

To
Department of Corporate Services,
BSE Limited
Phiroj Jeejibhoy Towers, Dalal Street,
Mumbai – 400 001

To Listing Department, National Stock Exchange of India Limited C-1, G-Block, Bandra-Kurla Complex Bandra, (E), Mumbai – 400 0051

Scrip Code: 540403, Scrip Symbol: CLEDUCATE

Sub: Disclosure pursuant to Regulation 47(1) read with Regulation 47 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Madam/Sir(s),

In continuation of our letter dated July 24, 2017 with regard to intimation of date of Annual General Meeting, please find attached the copy of advertisement of Notice of Annual General Meeting published in today's (i.e. July 29, 2017) Financial Express and Jansatta newspaper.

Also, please find attached the Notice of the 21<sup>st</sup> Annual General Meeting of the Company to be held on Thursday, August 24, 2017 at 11:00 A.M. (IST) at PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016.

The same is available on the Company's website www.cleducate.com.

Kindly take the above details on record.

Thanking You

For CL Educate Limited

Executive Director & Group CEO Enterprise Business

Place: New Delhi Date: July 29, 2017

### NATION 19

### Forget casinos, Singapore's Indian tourists are cruising

search company says.
While the Middle East and
France are the most-popular
overseas destinations for Indians, Singapore is expected to register a 59% jump in ar-rivals from the world's second

mainly to join a cruise.

"Fly-cruise tourism has really

from Hyderahad to Singapore and other destinations, he said.
'After successfully commencing operations in India last year, Scoot is all set to take up new destinations under its umbrella that were running under Tigerair. These include Benegaluru, Hyderahad, Kochi, Tiruchirapalli and Lucknow which will now operate under single brand name Scoot Air-lines from July 25," Mahadevan said.

Scoot (after merger) now op

erates 50 flights weekly out of eight destination between In-

eight destination between india and Singapore, he said.
To a query, he said they are in discussions with the Rajasthan government for a possible tie to promote the western Indian state as a tourist destination under mutually beneficial responses.

K. G. Somani 3/15 Asaf Ali Road, New Delhi Interim Resolution Professional

nation under mut cial arrangement.

NOTICE Notice is hereby given that list of Creditors in pursuance of Regulation 13 of Insolvency Resolution Process for

Corporate Persons Regulations, 2016, of M/s. Ferro Alloys Corporation Ltd. having its registered office at D P Nagar & P O Randia, District Bhadrak, Odisha - 756135 had been

placed on the website of the company on 28th July 2017.

Bharat Heavy Electricals Ltd. Bhopal Works Engineering and Central services Enguiry No. WEX/CMX/CRN/1718/EN/02 otations are invited in two part bid system (Techno | Bid - Part : 1 & Price Bid - Part : 2, separately) Name of work

Annual service contract for preventive maintenance and breakdown maintenance of EOT/Gantry, Gollatt and JIB Cranes for the period of 2 years.

and JIB Cranes for the period of 2 years.

Completion period

Gontractic for a period of 2 (two) years

Tender Cost

Rs. 500/c (Five hundred only)

(1) Date of receipt of the Tender: 21.08.2017 at 11.00 a.m.

(2) Tender Opening Date: 21.08.2017 at 02.00 p.m.

Note: All corrigendum, corrections, amendments, time extensions, and a control of the contr

Kohinoor Foods Ltd. egd. Office: 201, Vipps Centre, Masjid Moth, G.K.-II, New Delhi-110048 (India orporate Office: Pinnacle Business Tower, 10th Floor, Suraj Kund, Faridabac . No. 0123-424222, Fax No. 0129-4242233 E-mail: info@kohinocrfoods.in Visit us at:

NOTICE

By Order of the Board of Directors For Kohinoor Foods Limited

Rama Kant Company Secretary & GM (Legal)

taken off among Indian tourists,

Tigerair flights to be run

under Scoot Airlines

Singapore, July 28

WHEN INDIAN ARCHITECT
Rahul Maini and his parents embarked on their first trip abroad in May, Singapore was their destination of choice. But the trio wasn't going for the hawker food or even the city-state's casinos — they were there toget on a ship.

The equatorial island has become a flourishing entry point for Indian crusie-ship passengers, bolstering sales for operators, including Royal Caribbean Crusies and Genting Hong Kong.

About 100,000 Indians sailed from Singapore last year, 29% more than in 2015, making India the biggest market for cruses departing from the Southeast Aslan na Tentan Comment of the Caribbean Crusies departing from the Southeast Aslan na Form the

from the Southeast Asian na-tion, according to the Singa-

rivale from the world's second most-populous country for most-populous country for Data to 2020, according to Euromonitor.

Among the city-state's top 10 inbound passenger markets, India is the fastest-growing, according to Changi Airport Group, which manages Singapore's international airport.

The number of arrivals from India increased 15% in the first five months of this year, companed with a year earlier — out-performing Chinaby 3 percentage points. Many of the touriss are like the Mainis, who come mainly to join a cruise. tion, according to the Singa-pore Tourism Board.
"We chose to go on a cruise because we could visit three countries in one short trip," said Maini, 26, whose four-day cruise on Royal Caribbean's Voyager of the Seas took in the Malaysian city of Penang and the Thai island of Phuket. The

the I hai siand of Phuket. The family spent about \$7,700, which Maini said was "expen-sive, but worth it."
The expenditure is part of the \$12 billion that Euromoni-tor International predicts mid-dle-class Indians will shell out on overseas leisure travel this way. The mydet is expending year. The market is expanding about 10% annually, the re-

PRESS TRUST OF INDIA

SCOOTAIRLINES, A subsidiary of Singapore Airlines, said all fights of Tigerair will be operated under Scoot Airlines from Friday onwards, marking the completion of integration of the two brands into one.

Country head India for Scoot, Bharath Mahadevan, said to present the country of the state of the country of the state of the

Scoot, Bharath Mahadevan, said in a press conference here that nine months after Scoot and Tigerair announced their inten-

tion to pursue a single brand, Tigerair flights will now operate as Scoot Airlines under the TR

as Scoot Affines under the Art flight destination code. He said the last flight of Tig-erair departed to Singapore from Tiruchirapalli at 2305 hours on July 24. To celebrate the merger, Scoot is offering special fares

associate with Euromonitor.

To help, the Singapore government created the Cruise Development Fund, which supports travel agents and event organisers trying to get people to sail from Singapore, said An-nie Chang, a director at the tourism board.

tourism board.

The number of Indian passengers on Royal Caribbean ships jumped 149% so far this year, compared with the same period last year.

ebs <sup>©</sup> Pennar Engineered Building Systems Ltd

#### NOTICE

Notice is hereby given that a meeting of Board of Directors of the Company is scheduled to be held on Thursday, August 10, 2017 interalia to consider, approve and take on record the Unauditied Financial Results (Standalone) for the quarte ended June 30, 2017.

Gopal Ladda

**NAVA BHARAT VENTURES LIMITED** 

Regd.Office:6-3-1109/1, 'Nava Bharat Chambers' Raj Bhavan Road, Hyderabad-500 082, Telangana 140 23403501 / 40345999 Fax: +91 40 23403013; secretarial@nbv.in; Website: www.nbventures.com CIN: L27101TG1972PLC001549

CIN: L27101TG1972PLC001549

Notice of Board Meeting on August 9, 2017

A meeting of the Board of directors of the Company will be held on Wednesday, August 9, 2017, inter alla, to consider and approve the unaudited financial results standardion and consolidated of the Company prepared as per Ind-AS for the first quarter ended June 90, 2017, pursuant to Regulation 33 of SEB1 (Listing Obligations and Disclosure for Regulating, monitoring and reporting of trading by Indexe and one of practices and Disclosure for fair disclosure of unpublished price sensitive information, the trading window for dealing in the securities of the Company will remain closed for all designated persons and their immediate relatives and all connected persons overed under the said Code from 31.07.2017 to 10.8.2017 (both days inclusive).

For NAVA BHARAT VENTURES LIMITED

#### **SYNGENE INTERNATIONAL LIMITED**

### Syngene

EXTRACT OF LINAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2017

(Rs.	in	million.	excep	t per	share	data

Particulars	3 months ended 30.06.2017	Year ended 31.03.2017	3 months ended 30.06.2016
	(Unaudited)	(Audited)	(Unaudited)
Revenue from operations	2,911	12,009	2,745
Net profit before exceptional items and tax	760	3,465	729
Net profit before tax	760	3,465	729
Net profit from ordinary activities after tax	620	2,873	598
Total Comprehensive Income for the period attributable to shareholders [comprising profit for the period (after tax) and other comprehensive income (after tax)]	682	3,721	511
Paid-up equity share capital (Face value of Rs.10 each)	2,000	2,000	2,000
Reserves [excluding Revaluation Reserve] as shown in the Audited Balance Sheet of the previous year		12,131	200000
Earnings per share (of Rs.10 each)	(not annualised)	(annualised)	(not annualised)
(a) Basic	3.16	14.71	3.08
(b) Diluted	3.13	14.55	3.03

- The statement of unaudited financial results ("the Statement") of Syngene International Limited ('the Company') for the quarter ended 30 June 2017 has been reviewed by the Audit Committee at its meeting on 26 July 2017 and approved by the Board of Directors of the Company at their meeting held on 27 July 2017. The Statement has been subjected to limited review by the statutory auditor of the Company. The report of the statutory auditor is unqualified.
- review by the statutory auditor of the Company. The report of the statutory auditor is unqualitied.

  The Statement has been prepared in accordance with Indian Accounting Standards (Ind AS') prescribed under section 133 of the Companies Act, 2013 read with the relevant rules thereunder and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated 5 July 2016.

  The above is an extract of the detailed format of unaudited financial results filled with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the unaudited financial results are available on the Stock Exchange websites, www.nseindia.com and www.bseindia.com and on the Company's website www.syngeneintl.com.

www.Larsentoubro.com



LARSEN & TOUBRO LIMITED
Registered Office: L&T House, Ballard Estate, Mumbai 400 001 CIN: L99999MH1946PLC004768

#### EXTRACT OF STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2017

					₹ Cror
			d	Year ended	
	Particulars	June 30, 2017	March 31, 2017	June 30, 2016	March 31, 2017 (Audited)
1	Revenue from operations	23989.79	36827.99	21873.80	110011.00
2	Net profit before tax, share in profit/(loss) of joint ventures/associates and non-controlling interests (before exceptional items)	1525.26	3715.24	1405.17	8765.93
3	Net profit before tax, share in profit/(loss) of joint ventures/associates and non-controlling interests (after exceptional items)	1525.26	3434.24	1405.17	8887.36
4	Net profit after tax and share in profit/(loss) of joint ventures/associates attributable to owners of the Company (after exceptional items)	892.54	3024.61	609.60	6041.23
5	Total Income [including other comprehensive income] attributable to owners of the Company	1044.17	3368.94	493.97	6187.61
6	Paid-up equity share capital (face value of share: ₹ 2 each)	186.68	186.59	186.40	186.59
7	Other Equity attributable to owners of the Company				50029.93
8	Earnings per share (EPS) of ₹ 2/- each (Not annualised): (a) Basic EPS (₹) (b) Diluted EPS (₹)	6.38 6.36	21.61 21.39	4.36 4.35	43.20 43.05

(i) The Company reports consolidated financial results on quarterly basis, pursuant to the option made available as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. The standalone financial results are available on the Company's website viz. www.Larsentoutor.com and on the websites of BSE (www.bseindia.com) and NSE (www.nseindia.com). The specified items of the standalone financial results of the Company for the quarter ended June 90, 2017 are given below:

		Quarter ended			
Particulars	June 30, 2017	March 31, 2017	June 30, 2016	March 31, 2017 (Audited)	
Revenue from operations	14086.14	23499.65	12150.02	66301.35	
Profit before tax	771.54	1739.76	786.29	6757.84	
Net profit after tax	558.14	1254.08	546.74	5453.74	

- (ii) On July 15, 2017, the Company allotted bonus equity shares of ₹2 each, fully paid-up, in the ratio of 1:2 (one bonus equity share of ₹2 each for every two equity shares of ₹ 2 each held) to all registered shareholders as on the record date. The earnings per share ["EPS"] data for all the periods disclosed above have been adjusted for the issue of bonus shares as per ind AS 33 on Earnings Per Share.
- (iii) The above is an extract of the detailed format of Quarterly Financial Results fled with the Stock Exchanges under Regulation 33 of the SEBI (Listing Ob and Disclosure Requirements) Regulations, 2015 as amended. The Quarterly Financial Results in the detailed format are available on the Company's witz, www.Laranchutor.coman of not weeksteed (SEE) (www.Steendia.com) in NSE(www.nselinds.com).
  (iv) Figures for the previous periods have been re-groupedire-classified to conform to the figures of the current period.
- (v) The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on July 28, 2017. The same have also been subjected to Limited Review by the Statutory Auditors.

for LARSEN & TOUBRO LIMITED

July 28, 2017

A. M. NAIK Group Executive Chairman

Binani BINANI INDUSTRIES LIMITED

	Standalone					
Particulars	0	luarter ende	d	Year ended		
Particulars	30.06.2017	31.03.2017	30.06.2016	31.03.2017		
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)		
Income from Operations	2,908	978	5,749	15,897		
Net Profit / (Loss) for the period after tax	9	896	83	1,066		
Total Comprehensive Income for the period	5	877	83	1,047		
Equity Share Capital (Par value of Rs. 10 each)	3,138	3,138	3,138	3,138		
Other Equity (excluding Revaluation Reserve as shown in the Balance Sheet of previous year)			*	219,522		
Earning Per Share - Basic & Diluted ( of Rs. 10)- each ) ( not annualised )						
a) Before Extraordinary items - Basic & Diluted	0.03	2.86	0.26	3.40		
b) After Extraordinary items - Basic & Diluted	0.03	2.86	0.26	3.40		

Notes:

The above is an extract of the detailed format of quarterly financial results filed with the Stock Exchanges under Regulation 33 of the SEBI Existing Obligation and with Disclosure Requirement Regulation, 20.15 fine full format of the unaudited financi results are available on the Company's website wows. Manisministratics.com or at it wouldness of SET\_webs. braiding.com yield Keywon. sending.com yield. Self-town. Sending.com yield.

Let Note the Sending.com it was not to the Company for the quarter ended Just 20.20 yill yave been reviewed by the Asid Committee of the Exact and approved by it Sender of Direction with no methylation 20.20 yill year.

By order of the Board For BINANI INDUSTRIES LIMITED

Place : Mumbai Date : 28th July, 2017

बी ई एम एल बीर्डएमएल लिमिटेड BEML LIMITED ि (भारत सरकार उपक्रम) (A GovL of India Undertakii CIN: L35202KA1964GOI001530

Registered Office: "BEML SOUDHA", 23/1, 4th Main Road, S.R. Nagar, Bengaluru - 560 027. Tel. & Fax: (080) 22963142, E-mail: cs@beml.co.in, Website: www.bemlindia.com

Notice is hereby given that the following share certificates hav been reported lost/ misplaced and the holders of the shar certificates have applied with the Company for issue of duplicat

Name of Shareholders	Folio Nos.	Certi. Nos.	No. of Shares	Distinctive Nos.
Monika Shah Babubhai Shah	BES010472	62652	100	32265101-32265200
Jyoti Bhat Dilip Bhat	BES021936	13313 23999	100 100	24796001-24796100 27404901-27405000
Fardaus Merchant	BES008192	60372	100	32037101-32037200
Ramesh Thanwani Meena Thanwani	BES800386	91542- 91551	1000	35154101-35155100

Objections, if any, may please be lodged with the Company at the above address within 15 days from the date of publication of the notice. Please note that, if no objection is received within the sai

S V Ravisekhar Rao Company Secretary



#### CL EDUCATE LIMITED

Registered and Corporate Office: A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi -110044 Tel: +91 (11) 4128 1100. E-mail: compliance@cleducate.com

#### NOTICE OF 21ST ANNUAL GENERAL MEETING

ereby given that the Twenty-First (21st) Annual General Meeting (AGM) of Cl mited ("the Company") will be held on Thursday, August 24, 2017 at 11:00 A.M HD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, Augus

er entitled to attend and vote at the meeting is entitled to appoint a proxy to atte of hinself and a proxy need not be a member of the Company, in order to be effective, must be received by the Company, duly filled, stamp yed, at the registered office of the Company not less than 48 hours before t

eeting, the documents referred to in the AGM Notice will be available for inspection by Member the Company at the Registered Office of the Company on all working days (excep aturdays, Sundays and public holidays) from 09:00 A.M. to 05:00 P.M. up to the date of

in compliance with the provinces of Section 10 MeM. Companies Act. 2013 and Relat 20 of the Companies Mediagement and Administration Plakes, 2014, and Regulation 64 the SEBI (LODR) Regulations, 2015, the members are hereby informed that the Resolutions prospected at the 21" ASM of the Company scheduled non-August 22, 2017 the bearings scheduled the Company has employed and bear than the version of the AGM and book large part of the AGM event. Not Company has employed. The voting princip commences from Morelay, August 22, 1207 at 90 MA.M. (SI) 7 and ends or Wednesday August 22, 2017 at 90 MA, MIS, The remother cately guide distinction for the Company has employed threatened by Karny. The voting into commences from Morelay, August 22, 2017 at 90 MA.M. (SI). The remother cately guide or Selection for the Company as on the cately distinct of August 17, 2017. Only those Regulater of Bernatical Comment manifested by the Depositories and the cut of 64 Missoul Selection for cast their votes either by remote e-voting or voting at the AGM through ballot page.

entities to Cata men' vivore make v y research processing and becomes member of the Company and becomes member of the Company and becomes member of the Company and exhapped processing an expectative designation and exhapped processing an expectative or to the Company at compliance@cleductac.com by memorioning your Follow ID and Cleder ID More de-voling can however use their existing user ID and passend for the purpose.

We will be a series of the purpose of the

ransparent manner. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the vote tast at the meeting and thereafter unblock the votes cast through remote e-voting in the researce of all least two witesees not in the employment of the Company and shall make not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report on the betal votes cast in Avor or against, if any, to the Chaimann or approxes authorized in im in artifulg, who shall countersign the same and declare the result of the voting information.

The results declared by the Chairman, small but communications uncommunication of the Chairman (State State) and State State), startly and validate to placed on the westeller of the Company www.cefeducate.com.

The AGAI Notice inter all including in the process and manner of e-voting process along the process and the Chairman of the Company's results were considered to the Company of the Company's results were considered to the Company of the Comp

ew Delhi-110016. sd/-For CL Educate Limited Rachna Sharma Company Secretary & Complianc









#### खबर कोना

#### जापान की रक्षा मंत्री ने दिया इस्तीफा

तोक्यो, २८ जुलाई (एपी)।

जापान की रक्षा मंत्री ने संयुक्त शांति रक्षा अभियानों से सेना के दस्तावेजों को छिपाने के आरोपों पर शुक्रवार को इस्तीफा दे दिया जो घोटालों से घिरी प्रधानमंत्री शिंजो आबे की सरकार के

लिए ताजा झटका है। बहरहाल, टोमोमी इनाडा ने इन आरोपों से इनकार किया है कि कथित तौर पर दस्तावेजों को छिपाने में वे शामिल रहीं। आबे ने कहा कि उन्होंने इनाडा का इस्तीफा मंजूर कर लिया है और विदेश . मंत्री फुमियो किशिदो को रक्षा मंत्रालय का प्रभार सौंपा गया है। रक्षा मंत्रालय उन आरोपों के बाद आंतरिक जांच कर रहा है कि उसने दक्षिण सूडान में संयक्त राष्ट्र शांति रक्षा अभियान मे जापान की गतिविधियों को छिपाया जिसमें भागीका के दस संकटगस्त देश में सैनिकों के सामने आए खतरे का जिक्र है। इनाडा ने जांच के नतीजों की घोषणा करते हुए अपना इस्तीफा दे दिया। जांच में ऐसा कोई सबूत सामने नहीं आया जिससे पता चले कि दस्तावेजों को छिपाने की अधिकारियों की योजना की उन्होंने पूर्व अनुमृति दी थी। उन्होंने कहा 'एक रक्षा मंत्री के तौर पर जिसका काम संगढन के कामकाज को देखना होता है, मैं इसे गंभीर जिम्मेदारी मानती हूं। मैं रक्षा

#### इस्तीफा दे रही हं।' मक्का के पास मार गिराई गई विद्रोहियों की मिसाइल

मंत्री के पद से

रियाद, २८ जुलाई (एएफपी)।

यमनी विद्रोहियों की ओर से दागी गई वैलिस्टिक मिसाइल को सऊदी अरब के पाक शहर मक्का के पास मार गिराया गया। यमन में यद्ध कर रहे अरब सैन्य गढबंधन ने उक्तं जानकारी दी। पाक शहर मक्का में अगले महीने से मुसलमानों की हज यात्रा शुरू होने वाली है। गतबंधन ने कहा कि पश्चिमी सऊदी अरब के शहर से करीब 69 किलोमीटर दक्षिण में इस मिसाइल को मार गिराया गया। सैन्य संगठन ने अपने बयान में कहा है कि शिया हती विद्राहियों की ओर से हज यात्रा बाधित करने का यह बौखलाहट भरा प्रयास है। पहली बार नहीं है जब विदोहियों ने मक्का को निशाना बनाने का प्रयास किया है। ऐसी कोशिश की गई थी।

# ब्रिक्स देशों के शीर्ष सुरक्षा सलाहकारों से मिले शी

डोभाल ने कहा, आतंकवाद से मुकाबले के लिए आगे आएं ब्रिक्स देश

बेजिंग, 28 जुलाई (भाषा)।

राष्ट्रीय सुरक्षा सलाहकार (एनएसए) अजित डोभाल शुक्रवार को यहां ब्रिक्स देशों के दूसरे शीर्ष सुरक्षा अधिकारियों के साथ चीनी राष्ट्रपति शी जिनपिग से मिले। जिनपिंग ने सदस्य देशों के बीच इतनी

ाजापना न स्वरस्य प्रशा क बाव इतना भागौलिक दूरी होने के बावजूद पास्परिक विश्वास और सहयोग बढ़ाने को लेकर उनकी कोशिशों की तारीफ की। सिक्किम सेक्टर के डोक़लाम इलाक़े में चीन और भारत के बीच डाकलाम इलाक म चान आर भारत क वाच जारी तनातनी के बीच यह बैठक हुई। कई क्षेत्रों में सहयोग बढ़ाने को लेकर दिन भर चले विचार-विमर्श के बाद ब्रिक्स (ब्राजील, रूस, भारत, चीन और दक्षिण अफ्रीका) देशों के एनएसए शी से मिले और बातचीत की।

शी ने ब्रिक्स देशों के राष्ट्रीय सुरक्षा सलाहकारों को संबोधित करते हुए कहा कि एनएसए ने पारस्परिक विश्वास और सुरक्षा रनरसर न पास्त्यारक विश्वास आर सुरक्षा सहयोग को बेहतर बनाने के लिए शानदार काम किया है। उन्होंने कहा 'मैं आपकी कोशिशों के लिए तहे दिल से आपका शुक्रिया अर्जाकरता के लिए तह विस्त से जानका सुक्रमा अर्जाकरता है। शी इस साल ब्रिक्स समूह की अगुआई कर रहे हैं। उन्होंने कहा, 'ब्रिक्स देशों के बीच पारस्परिक रणनीतिक विश्वास, सुरक्षा सहयोग को बढ़ावा देने के लिए आप सबने काफी कोशिशें कीं।' राष्ट्रपति ने कहा कि ब्रिक्स सहयोग की शुरुआत उसके पहले दशक में आर्थिक और वित्तीय क्षेत्र से हुई। जटिल अंतरराष्ट्रीय राजनीतिक और

आर्थिक स्थिति को देखते हुए सदस्य देशों को जनता के बीच ज्यादा संपर्क, अपने बीच

सांस्कृतिक आदान-प्रदान और सुरक्षा मुद्दों पर समन्वय के साथ सहयोग का विस्तार करना चाहिए।

वाहर । वहीं राष्ट्रीय सुरक्षा सलाहकारों की बैठक में डोभाल ने कहा, 'हमें वैश्विक शांति और स्थिरता को प्रभावित करने वाले सुरक्षा मुद्दों पर चर्चा करने के लिए बिक्स की एक बैठक पर चर्चा करने के लिए विकस की एक बैठक करनी चाहिए? उनेहों कहा कि पांच उरारते रेशों के समुद्र को आतंकवाद से मुकावले का नेतृत्व करना चाहिए। अपने चीनी समकक्ष यांग जेंड्बी की मेजबानी में दूई बैठक में अपने संबोधन की मुहजात करते हुए डोमाल ने कहा कि विकस रेशों को बेशीय और बैटिक महत्त्व के राणांतिक मुखें, खासकर उन कोंगों में जहां उनके बीच 'सहमति' है, को लेकर नेतृत्व करना चाहिए।

काराकास, २८ जुलाई (एएफपी)।

वेनेजुएला हिंसा : अमेरिका ने

अपने नागरिकों को दी चेतावनी

वेनेजएला सरकार की ओर से विवादित मतदान के महेनजर प्रदर्शनों

वन जुएला सस्कार को आर सा ।वजारत मतदान के महन्तर प्रवसना पर लगाई गई पाविदार्ग से वेपरावत विषक्ष ने देश के उपपूर्णनि विकोलस मनुते के खिलाफ राष्ट्रव्यापी प्रवस्ति का आहान किया है। उधर चार महीन से जारी लगातार हिसक प्रदर्शनों को देखते हुए अमेरिका ने आमेरिको संस्कार के कमियों को कारालस में चूलायार छोड़ने और अपने नागरिकों को वेनेजुएला की यात्रा नहीं करने की सलाह दी है और वहां रह रहे लोगों की

गतिविधियां सीमित करने की अनुमति भी दे रहा है।

SPIC MACAY

इन्द्रिय गाँधी राष्ट्रीय कला केन्द्र

'भिन्न षड्ज' शंखला के अन्तर्गत

डॉ. पंडित गोकुलोत्सवजी महाराज

हिंदुस्तानी शास्त्रीय गायन पर

आप सादर आमंत्रित हैं।

स्थान : ऑडिटोरियम, सी. वी. मैस, जनपथ, नई दिल्ली-110001

भिन्न षड्ज' इ.गा.रा.क.केन्द्र द्वारा शुरू की गई एक मासिक शास्त्रीय

संगीत भूखला है जिसके अन्तर्गत दुर्लभ रागों और खनाओं को प्रस्तुत

करने के लिए कलाकारों से अनुरोध किया जाता है। यह इस शृंखला

वेबसाइट: www.ignca.nic.in

ईमेल: igncakaladarsana@gmail.com फेसबुक: www.facebook.com/IGNCA; ट्विटर: Twitter: @igncakd

उत्तरापेक्षी: +91-11-23388155 (9:00 बजे से 5:30 बजे तक)

यह श्रृंखलां स्पिक मैके के सहयोग से आयोजित की जा रही है।

नजदीक मेट्रो स्टेशनः केन्द्रीय सचिवालय, गेट सं0–2 एवं जनपथ गेट सं0–1 और 4

दिनांक : शनिवार 29 जुलाई, 2017

: सायं : 6:30 बजे

### अमेरिकी सीनेट ने पारित किया प्रतिबंध विधेयक

वाशिंगटन, २८ जुलाई (भाषा)।

अमेरिकी सीनेट ने रूस, ईरान और उत्तर कोरिया के खिलाफ कड़े और अतिरिक्त प्रतिबंध लागू करने संबंधी विधेयक को भारी द्विदलीय समर्थन के साथ पारित कर दिया है।

अब यह विधेयक हस्ताक्षर के लिए अमेरिका

के राष्ट्रपति डोनाल्ड ट्रंप के पास पहुंच गया है। काउंटरिंग अमेरिकाज एडवर्सिटीज थ्रु सॅक्शंस एक्ट को इस सप्ताह की शुरुआत में प्रतिनिधि सभा ने पारित किया था यह विधेयक टंप ज्ञातानाव सना न पास्त किया या वहा प्रवचक हूप को कांग्रेस की सहमति के बिना रूस पर अतिरिक्त प्रतिवंधों में ढील देने से प्रतिवंधित करता है। प्रतिनिधि सभा ने तीन के मुकाबले 419 मतों से इस विधेयक को पारित किया था।

इसके दो दिन बाद सीनेट ने इसे दो के मुकाबले 98 मतों से पारित किया। सीनेट आर्म्ड सर्विसेज

और सीनेटर जॉन मैकेन ने कहा, 'यह विधेयक नए प्रतिबंध लगाकर, मौजूदा प्रतिबंध कड़े कर अमेरिकी चुनाव में रूस के दखल के लिए उसे जिम्मेदार ठहराता है।' उन्होंने कहा, 'मारी संख्या में समर्थन देते हुए सीनेट का मतदान करना महत्त्वपूर्ण संदेश देता है कि अमेरिका अपने निरुपंत्रुण स्पर्त पति है कि जनाएका जपन लोकर्तत्र या राष्ट्रीय सुरक्षा हितों पर हमलों को वर्दाश्त नहीं करेगा।' इससे पहले वाइट हाउस की प्रेस सचिव सारा सैंडर्स ने कहा कि ट्रंप प्रशासन रूस, ईरान और उत्तर कोरिया के खिलाफ मजबूत पतिबंधों का स्वागत करता है।

प्रतिबंधी का स्वागत करता है। उन्होंने कहा, 'हम इन तीनों देशों के खिलाफ कड़े प्रतिबंधों का समर्थन करते हैं। हम इंतजार करेंगे और देखेंगे कि अंतिम् विधेयक कैसा होता है और उसी वक्त फैसला लेंगे।'

#### DCM HYUNDAI LTD.

Regd. Office: 508, 5th Floor, Akash Deep Building. 26-A, Barakhamba Road.

New Delhi - 110001, Tel. No.: (91) 11-2331 2267 Fax No.: (91) 11-2331 3494

E-mail: umeshshama@dcmhl.com, Website: www.domhl.com NOTICE

holding shares as on cut off date 24.7.2017 (Book closure 25.7.2017) both days inclusive), may cast their vote on the business as set out in

allowed by your first said time.

If the cold fall set of determining the eligibility to vote through remote e-voting or at the AGMIa 2 of 7.2017.

If the cold fall set of or a Resolution is cast by the Member, the Member shall not be done the vote or a Resolution is cast by the Member. The Member shall not be done the vote of the region of the cold shall be remote that the remote that the remote shall be remote evening the meeting through here of cast their vote by prevaile e-voting pircl be the Members and them cast their vote by private e-voting pircl to the AGMI may also the Members and here cast their vote by remote e-voting pircl to the AGMI may also the Members and them cast their vote by remote e-voting pircl to the AGMI may also the Members of the Congray of the Members of the Congray is the Members of the Congray is confuring the voting and remote e-voting process in sail and strangered manner. If any person, who acquires alse or for the Company is also continued to the AGMI may also the Members of the Congray is any continued and process the sail and strangered manner. If any person, who acquires alse or for the Company is a continued to the Congray is any continued members of the congray and continued and the AGMI may also any continued to the AGMI may also any continued to the AGMI may also any continued to the AGMI may also a solid the configuration and the AGMI may also a belief to demonstration of the congray of the AGMI may also a belief to the AGMI may also a solid the congray and continued the AGMI may also a belief to the AGMI may also a solid the congray and continued to the AGMI may also a belief to the AGMI may also a solid the acquired and any also a solid the acquired and the AGMI may also a belief to the AGMI may also a solid the acquired and acquired and

cuitot.

j) if a person is already registered with Karvy for remote e-voting then he can use in existing user ID and password for casting his vota.

All Mixtoe will be available on the website of the Company (www.dorthl.com). It is already under the company (www.dorthl.com). It is already under the company (www.dorthl.com). It is all understand the company (www.dorthl.com).

Place: New Delhi Date : 21.07.2017



#### **CL EDUCATE LIMITED**

y/siered and Corporate Office: A-41, Espire Buildin han Co-operative Industrial Area, Main Mathura Ro Tet: +91 (11) 4128 1100. E-mail: compliance@ Website: www.cleducat.

#### NOTICE OF 21ST ANNUAL GENERAL MEETING

ranti Marg, New Dehi-110016.

He Molos of the 2T-40M and the Report and Accounts of the Company for the Finite are anded March 31, 2017 have been sent in electronic mode to flores Member are registered their e-mail addresses with the Depositories and in Physical mode there Members. The dispatch of the AGM Notice and the Report and the Account of the Properties of the Properties of the AGM Notice and the Report and the Account for the AGM Notice, inter alia indicating the process and manner of e-victing process with printed Attendances [Sign and Propy Forms is available on https://evoting.pxcs/
nd www.cholucate.com. The Reports and Accounts for the Financial Year 2016-16 and variables on Chargy and when the AGM Notice and the Properties of the Very and the AGM Notice and the Properties of the Very and the Very and

#### E- VOTING INFORMATION

preafter by Karvy.

e voting rights of members shall be in proportion to their shares of the pais are Capital of the Company as on the out-off date of August 17, 2017. 
mithers whose names are recorded in the Register of Members of the Company sighter of Ending August 19 (August 19 August 19 (August 19 August 19 Au

x at the meeting and thereafter unblock the votes cast through remote e-votin sence of all least two witnesses not in the employment of the Company and shall later than two days of the conclusion of the AGM, a consolidated scrutinizers in total votes cast in favor or against, if any, to the Chairman or a person author in writing, who shall countersign the same and declare the result of the hwith.

SOOK CLOSURE and TO Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI(LOD islations, 2015, it is hereby informed that the Share Transfer Books and Register bees will be closed from Firday, August 16, 2017 to Thursday, August 24, 2017 to Chord inclusive) for the purpose of 21st AGM of the Company, scheduled on Thursday, 42f, August 2017 at 11:00 AM at 97+D Chamber of Commerce and Industry, 42f, Stoffmal Area, August 37mM layer, 42f, Stoffmal Area, 4

w Delhi-110016. sd/.

For CL Educate Limited

Rachna Sharma

Company Secretary & Compliance Officer

### इजराइली पवित्र स्थल में 50 साल से कम उम्र के लोगों के प्रवेश पर रोक

यरूशलम, २८ जुलाई (एएफपी)।

इन्यरहाल, 26 पुलाइ (एरप्पमा)।
इन्यरहाली पुलिस ने कहा कि सरुशालम के
पवित्र स्थल में जुनै की नमाज के लिए 50
साल से कम उम्र के लोगों को प्रदेश को
अनुमित नहीं तो जाएगी।
पुलिस ने एक वयान में कहा, 'सुरखा
आकलन में संकेत मिले हैं कि ज्यायान पैया
किए जा सकता है और प्रदर्शन भी हो सकते
हैं।' यह पवित्र स्थल मुसलमानों के लिए
टम्मल माउंट है। इसी स्थान पर अल-अक्सा
महिज्ञ और सार्पिक स्थान पर अल-अक्सा

्नल भाउट है। इसी स्थान पर अल-अक्सा मस्जिद और डोम ऑफ द रॉक है। पुलिस ने कहा, 'सिर्फ 50 साल से अधिक उम्र के लोगों को एतेण जी

और सभी उम्र की महिलाओं को इजाजत होगी। ओल्ड सिटी की तरफ की सभी सड़कों पर आवागमन सीमित कर दिया जाएगा।

आवागमन सीमित कर दिया जाएगा। किसी भी तरह की हिंसा गैकने के लिए सभी जरूरी मुख्या करना उठाए जा रहे हैं। इत्तरहली पुलिस की ओर से करीब यो सनाह बाद इस पीवित्र स्थल में जाने की इजाजत मिलने के बाद बड़ी संख्या में नमाजी वहां पहुंचे थे। वाद में वहां हिंसा भड़क राई थी। 14 जुलाई को इस पवित्र स्थल के निकट से

इजराइली पुलिसकर्मियों की इत्या के बाद से यहां हत्या के बाद से यहां तनावपूर्ण स्थिति बनी हुई है।

पुलिस दूरसंचार मुख्यालय, मध्यप्रदेश भदभदा रोड, भोपाल-462003 Fax No. 0755-2443674, E-mail : sspradiompbpl@gmail.

खुली ई-निविदा सूचना (द्वितीय)

NO.	ITEM NAME	QTY.	Required EMD Rs.	Tender Fees Rs.
1.	VHF Higher Band 2/5 Watts Hand-Held Set with Complete Accessories	2500	4.95 lakh	15,000/-
2	VHF Higher Band Repeaters with accessories	50		-11-002-0000

निविदा प्रपन्न ऑनलाईन येमसाईट <u>https://www.mpeproc.gov.in</u> पर जमा किये जायेगे तः तिथि एवं समय पर निविदा प्रपन्न हार्ड काँपी में वरिष्ठ पुलिस अधीक्षक (रेडियो) मध्यप्रदेश

है। मा.स. पुलिस की वेबसाईट www.mppolice.gov.in पर भी [निविदा कार्म दस्तावेज) की दिस्त जानकारी एपं प्राप्त चप्तका है, जाहों ने कार्म एपं समस्य जानकारी जाजनतों की जा सकती है। जीन-तार्मून निविदा के संबंध में किसी भी प्रकार की अन्य जानकारी के लिए कृपया श्री रोहित नुप (8627872493) से संपर्क करें।

शैरव्युतः — 1. ऑनलाईन निविदा जमा करने की अंतिम तिथि — 2. निविदा की हार्ड कापी जमा करने की अंतिम तिथि — 3. प्री—क्वालिफिकेशन निविदा खोलने की तिथि —

Sd/-शराब पी कर गाड़ी न चलाएं। G-15432/17 कुछ नुकसानों की भरपाई कभी नहीं हो सकती। मुप्त, शोपाट PUBLIC ANNOUNCEMENT (PA)

VARINDERA SPINNERS LIMITED ("COMPANY")

BY VARINDER PURI
(PROMOTER OF VARINDERA SPINNERS LIMITED)
FFICE OF COMPANY: MALTIMA ROAD SYEPASS, KHANNA NAGAR, AMRITSAR, PUNJAB-143001
EMAIL ID. MAIL YAKINDERAGIGMAIL COM

EMAIL ID: NAIL-VARINDERAGGMAIL COM
TEL NO.9 1983-2422255

This advertisement ("Advertisement") is being issued by Varinder Puri, (hereinafter referred to as the
"Promoter") on behalf of all Promoters of the Varindera Sprinners Limited pursuant to the Securities and Exchange
Board of India (SERIS) Circular Paraning No. SEBIH-OM/RID/IDSA/CIRP/P2016/110 dated October 10, 2016
(hereinafter referred to as the "SEBI Circular")
Varindera Spinners Ltd. (hereinafter refered to as the "Company") is a Public Limited Company incorporated on
September 14, 1989 under the Companies Act, 1956, having registered office at Majitha Road Byepass,
Khanna Nagar, Amritsar, Punjab -143001. The Equity Shares of the Company were listed on Delhi Stock
Exchange Limited (DSEP) & Lidhiana Stock Exchange Limited (TSEP), which were dereognised by SEBI
Order dated November 19, 2014 & December 30, 2014 respectively. Thus, the Company became Exclusively
Listed Company ("ECT) and has been shifted to the Dissemination Board ("DB") of BSE Ltd. The Company han
no public shareholders & 100% of shares are held by Promoters.

Financial Summary of the Company for the last three years:

Particulars	31.03.2016 (Audited)	31.03.2015 (Audited)	31.03.2014 (Audited)
Paid-up Equity Share Capital	20206000	20206000	20206000
Accumulated Losses			
Net Worth	34127003	32538307	30978404
Net Profit/Loss Aftertay	1679958	1747695	679750

Shareholding Structure as on date of PA:		
Total Paid Up Equity Shares	20,20,600 Equity Shares	
Face value	Rs. 10	
Paid Up Share Capital	Rs. 2,02,06,000/-	
Total Promoter Holding	20,20,600 Equity Shares	
Percentage of Promoter Holding	100%	
Total Public Holding	NIL	
Percentage of Public Holding	NII	

The SEBI Circuits has sinjuisted the procedure and process for exit of ELC from the Dissemination Board ("DB"). Further, it should be noted that Clause (x) of Amerure A of the SEBI Circuiter states that ELC which has 100% promoter holding shall be removed from the DB on obtaining compliance certificate from Independent Professional with regard to the holding of shares of the ELC and submission of the same with Designated Stock Exchange thereto. Thus, Corporate Professionals Capital Private Limited, a Category 1 Merchart Banker being Independent Valuer empanelled with SES & NSE. has been appointed as Company's Independent Professional. Based on the information and documents provided to the said Independent Professional by the Company, they have issued the Certificate stating that 100% shareholding of Company is presently held by Promoters of Company only. Thus, the clause relating to acquiring shares from Public Shareholdiers is not applicable in this case.

In view of the above, since the name of Company has been moved to DB of SBE Limited requestion it is the Sais in the SBE Limited requestion it is marked.

clause relating to acquiring shares from Public Shareholders is not applicable in this case. In view of the above, since the name of Company has been moved to D8 of BSE Limited, Company will be making final application to BSE Limited requesting it to remove the name of Company from D8. This PA is issued by Company and is for the information of general public.



भारत सरकार, वित्त मंत्रालय वसूली अधिकारी-।। का कार्यालय, ऋण वसूली अधिकरण-।।।, दिल्ली वतुर्थ तल, जीवन तारा बिल्डिंग, संसद मार्ग, नई दिल्ली–11000:

इंडियन ओवरसीज बैंक बनाम मैससे मंगला ट्रेडिय कार्यो 2012 हैं -नीलामी बिक्री सूचना 7-07-2017 के अनुसार इंडियन ओवरसीज बैंक बनामें मेससे मंगला ट्रेडिय कार्योरेश की द्वारा बेची जाजगी। 'मैन्याफी किले

	सम्पत्ति का वर्णन	सुराक्षतं मूल्य/इएमडा
	1. सम्पत्ति औद्योगिक भूमि एवं भवन, प्लॉट नबर 495, रोड नंबर 7,	रू. 1,26,27,000 / – (रू. एक करोड़ छब्बीस लाख सत्ताईस हजार मा
	कादीपुर इंडस्ट्रियल एरिया, ग्राम कादीपुर, गुड़गांव, हरियाणा	रू. 12,63,000 / — (रू. बारह लाख तिरेसठ हजार मात्र)
1	<ol> <li>सम्पत्ति औद्योगिक भूमि एवं भवन, कला नबर 13/15/2/2,</li> </ol>	रू. 27.27 लाख (रू. सत्ताईस लाख सत्ताईस हजार मात्र)
	16/1/1, 14/11/1/3 मौजा इनायतपुर, ओल्ड दिल्ली	रू. २,73,000 / – (रू. दो लाख तिहत्तर हजार मात्र)
	lunania dia mania affana	

16/1/1 14/11/3 मीजा इन्लालपुर ऑस्ट 14/15/2/2 है 2/22 लाल (क सलाइनि साल सलाइन हजार मात्र)
पूर्वांच रेक, पूरवार, इरिसान

"मिया पूर्व होतें
1- वैजाती / शीजीयन कंपन बेलाइट के मारवार में आपना पूर्व होतें
1- वैजाती / शीजीयन कंपन बेलाइट के मारवार में आपना हमात्र इनेस्ट्रिमिक किसे के किस जाएस।
2- इस्कूड अविजाताओं की अविजात में मात्र में के दिस लेका प्रताद के मारवार के मात्र प्रताद की मात्र में प्रताद में स्वाद में प्रताद के मारवार के साव प्रताद की मात्र में प्रताद के मात्र में मात्र में के किस जाएस।
2- इस्कूड अविजाताओं की अविजात में मात्र में के दिस लेका प्रताद के मात्र प्रत्य की अंग प्रताद में प्रताद में मात्र में में के लिए यून्ट आईती तथा प्रवस्त में प्रताद कर तोना मात्रिए मात्र केवत तथा हो प्राप्त किसा मात्र में मात्र में प्रवाद में मात्र में मात्र में मात्र में प्रवाद में स्वाद में स्वाद में मात्र में स्वाद में स्वाद में स्वाद में मात्र में मात्र में मात्र में से प्रताद में मात्र में से प्रताद में मात्र में मात्र में मात्र में मात्र में मात्र मात्र में मात्र में मात्र मात्र में मात्र मात्र में मात्र मात्र मात्र में मात्र मात्र मात्र मात्र में मात्र मात्र मात्र में मात्र मात्र मात्र में मात्र मात्र मात्र मात्र में मात्र मात्र मात्र में मात्र मात्र मात्र में मात्र मात्र मात्र में मात्र मात्र मात्र मात्र में मात्र मात्र मात्र में मात्र मात्र मात्र मात्र में मात्र मात्र मात्र में मात्र मात्र मात्र मात्र में मात्र मात्र

बारत-111 के बात जब करना होगा।
मिर्गीत अविते के मील पूजान में कुछ की विश्वी में, सम्पत्ति की बिक्री सत्त्वंशी घोषणा जारी करने के बार रहा सिरे से की जाएगी।
मार्गीत क्वींक में मेंपर पूजान में कुछ की विश्वी में, सम्पत्ति की बिक्री मंत्राचा जाता है, सरकार हात जब कर ती जागरी का तो है।
मार्गीत किसी के मील प्रवाद के प्रमात , यदि क्यों हत्यावता है। इस उपयुक्त सम्ब्रा जाता है, सरकार हात जब कर ती जागरी का कार्जी करों के प्रशास के स्वीत की स्वात के स्वात है।
मार्गीत की स्वात के प्रवाद की स्वात के प्रवाद की पूर्व के की बत्तर की पूर्व की की कर तो होगी।
महत्त्व की स्वित में स्वात में को स्वात कार किसी भी तो की स्वीत स्वीत स्वात की प्रात्वी की स्वात की स्वीत के स्वात की स्वात के स्वात की स्वात की स्वात के स्वात के स्वात की स्वात की स्वात की स्वत की स्वात के स्वात की स्वात

(सुजीत कुमार) वसूली अधिकारी–।।,डीआरटी–।।।, दिल्ली



# 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 **21**<sup>st</sup> (**TWENTY FIRST**) **ANNUAL GENERAL MEETING** of the members of CL Educate Limited [formerly known as Career Launcher (India) Limited] will be held on Thursday, 24<sup>th</sup> 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 reenactment 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."

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

**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 roatation, 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 21<sup>st</sup> Annual General Meeting are mentioned in note No. 28 below.
- 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 inaccordance 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 21<sup>st</sup> 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 21<sup>st</sup> 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 evoting 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.comThey 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 thevoting 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/reappointment 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)	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 GK Publications Private Limited Kestone Integrated Marketing Services Private Limited	<ul> <li>Gaja Advisors         Private Limited</li> <li>Career Launcher         Infrastructure         Private Limited</li> <li>Teamlease         Services Limited</li> <li>Shivani Mercantile         Private Limited</li> <li>IIJT Education         Private Limited</li> <li>Eurokids         International         Private Limited</li> <li>Euroschool         International         Private Limited</li> <li>Euroschool         International         Private Limited</li> <li>EK Education         and Research         Foundation</li> <li>Euroschool         Foundation</li> <li>Suroschool         Foundation</li> <li>Teamlease         Education         sov Edusports Pvt.         Ltd.</li> <li>Teamlease         Education         Foundation</li> <li>Gaja Investments</li> </ul>	<ul> <li>Purearth         Infrastructure         Limited</li> <li>HDFC Sales Private         Limited</li> <li>HDFC Credila         Financial Services         Private limited</li> <li>Transunion Cibil         Limited</li> <li>HDFC Capital         Advisors Limited</li> </ul>	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 SPE-CIAL 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 its18th 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/pay- able 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 mMeting 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	38500
date	
Options to be granted	13168
Total Options (Options O/s + Options to be	169925
granted)	

## 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;
- 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.

#### 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
- 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.

### 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

### 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	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*		Folio No.		
Client ID*		No. of Shares held		
I hereby record my p	namber of Commerce and Industry,	Meeting of the Company held	d on Thursday, 24th day of August, 2 ugust Kranti Marg, New Delhi, Delhi 13	
Signature of Shareho				

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

Email: compliance@cleducate.com

Website: www.cleducate.com

Name o	of the Member(s):				
Registe	red address:				
E-mail I	Id: Folio	No/ Client Id:			
DP ID: .					
I/We, b	eing the member (s) of	shares of the above	named Co	mpany, hereby	, appoint
	ame:Address:				
	mail Id:Signature:		•		
	ame:Address:				
	mail Id:Signature:				-
	ame:Address:				
	mail Id:Signature:				
Thursda New De	our proxy to attend and vote (on a poll) for me/us and on my/our behalf at t ay, 24th day of August, 2017 at 11:00 A.M. at <b>PHD Chamber of Commerce</b> elhi, Delhi 110016 in respect of such resolutions as are indicated below:				
Resol					
	ary Business		For	Aga	ainst
1.	Adoption of Annual Financial Statements for the Financial Year e				
2.	Appointment of Director in place of Mr. Satya Narayanan .R (DIN retires by rotation and being eligible, offers himself for reappoint	ment.			
3.	3. Ratification of Appointment of Statutory Auditors for Financial Year 2017-18 and to fix their remuneration in this regard.				
Speci	ial Business				
4	Appointment of Ms.Madhumita Ganguli (DIN: 00676830) as an I on the Board of the Company	ndependent Director			
5	Appointment of Mr.Paresh Surendra Thakker (DIN: 00120892) a: Director on the Board of the Company	s an Independent			
6.	Adoption of new set of Articles of Association of the Company				
7.	Ratification of remuneration of Cost Auditors for Financial Year(s and 2017-18	) 2015-16, 2016-17			
8	To ratify the 'Amended and Restated Career Launcher Employe 2014' (hereinafter "ESOP Scheme"), and grant approval to the Scheme for a period of 1 (one) year commencing from Septembe	renewal of the ESOP			
9.	Ratification of the Related Party Transactions under Section 18 Act, 2013.	38 of the Companies			
10	Change in Designation of Mr. Gopal Jain (DIN: 00032308) as a Independent Director of the Company.	Non-Executive Non-			
Signed thisday of2017			n	Affix Revenue Stam ot less than Re	
Signatu	ire of Shareholder			.10	
Signatu	re of Proxy holder(s)				
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.

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, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi 110016

