

To  
Department of Corporate Services,  
BSE Ltd  
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: CLEUCATE**

**Sub: Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Madam/Sir(s)

Please be informed that at the 21<sup>st</sup> Annual General Meeting of the Company held today i.e. 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, the members of the Company inter alia considered the following:

**ORDINARY BUSINESS:**

1. Adoption of Standalone & Consolidated Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2017.
2. Appointment of Director in place of Mr. Satya Narayanan .R (DIN: 00307326), Chairman and Whole-Time Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.

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**.

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

**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.

**SPECIAL BUSINESS**

4. Appointment of Ms. Madhumita Ganguli (DIN: 00676830) as an Independent Director on the Board of the Company for an initial term of 5 years i.e. from July 02, 2017 up to July 01, 2022.

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**.

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5. Appointment of Mr. Paresh Surendra Thakker (DIN: 00120892) as an Independent Director on the Board of the Company for an initial term of 5 years i.e. from July 02, 2017 up to July 01, 2022.

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 III**.

6. Adoption of new set of Articles of Association of the Company.  
The material changes to be adopted in the Articles of Association of the Company are given in **Annexure IV**.
7. Ratification of remuneration of Cost Auditors for Financial Year(s) 2015-16, 2016-17 and 2017-18.

**Brief Profile**

M/s Sunny Chhabra & Co. (FRN-101544), Cost Accountants is a full time member of the Institute of Cost Accountants of India having M.No-32469. The office of M/s Sunny Chhabra & Co., Cost Accountants is situated in Ghaziabad, Uttar Pradesh.

8. Ratification to the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' (hereinafter "ESOP Scheme"), and approval to the renewal of the ESOP Scheme for a period of 1 (one) year commencing from September 5, 2017.
9. Ratification to the Related Party Transactions under Section 188 of the Companies Act, 2013.
10. Change in Designation of Mr. Gopal Jain (DIN: 00032308) to Non-Executive Non-Independent Director of the Company.

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 V**.

The Voting results of the 21<sup>st</sup> Annual General Meeting of the Company along with the Scrutinizers Report thereon will be shared shortly.

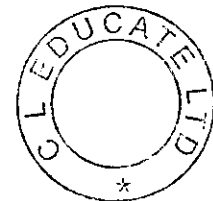
The Summary of Proceedings at the 21<sup>st</sup> Annual General Meeting of the Company is attached as **Annexure VI**.

We request you to kindly take the above information on record.

Thanking You

For CL Educate Limited

  
Budhir Bhargava  
CFO



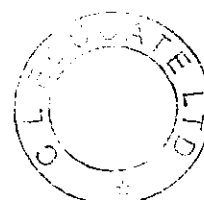
Place: New Delhi  
Date: August 24, 2017

**Annexure I**

S.No.	Disclosure requirements	Details
1.	Reason for Change viz. appointment, resignation, removal, death or otherwise	Mr. Satya Narayanan .R, (DIN: 00307326), Chairman and Whole-time Director of the Company, retired by rotation at the 21 <sup>st</sup> Annual General Meeting of the Company held on August 24, 2017 and being eligible offered himself for re-appointment.
2.	Date of Appointment/cessation (as applicable) Terms of appointment	Mr. Satya Narayanan .R, (DIN: 00307326), Chairman and Whole-time Director of the Company, retired by rotation at the 21 <sup>st</sup> Annual General Meeting of the Company held on August 24, 2017 and being eligible offered himself for re-appointment.
3.	Brief Profile (in case of appointment)	Mr. Satya Narayanan .R, aged 47 years, holds a Bachelor's degree in computer sciences , from Delhi University and an IIM-B degree and has over 19 years of experience working in the education sector.
4.	Disclosure of relationships between Directors (in case of appointment of a Director)	Mr. Satya Narayanan .R is not related to any other Director of the Company.

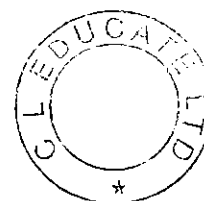
**Annexure II**

S.No.	Disclosure requirements	Details
1.	Reason for Change viz. appointment, resignation, removal, death or otherwise	The proposal for appointment of Ms. Madhumita Ganguli (DIN:00676830) as a Non-Executive Independent Director on the Board of the Company for an initial term of 5 years i.e. from July 02, 2017 up to July 01, 2022 was placed before the shareholders.
2.	Date of Appointment/cessation (as applicable) Terms of appointment	Proposed term of Appointment is from July 02, 2017 up to July 01, 2022.  She shall hold office as a Non-Executive Independent Director of the Company for an initial period of 5 years.
3.	Brief Profile (in case of appointment)	Ms. Madhumita Ganguli, aged 60 years, a lawyer by qualification has over 25 years of work experience and heads a large part of the core business of HDFC Ltd.
4.	Disclosure of relationships between Directors (in case of appointment of a Director)	Ms. Madhumita Ganguli is not related to any other Director of the Company.



**Annexure III**

S.No.	Disclosure requirements	Details
1.	Reason for Change viz. appointment, resignation, removal, death or otherwise	The proposal to appoint Mr. Paresh Surendra Thakker (DIN:00120892) as a Non-Executive Independent Director on the Board of the Company for an initial term of 5 years i.e. from July 02, 2017 up to July 01, 2022 was placed before the shareholders.
2.	Date of Appointment/cessation (as applicable) Terms of appointment	Proposed term of Appointment is from July 02, 2017 up to July 01, 2022.  He shall hold office as a Non-Executive Independent Director of the Company for an initial period of 5 years.
3.	Brief Profile (in case of appointment)	Mr. Paresh Surendra Thakker, aged 47 years, is a CFA (AIMR, USA), Chartered Accountant (India), Cost Accountant (India), Company Secretary (India) and Bachelor of Commerce from Mumbai University and is a finance veteran with over two decades of experience in equity research, private/public investing, and corporate finance. Mr. Paresh Surendra Thakker is the co-founder of ValueQuest.
4.	Disclosure of relationships between Directors (in case of appointment of a Director)	Mr. Paresh Surendra Thakker is not related to any other Director of the Company.



Annexure IV

Proposed Change in newly adopted AOA as compared to Old AOA

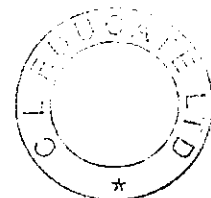
Old Article No.	Matter	New Article No.	Matter
1	These Articles consist of this Article 1 and Article 2 (Preliminary), Article 3 (Definitions and Interpretation) and two chapters, Chapter 'A' and Chapter 'B'. The provisions of this Chapter 'A' shall apply to all the matters to which they pertain, to the extent, and only in so far as they are not inconsistent with, the special provisions of Chapter 'B'. The provisions of Chapter 'B' shall govern the rights and obligations of the SPA, the Founders and the Company <i>inter se</i> , and as long as Chapter 'B' remains a part of these regulations, in the event of any conflict or inconsistency, the provisions of Chapter 'B' shall prevail over the provisions of Chapter 'A' to the maximum extent permitted under the Act and under applicable law.	-	Omitted
-		9	New Added: On issue of Redeemable preference shares under the provisions of preceding Article, the following provisions shall take effect :-  a) No such shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of Shares made for the purpose of the redemption. b) No such shares shall be redeemed unless they are fully paid; c) The premium, if any, payable on redemption, must have been provided for, out of the profits of the Company or the Share Premium Account of the Company before, the Shares are redeemed; and d) Where any such Shares are redeemed otherwise than out of proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund to be called "Capital Redemption

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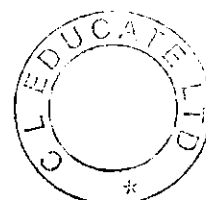
			Reserve Account", a sum equal to the nominal amount of the Shares redeemed and the provisions of the Act, relating to the reduction of the Share Capital of the Company, shall, except as provided in Section 55 of the Act, apply as if "Capital Redemption Reserve Account" were paid up Share Capital of the Company.
-	Every member shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the directors so time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holders.	14	Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the directors may determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holders. For any further certificate, the board shall be entitled but shall not be bound to prescribe a charge not exceeding Rupees 50 (Fifty) per such certificate. In this respect, the company shall comply with the applicable provisions, for the time being, in force, of the Act.
12	(1) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and	16	(1) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or

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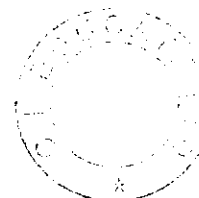
	<p>surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued without payment of fees if the directors so decide, or on payment of such fees (not exceeding Rs. 2/- for each certificate) as the directors shall prescribe, provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>(2) Provided that notwithstanding what is stated above, the directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.</p> <p>(3) The provision of this Article shall <i>mutatis mutandis</i> apply to debentures of the Company.</p>		<p>destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued without payment of fees if the directors so decide, or on payment of such fees (not exceeding Rs. 2/- for each certificate) as the directors shall prescribe, provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>(II) Provided that notwithstanding what is stated above, the directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.</p> <p>(III) The provision of this Article shall <i>mutatis mutandis</i> apply to debentures of the Company.</p>
16	<p>Where shares are converted into stock:</p> <p>a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to</p>	20	<p>Where shares are converted into stock:</p> <p>a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before</p>

7



	<p>the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that the Board of Directors may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</p> <p>b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</p> <p>c) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those Articles shall include "stock" and "stock-holder" respectively.</p>		<p>the conversion have been transferred, or as near thereto as circumstances admit provided that the Board of Directors may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</p> <p>b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profit</p> <p>c) s of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</p> <p>d) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those Articles shall include "stock" and "stock-holder" respectively.</p>
-		44	<p>New Added: In the case of fully paid up Securities in the Company, where the nominee is a minor, it shall be lawful for the holder of the Securities, to make the nomination to appoint in the prescribed manner any person, being a guardian, to become entitled to Securities in the Company, in the event of his death, during the minority.</p>
53	All general meeting other than the annual general meetings of the Company shall be called	57	All general meeting other than the annual general meetings of the Company shall be called extraordinary general meetings.

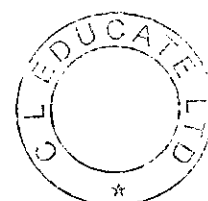
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	extra-ordinary general meetings.		<p>Not more than 15 (Fifteen) months or such other period, as may be prescribed, from time to time, under the Act, shall lapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of the Act to extend time within which any Annual General Meeting may be held.</p> <p>Every Annual General Meeting shall be called for a time during business hours i.e., between 9 a.m. and 6 p.m., on a day that is not a National Holiday, and shall be held at the Office of the Company or at some other place within the city, in which the Office of the Company is situated, as the Board may think fit and determine and the notices calling the Meeting shall specify it as the Annual General Meeting.</p>
-		66	<p>New Added: If a poll is demanded as aforesaid, the same shall, be taken at Delhi or, if not desired, then at such other place as may be decided by the Board, at such time not later than 48 (Forty-eight) hours from the time when the demand was made and place in the city or town in which the office of the Company is, for the time being, situate, and, either by open voting or by ballot, as the Chairman shall direct, and either at once or after an interval or adjournment, or otherwise, and the result of the poll shall be deemed to be resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the persons, who made the demand.</p>
-		67	<p>New Added: Where a poll is to be taken, the Chairman of the meeting shall appoint one or, at his discretion, two scrutinizers, who may or may not be members of the Company to scrutinise the votes given on the poll and to report thereon to him, subject to that one of the scrutinizers so appointed shall always be a member, not being an officer or employee of the Company, present at the meeting, provided that such a member is available and willing to be appointed. The Chairman shall have power, at any time, before the result of the poll is declared, to remove a scrutinizer from office and fill the vacancy so caused in the office of a scrutinizer arising from such removal or from any other cause.</p>
-		68	<p>New Added: Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment of the meeting shall be taken forthwith at the same meeting.</p>

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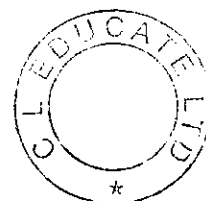


		69	<p>New Added: The demand for a poll, except on questions of the election of the Chairman and of an adjournment thereof, shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.</p>
		80	<p>New Added: An instrument of Proxy may state the appointment of a proxy either for the purpose of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purpose of every meeting of the Company or of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.</p>
		81	<p>a. The Company shall cause minutes of all proceeding of every general meeting to be kept by making, within 30 (Thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept, whether manually in the registers or by way of loose leaves bound together, as may be decided by the Board of Directors, for that purpose with their pages consecutively numbered.</p> <p>b. Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a director duly authorised by the Board for that purpose.</p> <p>c. d)In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.</p> <p>d. e)The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.</p> <p>e. f)All appointments made at any meeting aforesaid shall be included in the minutes of the meeting.</p> <p>f. g) Nothing herein contained shall require or to be deemed to require the inclusion, in any such minutes, of any matter, which, in the opinion of the Chairman of the meeting, (i) is or could reasonably be regarded as, defamatory of any person, or (ii) is irrelevant or immaterial to the proceedings, or (iii) is detrimental to the</p>



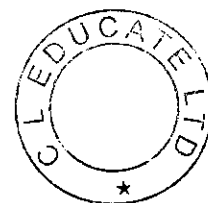
			<p>interests of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.</p> <p>g. h) Any such minutes shall be conclusive evidence of the proceedings recorded therein.</p> <p>h. i) The book containing the minutes of proceedings of general meetings shall be kept at the Office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than 2 (Two) hours, in each day, as the Directors determine, to the inspection of any member without charge.</p>
71	The Board of Directors shall comprise ten directors	82	The Board of Directors shall comprise of upto fifteen directors
75	At every annual general meeting of the Company one-third of such of the directors of the time being as are liable to retire by rotation in accordance with the provisions of Section 152 of the Act if their number is not three or a multiple of three, then the number nearest to one third retire from office.	86	At every annual general meeting of the Company one-third of such of the directors of the time being as are liable to retire by rotation in accordance with the provisions of Section 152 of the Act, or if their number is not three or a multiple of three, then the number nearest to one third retire from office.
76	<p>1. The remuneration of directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.</p> <p>2. In addition to the remuneration payable to them in pursuance to the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them:</p> <p>a) In attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or</p> <p>b) In connection with the business of the Company.</p>	87	<p>(I) The remuneration of directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.</p> <p>(II) In addition to the remuneration payable to them in pursuance to the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them:</p> <p>a) In attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or</p> <p>b) In connection with the business of the Company.</p> <p>II) The Directors may be paid sitting fees for attending Board meetings and Committee Meetings within the maximum limits as may be prescribed by the Act from time to time.</p>
-		102	<p>New Added: The Directors may meet together as a Board for the despatch of business, from time to time, and shall so</p>

11



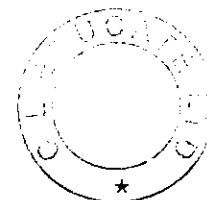
			meet at least once in every 3 (Three) months and at least 4 (Four) such meetings shall be held in every year in such a manner that not more than one hundred and twenty days (120) days shall intervene between two consecutive meetings of the Board. The Directors may adjourn and otherwise regulate their meetings as they think fit, subject to the provisions of the Act. The Board of directors may participate in a meeting of the Board either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time subject to the rules as may be prescribed.
-		103	New Added:  Subject to Section 174 of the Act, the quorum for a meeting of the Board shall be one-third of its total strength, excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one-third being rounded off as one, or two directors, whichever is higher, provided that where, at any time, the number of interested directors exceeds or is equal to two-thirds of the total strength the number of the remaining directors, that is to say, the number of directors who are not interested, present at the meeting, being not less than two, shall be the quorum, during such time.
-		104	If a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.
-		105	A director may, at any time, or Secretary shall, as and when directed by the any of the Directors to do so, convene a meeting of the Board, by giving a notice, in writing, to every other director.
104	(1)The Board of Directors shall provide a common seal for the purposes of the Company and shall have power, from time to time, to vary or cancel the same and substitute a new seal in lieu thereof. The Board of Directors shall provide for the safe custody of the seal. (2) The seal of the Company shall not be affixed	118	(I) The Board of Directors may provide a common seal for the purposes of the Company and shall have power, from time to time, to vary or cancel the same and substitute a new seal in lieu thereof. The Board of Directors shall provide for the safe custody of the seal. (II) The seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board of Directors or of a committee of the Board of Directors authorized by it in that behalf, and except in the presence of at least two Directors and of the Secretary or such

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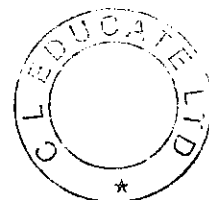
	to any instrument except by authority of a resolution of the Board of Directors or of a committee of the Board of Directors authorized by it in that behalf, and except in the presence of at least two Directors and of the Secretary or such other person as the Board of Directors may appoint for the purpose, and those two directors and the secretary or the other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.		other person as the Board of Directors may appoint for the purpose, and those two directors and the secretary or the other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.
121	(1) Whenever such a resolution as aforesaid shall have been passed, the Board of Directors shall: a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares, if any; and b) generally do all acts and things required to give effect there to.	135	(I) Whenever such a resolution as aforesaid shall have been passed, the Board of Directors shall: a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares, if any; and b) generally do all acts and things required to give effect there to.  (II) The Board of Directors shall have full power: a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and also b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization or (as the case may require) for the payment by the Company of their behalf, by the application thereto of their respective proportions of the profit, resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.  (III) Any agreement made under such authority shall be effective and binding on all such members.
-			<b>DOCUMENTS AND NOTICES</b>
-		136	New Added: A document or notice may be served or given by the Company on any member either personally or by sending it, by post or by such other means such as fax, e-mail, if permitted under the Act, to him at his

13



			registered address or, if he has no registered address in India, to the address, if any, in India, supplied by him to the Company for serving documents or notices on him.
-		137	<p>New Added:</p> <p>Where a document or notice is sent by post, service of document or notice shall be deemed to be effected by properly addressing, pre-paying, wherever required, and posting a letter containing the document or notice, provided that where a member has intimated to the Company, in advance, that documents or notices should be sent to him under a certificate of posting or by Speed Post or by registered post, with or without the acknowledgement due, or by courier, and has deposited with the Company a sum not exceeding Rs.3,000 (Rupees Three Thousand) to defray the expense of doing so, service of document or notice shall not be deemed to be effected unless it is sent in the manner stated above and, such service shall be deemed to have been effected, in the case of a notice of a meeting, at the expiration of forty-eight hours after the letter containing the document or notice is posted, and in any other case, at the time at which the letter would be delivered in ordinary course of post.</p>
-		138	<p>New Added:</p> <p>A document or notice, whether in brief or otherwise, advertised, if thought fit by the Board, in a newspaper circulating in the neighborhood of the Office shall be deemed to be duly served or sent on the day, on which the advertisement appears, on or to every member who has no registered address in India and has not supplied to the Company an address within India for the serving of documents on or sending of notices to him.</p>
-		139	<p>New Added:</p> <p>A document or notice may be served or given by the Company on or to the joint holders of a Share by serving or giving the document or notice on or to the joint holders named first in the Register of Members in respect of the Share.</p>
-		140	<p>New Added:</p> <p>A document or notice may be served or given by the Company on or to the person entitled to a Share, including the person nominated in the manner</p>

14



			prescribed hereinabove, in consequence of the death or insolvency of a member by sending it through post as a prepaid letter addressed to them by name or by title or representatives of the deceased, or assigned of the insolvent or by any like description, at the address, if any, in India, supplied for the purpose by the persons claiming to be entitled, or, until such an address has been so supplied, by serving the document or notice, in any manner in which the same might have been given, if the death or insolvency had not occurred.
-		141	New Added: Documents or notices of every general meeting shall be served or given in some manner hereinafter authorised on or to (a) every member, (b) every person entitled to a Share in consequence of death or insolvency of member, (c) the Auditor or Auditors of the Company, and (d) the directors of the Company.
-		142	New Added:  Every person who, by operation of law, transfer or by other means whatsoever, becomes entitled to any Share, shall be bound by every document or notice in respect of such Share, which, previously to his name and address being entered on the Register of Members, shall have been duly served on or given to the person from whom he derives his title to such Shares.
-		143	New Added: Any document or notice to be served or given by the Company may be signed by a director or some person duly authorised by the Board for such purpose and the signature thereto may be written, printed or lithographed.
-		144	New Added: All documents or notices to be served or given by members on or to the Company or any Officer thereof shall be served or given by sending it to the Company or Officer at the Office by post, under a certificate of posting or by registered post, or by leaving it at the Office, or by such other means such as fax, e-mail, if permitted under the Act.

15



-			<b>COPIES OF MEMORANDUM AND ARTICLES ETC. TO BE GIVEN TO MEMBERS</b>
-		145	New Added: Copies of the Memorandum and Articles of Association of the Company and other documents, referred to in Section 17 of the Act, shall be sent by the Company to every member, at his request, within 7 (Seven) days of the receipt of the request by the Company, on payment, if required by the Board, of the sum of Re.1/- (Rupee One Only) or such other higher sum, as may be prescribed, from time to time, under the Act and further decided, from time to time, by the Board, for each such copy.
-		146	New Added: The Company will provide the extract of General Meeting Minutes/ Documents / Registers as permitted by the Act and the Rules made thereunder, within seven days from the date on which such request has been received from the member on payment of such fee not exceeding Rs.10/- per page, as may be determined by the Board of Directors of the Company.
-	Chapter B- Article 126 to Article 150- Rights and obligations of Pre-IPO Investors	-	Deleted  Chapter B has been altogether Deleted as the same has been ceased to be effective from the date of listing of shares of the Company i.e. March 31, 2017.

**Annexure V**

S.No.	Disclosure requirements	Details
1.	Reason for Change viz. appointment, resignation, removal, death or otherwise	The proposal for re-designating Mr. Gopal Jain, (DIN: 00032308) as a Non-Executive Non Independent Director on the Board of the Company on and with effect from July 24, 2017 was placed before the shareholders.
2.	Date of Appointment/cessation (as applicable) Terms of appointment	Proposed date of change in designation is July 24, 2017.  He shall hold office as a Non-Executive Non Independent Director of the Company.

16





3.	Brief Profile (in case of appointment)	Mr. Gopal Jain, aged 46 years, holds a bachelor's degree in electrical engineering from the Indian Institute of Technology, Delhi. He is one of the co-founders of Gaja Capital. He has over 22 years of work experience in the private equity and financial services industry in India. He joined our Board on March 06, 2008 as Non Executive Nominee Director of Gaja Capital.
4.	Disclosure of relationships between Directors (in case of appointment of a Director)	Mr. Gopal Jain is not related to any other Director of the Company.

## **Annexure VI**

### **Summary of Proceedings at the 21<sup>st</sup> Annual General Meeting of the Company**

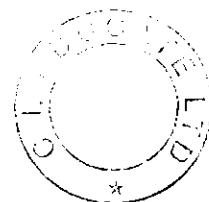
#### **1. Date, time and venue of the Meeting:**

The 21<sup>st</sup> Annual General Meeting of the Company was 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.

#### **2. Proceedings in brief:**

- Mr. Satya Narayanan .R, Chairman and Whole-time Director of the Company took the Chair.
- The Chairman welcomed the Members, Directors, Auditors, and other stakeholders present at the 21<sup>st</sup> Annual General Meeting of the Company, and stated the reason of absence of the Directors who could not attend the AGM.
- He confirmed that the Chairman of the Audit Committee and of the Stakeholders Relationship Committee were present at the meeting. He further confirmed that though the Chairman of Nomination and Remuneration Committee could not be present at the meeting, he had nominated one of the Directors to respond to the shareholders' query.
- The Company Secretary informed the members that the requisite quorum was present at the meeting.
- The Company Secretary further informed the members that the Register of Members, Register of Directors' shareholding, Register of Proxy etc. were kept open for inspection by the shareholders at the meeting venue and the same were accessible throughout the continuance of the meeting.
- The requisite Quorum being present, the Chairman called the Meeting to order.
- The Chairman addressed the shareholders, and delivered his speech. .
- He informed that the Company had provided remote e-voting facility to the shareholders of the Company in respect of all businesses mentioned in the notice. The remote e-voting facility was kept open from Monday, August 21, 2017 9:00 AM to Wednesday, August 23, 2017 5:00 PM. During this period, shareholders of the Company, holding shares as on the Cut-Off Date

17



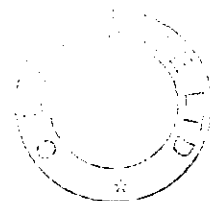
- i.e., August, 17, 2017 were able to cast their votes electronically. The facility for voting, had also been made available at the venue of this meeting. The members attending the AGM, who had not cast their vote through remote e-voting could exercise their voting rights at the AGM.
- Mr. Ved Prakash, Partner M/s. S. Anantha & Ved LLP, Practicing Company Secretary had been appointed as the scrutinizer for conducting the voting process in a fair and transparent manner.
  - The notice of AGM, Directors report and Auditor's Report, containing therein the observations made by the Auditors on the financial statements and the explanation / comments given by the Board of Directors thereon were taken as read by the shareholders of the Company.
  - The following items of business as set out in the Notice convening 21<sup>st</sup> AGM were placed for members' consideration and approval.

**ORDINARY BUSINESS:**

1. Adoption of Standalone & Consolidated Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2017.
2. Appointment of Director in place of Mr. Satya Narayanan .R (DIN: 00307326), Chairman and Whole-Time Director of the Company, who retires by rotation, and being eligible offers himself for re-appointment.
3. Ratification of Appointment of the Statutory Auditors for the Financial Year 2017-18 and to fix their remuneration in this regard.

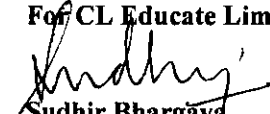
**SPECIAL BUSINESS**

4. Appointment of Ms. Madhumita Ganguli (DIN: 00676830) as an Independent Director on the Board of the Company.
5. Appointment of Mr. Paresh Surendra Thakker (DIN:00120892)as an Independent Director on the Board of the Company.
6. Adoption of new set of Articles of Association of the Company.
7. Ratification of remuneration of Cost Auditors for Financial Year(s) 2015-16, 2016-17 and 2017-18.
8. To ratify the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' (hereinafter "ESOP Scheme"), and grant approval to the renewal of the ESOP Scheme for a period of I (one) year commencing from September 5, 2017.
9. Ratification of the Related Party Transactions under Section 188 of the Companies Act, 2013.
10. Change in Designation of Mr. Gopal Jain (DIN: 00032308) as a Non-Executive Non-Independent Director of the Company.



- The queries raised by the members at the meeting were suitably replied by the Chairman.
- The Chairman requested the Members present at the meeting who had not cast their votes electronically to cast their votes through Ballot papers handed over to them. The members accordingly cast their votes through Ballot Papers.
- The members were informed that the results of e-voting and Ballot shall be disseminated to the Stock Exchanges on or before 25<sup>th</sup> August, 2017, after receipt of Scrutinizer Report and will also be uploaded on the website of the Company ([www.cleducate.com](http://www.cleducate.com)) and website of Karvy Computershare Private Limited (<https://evoting.karvy.com>).
- The meeting concluded with the Chairman presenting Vote of Thanks to everyone present at the meeting.

**For CL Educate Limited**

  
**Sudhir Bhargava**  
**CFO**

**Place: New Delhi**

**Date: August 24, 2017**

