. Satya Narayanan .R (DIN: 00307326) (Re-Appointment)	Mr. Gopal Jain (DIN: 00032308) (Change in designation)	Ms. Madhumita Ganguli (DIN:00676830) (Appointment)	Mr. Paresh Surendra Thakker (DIN:00120892) (Appointment)
Date of Birth (Age)	July 13, 1970 (47 Years)	February 13, 1971 (46 years)	September 22, 1956 (60 years)	June 30, 1971 (46 years)
Date of Appointment/ re-appointment	April 01, 2017	July 24, 2017	July 02, 2017	July 02, 2017
Qualifications	Bachelor's degree in computer sciences , DU and IIM-B.	Bachelor's degree in Electrical Engineering from the Indian Institute of Technology, Delhi.	B.Sc., DU LL.B.	CFA (AIMR, USA), Chartered Accountant (India), Cost Accountant (India), Company Secretary (India) and Bachelor of Commerce from Mumbai University.
Expertise in specific functional areas	He has over 19 years of experience in the education sector.	He has over 22 years of experience in the private equity and financial services industry.	She has over 25 years of work experience and heads a large part of the core business of HDFC Ltd.	He is experienced private equity investor/advisor with more than 21 years of investing experience

Directorships Held In Other Public Companies (Excluding Foreign Companies And Section 8 companies)	<ul style="list-style-type: none"> • CL Educate Limited • Career Launcher Education Infrastructure and Services Limited • CL Media Private Limited • Career Launcher Infrastructure Private Limited • Bilakes Consulting Private Limited • Threesixtyone Degree Minds Consulting Private Limited • G K Publications Private Limited • Kestone Integrated Marketing Services Private Limited 	<ul style="list-style-type: none"> • Gaja Advisors Private Limited • Career Launcher Infrastructure Private Limited • Teamlease Services Limited • Shivani Mercantile Private Limited • IIJT Education Private Limited • Eurokids International Private Limited • Euroschool International Private Limited • EK Education and Research Foundation • Euroschool Foundation • Bakers Circle(India) Pvt. Ltd. • SV Edusports Pvt. Ltd. • TeamLease Education Foundation • Gaja Investments 	<ul style="list-style-type: none"> • Purearth Infrastructure Limited • HDFC Sales Private Limited • HDFC Credila Financial Services Private limited • Transunion Cibil Limited • HDFC Capital Advisors Limited 	<ul style="list-style-type: none"> • ValueQuest Capital LLP
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL	NIL	NIL	NIL
Number of shares held in the Company	2262579	NIL	NIL	NIL
Disclosure of relationships between directors inter-se	None	None	None	None



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. 4

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Ms. Madhumita Ganguli (DIN: 00676830) was appointed as an Additional Director (under the category of Non-Executive and Independent Director) of the Company by the Board of Directors at its meeting held on July 02, 2017.

In terms of the provisions of Section 161(1) of the Act, Ms. Madhumita Ganguli (DIN: 00676830) holds office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member of the Company, along with deposit of the requisite amount as prescribed under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Madhumita Ganguli (DIN: 00676830) to the office of Director of the Company.

The brief profile of Ms. Madhumita Ganguli (DIN: 00676830) as per the requirements of the Companies Act, 2013, and SEBI (LODR), Regulations, 2015 and the rules made thereunder and the Secretarial Standards (SS-2) are given in Note No. 28 which form part of the notes to the Notice.

Brief resume and other details of Ms. Madhumita Ganguli

Ms. Madhumita Ganguli, aged 60 years, a lawyer by qualification, has over 25 years of work experience and heads a large part of the core business of HDFC Ltd.

She is currently associated with HDFC Ltd. HDFC Limited holds 594233 no. of Equity Shares in CL Educate Limited, constituting 4.19 % of the paid up Capital of the Company. She is proposed to be appointed as a Non-Executive Independent Director on Board of Directors of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Madhumita Ganguli being eligible and offers herself for appointment, is proposed to be appointed as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years upto July 01, 2022.

She has given her consent to act as a Director of the Company, along with a certificate stating that she is not disqualified from being appointed as a Director in the Company in terms of Section 164 of the Companies Act, 2013. Further, she has submitted the declaration as required pursuant to Section 149 (7) of the Act, stating that she meets the criteria of independence as provided under sub section (6) of Section 149.

The Board considers that her experience and expertise would be of immense benefit to the Company and it is desirable to avail services of Ms. Madhumita Ganguli as (DIN: 00676830) as an Independent Director of the Company.

Further details of Ms. Madhumita Ganguli (DIN: 00676830) have been given in the Notes to this Notice.

The Directors of your Company, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members.

Except for Ms. Madhumita Ganguli (DIN:00676830), none of the Directors or Key Managerial Personnel (KMPs) of the Company and their relatives is/are concerned or interested in any manner, financially or otherwise, in passing the resolution set out at Item No.4.

A copy of appointment letter, declaration of eligibility under Section 149 (7) received from her and other documents are open for inspection at the Registered Office of the Company during normal business hours (09:00 a.m. to 05:00 p.m.) on all working days except Saturdays and Sundays, upto the date of the Annual General Meeting of the Company.

ITEM NO. 5

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Paresh Surendra Thakker (DIN: 00120892) was appointed as an Additional Director (under the category of Non-Executive and Independent Director) of the Company by the Board of Directors at its meeting held on July 02, 2017.

In terms of the provisions of Section 161(1) of the Act, Mr. Paresh Surendra Thakker (DIN: 00120892) holds office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member of the Company, along with deposit of the requisite amount as prescribed under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Paresh Surendra Thakker (DIN:00120892) to the office of Director of the Company.

The brief profile of Mr. Paresh Surendra Thakker (DIN:00120892) as per the requirements of the Companies Act, 2013, SEBI (LODR), Regulations, 2015 and the rules made thereunder and the Secretarial Standards (SS-2) are given in Note No. 28 which form part of the Notice.

Brief resume and other details of Mr. Paresh Surendra Thakker

Mr. Paresh Surendra Thakker, aged 46 years, is a qualified CFA (AIMR, USA), Chartered Accountant (India), Cost Accountant (India), Company Secretary (India) and Bachelor of Commerce

from Mumbai University and an experienced private equity investor/advisor with more than 21 years of investing experience. He is the co-founder of ValueQuest Capital LLP and founding member of Religare Global Asset Management and was also co-founder of Evolvence India Platform, an India-Focused hybrid private equity firm.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Paresh Surendra Thakker being eligible and offers himself for appointment, is proposed to be appointed as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years upto July 01, 2022.

He has given his consent to act as a Director of the Company, along with a certificate stating that he is not disqualified from being appointed as a Director in the Company in terms of Section 164 of the Companies Act, 2013. Further, he has submitted the declaration as required pursuant to section 149 (7) of the Act stating that he meets the criteria of independence as provided in sub section (6) of Section 149.

The Board considers that his experience and expertise would be of immense benefit to the Company and it is desirable to avail services of Mr. Paresh Surendra Thakker (DIN: 00120892) as an Independent Director of the Company.

The Board of Directors of your Company, therefore, recommends the Resolution to be passed as an Ordinary Resolution by the Members.

Except for Mr. Paresh Surendra Thakker (DIN: 00120892), none of the Directors or Key Managerial Personnel (KMPs) of the Company and their relatives are, in any way, concerned or interested, whether financially or otherwise, in the passing the proposed Resolution set out at Item No.5 of the Notice.

A copy of appointment letter, declaration of eligibility under section 149 (7) received from him and other documents are open for inspection at the Registered Office of the Company during normal business hours (09:00 a.m. to 05:00 p.m.) on all working days except Saturdays and Sundays, up to the date of the Annual General Meeting of the Company.

ITEM NO. 6

The Company had approved the necessary modifications in the Articles of Association of the Company, at its 18th Annual General Meeting, held on 05th day of September, 2014 so as to bring the Articles in consonance with the provisions of the Companies Act, 2013, together with the Schedules thereto and the Rules framed thereunder. Now after the Equity Shares of the Company have got listed on the stock exchange(s) i.e. on National Stock Exchange of India Limited ("NSE") and BSE Limited on March 31, 2017, it seems necessary to modify

the Articles of Association of the Company, in order to bring the existing Articles of the Company in line with the general framework of listing regulations.

The Board of Directors of your Company, therefore, recommend the Resolution, approving the new set of Articles of Association of the Company, to be passed as a Special Resolution by the Members.

The proposed new draft of the Articles of Association of the Company would be available for inspection at the Registered Office of the Company during normal business hours (09:00 a.m. to 05:00 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the Special Resolution set out at item No. 6 of the Notice.

ITEM NO. 7

Pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Audit and Records) Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications thereof, for the time being in force), the Board at its meetings held on 26th October, 2015 and 29th April, 2016, on the recommendations of the Audit Committee, had appointed M/s Sunny Chhabra and Company, Cost Accountants (Firm registration no. 101544) as the Cost Auditors to conduct an audit of the Cost Records of the Company for the Financial Years 2015-16 and 2016-17 respectively, as well as fixed the remuneration to be paid to the Cost Auditors. The Remuneration paid/payable to the Cost Auditors for the Financial Years 2015-16, 2016-17 and 2017-18 is stated hereunder:

S. No	Name of the Cost Auditor	Financial year(s)	Remuneration paid/payable Amount (in ₹) (Excluding out of pocket expenses)
1	M/s Sunny Chhabra & Co.	2015-16	₹ 100,000/-
2	M/s Sunny Chhabra & Co.	2016-17	₹ 100,000/-
3	M/s Sunny Chhabra & Co.	2017-18	₹ 115,000/-

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies



(Audit and Auditors) Rules, 2014, the Remuneration of the Cost Auditors is required to be approved and ratified by the shareholders of the Company.

The Board of Directors of your Company, therefore, recommends that the Resolution No. 7 to be passed as an Ordinary Resolution by the members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the Ordinary Resolution set out at item No. 7 of the Notice.

Copy of all the documents mentioned herein above are open for inspection at the Registered Office of the Company during normal business hours (09:00 a.m. to 05:00 p.m.) on all working days except Saturdays and Sundays, up to the date of the Annual General Meeting of the Company.

ITEM NO. 8

The Company had adopted the "Amended Career Launcher Employee Stock Options Plan 2008" at its Annual General Meeting held on September 05, 2014 under which Stock Options have been granted by the Company to its employees. Subsequent to the said adoption, SEBI (Share Based Employee Benefits) Regulations, 2014 (the "SBEB Regulations") came into effect on 28th October, 2014 and the said CL ESOP Plan had to be amended in order to make it compliant with the SBEB Regulations. The Company amended its ESOP Plan accordingly, and adopted the Amended and Restated Career Launcher Employee Stock Options Plan 2014 (CL ESOP Plan 2014) at the Extra-ordinary General Meeting of the Company held on March 22, 2016, before the Company came out with its Initial Public Offer (IPO).

Post its IPO, the Company's ESOP scheme is governed by the SEBI SBEB Regulations. As per Regulation 12 of SBEB Regulations, no Company shall make any fresh grant which involves allotment or transfer of shares to its employees under any Schemes formulated prior to its IPO and prior to the listing of its Equity Shares (Pre-IPO Scheme) unless (i) such pre-IPO scheme is in conformity with SBEB Regulations; and (ii) such pre-IPO scheme is ratified by its shareholders subsequent to IPO.

In view of Regulation 12 of SBEB Regulations, as stated above, the CL ESOP Scheme is being placed before the shareholders for their ratification. It is hereby confirmed that the CL ESOP Plan is in conformity with SBEB Regulations and that the Company has not made any fresh grant of options under the Plan post the IPO.

It is further confirmed that the CL ESOP Plan 2014 shall be

implemented and administered directly by the Company and the Company shall conform to the accounting policies specified in Regulation 15 of the SBEB Regulations.

Further, CL ESOP Plan 2014 is valid till September 04, 2017 and after this date no fresh grants can be made pursuant to the Scheme. It is proposed to renew the CL ESOP Plan 2014 of the Company for a period of 1 year, i.e. from September 05, 2017 to September 04, 2018, by amending the relevant Article of the CL ESOP Plan 2014.

Explanation as per Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of SBEB Regulations:

a) Total number stock options to be granted;

The CL ESOP Plan 2008 stated "the aggregate number of options to be granted shall not exceed 3.45% of the total capital of our Company (being 250,000 Equity Shares of ₹ 10 each)". Therefore, 250,000 options could be granted under the Plan to eligible employees, exercisable into 250,000 Equity Shares.

Following is the status of CL ESOP Plan 2014, as on July 24, 2017:

Particulars	No. of Options
Option granted	312468
Options exercised	80075
Options lapsed	75636
Options O/S	156757
Options vested as on date	118257
Options granted remaining unvested as on date	38500
Options to be granted	13168
Total Options (Options O/s + Options to be granted)	169925

b) Identification of class of employees entitled to participate in the plan;

As per the CL ESOP Plan 2014, 'Employee' means:

- i. a permanent Employee of the Company whether working in India or abroad;
- ii. a Director of the Company, whether a whole-time director or not, but excluding an Independent Director; or
- iii. an Employee as defined in sub-clause (a) or (b) above of a Subsidiary, in India or abroad, or of a "Holding Company" of the Company or of an "Associate Company" of the Company, in either case.

but does not include the following:

- i. an Employee who is a Promoter or a person belonging to the Promoter Group;
- ii. a Director who either himself or through his Relative or through any body corporate, directly or indirectly, holds more than 10% (ten per cent) of the outstanding Shares of the company.

c) The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme

The Nomination Remuneration and Compensation Committee based on the recommendations of the Management Committee (ESOP), decides on the Employees who are eligible for a grant under the Plan including the terms and conditions of the grants.

The Management Committee, based on various criteria for the selection of the employee (which criteria are decided by the Board from time to time or the 'Nomination and Remuneration Committee' for assessing the contribution of the employees) makes a recommendation to the 'Nomination and Remuneration Committee' for its consideration.

d) The requirements of vesting and period of vesting

Unless otherwise specified in the Grant, **all First/ initial grants** made to any grantee vest equally in four years, unless otherwise specifically authorized and approved by the Committee.

Further, unless otherwise specified in the Grant, **all subsequent grants** vest in the grantee in four equal installments at each anniversary of the grant date. Provided that no vesting of any options shall take place unless one year has elapsed from the date of its grant.

The Nomination and Remuneration Committee has absolute discretion to alter/ modify the vesting schedule.

e) The maximum period within which the options shall be vested

There is no maximum period prescribed in the Plan within which the options shall be vested.

However no vesting of any option takes place unless one year has elapsed from the date of its grant.

f) The exercise price or the formula for arriving at the same

The exercise price will be the fair market value. 'Fair Market Value' means the price of each Share worked out in accordance with applicable SEBI guidelines, where the shares of the Company are listed on any Recognized Stock

Exchange in India.

g) The exercise period and process of exercise

Exercise Period:

As per the plan, Vested options must be exercised prior to the earliest of the following dates:

- ◆ 36 (Thirty Six) months from the Vesting date or otherwise specified in the Grant Letter.
- ◆ 12 (Twelve) months following the death of a Grantee or termination due to disability or retirement.

Exercise Process (as specified in the plan):

- ◆ The Grantee may, at any time during the Exercise Period, and subject to fulfillment of conditions of the Grant, Exercise the Options by submitting an application to the Board of Directors, to allot and/ or transfer to him Shares pursuant to the Vested Options, accompanied by payment of an amount equivalent to the Exercise Price in respect of such Shares and acceptance to such other terms in writing, if any, as the Board, may specify to confirm the extinguishment of the rights comprising in the Options then Exercised.
- ◆ Except as otherwise provided, payment of the Exercise Price for the Shares to be acquired pursuant to any Options shall be made by:
 - (i) cheque, payable at the registered office of the Company.
 - (ii) the Grantee's authority to the Company to deduct such amount from his salary due and payable
 - (iii) such other consideration as may be approved by the Board from time to time to the extent permitted by applicable law, or
 - (iv) any combination of the above.
- ◆ The application shall be in such form as may be prescribed in this regard and the Compensation Committee may determine the procedure for Exercise from time to time.

h) The Lock-in period, if any

'Lock-in Period' for the Shares issued to a Grantee pursuant to Exercise of the Options shall be as specified by the Company.

i) The maximum number of options to be granted per employee and in aggregate

There is no maximum number prescribed for any



employee. However it is stated that the Company shall obtain approval of the Shareholders by way of separate resolutions in a General Meeting in the event that Options are proposed to be granted to Employees of: (i) a Subsidiary or holding company, or (ii) to identified Employees, during any one year, which are equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant.

j) The method which the Company shall use to value its options:

The Company shall derive the 'Fair Market Value' of each Share in accordance with applicable SEBI guidelines, when the shares of the Company get listed on any Recognized Stock Exchange in India.

k) The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:

- ◆ the continued failure of the Grantee to substantially perform his/her duties to the Employer Company
- ◆ the engaging by the Grantee in willful, reckless or grossly negligent misconduct which is determined by the Compensation Committee to be detrimental to the interest of the Employer Company or any of its affiliates, monetarily or otherwise,
- ◆ fraud, misfeasance, breach of trust or wrongful disclosure by the Grantee of any secret or confidential information about the Employer Company
- ◆ the Grantee's pleading guilty to or conviction of a felony.
- ◆ Voluntary termination of employment by the employee

l) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee; and

If a Grantee's employment (or service) with the Employer Company terminates either

- ◆ For cause, or
- ◆ Voluntarily, on the part of the Grantee

the Options, to the extent not previously exercised, will terminate on the date of such termination of employment (service).

Provided further that the Company shall have a lien on such Shares till the time they are transferred in accordance

with the above provisions without any recourse to any person whatsoever

m) a statement to the effect that the Company shall comply with the applicable accounting standards

The Company shall comply with the disclosures and applicable & adopted accounting policies or accounting standards as may be applicable from time to time.

n) Maximum percentage of secondary acquisition:

There is no contemplation of acquisition of secondary shares for the purpose of Plan.

The Board recommends this resolution for approval of the members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or any of their relatives are, in any way, concerned or interested in the Resolution, except for the fact that they, being employees of the Company are eligible to be granted options, and/or might have been granted options under the ESOP Plan 2014.

Copy of all the documents mentioned herein above are open for inspection at the Registered Office of the Company during normal business hours (09:00 a.m. to 05:00 p.m.) on all working days except Saturdays and Sundays, up to the date of the Annual General Meeting of the Company.

Item No.09

The Companies Act, 2013 aims to ensure transparency in the transactions while dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement with the related party, the Company shall obtain prior approval of the Audit Committee and the Board of Directors and prior approval of the shareholders, if the said transactions are not, in the ordinary course of business and at arm's length price or exceeding the prescribed limits.

Your Company got listed on BSE Ltd and National Stock Exchange of India Limited ('Stock Exchanges) on March 31, 2017, and as a matter of abundant precaution and good corporate governance, the Board of Directors have proposed to obtain approval of shareholders in this regard although the transactions entered by the Company with the Related Parties are in the ordinary course of business and do not require the members' approval.

All the prescribed disclosures / particulars of contracts / arrangements / transactions as required to be given under the provisions of the Companies Act, 2013 and the SEBI (LODR) are given below for kind perusal of the members:

Name of the Related parties	CL Media Private Limited, Wholly Owned Subsidiary Company and Mr. Sreenivasan .R	CL Media Private Limited, Wholly Owned Subsidiary Company and Mr. R. Shiva Kumar	Career Launcher Infrastructure Private Limited, Step down Wholly Owned Subsidiary and Nalanda Foundation, Group Entity
Name of the Director or KMP who is related, if any	Mr. Satya Narayanan .R, Chairman & Whole Time Director and Mr. R. Shiva Kumar, KMP, of the Company	Mr. Satya Narayanan .R, Chairman & Whole Time Director and Mr. Sreenivasan .R, KMP, of the Company	Mr. Gautam Puri, Vice Chairman & MD, Mr. Gopal Jain, Non-Executive Non-Independent Director and Mr. Sujit Bhattacharyya, KMP, of the Company.
Nature of relationship	Mr. Sreenivasan is brother of Mr. Satya Narayanan .R	Mr. R. Shiva Kumar is brother in law of Mr. Satya Narayanan .R	Above said persons are Directors in Career Launcher Infrastructure Private Limited
Remuneration	As provided in the Resolution i.e. upto ₹ 48,00,000/- (Rupees Forty Eight Lakhs Only) per annum with annual increment not exceeding 20%, if any.	As provided in the Resolution i.e. upto ₹ 55,00,000/- (Rupees Fifty Five Lakhs Only) per annum with annual increment not exceeding 20%, if any.	Not Applicable
Payment Schedule	Not Applicable	Not Applicable	As per Contract
Nature, material terms and particulars of the Arrangement	Payment of remuneration, and the terms & condition of employment are defined in appointment letter.	Payment of remuneration, and the terms & condition of employment are defined in appointment letter	1. Leasing out of infrastructure facilities for Indus World Schools. 2. Interest Payable on outstanding loan
Duration of the contract	Mr. Sreenivasan .R has been appointed under a contract of employment, pursuant to which he may function according to Directions as may be given by the Subsidiary Company from time to time. Contract will continue as long as he remains an employee as per the contract of employment	Mr. R. Shiva Kumar is Whole Time Director in CL Media Private Limited with effect from April 01, 2015.	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 2016-17.

The Board of Directors of your Company recommends the resolution set out at item no. 9 to be passed as a Special Resolution by the members.

Except, Mr. Satya Narayanan .R, Mr. Gautam Puri and Mr. Gopal Jain, Director(s), Mr. Sreenivasan, Mr. R. Shiva Kumar and Mr. Sujit Bhattacharyya, Key Managerial Person, and their relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding.

Copies of all the documents mentioned herein above are open for inspection at the Registered Office of the Company during normal business hours (09:00 a.m. to 05:00 p.m.) on all working days except Saturdays and Sundays, up to the date of the Annual General Meeting of the Company.

Item No.10

Mr. Gopal Jain (DIN: 00032308), is holding the office as Nominee Director of the Company and holding the office as a Director not liable to retire by rotation.

Taking into consideration his contributions towards the growth of the Company, since 06th March, 2008, and his expertise and his business acumen, the Board of Directors, at its meeting held on 24th July, 2017, has approved, on the basis of the recommendation of the Nomination and Remuneration and Compensation Committee, to have him on the Board of Directors of the Company, as a Non-Executive, Non-Independent Director liable to retire by rotation, subject to approval of the members of the Company at the ensuing Annual General Meeting. .



The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose that Mr. Gopal Jain be re-designated as a Non-Executive & Non-Independent Director of the Company.

The brief profile of Mr. Gopal Jain (DIN: 00032308) as per the requirements of the Companies Act, 2013, SEBI (LODR), Regulations, 2015 and the rules made thereunder and the Secretarial Standards (SS-2) are given in Note No. 28 which form part of the Notice.

Brief resume and other details of Mr. Gopal Jain

Mr. Gopal Jain, aged 46 years, holds a bachelor's degree in electrical engineering from the Indian Institute of Technology, Delhi. He is one of the co-founders of Gaja Capital. He has over 22 years of experience in the private equity and financial services industry in India. He joined our Board on March 6, 2008.

He has given his consent to act as a Director of the Company, along with a certificate stating that he is not disqualified from being appointed as a Director in the Company in terms of Section 164 of the Companies Act, 2013.

The Board considers that his experience and expertise would be of immense benefit to the Company and it is desirable to avail services of Mr. Gopal Jain (DIN: 00032308) as a Director of the Company.

The Board of Directors of your Company, therefore, recommends the Resolution to be passed as an Ordinary Resolution by the Members.

Except for Mr. Gopal Jain (DIN: 00032308), none of the Directors or Key Managerial Personnel (KMPs) of the Company and their relatives are, in any way, concerned or interested, whether financially or otherwise, in the passing the proposed Resolution set out at Item No.10 of the Notice.

The declaration of eligibility under section 164 received from him and other documents are open for inspection at the Registered Office of the Company during normal business hours (09:00 a.m. to 05:00 p.m.) on all working days except Saturdays and Sundays, up to the date of the Annual General Meeting of the Company.

By Order of the Board
For CL Educate Limited

sd/-

Nikhil Mahajan

Executive Director & Group CEO

Enterprise Business

DIN No. : 00033404

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

Place: New Delhi

Date: July 24, 2017



CL EDUCATE LIMITED
ATTENDANCE SLIP

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 : compliance@cleducate.com

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

DP ID*	
Client ID*	

Folio No.	
No. of Shares held	

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

I hereby record my presence at the 21st Annual General Meeting of the Company held on Thursday, 24th day of August, 2017 at 11:00 A.M. at PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi 110016, and at any adjournment(s) thereof.

.....

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:** compliance@cleducate.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 21st Annual General Meeting of the Company, to be held on Thursday, 24th day of August, 2017 at 11:00 A.M. at **PHD Chamber of Commerce and Industry 4/2**, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi 110016 in respect of such resolutions as are indicated below:

Resolution			
Ordinary Business		For	Against
1.	Adoption of Annual Financial Statements for the Financial Year ended March 31, 2017		
2.	Appointment of Director in place of Mr. Satya Narayanan .R (DIN: 00307326), who retires by rotation and being eligible, offers himself for reappointment.		
3.	Ratification of Appointment of Statutory Auditors for Financial Year 2017-18 and to fix their remuneration in this regard.		
Special Business			
4	Appointment of Ms.Madhumita Ganguli (DIN: 00676830) as an Independent Director on the Board of the Company		
5	Appointment of Mr.Paresh Surendra Thakker (DIN: 00120892) as an Independent Director on the Board of the Company		
6.	Adoption of new set of Articles of Association of the Company		
7.	Ratification of remuneration of Cost Auditors for Financial Year(s) 2015-16, 2016-17 and 2017-18		
8	To ratify the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' (hereinafter "ESOP Scheme"), and grant approval to the renewal of the ESOP Scheme for a period of 1 (one) year commencing from September 5, 2017		
9.	Ratification of the Related Party Transactions under Section 188 of the Companies Act, 2013.		
10	Change in Designation of Mr. Gopal Jain (DIN: 00032308) as a Non-Executive Non-Independent Director of the Company.		

Signed this.....day of.....2017

Signature of Shareholder.....

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

Affix Revenue Stamp
not less than Rs.
0.15

Note:

- 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.
- Any alteration or correction made to this Proxy form must be initialed by the signatory/signatories.

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.

PHD Chamber of Commerce and Industry, August Kranti Marg, New Delhi, Delhi 110016

