

To  
Department of Corporate Services,  
BSE Limited  
Phiroze Jeejeebhoy 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 – 400 051

**Scrip Code: 540403, Scrip Symbol: CLEDUCATE**

Dear Ma'am/Sir(s),

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

In continuation of our letter dated July 13, 2018 with regard to intimation of date of the 22<sup>nd</sup> Annual General Meeting, please find attached the copy of advertisement of Notice of the AGM published today (i.e. July 14, 2018) in Financial Express and Jansatta newspapers.

We have also attached the Notice of the 22<sup>nd</sup> Annual General Meeting of the Company to be held on Tuesday, August 07, 2018 at 02:30 PM (IST) at PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016.

The same is also available on the Company's website [www.cleducate.com](http://www.cleducate.com).

Kindly take the above details on record.

Thanking You

**For CL Educate Limited**

  
  
**Nikhil Mahajan**  
**Executive Director & Group CEO Enterprise Business**  
**DIN: 00033404**

**Date: July 14, 2018**

**Place: New Delhi**



## CL EDUCATE LIMITED

CIN: L74899DL1996PLC078481

Registered & Corporate Office: A-41, Espire Building, Lower Ground Floor,  
Mohan Co-operative Industrial Area Main Mathura Road, New Delhi – 110044  
Tel.: 011-4128 1100, Fax: 011-4128 1101

Website: www.cleducate.com. E-mail: compliance@cleducate.com

### NOTICE OF 22<sup>ND</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Second (22<sup>nd</sup>) Annual General Meeting (AGM) of CL Educate Limited ("the Company") will be held on Tuesday, August 07, 2018 at 02:30 P.M.(IST) at PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016.

The Notice of the 22<sup>nd</sup> AGM and the Annual Report of the Company for the Financial Year ended March 31, 2018 have been sent in electronic mode to those members who have registered their e-mail addresses with the Depositories, and in physical mode to the other members. The dispatch of the Notice of the 22<sup>nd</sup> AGM and the Annual Report of the Company for the Financial Year ended March 31, 2018 has been completed on July 13, 2018.

The Notice of the AGM, inter alia indicating the process and manner of e-voting process, along with printed Attendance Slip and Proxy Form, and the Annual Report of the Company for the Financial Year ended March 31, 2018 is available on <https://evoting.karvy.com> and [www.cleducate.com](http://www.cleducate.com).

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend instead of himself, and a proxy need not be a member of the Company.

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at the Registered Office of the Company not less than 48 hours before the AGM.

The documents, if any, referred to in the Notice of the AGM will be available for inspection by members of the Company at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) from 11:00 A.M. to 04:00 P.M. up to the date of the AGM.

#### E- VOTING INFORMATION

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (LODR) Regulation, 2015, the members are hereby informed that the Resolutions proposed at the 22<sup>nd</sup> AGM of the Company, scheduled on August 07, 2018, will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and also ballot paper at the AGM venue. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for this purpose.

The voting period commences from Saturday, August 04, 2018 at 9:00 A.M.(IST) and ends on Monday, August 06, 2018 at 05.00 P.M.(IST). The remote e-voting will be disabled thereafter by Karvy.

The voting rights of members shall be in proportion to their shares in the paid up Equity Share Capital of the Company as on the cut-off date i.e. Tuesday, July 31, 2018 (as on closing hours of business). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, as on the closing hours of business of cut-off date, will be entitled to cast their votes either by remote e-voting or voting at the AGM through ballot paper.

Any person, who acquires shares of the Company and becomes member of the Company after Friday, June 29, 2018 (as on closing hours of business) i.e. the date considered for dispatch of AGM Notice and the Annual Report of the Company for the Financial Year ended March 31, 2018, and holding shares as on the cut-off date i.e. Tuesday, July 31, 2018 (as on closing hours of business) may obtain the login ID and password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com) or to the Company at [compliance@cleducate.com](mailto:compliance@cleducate.com) by mentioning their Folio/DP ID No and Client ID No.

Members already registered with Karvy for remote e-voting can however use their existing user ID and password for this purpose.

A member may participate in the 22<sup>nd</sup> AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

Mr. Ved Prakash, Practising Company Secretary (C.P No. 16986) has been appointed as the Scrutinizer to scrutinize the remote e-voting and the voting at the AGM in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, 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 of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared by the Chairman shall be communicated immediately to Stock Exchanges (i.e. NSE & BSE), Karvy and will also be placed on the website of the Company viz [www.cleducate.com](http://www.cleducate.com).

In case of any query / grievance with respect to remote e-voting, members may refer to the Frequently Asked Questions for shareholders and e-voting user manual for shareholders available under the Downloads section of Karvy e-voting website <https://evoting.karvy.com> or contact Mr. Mohd. Mohsin Uddin, Senior Manager, M: +91-9177401094, Email: [mohsin.mohd@karvy.com](mailto:mohsin.mohd@karvy.com).

#### BOOK CLOSURE

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations, 2015, it is hereby informed that the Share Transfer Books and Register of Members will be closed from Wednesday, August 01, 2018 to Tuesday, August 07, 2018 (both days inclusive) for the purpose of 22<sup>nd</sup> AGM of the Company, scheduled on Tuesday, August 07, 2018 at 02:30 PM at PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016.

For CL Educate Limited  
sd/-

Place: New Delhi

Date: July 13, 2018

Rachna Sharma  
Company Secretary & Compliance Officer



## सी एल एजुकेट लिमिटेड

सी आई एन: L74899DL1996PLC078461

पंजीकृत एवं कॉर्पोरेट कार्यालय : ए-41, एस्पारग बिल्डिंग, लोअर ग्राउंड फ्लोर,

मोहन को-ऑपरेटिव इंडस्ट्रीयल एरिया, मुख्य मधुरा रोड, नई दिल्ली-110044

फोन: 011-4128 1100, फैक्स : 011-4128-1101

वेबसाइट : www.cleducate.com , ई-मेल: compliance@cleducate.com

### 22वीं वार्षिक आम बैठक की सूचना

सी एल एजुकेट लिमिटेड (कंपनी) की 22वीं वार्षिक आम बैठक (एजीएम) मंगलवार, 07 अगस्त, 2018 को दोपहर 02:30 बजे, पीएचडी चैबर ऑफ कॉमर्स और इंडस्ट्री, 4/2, सिरी इंस्टीट्यूशनल एरिया, अगस्त क्रांति मार्ग, नई दिल्ली-110016 में आयोजित की जाएगी।

22वीं एजीएम और 31 मार्च, 2018 को समाप्त वित्तीय वर्ष की वार्षिक रिपोर्ट की सूचना उन सदस्यों को इलेक्ट्रॉनिक माध्यम से भेज दिया गया है जिन्होंने अपने ई-मेल पते को पंजीकृत कराया हुआ है और अन्य सदस्यों को फिजिकल माध्यम से भेज दी गई है। 22वीं एजीएम की सूचना और 31 मार्च, 2018 को समाप्त वित्तीय वर्ष की वार्षिक रिपोर्ट का प्रेषण 13 जुलाई, 2018 को पूरा हो गया है।

एजीएम सूचना, ई-वोटिंग प्रक्रिया एवं तरीके, मुद्रित उपस्थिति स्लिप, प्रॉक्सी फॉर्म और 31 मार्च, 2018 को समाप्त वित्तीय वर्ष की वार्षिक रिपोर्ट वेबसाइट <https://evoting.karvy.com> और [www.cleducate.com](http://www.cleducate.com) पर उपलब्ध है।

बैठक में भाग लेने और मतदान करने के हकदार सदस्य को अपने स्थान पर मतदान करने के लिए प्रॉक्सी चुनने का अधिकार है, जरूरी नहीं कि प्रॉक्सी कंपनी का सदस्य हो।

प्रॉक्सी फॉर्म बैठक प्रारंभ होने से 48 घंटे पूर्व कंपनी के पंजीकृत कार्यालय द्वारा पूर्ण रूप से भरे हुए, मोहरबंद और हस्ताक्षरित रूप में प्राप्त होने पर ही प्रभावी माने जायेंगे।

एजीएम सूचना के संदर्भ में यदि कोई दस्तावेज है तो वह कंपनी के पंजीकृत कार्यालय में कम्पनी के सदस्य सभी कार्यदिवसों पर (शनिवार, रविवार व अधिकारिक अवकाश को छोड़कर) सुबह 11.00 बजे से शाम 04:00 बजे के बीच एजीएम की तिथि तक जांच के लिए उपलब्ध होंगे।

#### ई-वोटिंग सूचना

कम्पनी (प्रबंधन एवं प्रशासन) नियम, 2014 के नियम 20 के साथ पठित कम्पनी अधिनियम, 2013 की धारा 108 और सेबी (सूचीबद्धता बाध्यताएं एवं प्रकटन आवश्यकताएं), विनियम, 2015 के विनियम 44 के प्रावधानों के अनुसरण में, 07 अगस्त, 2018 को होने वाली 22वीं एजीएम बैठक में निष्पादित किए जाने वाले कामकाज की जानकारी ई-वोटिंग (एजीएम बैठक के स्थान के बजाए अन्य किसी स्थान से वोट देने की सुविधा) और एजीएम में बिलेट कागजों से भी निष्पादित की जा सकती है। कंपनी ने इस प्रस्ताव के लिए कार्बी कम्प्यूटर शेयर प्राइवेट लिमिटेड (कार्बी) की सेवाओं को संलग्न किया है।

वोटिंग अवधि शनिवार, 04 अगस्त, 2018 को प्रातः 9:00 बजे से प्रारंभ होकर सोमवार, 06 अगस्त, 2018 को शाम 5:00 बजे तक होगी। इसके बाद कार्बी द्वारा ई-वोटिंग को बंद कर दिया जाएगा।

उन व्यक्तियों जिनके नाम कट-ऑफ तिथि अर्थात् मंगलवार, 31 जुलाई, 2018 (व्यवसाय घंटे समाप्त होने के अनुसार) को सदस्यों के रजिस्टर/लाभार्थी स्वामियों की सूची में शामिल होंगे, केवल वे ही ई-वोटिंग अथवा एजीएम में बिलेट पेपर द्वारा वोट करने की सुविधा का लाभ उठाने के पात्र हैं।

कोई भी व्यक्ति, जिसने कंपनी के शेयर और सदस्यता शुरूवार, 29 जून, 2018 (व्यवसाय घंटे समाप्त होने के अनुसार) जो कि एजीएम सूचना एवं 31 मार्च, 2018 को समाप्त वित्तीय वर्ष की वार्षिक रिपोर्ट जारी करने की तिथि है और कट-ऑफ तिथि जो कि मंगलवार, 31 जुलाई, 2018 (व्यवसाय घंटे समाप्त होने के अनुसार) को शेयरधारक हैं वे [evoting@karvy.com](mailto:evoting@karvy.com) अथवा [compliance@cleducate.com](mailto:compliance@cleducate.com) पर अपना फॉलिया/डीपी आईडी, और क्लाइंट आईडी संख्या का निवेदन भेजकर लॉग इन आईडी व पासवर्ड प्राप्त कर सकते हैं।

कार्बी के साथ पहले से पंजीकृत सदस्य इस अवसर पर रिमोट ई-वोटिंग के लिए अपने मैजुदा यूजर आईडी एवं पासवर्ड का उपयोग कर सकते हैं।

सदस्य रिमोट ई-वोटिंग प्रक्रिया में हिस्सा लेने के बाद भी 22वीं एजीएम में भाग ले सकते हैं किंतु एजीएम में दोबारा वोटिंग नहीं कर सकते।

कम्पनी ने निष्पक्ष एवं पारदर्शी तरीके से वोटिंग और ई-वोटिंग आयोजित करने के लिए जांचकर्ता के तौर पर श्री वेद प्रकाश, कार्यरत कंपनी सचिव (सीपी संख्या 16986) को नियुक्त किया है।

जांचकर्ता, दो गवाहों जो कि कंपनी के सदस्य न हो, की उपस्थिति में एजीएम के बाद सबसे पहले बैठक में दिए गए वोट और फिर ई-वोटिंग के माध्यम से दिए गए वोटों की गिनती करेगा और उसके निष्कर्षों को एजीएम होने के दो दिन बाद तक कुल वोट की रिपोर्ट पक्ष में या विपक्ष में है की जानकारी अध्यक्ष अथवा अध्यक्ष द्वारा अधिकृत व्यक्ति द्वारा लिखित रूप में पहुंचायेगा, जो कि इस पर प्रतिहस्ताक्षर करेगा व उसका नतीजा घोषित करेगा।

अध्यक्ष द्वारा घोषित नतीजों के बारे में तुरंत स्टॉक एक्सचेंज (एनएसई व बीएसई), कार्बी को सूचित किया जाएगा और कंपनी की वेबसाइट [viz www.cleducate.com](http://www.cleducate.com) पर भी प्रकाशित किया जाएगा।

सदस्य, रिमोट ई-वोटिंग, हेतु किसी भी प्रश्नों (एफएक्यू) के संबंध में ई-वोटिंग मैनुअल का अवलोकन कार्बी वोटिंग वेबसाइट <https://evoting.karvy.com> के डाउनलोड सेक्शन से देख सकते हैं अथवा श्री मोहम्मद माहसिन उद्दीन, वरिष्ठ प्रबंधक से मोबाइल : +91-9177401094, ई-मेल : [mohsin.mohd@karvy.com](mailto:mohsin.mohd@karvy.com) पर सम्पर्क कर सकते हैं।

#### बुक बलोजर

कम्पनी अधिनियम, 2013 की धारा 91 और सेबी (सूचीबद्धता बाध्यताएं एवं प्रकटन आवश्यकताएं), विनियम, 2015 के विनियम 42 के अनुसरण में एतद्वारा यह भी सूचित किया जाता है कि कम्पनी के सदस्यों का रजिस्टर और शेयर अंतरण पुस्तिका मंगलवार, 07 अगस्त, 2018 को पीएचडी चैम्बर्स ऑफ कॉमर्स एंड इंडस्ट्री, 4/2, सिरीफोर्ड इंस्टीट्यूशनल एरिया, अगस्त क्रांति मार्ग, नई दिल्ली-110016 को दोपहर 02:30 बजे आयोजित होने वाली 22वीं एजीएम होने के कारण और 31 मार्च, 2018 को समाप्त वित्तीय वर्ष के लिए वार्षिक रिपोर्ट प्राप्त करने के पात्र सदस्यों के निर्धारण हेतु बुधवार, 01 अगस्त, 2018 से मंगलवार 07 अगस्त, 2018 (दोनों दिवस शामिल) बंद रहेगी।

सी एल एजुकेट लिमिटेड

ह/-

स्थान : नई दिल्ली

दिनांक : 13 जुलाई, 2018

रचना शर्मा

कंपनी सचिव एवं अनुपालन अधिकारी



**CL EDUCATE LIMITED**

CIN: L74899DL1996PLC078481

**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 1101

Website: www.cleducate.com, E-mail: compliance@cleducate.com

**Notice**

**NOTICE** is hereby given that the **22<sup>ND</sup> ANNUAL GENERAL MEETING** of the members of **CL Educate Limited** [formerly known as Career Launcher (India) Limited] will be held on Tuesday, August 07, 2018 at 2:30 P.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, 2018;**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, along with the reports of the Board of Directors and Auditors thereon.

**2. Retirement by Rotation;**

To appoint a Director in place of Mr. Gautam Puri (DIN: 00033548), Vice Chairman and Managing Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

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) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Gautam Puri (DIN: 00033548), Vice Chairman and Managing Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.”

**3. Retirement by Rotation;**

To appoint a Director in place of Mr. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO Enterprise

Business of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

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) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO Enterprise Business of the Company, who retires by rotation and being eligible, offers himself for re-appointment.”

**4. Ratification of Appointment of the Statutory Auditors for the Financial Year 2018-19 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 2018-19 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:

#### 5. Appointment of Mr. Sushil Kumar Roongta (DIN: 00309302) as an independent Director on the Board of the Company;

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Act and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Sushil Kumar Roongta (DIN: 00309302), who, based on the recommendation of the Nomination, Remuneration and Compensation Committee, was appointed as an Additional Director of the Company by the Board of Directors with effect from March 13, 2018, be and is hereby appointed as an Independent Director of the Company for an initial term of 5 years commencing from March 13, 2018 up to March 12, 2023, with the period of office not liable to be determined by retirement by rotation."

#### 6. Approval of the remuneration payable to the Cost Auditors for Financial Year 2018-19;

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee, the approval of the members be and is hereby accorded to pay such remuneration to M/s. Sunny Chhabra and Co., Cost Accountants (Firm Registration No. 101544), the Cost Auditors of the Company, for the Financial Year 2018-19, as may be mutually fixed between the Board and the Cost Auditors.

#### 7. Approval to the renewal of the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' (hereinafter "ESOP Scheme"), for a period of 3 (three) years

#### commencing from September 5, 2018;

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 "Act"), 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 of the SBEB Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary in this respect, 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 approval of the members of the Company be and is hereby accorded for the renewal of the "Amended and Restated Career Launcher Employee Stock Options Plan 2014 ("CL ESOP Plan 2014" or "ESOP Scheme") of the Company for a period of 3 years from the last date of its existing term, i.e. from September 05, 2018 to September 04, 2021, by amending the relevant Articles 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 of Directors of the Company be and is hereby authorized to make modifications, changes, variations, alterations or revisions, including the repricing of the Options issued under the said "CL ESOP



Plan 2014", in terms of Regulation 7 and other applicable Regulations, if any of the SBEB Regulations, 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, 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."

#### 8. Approval of the remuneration by way of Commission payable to the Non-Executive Director(s) of the Company;

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

**"RESOLVED THAT** pursuant to section 197, 198 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company for the payment of commission to Non-Executive Director(s) of the Company for an aggregate amount not exceeding 1% of the Net Profits of the Company in any financial year, to be computed in accordance with the provisions of Section 198 of the Companies Act, 2013, over and above the usual sitting fees, and/or reimbursement of expenses incurred in relation to attending the Board Meetings, commencing with effect from April 01, 2018, for a period of 3 years or till the existing tenure of the office of respective Non-Executive Director, whichever is earlier, such that the amount payable to each individual Director may be determined by the Board, after considering the recommendations of the Nomination, Remuneration and Compensation Committee thereon.

**RESOLVED FURTHER THAT** within the aforementioned percentage, the actual payout to the Non-Executive Directors shall be decided internally by the Board or the Company's Management, in accordance with the provisions of all the applicable and relevant provisions contained in the Companies Act, 2013, and Central Government's approval, if required."

#### 9. Approval to the shifting of Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana" and consequential amendment in the Memorandum 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 12 and Section 13 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory

modification or re-enactment thereof for the time being in force) read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the approval of the Hon'ble Regional Director, Northern Region, New Delhi or any other Government Authority in this regard and subject to such permissions, sanctions or approvals as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana" and substitute Clause-II of the Memorandum of Association of the Company by the following clause:

#### II. The Registered office of the Company will be situated in the State of Haryana.

**"RESOLVED FURTHER THAT** on obtaining the confirmation from Regional Director, Northern Region, the Registered Office of the Company be shifted from "A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi – 110044" to "Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003".

**RESOLVED FURTHER THAT** upon receipt of the order of the Hon'ble Regional Director, Northern Region, New Delhi approving the alteration, filing of certified copy of such order with the Registrar of Companies, Delhi & Haryana and issue of fresh certificate by Registrar of Companies, NCT of Delhi and Haryana, indicating the alteration, the Registered Office of the Company be shifted from "National Capital Territory (NCT) of Delhi" to the "State of Haryana".

**RESOLVED FURTHER THAT** any of the Executive Director(s) and Ms. Rachna Sharma, Company Secretary and Compliance Officer of the Company be and are hereby severally or jointly authorized to take such steps as may be necessary, and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

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

Date: July 06, 2018

Place: New Delhi

## 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 22<sup>nd</sup> 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 22<sup>nd</sup> Annual General Meeting are mentioned in note No. 28 below.
3. **A member entitled to attend and vote at the meeting is entitled to appoint any other person as a proxy to attend and vote at the meeting on his behalf and such proxy need not be a member of the Company.**

As per Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding 50 in number, and holding in aggregate not more than 10% of the total share capital of the Company carrying 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 22<sup>nd</sup> 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 Wednesday, August 01, 2018 to Tuesday, August 07, 2018 (both days inclusive) for the purpose of 22<sup>nd</sup> 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](mailto:einward.ris@karvy.com) and [compliance@cleducate.com](mailto:compliance@cleducate.com), clearly mentioning their folio number.
8. The Auditor's certificate certifying that the ESOP Scheme of the Company is being implemented in accordance with Regulation 13 of SEBI (Share Based Employee Benefit) Regulations, 2014 will be available for inspection at the 22<sup>nd</sup> 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 22<sup>nd</sup> Annual General Meeting, Annual Report 2017-18 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 and physical copy of the same 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 of the 22<sup>nd</sup> Annual General Meeting, Annual Report 2017-18 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 22<sup>nd</sup> 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 email id: [compliance@cleducate.com](mailto: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 22<sup>nd</sup> Annual General Meeting and the Annual Report for 2017-18 are also available on the Company's website [www.cleducate.com](http://www.cleducate.com).
15. The Annual Report along with the Notice of 22<sup>nd</sup> 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, June 29, 2018.

### 16. Inspection

The documents referred to in the Notice & explanatory statement of 22<sup>nd</sup> Annual General Meeting and Annual Report for 2017-18 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 11:00 a.m. to 04:00 p.m. up to the date of the 22<sup>nd</sup> 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 22<sup>nd</sup> 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 22<sup>nd</sup> 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 for 2017-18 to the meeting.

### 20. Cut-off Date

The Company has fixed Tuesday, July 31, 2018 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. Tuesday, July 31, 2018 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 22<sup>nd</sup> Annual General Meeting of the Company.

The remote e-voting period begins on Saturday, August 04, 2018 at 9:00 A.M. (IST) and ends on Monday, August 06, 2018 at 05.00 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., Tuesday, July 31, 2018, may cast their votes electronically. The remote e-voting module shall be disabled by Karvy for voting after 5:00 p.m (IST) on Monday, August 06, 2018.

The facility for voting through poll shall be made available at the venue of the 22<sup>nd</sup> Annual General Meeting. The members attending the 22<sup>nd</sup> Annual General Meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the 22<sup>nd</sup> Annual General Meeting. 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 22<sup>nd</sup> Annual General Meeting.



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

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

**A. For members who receive Notice of 22<sup>nd</sup> 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](mailto:evoting@karvy.com).
- (vii) On successful login, the system will prompt you to select the E-Voting Event Number for CL Educate Limited.

(viii) On the voting page enter the number of shares (which represents the number of votes) as on the Cut-Off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose to "ABSTAIN" by not entering any number in "FOR/AGAINST" and the shares held will not be counted under either head.

(ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

(x) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

(xi) You may then cast your vote by selecting the appropriate option and clicking on "Submit".

(xii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(xiii) Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail ID: [gains108@yahoo.com](mailto:gains108@yahoo.com). They may also upload the same in the remote e-voting module in their login. The scanned image of the above mentioned documents should be in the naming of CL Educate Limited, 22<sup>nd</sup> Annual General Meeting.

(xiv) 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 Notice of 22<sup>nd</sup> Annual General Meeting 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 (xiv) 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 of 22<sup>nd</sup> Annual General Meeting along with the Annual Report of 2017-18 before the Cut-Off Date may obtain the login ID and password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com) or to the Company at [compliance@cleducate.com](mailto:compliance@cleducate.com).
23. The Company has designated Ms. Rachna Sharma, Company Secretary & Compliance Officer, to address the grievances connected with the voting by electronic means, the investors can reach Company official at +91-11-41281100 or [compliance@cleducate.com](mailto: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 share capital of the Company as on the Cut-Off Date, being Tuesday, July 31, 2018.
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 8229), Company Secretaries, Mumbai, as Scrutiniser to scrutinise the remote e-voting process and voting through electronic voting system or through poll at the 22<sup>nd</sup> Annual General Meeting in a fair and transparent manner.
26. The Scrutiniser shall, after conclusion of voting at the 22<sup>nd</sup> Annual General Meeting, 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 48 hours of the conclusion of the 22<sup>nd</sup> Annual General Meeting, 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 22<sup>nd</sup> Annual General Meeting 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](http://www.cleducate.com)), website of the agency viz. Karvy's website (<https://evoting.karvy.com>) and by filing with the stock exchanges and shall also be displayed on the notice board at the Registered Office of the Company.
28. Information required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking appointment/re-appointment is as under:

| Particulars                                   | Mr. Gautam Puri (DIN: 00033548)<br>(Re-Appointment pursuant to retirement by rotation)                     | Mr. Nikhil Mahajan (DIN: 00033404)<br>(Re-Appointment pursuant to retirement by rotation)               | Mr. Sushil Kumar Roongta (DIN: 00309302) (Regularisation of Appointment made by Board of Directors)   |
|---|--|---|---|
| <b>Date of Birth (Age)</b>                    | January 13, 1965<br>(53 Years)   | July 06, 1971<br>(47 Years)   | May 09, 1950<br>(68 Years)  |
| <b>Date of Appointment/re-appointment</b>     | April 01, 2017   | April 01, 2017  | March 13, 2018  |
| <b>Qualifications</b>                         | Bachelor's degree in chemical engineering from Punjab Engineering College, Chandigarh and PGDM from IIM-B. | Bachelor's degree in electrical engineering from Benaras Hindu University, Varanasi and PGDM from IIM-B | Bachelor's degree in Electrical Engineering BITS, Pilani<br>PGD-BMIT, IIFT, New Delhi<br>Fellow Member of AIMA  |
| <b>Expertise in specific functional areas</b> | He has over 20 years of experience in the education sector.  | He has over 19 years of experience in in the field of finance and the education sector.                 | Mr. Roongta aged 68 years, has been past Executive Chairman of Steel Authority of India Limited (SAIL) and amongst others, is also a Director in Jubilant Industries, Bharat Aluminium Company Limited, ACC Limited and Talwandi Sabo Power Limited. He has a diversified experience in various fields. |

|  |   |   |  |
|--|---|---|--|
| <b>Directorships Held in Companies</b>   | <ul style="list-style-type: none"> <li>• CL Educate Limited</li> <li>• Career Launcher Education Infrastructure and Services Limited</li> <li>• CL Media Private Limited</li> <li>• Career Launcher Infrastructure Private Limited</li> <li>• G K Publications Private Limited</li> <li>• Kestone Integrated Marketing Services Private Limited</li> <li>• ICE Gate Educational Institute Private Limited</li> <li>• Kestone CL Asia Hub Pte. Ltd. (Singapore)</li> </ul> | <ul style="list-style-type: none"> <li>• CL Educate Limited</li> <li>• CL Media Private Limited</li> <li>• G K Publications Private Limited</li> <li>• Kestone Integrated Marketing Services Private Limited</li> <li>• Accendere Knowledge Management Services Private Limited</li> <li>• Bilakes Consulting Private Limited</li> <li>• Kestone CL Asia Hub Pte Ltd. (Singapore)</li> <li>• Kestone CL US Limited (USA)</li> </ul> | <ul style="list-style-type: none"> <li>• CL Educate Limited</li> <li>• Jubilant Industries Limited</li> <li>• Jubilant Life Sciences Limited</li> <li>• ACC Limited</li> <li>• SPML Infra Limited</li> <li>• Hero Steels Limited</li> <li>• Talwandi Sabo Power Limited</li> <li>• Great Eastern Energy Corporation Limited</li> <li>• Jubilant Agri and Consumer Products Limited</li> <li>• Bharat Aluminium Co Ltd</li> </ul> |
| <b>Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)</b> | NIL   | NIL   | <b>Audit Committee</b> <ol style="list-style-type: none"> <li>1. ACC Limited</li> <li>2. Jubilant Industries Limited</li> <li>3. Jubilant Agri and Consumer Products Limited</li> <li>4. Hero Steels Limited</li> </ol> <b>Stakeholders' Relationship Committee</b> <ol style="list-style-type: none"> <li>1. Jubilant Industries Limited</li> </ol>   |
| <b>Number of shares held in the Company</b>  | 2270351   | 29817   | 0  |
| <b>Disclosure of relationships between directors inter-se</b>  | None  | None  | None   |

Note: For other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of the above Directors please refer to the Board's Report and the Corporate Governance Report.

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

Date: July 06, 2018

Place: New Delhi



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

**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 and pursuant to the recommendation of the Nomination Remuneration and Compensation Committee, the Board of Directors of the Company vide its circular resolution dated March 13, 2018, appointed Mr. Sushil Kumar Roongta (DIN: 00309302) as an Additional Director (Non-Executive Independent) on Board of the Company. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Sushil Kumar Roongta (DIN: 00309302) holds office up to the date of the ensuing Annual General Meeting of the Company.

A brief profile of Mr. Sushil Kumar Roongta (DIN: 00309302) as per the requirements of the Companies Act, 2013 and the rules made thereunder and SEBI (LODR), Regulations, 2015 and the Secretarial Standards (SS-2) is given in Note No. 28 which forms part of this Notice.

**Brief resume and other details of Mr. Sushil Kumar Roongta**

Mr. Sushil Kumar Roongta (DIN: 00309302) aged 68 years, holds a Bachelor's degree in Electrical Engineering from the Birla Institute of Technology & Science (BITS), Pilani, and a Post Graduate Diploma in Business Management-International Trade, from the Indian Institute of Foreign Trade (IIFT), New Delhi. He has been a Fellow Member of All India Management Association (AIMA).

Mr. Sushil Kumar Roongta was Executive Chairman of Steel Authority of India Limited (SAIL) from August 2006 to May 2010. During his tenure, ranking of SAIL among 'World Class Steel Makers' moved upto second position from the seventeenth, as per World Steel Dynamics, USA.

In the past, Mr. Sushil Kumar Roongta headed a 'Panel of Experts on the Reforms in the Central PSEs' constituted by the Planning Commission. He has also been a member of the Committee formed by the Ministry of Corporate Affairs to formulate Policy Document on Corporate Governance. Mr. Sushil Kumar Roongta has also been associated with several academic institutions and has been Chairman, Board of Governors, IIT Bhubaneswar (2012-2015) and has been a member of Board of Management, JKL University. He has also been associated with Apex Chambers, being Member of Steering Committee and Chair of Metal Committee of FICCI and Chair of National Expert Committee on Minerals and Metals of the Indian Chambers of Commerce. Mr. Sushil Kumar

Roongta is Non-Executive Chairman of Bharat Aluminium Company Limited and Talwandi Sabo Power Limited. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Sushil Kumar Roongta being eligible offers himself for appointment, and is proposed to be appointed as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years upto March 12, 2023.

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 of the Companies Act, 2013. Mr. Roongta has also declared that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The Board considers that his experience and expertise would be of immense benefit to the Company and that it is desirable to avail services of Mr. Sushil Kumar Roongta 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. Sushil Kumar Roongta, none of the Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives are, in any way, concerned or interested, whether financially or otherwise, in passing the proposed Resolution (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 on all working days (except Saturdays, Sundays and public holidays) from 11:00 a.m. to 04:00 p.m. up to the date of the 22<sup>nd</sup> Annual General Meeting.

**ITEM NO. 6**

Pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications thereof, for the time being in force), the Board, at its meeting held on May 23, 2018, on the recommendation of the Audit Committee, has appointed M/s Sunny Chhabra and Co., Cost Accountants (Firm registration no. 101544) as the Cost Auditors to conduct an audit of the Cost Records of the Company for the Financial Year 2018-19 and as well as fixed the remuneration to be paid to the Cost Auditors. The Remuneration paid/payable to the Cost Auditors for the Financial Year 2018-19 is stated hereunder:

| S. No | Name of the Cost Auditor | Financial year | Remuneration paid/ payable Amount (in ₹) (Excluding out of pocket expenses) |
|-------|--------------------------|----------------|---|
| 1     | M/s Sunny Chhabra & Co.  | 2018-19        | 125,000   |

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. 6 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 passing the proposed Resolution (Item No. 6) of the Notice.

Copy of all the documents mentioned herein above shall be kept open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) from 11:00 a.m. to 04:00 p.m. up to the date of the 22<sup>nd</sup> Annual General Meeting.

#### ITEM NO. 7

The Company had ratified its Pre-IPO ESOP Scheme, the Amended and Restated Career Launcher Employee Stock Options Plan 2014 (CL ESOP Plan 2014) at its 21<sup>st</sup> Annual General Meeting held on August 24, 2017 while further extending it for a period of 1 year i.e. till September 04, 2018.

CL ESOP Plan 2014 is valid till September 04, 2018 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 further period of 3 years, i.e. from September 05, 2018 to September 04, 2021, by amending the relevant Articles of the CL ESOP Plan 2014.

It is hereby confirmed that the CL ESOP Plan is in conformity with the SEBI (Share Based Employee Benefits) Regulations, 2014 (the "SBEB Regulations") and 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.

#### 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 March 31, 2018:

| Particulars   | No. of Options |
|---|----------------|
| Total Options Reserved  | 250000         |
| Options exercised   | 82475          |
| Options vested  | 73125          |
| Options granted remaining unvested  | 33625          |
| Options that can be granted   | 60775          |
| Options in force<br>(Options Vested + Option Unvested +<br>Options that can be granted) | 167525         |

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

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

- 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
- 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:

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

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

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

The Management Committee, based on various criteria for the selection of the employee (which criteria are



decided by the Board from time to time or the 'Nomination and Remuneration Committee' for assessing the contribution of the employees) makes a recommendation to the 'Nomination and Remuneration Committee' for its consideration.

**d) The requirements of vesting and period of vesting;**

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

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

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

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

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

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

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

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

**g) The exercise period and process of exercise;**

**Exercise Period:**

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

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

**Exercise Process (as specified in the plan):**

- ◆ The Grantee may, at any time during the Exercise Period, and subject to fulfillment of conditions of the Grant, Exercise the Options by submitting an application to the Board of Directors, to allot and/or

transfer to him Shares pursuant to the Vested Options, accompanied by payment of an amount equivalent to the Exercise Price in respect of such Shares and acceptance to such other terms in writing, if any, as the Board, may specify to confirm the extinguishment of the rights comprising in the Options then Exercised.

- ◆ Except as otherwise provided, payment of the Exercise Price for the Shares to be acquired pursuant to any Options shall be made by:

- (i) cheque, payable at the Registered Office of the Company.
- (ii) the Grantee's authority to the Company to deduct such amount from his salary due and payable
- (iii) such other consideration as may be approved by the Board from time to time to the extent permitted by applicable law, or
- (iv) any combination of the above.

- ◆ The application shall be in such form as may be prescribed in this regard and the Compensation Committee may determine the procedure for Exercise from time to time.

**h) The Lock-in period, if any;**

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

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

There is no maximum number prescribed for any employee. However it is stated that the Company shall obtain approval of the Shareholders by way of separate resolutions in a General Meeting in the event that Options are proposed to be granted to Employees of: (i) a Subsidiary or holding company, or (ii) to identified Employees, during any one year, which are equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant.

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

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

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

- ◆ the continued failure of the Grantee to substantially

perform his/her duties to the Employer Company

the engaging by the Grantee in willful, reckless or grossly negligent misconduct which is determined by the Compensation Committee to be detrimental to the interest of the Employer Company or any of its affiliates, monetarily or otherwise,

- ◆ fraud, misfeasance, breach of trust or wrongful disclosure by the Grantee of any secret or confidential information about the Employer Company
- ◆ the Grantee's pleading guilty to or conviction of a felony.
- ◆ Voluntary termination of employment by the employee

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

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

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

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

Provided further that the Company shall have a lien on such Shares till the time they are transferred in accordance with the above provisions without any recourse to any person whatsoever

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

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

**n) Maximum percentage of secondary acquisition;**

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

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

None of the Directors or Key Managerial Personnel of the Company or any of their relatives are, in any way, concerned or interested in passing the proposed Resolution (Item No. 7) of the Notice, 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 shall be open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) from 11:00 a.m. to 04:00 p.m. up to the date of the 22<sup>nd</sup> Annual General Meeting.

**Item No.8**

At the Extra Ordinary General Meeting of the Company held on March 22, 2016, the members had, inter-alia, approved the overall remuneration by way of commission that could be paid, for the next three years with effect from March 22, 2016, to the Non-Executive Director(s) of the Company.

Accordingly, a fresh approval of the shareholders, pursuant to section 197, 198 of the Companies Act, 2013, is being sought to approve the overall remuneration by way of commission of an aggregate amount not exceeding 1% of the Net Profits of the Company in any financial year, that may be paid to the Non-Executive Directors in any financial year for the next three years subject to their respective tenure and subject to their re-appointment in the Company.

This remuneration shall be in addition to the fees payable to the Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

The Board recommends the resolution for your approval as an Ordinary Resolution.

Except for Ms. Madhumita Ganguli, Mr. Paresh Surendra Thakker, Mr. Sridar Iyengar, Mr. Viraj Tyagi, Mr. Sushil Kumar Roongta and Mr. Gopal Jain, who as Non-Executive Director on the Board could be considered to be interested or concerned in passing the proposed Resolution (Item No. 8) of the Notice. No other Director, none of the KMPs or their relatives are concerned or interested in the proposed resolution.

**Ms. Madhumita Ganguli**

|                        |   |
|------------------------|---|
| Nature of Interest     | Ms. Madhumita Ganguli is a Non-Executive Independent Director on Board of the Company who may be entitled to remuneration by way of commission being considered in the resolution |
| No. of securities held | Nil   |
| Class                  | Nil   |



|                   |     |
|-------------------|-----|
| Shareholding in % | Nil |
|-------------------|-----|

**Mr. Paresh Surendra Thakker**

|                        |   |
|------------------------|---|
| Nature of Interest     | Mr. Paresh Surendra Thakker is a Non-Executive Independent Director on Board of the Company who may be entitled to remuneration by way of commission being considered in the resolution |
| No. of securities held | Nil   |
| Class                  | Nil   |
| Shareholding in %      | Nil   |

**Mr. Sridar Iyengar**

|                        |  |
|------------------------|--|
| Nature of Interest     | Mr. Sridar Iyengar holds 3200 nos. equity shares constituting 0.02% in the paid up capital of the Company. He is a Non-Executive Independent Director on Board of the Company who may be entitled to remuneration by way of commission being considered in the resolution. |
| No. of securities held | 3200   |
| Class                  | Equity   |
| Shareholding in %      | 0.02%  |

**Mr. Viraj Tyagi**

|                        |   |
|------------------------|---|
| Nature of Interest     | Mr. Viraj Tyagi holds 3200 nos. equity shares constituting 0.02% in the paid up capital of the Company. He is a Non-Executive Independent Director on Board of the Company who may be entitled to remuneration by way of commission being considered in the resolution. |
| No. of securities held | 3200  |
| Class                  | Equity  |
| Shareholding in %      | 0.02%   |

**Mr. Sushil Kumar Roongta**

|                        |  |
|------------------------|--|
| Nature of Interest     | Mr. Sushil Kumar Roongtais an Additional (Non-Executive Independent) Director on Board of the Company who may be entitled to remuneration by way of commission being considered in the resolution. |
| No. of securities held | Nil  |
| Class                  | Nil  |
| Shareholding in %      | Nil  |

**Mr. Gopal Jain**

|                        |   |
|------------------------|---|
| Nature of Interest     | Mr. Gopal Jain is a Non-Executive Non Independent Director and is not entitled to any remuneration to be paid by the Company. |
| No. of securities held | Nil   |
| Class                  | Nil   |
| Shareholding in %      | Nil   |

Copy of all the documents mentioned herein above shall be open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) from 11:00 a.m. to 04:00 p.m. up to the date of the 22<sup>nd</sup> Annual General Meeting.

**Item No.9**

At present, the Company's Registered Office is situated at the "National Capital Territory (NCT) of Delhi". For operational and administrative convenience, the management is contemplating a change in the Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana".

The management is quite hopeful that the shifting of the Registered Office as aforesaid will be in the best interests of the Company, its shareholders and all other concerned stakeholders. The proposed shifting of the Registered office is not prejudicial to the interests of any party of the Company.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, the shifting of Registered Office of a company from one State to another and consequent alteration of the registered office clause of Memorandum of Association pertaining to the place of the registered office of the Company requires approval of shareholders by way of a Special Resolution. Further, the alteration of Memorandum of Association relating to the place of registered office from one State to another shall not have effect unless approved by the Central Government (Powers delegated to the Regional Director).

Approval of the shareholders is, therefore, sought for shifting of Registered Office of the Company from the "National



Capital Territory (NCT) of Delhi" to the "State of Haryana" and consequential amendment to Memorandum of Association of the Company.

The Board of Directors of your Company, therefore, recommends the Resolution to be passed as a Special Resolution by the members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives are, in any way, concerned

or interested, whether financially or otherwise, in the passing the proposed Resolution (Item No. 9) of the Notice.

Copy of all the documents mentioned herein above shall be open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) from 11:00 a.m. to 04:00 p.m. up to the date of the 22<sup>nd</sup> Annual General Meeting.

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 06, 2018



**CL EDUCATE LIMITED**

CIN: L74899DL1996PLC078481

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 1101

Website: www.cleducate.com, E-mail: compliance@cleducate.com

**ATTENDANCE SLIP**

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

|            |  |
|------------|--|
| DP ID*     |  |
| Client ID* |  |

|                    |  |
|--------------------|--|
| Folio No.          |  |
| No. of Shares held |  |

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

I/We hereby record my/our presence at the 22<sup>nd</sup> Annual General Meeting of **CL Educate Limited** held on Tuesday, August 07, 2018 at 02:30 P.M. at **PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi 110016.**

.....  
**Signature of Shareholder/Proxy**

Note.

- \*1. Applicable for shareholders holding shares in electronic/demat form
- 2. Member / Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.


**CL EDUCATE LIMITED**

CIN: L74899DL1996PLC078481

 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 1101

Website: www.cleducate.com, E-mail: compliance@cleducate.com

**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]

Name of the Member(s): .....

Registered address: .....

E-mail Id: ..... Folio No/ Client Id: .....

DP ID: .....

I/We, being the member (s) of ..... shares of CL Educate Limited, hereby appoint

1. Name:..... Address:.....  
E-mail Id:..... Signature:.....or failing him;
2. Name:..... Address:.....  
E-mail Id:..... Signature:.....or failing him;
3. Name:..... Address:.....  
E-mail Id:..... Signature:.....

 as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual General Meeting of **CL Educate Limited**, to be held on Tuesday, August 07, 2018 at 02:30 P.M. at **PHD Chamber of Commerce and Industry**, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi 110016 in respect of such resolutions as are indicated below:

| <b>Resolutions</b>       |   | <b>For</b> | <b>Against</b> |
|--------------------------|---|------------|----------------|
| <b>Ordinary Business</b> |   |            |                |
| 1.                       | Adoption of Annual Financial Statements for the Financial Year ended March 31, 2018;  |            |                |
| 2.                       | Appointment of Director in place of Mr. Gautam Puri (DIN: 00033548), who retires by rotation and being eligible, offers himself for reappointment;    |            |                |
| 3.                       | Appointment of Director in place of Mr. Nikhil Mahajan (DIN: 00033404), who retires by rotation and being eligible, offers himself for reappointment; |            |                |
| 4.                       | Ratification of Appointment of Statutory Auditors for Financial Year 2018-19 and to fix their remuneration in this regard;                            |            |                |
| <b>Special Business</b>  |   |            |                |
| 5.                       | Appointment of Mr. Sushil Kumar Roongta (DIN: 00309302) as an Independent Director on the Board of the Company;                                       |            |                |
| 6.                       | Approval of the remuneration payable to the Cost Auditors for Financial Year 2018-19;   |            |                |

|    |  |  |  |
|----|--|--|--|
| 7. | Approval to the renewal of the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' (hereinafter "ESOP Scheme"), for a period of 3 (three) years commencing from September 5, 2018;                   |  |  |
| 8. | Approval of the remuneration by way of Commission payable to the Non-Executive Director(s) of the Company;   |  |  |
| 9. | Approval to the shifting of Registered office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana" and consequential amendment in the Memorandum of Association of the Company; |  |  |

Signed this.....day of.....2018

Signature of Shareholder.....

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

Affix Revenue Stamp  
not less than ₹ 0.15

**Note:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. Any alteration or correction made to this Proxy form must be initialed by the signatory/signatories.
3. If you wish to vote for a Resolution, place a tick in the corresponding box under column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/she thinks fit.

PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi 110016

