

REPORT OF SCRUTINIZER

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,

- a) **Mr. Pushkar Sood**, Advocate
Chairperson appointed by the National Company Law Tribunal , Chandigarh Bench at Chandigarh

- b) **Mr. Shashi Pratap Singh**, Advocate
Alternate Chairperson appointed by the National Company Law Tribunal, Chandigarh Bench at Chandigarh

Subject: Tribunal convened meeting of the Unsecured Creditors of Kestone Integrated Marketing Services Private Limited, pursuant to the order dated December 11, 2019 under Section 230(1) of the Companies Act, 2013 in Company Application No. CA (CAA) No. 39/ Chd/ Hry/ 2019

Respected sirs,

I, Nitin Kumar, Company Secretary in whole time practice (Membership No. FCS 9974, CP 14116), have been appointed as the Scrutinizer by the National Company Law Tribunal, Chandigarh Bench at Chandigarh ("NCLT") pursuant to its order dated December 11, 2019 (hereinafter referred to as the "Order") for the purpose of conducting and scrutinizing the voting process in a fair and transparent manner at the meeting of the unsecured creditors of Kestone Integrated Marketing Services Private Limited (the "Amalgamating Company 5") held on Saturday, February 1, 2020 at 12.00 P.M. at Magpie Tourist Complex, Mathura Road, Sector 16A, Faridabad, Haryana 121001, in terms of applicable provisions of Companies Act, 2013 ("Act") read with applicable rules made thereunder, seeking approval of the unsecured creditors of the Amalgamating Company 5 to the proposed Scheme of Arrangement of 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 with CL Educate Limited and their respective Shareholders and Creditors (hereinafter referred to as the 'Scheme' or 'Scheme of Arrangement') on the below mentioned resolution:

"RESOLVED THAT, pursuant to the provisions of Sections 230 to 232 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013 ("Act"), the applicable rules, circulars and notifications made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and subject to the provisions of the memorandum of association and the articles of association of Kestone Integrated Marketing Services Private Limited and subject to the approval of the Chandigarh Bench of the Hon'ble National Company Law Tribunal at Chandigarh ("Tribunal") and subject



to such other approvals, permissions and sanctions of any regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Amalgamating Company 5, the Scheme of Arrangement among CL Educate Limited ("Amalgamated Company") and 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 their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and Section 66 and other applicable provisions of the Act ("Scheme") as enclosed to the notice of the Tribunal convened meeting of the unsecured creditors of the Amalgamating Company 5 and placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the preceding resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/ or conditions, if any, which may be required and/ or imposed by the Tribunal while sanctioning the Scheme or by any authorities under applicable law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise"

I do hereby submit my report as under:

1. That the Amalgamating Company 5 completed the dispatch of the notice of the meeting to the unsecured creditors of the Amalgamating Company 5 on December 26, 2019 along with the relevant annexures, attendance slip and proxy forms and other documents, through registered post to all those unsecured creditors individually having an unsecured debt INR 1,00,000 or more (i.e. 119 unsecured creditors) whose names appeared on the chartered accountant's certificate certifying the list of unsecured creditors of the Amalgamating Company 5 as on April 30, 2019, as filed with the NCLT (Cutoff date). The Cutoff date was for the purpose of deciding the unsecured creditors entitled to vote through polling papers at the venue of the meeting on the resolution seeking their approval;
2. The Amalgamating Company 5 published advertisements in relation to the Meeting on December 29, 2019 in "*Financial Express*" (English) and on December 29, 2019 in "*Dainik Bhaskar*" (Hindi) in compliance with the directions of the Order;
3. The unsecured creditors of Amalgamating Company 5 had an option to vote in person or by proxy or through authorized representatives incase unsecured creditor is a body corporate;
4. The undersigned Scrutinizer checked and verified the following documents:
 - a) The Proxy Register and the Attendance Register maintained in respect of the Meeting and the closure of the Proxy Register 48 hours prior to the meeting; and
 - b) Identity proof issued by a statutory authority (i.e. PAN Card/ Aadhar Card/ Passport/ Driving License/ Voter ID Card etc.)



5. That in terms of the directions contained in the Order, "*the quorum of the meeting of the Unsecured Creditors shall be 30 in number personally present or through proxy or 40% in value of the unsecured creditors*". Further, it was directed that if the aforesaid quorum for the meeting is not present, then the meeting shall be adjourned by 30 minutes and thereafter, the unsecured creditors, present and voting, shall be deemed to constitute the quorum. Further, for the purposes of computing the quorum, the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed and stamped or authenticated by the person entitled to attend and vote at the meeting, was filed with the registered office of the Amalgamating Company 5 at least 48 hours before the meeting;
6. The chairperson, after ascertaining the quorum, commenced the meeting at 12:00 P.M. (the appointed time).;
7. After the time fixed for closing of the poll by the chairperson, one ballot box kept for polling was locked in my presence with due identification marks placed by me;
8. The locked ballot box was subsequently opened in my presence and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Amalgamating Company 5 and the authorizations / proxies lodged with the Amalgamating Company 5;
9. The poll papers which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately;
10. The result of the votes is as under:

a) Details of total votes

Particulars	No. of ballot papers
Total unsecured creditors who voted in person or through authorized representatives or through proxies	38
Valid votes	35
Invalid votes*	3

*On account of incomplete documentation

b) Details of Valid votes

Particulars	No. Ballot papers	Value of votes (unsecured debt – amount in rupees)	% of total number of valid votes
Total valid votes	35	4,07,59,256	100%
Votes in favour of the resolution	35	4,07,59,256	100%
Votes against the resolution	Nil	Nil	Nil

Accordingly, the proposed resolution approving the Scheme and matters incidental has been approved at the meeting.

11. The polling papers, all other documents and all other relevant records were handed over to the Chairperson after conclusion of the Tribunal convened meeting.

Thanking you
Yours faithfully,



Scrutinizer
Nitin Kumar
Practicing Company Secretary
Membership No. FCS 9974, CP 14116

Counter signed



Pushkar Sood
Chairperson appointed for the NCLT
convened meeting

Place: Faridabad
Date: 1st February, 2020

Enclosures

- Annexure A – Attendance register of the meeting
Annexure B – Polling papers of the Unsecured Creditors, Authorizations, Forms of Proxy and Attendance slips along with supporting documents
Annexure C – Proxy Register closed 48 hours prior to meeting