

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

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

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

**Sub: Outcome of Board Meeting held on July 24, 2017**

Dear Madam/Sir(s)

Please be informed that the Board of Directors of the Company at its meeting held today i.e. July 24, 2017 has, inter alia, approved the following;

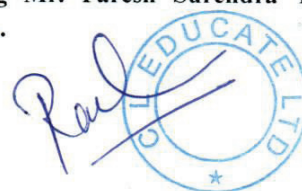
1. **Change in the Designation of Mr. Gopal Jain from Non-Executive Nominee Director to Non-Executive Non-Independent Director, liable to retire by rotation on and with effect from July 24, 2017, and recommend the same for consideration and approval by the Members at the ensuing Annual General Meeting of the Company.**
2. **Reconstitution of the Audit Committee of the Board by inducting Ms. Madhumita Ganguli, Independent Director, as a Member of the Committee.**

With effect from July 24, 2017, the constitution of the Audit Committee of the Company is as follows;

S. No.	Name of the Members	Designation on Committee	Designation on Board
1.	Mr. Sridar A. Iyengar	Chairman	Non-Executive Independent Director
2.	Ms. Madhumita Ganguli*	Member	Non-Executive Independent Director
3.	Mr. Viraj Tyagi	Member	Non-Executive Independent Director
4.	Mr. Gopal Jain	Member	Non-Executive Non-Independent Director
5.	Mr. Safir Anand	Member	Non-Executive Independent Director

\* Ms. Madhumita Ganguli shall act as the Chairman of the Audit Committee and shall assume all the duties responsibilities etc. of the Chairman in the absence of Mr. Sridar A. Iyengar, Chairman of the Audit Committee.

3. **Reconstitution of the Nomination Remuneration & Compensation Committee (NRC) Committee of the Board by inducting Mr. Paresh Surendra Thakker, Independent Director, as a Member of the Committee..**



With effect from July 24, 2017, the constitution of the NRC Committee of the Company is as follows;

S. No.	Name of the Members	Designation on Committee	Designation on Board
1.	Mr. Viraj Tyagi	Chairman	Non-Executive Independent Director
2.	Mr. Safir Anand*	Member	Non-Executive Independent Director
3.	Mr. Gopal Jain	Member	Non-Executive Non-Independent Director
4.	Mr. Paresh Surendra Thakker	Member	Non-Executive Independent Director

\* Mr. Safir Anand shall act as the Chairman of the NRC Committee and shall assume all the duties responsibilities etc. of the Chairman in the absence of Mr. Viraj Tyagi, Chairman of the NRC Committee.

4. **Ratification of Appointment of M/s Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. – 103523W), as the Statutory Auditors of the Company for the Financial Year 2017-18, and recommend the same for ratification by the Members at the ensuing Annual General Meeting of the Company.**

**Brief Profile**

M/s Haribhakti & Co. LLP, Chartered Accountants (“the firm”) is a Limited Liability Partnership firm having LLP Identification Number as AAC-3768. The Firm is registered with the Institute of Chartered Accountants of India (FRN-103523W). The Firm is engaged primarily in providing audit and assurance services and tax services and also holds a valid Peer review certificate.

5. **Ratification of the CL Amended & Restated ESOP Plan 2014 (CL ESOP Plan), and renewal of the same for a further period of 1 year, subject to the approval of the Members at the forthcoming Annual General Meeting of the Company.**

The Board, based on the recommendation of the NRC Committee, and subject to the approval of the Members at the forthcoming Annual General Meeting, has ratified the existing CL Amended & Restated ESOP Plan 2014 (CL ESOP Plan 2014), and has approved the renewal of the CL ESOP Plan for a further period of 1 year i.e. from September 05, 2017 to September 04, 2018.

6. **Amendment to the Business Transfer Deal between CLEIS and Eduvisor, and consequent amendments to the underlying Agreements entered into between the parties in this respect.**

The Disclosure pursuant to Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is given as **Annexure I**.



7. An Additional Investment of up to Rs. 8 cr. by the Company, in 6% Compulsorily Convertible Preference Shares (CCPS) of Threesixtyone Degree Minds Consulting Private Limited.

The Disclosure pursuant to Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is given as **Annexure II**.

8. Adoption of new set of Articles of Association of the Company, subject to the approval of the Members at the forthcoming Annual General Meeting of the Company.
9. The Board's Report including Directors Responsibility Statement, Management Discussion and Analysis Report and Corporate Governance Report for the Financial Year 2016-17.
10. Notice calling the 21<sup>st</sup> Annual General Meeting of the Members of the Company, proposed to be held on Thursday, the 24<sup>th</sup> day of August 2017 at 11:00 AM at PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016, and other incidental matters, including the appointment of Mr. Ved Prakash, designated partner of M/s S. Anantha & Ved LLP, Firm Reg. No. AAH 8229, as the Scrutinizer to scrutinize the e-voting process at the AGM in a fair and transparent manner.
11. The Register of Members and Share Transfer Books of the Company are proposed to be closed from August 18, 2017 to August 24, 2017 (both days inclusive), for the purpose of Annual General Meeting of the Company.

The meeting of the Board of Directors commenced at 10:30 A.M. and concluded at 04:25 P.M.

The information is also available on the website of the Company ([www.cleducate.com](http://www.cleducate.com)).

Kindly take the above on record.

Thanking You

For CL Educate Limited

  
  
**Rachna Sharma**  
Company Secretary & Compliance Officer  
M. No :- A17780

Place: New Delhi  
Date: July 24, 2017