

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, CHANDIGARH BENCH AT
CHANDIGARH
COMPANY APPLICATION NO. CA (CAA) NO. 39/CHD/HRY/2019
(Under Sections 230-232 read with Section 52 and 66 of the Companies Act, 2013)
IN THE MATTER OF THE COMPANIES ACT, 2013

AND
IN THE MATTER OF SCHEME OF ARRANGEMENT AMONG CAREER LAUNCHER
EDUCATION INFRASTRUCTURE AND SERVICES LIMITED AND CL MEDIA PRIVATE
LIMITED AND ACCENDERE KNOWLEDGE MANAGEMENT SERVICES PRIVATE
LIMITED AND G.K. PUBLICATIONS PRIVATE LIMITED AND KESTONE INTEGRATED
MARKETING SERVICES PRIVATE LIMITED AND CL EDUCATE LIMITED AND THEIR
RESPECTIVE SHAREHOLDERS AND CREDITORS

AND

IN THE MATTER OF:
Career Launcher Education Infrastructure and Services Limited (hereinafter referred to
as 'CLEIS'), Company registered under the Companies Act, 1956 having its registered office at
Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003

...Amalgamating Company 1/ Applicant Company 1

AND
CL Media Private Limited (hereinafter referred to as 'CL Media'), Company registered under
the Companies Act, 1956 having its registered office at Plot No. 9A, Sector-27A, Mathura Road,
Faridabad, Haryana- 121003

...Amalgamating Company 2/ Applicant Company 2

AND
Accendere Knowledge Management Services Private Limited (hereinafter referred to as
'AKMS'), Company registered under the Companies Act, 1956 having its registered office at Plot
No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003

...Amalgamating Company 3/ Applicant Company 3

AND
G.K. Publications Private Limited (hereinafter referred to as 'GKP'), Company registered
under the Companies Act, 1956 having its registered office at Plot No. 9A, Sector-27A, Mathura
Road, Faridabad, Haryana- 121003

...Amalgamating Company 4/ Applicant Company 4

AND
Kestone Integrated Marketing Services Private Limited (hereinafter referred to as
'Kestone'), Company registered under the Companies Act, 1956 having its registered office at
Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003

...Amalgamating Company 5/ Applicant Company 5

AND
CL Educate Limited (hereinafter referred to as 'CL Educate'), Company registered under the
Companies Act, 1956 having its registered office at Plot No. 9A, Sector-27A, Mathura Road,
Faridabad, Haryana- 121003

...Amalgamated Company / Applicant Company 6

**NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETING OF THE EQUITY
SHAREHOLDERS OF CL EDUCATE LIMITED AND UNSECURED CREDITORS OF
KESTONE INTEGRATED MARKETING SERVICES PRIVATE LIMITED**

Notice is hereby given that by an order dated December 11, 2019 in Company Application No.
CA (CAA) No. 39/Chd/Hry/2019 ("Order"), the Hon'ble Chandigarh Bench of National Company
Law Tribunal at Chandigarh ("Tribunal") has directed separate meetings to be held of the equity
shareholders of CL Educate Limited ("Amalgamated Company") and of the unsecured creditors
of Kestone Integrated Marketing Services Private Limited ("Amalgamating Company 5") for the
purpose of considering and if thought fit, approving with or without modifications, the proposed
scheme of arrangement ("Scheme") among Career Launcher Education Infrastructure and
Services Limited, CL Media Private Limited, Accendere Knowledge Management Services
Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services
Private Limited and CL Educate Limited and their respective Shareholders and Creditors under
Sections 230-232 read with Section 52 and Section 66 and other applicable provisions of the
Companies Act, 2013.

In pursuance of the said order and as directed therein, further notice is hereby given that:

- meeting of equity shareholders of the Amalgamated Company will be held at Maggie Tourist
Complex, Sector 16A, Mathura Road, Faridabad, Haryana 121001 on Saturday, 01st day of
February, 2020 at 10:00 A.M., at which time and place, the equity shareholders of the
Amalgamated Company are requested to attend; and
- meeting of unsecured creditors of the Amalgamating Company 5 will be held at Maggie Tourist
Complex, Sector 16A, Mathura Road, Faridabad, Haryana 121001 on Saturday, 01st day of
February, 2020 at 12:00 P.M., at which time and place, the unsecured creditors of the
Amalgamating Company 5 are requested to attend.

Copies of the said Scheme and of the explanatory statement under Sections 230 and 102 of the
Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and
Amalgamations) Rules, 2016 ("Explanatory Statement"), the form of proxy and attendance slip
can be obtained free of charge on any day between 11:00 A.M. to 01:00 P.M. (except Saturdays,
Sundays and Public Holidays) from the registered office of the Amalgamated Company and
Amalgamating Company 5 at Plot No. 9A, Sector-27A, Mathura Road, Faridabad,
Haryana- 121003.

Persons entitled to attend and vote at the respective meeting, may vote in person or by proxy,
provided that all the proxies in the prescribed form, duly completed, signed and stamped or
authenticated by the person entitled to attend and vote at the relevant meeting, are deposited at
the Registered Office of the Amalgamated Company and Amalgamating Company 5 not later
than 48 hours before the scheduled time of the respective meeting. The Companies are required to
furnish a copy of the Scheme within one day of any requisition of the Scheme made by any
equity shareholder or unsecured creditor entitled to attend the meetings.

The Tribunal has appointed Mr. Pushkar Sood, Advocate, as the Chairperson and failing him, Mr.
Shashi Pratap Singh, as the Alternate Chairperson and Mr. Nitin Kumar, Company Secretary as
the Scrutinizer for the said meetings of the equity shareholders of the Amalgamated
Company and unsecured creditors of the Amalgamating Company 5, including for any
adjournment(s) thereof.

The above mentioned Scheme, if approved at the meetings, will be subject to the subsequent
approval of the Tribunal.

Further, notice is hereby given to the equity shareholders of the Amalgamated Company that
pursuant to the provisions of: (a) Section 230(4) read with Sections 108 of the Act; (b) Rule 6
(3)(xi) of the Rules; (c) Rules 20 of the Companies (Management and Administration) Rules,
2014 (including any statutory modification or re-enactment thereof); (d) Regulation 44 and other
applicable provisions of the Securities and Exchange Board of India (Listing Obligations and
Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"); and (e) Circular No.
CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of
India ("SEBI") and other relevant laws and regulations, as may be applicable, the Amalgamated
Company has also provided the facility of voting by e-voting so as to enable the equity
shareholders, which includes the public shareholders, to consider and approve the Scheme.
Accordingly, voting by equity shareholders on the proposed resolution shall be carried out
through e-voting process and polling paper at the venue of the meeting to be held on 01st day of
February, 2020 at 10:00 A.M. ("Shareholders Meeting") and in this regard, the equity
shareholders of the Amalgamated Company may note that:

- The Amalgamated Company has engaged the services of KFIN Technologies Private Limited
(earlier Karvy Fintech Private Limited ("KFINTech")) for the purpose of providing e-voting
facility to the equity shareholders.
- The notice in relation to equity shareholders meeting, together with the documents
accompanying the same, including the relevant Explanatory Statement, the Scheme, the
form of proxy and the attendance slip (together, the "Notice") are available on the website of
the Amalgamated Company at www.cleducate.com.
- The Notice is being sent to all the equity shareholders of the Amalgamated Company as on
December 06, 2019 by permitted modes at their last known addresses. A person/entity who
is not an equity shareholder on such date should treat the notice for information purposes
only.
- The voting period for e-voting commences on Thursday, 02nd January, 2020 at 09:00 A.M.
and ends on Friday, 31st January, 2020 at 05:00 P.M. During this period, the equity
shareholders holding equity shares either in physical form or in dematerialized form, as on
Friday, December 06, 2019, being the cut-off date, may cast their vote (for or against)
electronically. Once the vote on the resolution is cast by an equity shareholder, such equity
shareholder will not be allowed to change it subsequently.
- An equity shareholder (including public shareholders) can opt for only one mode of voting i.e.,
either by e-voting or voting at the venue of the Shareholders Meeting. It is clarified that casting
of vote by e-voting does not disentitle an equity shareholder from the attending the
Shareholders Meeting. However, any equity shareholder who has voted through e-voting
cannot vote at the Shareholders Meeting. The equity shareholders attending the
Shareholders Meeting who have not casted the vote by e-voting shall be entitled to exercise
their vote at the venue of the meeting.
- The Amalgamated Company is providing the voting facility through polling paper at the
Meeting venue to the equity shareholders who have not casted the vote by e-voting. The
voting rights of an equity shareholder shall be in proportion to such equity shareholder's
equity shareholding in the Amalgamated Company as on Friday, December 06, 2019.
- The results of the votes casted through e-voting process and polling paper at the venue of the
Shareholders Meeting will be announced on or before Monday, 03rd February, 2020 at the
registered office of the Amalgamated Company. The results along with the report of the
Scrutinizer shall be displayed at the registered office of the Amalgamated Company situated
at Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003 and its website
www.cleducate.com and KFINTech's website (<https://evoting.karvy.com>), besides being
communicated to the stock exchanges where the equity shares of the Amalgamated
Company are listed, namely, the National Stock Exchange of India Limited and BSE Limited.
- In case of any query and/ or grievance, pertaining to e-voting, please visit Help & FAQ's
section available at KFINTech's website (<https://evoting.karvy.com>) or contact Mr. Mohd
Mohsin Uddin (Unit: CL Educate Limited) of KFIN Technologies Private Limited, Selenium
Tower B, Plot number 31-32, Selenium Building, Financial District, Nanakramguda,
Gachibowli, Hyderabad - 500 032 at evoting@karvy.com or phone number 040-67162222 or
call KFINTech's toll free No. 1-800-21-54-001.

Dated this 29th Day of December, 2019

For CL Educate Limited

Sd/-

Ms. Rachna Sharma

(Company Secretary and Authorized Signatory)

For Kestone Integrated Marketing
Services Private Limited

Sd/-

Ms. Rachna Sharma

(Authorized Signatory)



