



CL Educate Limited

Our Company was incorporated in New Delhi as 'Career Launcher (India) Private Limited' on April 25, 1996 under the Companies Act, 1956 ("Companies Act 1956"), with the Registrar of Companies, National Capital Territory of Delhi and Haryana ("RoC"). Pursuant to a resolution of our shareholders dated April 25, 2000, our Company was converted to a public limited company following which our name was changed to 'Career Launcher (India) Limited', and a fresh certificate of incorporation was issued by the RoC on June 17, 2000. Pursuant to a resolution of our shareholders dated February 28, 2011, our name was changed to 'CL Educate Limited', and a fresh certificate of incorporation was issued by the RoC on March 18, 2011. For more information in relation to change in our name and registered office, see "History and Certain Corporate Matters" on page 165 of the Red Herring Prospectus dated March 8, 2017 as supplemented by notice to investors published on March 15, 2017 in all editions of Jansatta and Financial Express (together referred to as the "RHP").

Registered and Corporate Office: A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi 110 044, India, **Tel:** +91 (11) 4128 1100, **Fax:** +91 (11) 4128 1110
Contact Person: Rachna Sharma, Company Secretary and Compliance Officer, **Tel:** +91 (11) 4128 1100, **Fax:** +91 (11) 4128 1110, **E-mail:** compliance@cleducate.com, **Website:** www.cleducate.com
Corporate Identity Number: U74899DL1996PLC078481

PROMOTERS: SATYA NARAYANAN .R, GAUTAM PURI, NIKHIL MAHAJAN, R. SHIVA KUMAR, SREENIVASAN .R, SUJIT BHATTACHARYYA AND BILAKES CONSULTING PRIVATE LIMITED

INITIAL PUBLIC OFFERING OF UP TO 4,760,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF CL EDUCATE LIMITED ("CL EDUCATE" OR "OUR COMPANY" OR "THE COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING UP TO ₹ [•] MILLION (THE "OFFER"). THE OFFER COMPRISES A FRESH ISSUE OF 2,180,119 EQUITY SHARES BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 2,579,881 EQUITY SHARES BY THE SELLING SHAREHOLDERS, INCLUDING UP TO 974,000 EQUITY SHARES BY CERTAIN OF OUR PROMOTERS AND MEMBERS OF THE PROMOTER GROUP ("OFFER FOR SALE"). THE OFFER SHALL CONSTITUTE 33.61% OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

ASBA*

Simple, Safe, Smart way of
Application - Make use of it!!!

*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

Mandatory in public issue from January 1, 2016. No cheque will be accepted.

Applications Supported by Blocked Amount (ASBA): All Investors (other than Anchor Investors) are mandatorily required to utilize the ASBA process to participate in the Offer. ASBA has to be availed by all the investors except Anchor Investors. Bid-cum-Application Forms can be downloaded from the websites of the BSE Limited and the National Stock Exchange of India Limited and can also be obtained from the members of the Syndicate, Registered Brokers, RTAs and CDPs and SCSBs, list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/home/list/5/33/0/0/recognised-intermediaries. For details on the ASBA process, please refer to the details given in the Bid-cum-Application Forms and Abridged Prospectus and also please refer to the section titled "Offer Procedure" on page 508 of the RHP.

ADDENDUM - NOTICE TO INVESTORS

This is in connection with the RHP filed by the Company with the RoC, SEBI and the Stock Exchanges. All capitalised terms used in this notice, unless the context otherwise requires, shall have the meanings as ascribed in the RHP.

We refer to the disclosures under the section titled "Our Business – Recent Developments" on page 143 of the RHP, in relation to the proposed sale of our K-12 schools. In this regard, Bidders should note that we have now executed definitive agreements in relation to such proposed transaction, key details of which are provided below:

- (i) Business transfer agreement dated March 16, 2017 ("CLEIS Business Transfer Agreement") executed between CLEIS and B&S Strategy Services Private Limited ("Eduvisors") with our Company as a confirming party, and shareholders' agreement dated March 16, 2017 ("SHA") executed among CLEIS, Eduvisors and the promoters and other shareholders of Eduvisors:

Pursuant to the CLEIS Business Transfer Agreement, CLEIS shall sell its business in relation to four pre-schools, one each situated at Raipur, Gurgaon, Bhiwani and Ludhiana and two situated at Indore and Gurgaon and infrastructure and management services contracts of CLEIS in relation to six K-12 schools, one each situated at Raipur, Gurgaon, Bhiwani and Ludhiana and two situated at Indore, including all related assets (which shall include all intellectual property), liabilities, rights, obligations, etc. of such business (collectively, the "Pre-schools Business and Services Contracts"), on a slump sale basis, to Eduvisors on such date as agreed among the parties ("Completion Date"). The proposed sale of Pre-schools Business and Services Contracts is being undertaken for a lump sum consideration of ₹ 400.00 million to be paid by Eduvisors to CLEIS in tranches, including ₹ 340.00 million through issuance of equity shares and compulsorily convertible debentures of Eduvisors to be subscribed to by CLEIS. Pursuant to the acquisition of such securities of Eduvisors, our Company, through CLEIS, will indirectly hold a minority interest in Eduvisors, on the Completion Date. Further, the parties have also entered into the SHA for the purpose of regulating their inter-se relationship as shareholders of Eduvisors and for certain matters including those in relation to the restrictions on transfer of securities of Eduvisors and management and operations of Eduvisors. The closing of the proposed sale of Pre-schools Business and Services Contracts is subject to fulfillment of certain conditions provided in the CLEIS Business Transfer Agreement, which include, receipt of all corporate resolutions of CLEIS and Eduvisors, receipt of third party consents and execution of certain software and service agreements by our Company or any affiliates nominated by us with Eduvisors.

- (ii) Business transfer agreement dated March 16, 2017 ("CLIP Business Transfer Agreement") executed between CLIP, CLEIS and I-Takecare Private Limited ("I-Takecare"):

Pursuant to the CLIP Business Transfer Agreement, CLIP shall transfer its business of providing leasing and infrastructural services required for operating K-12 schools which are run by Nalanda Foundation and all assets, liabilities, rights, obligations, etc. thereof, including land and buildings situated at Raipur and Indore and movable assets, receivables and contracts in connection with operation of the K-12 schools situated at the aforementioned locations ("School Infrastructure"), on a slump sale basis, to I-Takecare. The proposed sale of School Infrastructure is being undertaken for a lump sum consideration of ₹ 450.00 million to be paid by I-Takecare to CLIP, out of which ₹ 400.00 million is payable prior to the closing of such transaction and balance in tranches. Further, under the terms of the CLIP Business Transfer Agreement, CLIP is required to pay a monthly interest amount calculated at 11% p.a. on advance sale consideration of ₹ 10.00 million received from I-Takecare from the date of the CLIP Business Transfer Agreement until the date of closing of the transaction. The closing of the proposed sale of School Infrastructure is subject to fulfillment of certain conditions provided in the CLIP Business Transfer Agreement, which include, execution of sale deeds for sale of land, execution of assignment deed by CLIP in relation to the infrastructure contracts entered into between CLIP and Nalanda Foundation and receipt of all requisite consents and approvals by CLIP.

The CLEIS Business Transfer Agreement, SHA and CLIP Business Transfer Agreement, will form a part of the "Material Contracts and Documents for Inspection" mentioned on page 569 of the RHP and copies of such agreements will be delivered to the RoC and may also be inspected at our Registered and Corporate Office, from 10.00 am to 4.00 pm on Working Days from the date of this Notice until the Bid/Offer Closing Date. The disclosure mentioned above shall be appropriately reflected in the prospectus to be filed with the RoC, duly updated as of the date of the Prospectus.

Liability of the members of the Company: Limited by shares.

Contents of the Memorandum of the Company as regards its Objects: For information on the main objects and other objects of the Company, see "History and Certain Corporate Matters" on page 165 of the RHP. The Memorandum of Association of the Company is a material document for inspection in relation to the Offer. For further details, see the section "Material Contracts and Documents for Inspection" on page 569 of the RHP.

Amount of share capital of the Company and Capital Structure: The authorised, issued, subscribed and paid-up share capital of the Company as on date of the RHP is as follows:

The authorised capital of the Company is ₹ 160,000,000 divided into 16,000,000 Equity Shares of ₹ 10 each. The issued, subscribed and paid-up share capital of the Company is ₹ 119,831,590 divided into 11,983,159 Equity Shares of ₹ 10 each. For details, see the section "Capital Structure" beginning on page 72 of the RHP.

Names of signatories to the Memorandum of Association of the Company and the number of Equity Shares subscribed by them: Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association: Satya Narayanan R-10 Equity Shares and Gautam Puri-10 Equity Shares.

Disclaimer Clause of SEBI: SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities or the offer document. The investors are advised to refer to page 490 of the RHP for the full text of the Disclaimer Clause of SEBI.

Disclaimer Clause of BSE: It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to page 496 of the RHP for the full text of the Disclaimer Clause of the BSE.

Disclaimer Clause of NSE (the Designated Stock Exchange): It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the offer document. The investors are advised to refer to page 497 of the RHP for the full text of the Disclaimer Clause of NSE.

The RHP, the Bid cum Application Form and Abridged Prospectus shall be read in conjunction with this notice. The information in this notice supplements the RHP and further supersedes the information in RHP to the extent inconsistent with information in this notice.

Date: March 16, 2017
Place: New Delhi

For **CL Educate Limited**
On behalf of the Board of Directors
Sd/-
Company Secretary and Compliance Officer

CL Educate Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed the RHP with the RoC. The RHP will be available on the websites of the SEBI, the BSE Limited, the National Stock Exchange of India Limited at www.sebi.gov.in, www.bseindia.com, www.nseindia.com, respectively and the BRLM at www.investmentbank.kotak.com. Potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, refer to the RHP including the section titled "Risk Factors" on page 14 of the RHP. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. The Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdiction where such offers and sales occur.