

**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 **22ND 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 22nd 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 22nd 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 22nd 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 22nd Annual General Meeting of the Company.
6. Route map and details of prominent land mark of the venue of meeting is annexed with this Notice.
7. Members may utilise the facility extended by the Registrar for redressal of their queries by visiting at <http://karisma.karvy.com> and clicking on 'Investors' section for query registration through free identity registration process. Members may also write at einward.ris@karvy.com and compliance@cleducate.com, clearly mentioning their folio number.
8. The Auditor's certificate certifying that the ESOP Scheme of the Company is being implemented in accordance with Regulation 13 of SEBI (Share Based Employee Benefit) Regulations, 2014 will be available for inspection at the 22nd 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 22nd 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 22nd 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 22nd 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.

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 22nd Annual General Meeting and the Annual Report for 2017-18 are also available on the Company's website www.cleducate.com.
15. The Annual Report along with the Notice of 22nd 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 22nd 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 22nd 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 22nd 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 22nd 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 22nd 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 22nd Annual General Meeting. The members attending the 22nd Annual General Meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the 22nd 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 22nd 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 22nd Annual General Meeting through email, i.e. for members whose email IDs are registered with the Company/ Depository Participant(s):

- (i) Launch an internet browser by typing the URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. user ID and password mentioned in the email). Your Folio No./DP ID-Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing user ID and password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new password.
- (vi) In case you are already registered with M/s Karvy Computershare Private Limited for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at toll free no. 1-800-2154-001 or email at evoting@karvy.com.
- (vii) On successful login, the system will prompt you to select the E-Voting Event Number for CL Educate Limited.

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

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

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

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

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

(xiii) Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail ID: gains108@yahoo.com. They may also upload the same in the remote e-voting module in their login. The scanned image of the above mentioned documents should be in the naming of CL Educate Limited, 22nd 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 22nd 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 22nd 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 or to the Company at compliance@cleducate.com.
23. The Company has designated Ms. Rachna Sharma, Company Secretary & Compliance Officer, to address the grievances connected with the voting by electronic means, the investors can reach Company official at +91-11-41281100 or compliance@cleducate.com. Members are also advised to visit Help & FAQ section available at Karvy's website <https://evoting.karvy.com> for clarity on the e-voting process.
24. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity 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 22nd Annual General Meeting in a fair and transparent manner.
26. The Scrutiniser shall, after conclusion of voting at the 22nd 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 22nd 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 22nd 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), 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) (Re-Appointment pursuant to retirement by rotation)	Mr. Nikhil Mahajan (DIN: 00033404) (Re-Appointment pursuant to retirement by rotation)	Mr. Sushil Kumar Roongta (DIN: 00309302) (Regularisation of Appointment made by Board of Directors)
Date of Birth (Age)	January 13, 1965 (53 Years)	July 06, 1971 (47 Years)	May 09, 1950 (68 Years)
Date of Appointment/re-appointment	April 01, 2017	April 01, 2017	March 13, 2018
Qualifications	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 PGD-BMIT, IIFT, New Delhi Fellow Member of AIMA
Expertise in specific functional areas	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.

Directorships Held in Companies	<ul style="list-style-type: none"> • CL Educate Limited • Career Launcher Education Infrastructure and Services Limited • CL Media Private Limited • Career Launcher Infrastructure Private Limited • G K Publications Private Limited • Kestone Integrated Marketing Services Private Limited • ICE Gate Educational Institute Private Limited • Kestone CL Asia Hub Pte. Ltd. (Singapore) 	<ul style="list-style-type: none"> • CL Educate Limited • CL Media Private Limited • G K Publications Private Limited • Kestone Integrated Marketing Services Private Limited • Accendere Knowledge Management Services Private Limited • Bilakes Consulting Private Limited • Kestone CL Asia Hub Pte Ltd. (Singapore) • Kestone CL US Limited (USA) 	<ul style="list-style-type: none"> • CL Educate Limited • Jubilant Industries Limited • Jubilant Life Sciences Limited • ACC Limited • SPML Infra Limited • Hero Steels Limited • Talwandi Sabo Power Limited • Great Eastern Energy Corporation Limited • Jubilant Agri and Consumer Products Limited • Bharat Aluminium Co Ltd
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL	NIL	Audit Committee <ol style="list-style-type: none"> 1. ACC Limited 2. Jubilant Industries Limited 3. Jubilant Agri and Consumer Products Limited 4. Hero Steels Limited Stakeholders' Relationship Committee <ol style="list-style-type: none"> 1. Jubilant Industries Limited
Number of shares held in the Company	2270351	29817	0
Disclosure of relationships between directors inter-se	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 22nd 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 22nd 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 21st 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 (Options Vested + Option Unvested + 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 22nd 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 22nd 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 22nd 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 22nd 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 22nd 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:

Resolutions		For	Against
Ordinary Business			
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;		
Special Business			
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

