

To
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400001

To
Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra-Kurla Complex
Bandra, (E), Mumbai – 400051

Scrip Code: 540403, Scrip Symbol: CLEUCATE

Dear Ma'am/Sir(s),

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

Please be informed that the members of the Company, at the 22nd Annual General Meeting of the Company held today i.e. Tuesday, August 07, 2018 at 02:30 PM at PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016, inter alia, considered the following;

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), Vice- Chairman and Managing 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. Appointment of Director in place 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.

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**.

4. Ratification of Appointment of the Statutory Auditors for the Financial Year 2018-19 and to fix their remuneration in this regard.

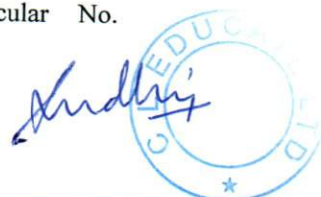
Brief Profile

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

5. Appointment of Mr. Sushil Kumar Roongta (DIN:00309302) as an Independent Director on the Board 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 III**.



Handwritten signature: *Sushil Kumar Roongta*
Circular stamp: CLEUCATE LTD

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

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.

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 05, 2018.
8. Approval of the remuneration by way of Commission payable to the Non-Executive Director(s) of the Company 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.
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.

The Voting results of the 22nd Annual General Meeting of the Company along with the Scrutinizer's Report thereon will be shared shortly.

The Summary of Proceedings at the 22nd Annual General Meeting of the Company is attached as **Annexure IV**.

The 22nd Annual General Meeting of the Company commenced at 02:30 PM and concluded at 03.00 PM.

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

Thanking You

For CL Educate Limited


Sudhir Bhargava
CFO

Place: New Delhi

Date: August 07, 2018

Annexure I

S.No.	Disclosure requirements	Details
1.	Reason for Change viz. appointment, resignation, removal, death or otherwise	Mr. Gautam Puri (DIN: 00033548), Vice- Chairman and Managing Director of the Company, retired by rotation at the 22 nd Annual General Meeting of the Company held today i.e. August 07, 2018 and being eligible offered himself for re-appointment.
2.	Date of Appointment/cessation (as applicable) Terms of appointment	Mr. Gautam Puri (DIN: 00033548), Vice- Chairman and Managing Director of the Company, retired by rotation at the 22 nd Annual General Meeting of the Company held today i.e. August 07, 2018 and being eligible offered himself for re-appointment.
3.	Brief Profile (in case of appointment)	Mr. Gautam Puri, aged 53 years, holds a Bachelor's degree in chemical engineering from Punjab Engineering College, Chandigarh and PGDM from IIM-B and has over 20 years of experience working in the education sector.
4.	Disclosure of relationships between Directors (in case of appointment of a Director)	Mr. Gautam Puri 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	Mr. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO Enterprise Business of the Company, retired by rotation at the 22 nd Annual General Meeting of the Company held today i.e. August 07, 2018 and being eligible offered himself for re-appointment.
2.	Date of Appointment/cessation (as applicable) Terms of appointment	Mr. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO Enterprise Business of the Company, retired by rotation at the 22 nd Annual General Meeting of the Company held today i.e. August 07, 2018 and being eligible offered himself for re-appointment.
3.	Brief Profile (in case of appointment)	Mr. Nikhil Mahajan, aged 47 years, holds a Bachelor's degree in electrical engineering from Benaras Hindu University, Varanasi and PGDM from IIM-B and has over 19 years of experience in the field of finance and the education sector.
4.	Disclosure of relationships between Directors (in case of appointment of a Director)	Mr. Nikhil Mahajan is not related to any other Director of the Company.

Sudhraj
EDUCATE
★

Annexure III

S.No.	Disclosure requirements	Details
1.	Reason for Change viz. appointment, resignation, removal, death or otherwise	Mr. Sushil Kumar Roongta (DIN:00309302) has been appointed as a Non-Executive Independent Director on the Board of the Company for an initial term of 5 years i.e. from March 13, 2018, up to March 12, 2023.
2.	Date of Appointment/cessation (as applicable) Terms of appointment	The term of appointment of Mr. Sushil Kumar Roongta is from March 13, 2018 up to March 12, 2023. 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. Sushil Kumar Roongta aged 68 years, holds a Bachelor's degree in Electrical Engineering BITS, Pilani and PGD-BMIT, from IIFT, New Delhi and is a Fellow member of AIMA. He 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.
4.	Disclosure of relationships between Directors (in case of appointment of a Director)	Mr. Sushil Kumar Roongta is not related to any other Director of the Company.




Annexure IV

Summary of Proceedings at the 22nd Annual General Meeting of the Company

1. Date, time and venue of the Meeting:

The 22nd Annual General Meeting (AGM) of the Company was held today i.e. Tuesday, August 07, 2018 at 02:30 PM at PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016.

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 22nd Annual General Meeting of the Company, and explained the absence of the Directors who could not attend the AGM.
- He confirmed that the Chairman of the Audit Committee and of the Nomination and Remuneration Committee were present at the AGM. He further confirmed that though the Chairman of Stakeholders Relationship Committee could not attend the meeting, he had nominated one of the Directors to respond to the members' query.
- The Company Secretary and Compliance Officer informed the members that the requisite quorum was present at the AGM.
- 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 members at the AGM venue and the same were accessible throughout the continuance of the AGM.
- The requisite Quorum being present, the Chairman called the Meeting to order.
- The Chairman addressed the members, and delivered his speech.
- He informed that the Company had provided remote e-voting facility to the members of the Company in respect of all businesses mentioned in the notice. The remote e-voting facility was kept open from Saturday, August 04, 2018 9:00 A.M. till Monday, August 06, 2018 05.00 P.M. During this period, members of the Company, holding shares as on the Cut-Off Date i.e., Tuesday, July 31, 2018 (as on closing hours of business), were able to cast their votes electronically. The facility for voting, had also been made available at the venue of this AGM. 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 (C.P. 16986), Designated Partner, M/s. S. Anantha & Ved LLP (Firm Reg. No. AAH 8229), Company Secretaries, Mumbai had been appointed as the scrutinizer for conducting the voting process in a fair and transparent manner.
- The notice of AGM, Board's Report and Auditors Report for the Financial year ending March 31, 2018, containing therein the observations made by the Auditors on the financial statements and the explanation / comments given by the management thereon were taken as read by the members of the Company.
- The following items of business as set out in the Notice convening 22nd AGM were placed for members' consideration and approval.

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), Vice- Chairman and Managing Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.




3. Appointment of Director in place 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.

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 05, 2018.
 8. Approval of the remuneration by way of Commission payable to the Non-Executive Director(s) of the Company 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.
 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.
- 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 Exchange(s) on or before August 09, 2018, after receipt of Scrutinizer Report and will also be uploaded on the website of the Company (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 07, 2018