



To
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy 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 – 400 051

**Scrip Code: 540403, Scrip Symbol: CLEDUCATE
ISIN: INE201M01029**

Sub: Minutes of the 28th Annual General Meeting (“AGM”) of CL Educate Limited (the “Company”).

Dear Ma’am/Sir(s),

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to our disclosures dated September 17, 2024 and September 18, 2024, please find enclosed herewith the minutes of the 28th AGM of the Company held on September 17, 2024.

The aforesaid information will also be hosted on the Company’s website at www.cleducate.com.

Kindly take the above details on record.

Thanking You
For CL Educate Limited

Rachna Sharma
Company Secretary & Compliance Officer
ICSI Membership No.: A17780

Place: New Delhi
Date: October 16, 2024

DATE OF ENTRY: October 16, 2024

MINUTES OF THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CL EDUCATE LIMITED HELD ON TUESDAY, SEPTEMBER 17, 2024 AT 11:00 A.M. THROUGH TWO-WAY VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) HOSTED AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-45 FIRST FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, NEW DELHI – 110044.

Meeting commenced at: 11:00 A.M.

Meeting concluded at: 12:02 P.M.

DIRECTORS PRESENT	
Mr. Satya Narayanan R	Chairman & Executive Director, Member of the Corporate Social Responsibility Committee.
Mr. Gautam Puri	Vice Chairman & Managing Director, Member of the Audit Committee, Member of the Corporate Social Responsibility Committee, Member of the Stakeholders’ Relationship Committee.
Mr. Nikhil Mahajan	Executive Director & Group CEO Enterprise Business, Member of the Stakeholders’ Relationship Committee.
Ms. Madhumita Ganguli	Non-Executive Independent Director, Member of the Audit Committee.
Mr. Girish Shivani	Non-Executive Independent Director, Chairman of the Audit Committee, Chairman of the Stakeholders’ Relationship Committee, and Member of the Nomination, Remuneration and Compensation Committee.
Mr. Sanjay Tapriya	Non-Executive Independent Director, Chairman of the Nomination, Remuneration and Compensation Committee; and Member of the Audit Committee.

IN ATTENDANCE	
Mr. Arjun Wadhwa	Chief Financial Officer (CFO)
Ms. Rachna Sharma	Company Secretary and Compliance Officer

AUDITORS	
Mr. Neeraj Goel	Partner, M/s. Walker Chandiook & Co. LLP, Chartered Accountants, Statutory Auditors
Mr. Sachin Hukumchand Sharma	Designated Partner, M/s. Sharma and Trivedi LLP (LLPIN : AAW-6850), Secretarial Auditor
Mr. Sunny Chhabra	Partner, M/s. Sunny Chhabra and Co., Cost Accountants, Cost Auditor
Mr. Praveen Kaushik	Director, Value Square Advisors Private Limited, Internal Auditor

MEMBERS PRESENT:

S. No.	Attendance	No of Members	No. of Shares held as on Record Date	Percentage (%) to Paid-up Share Capital
1	Promoters and Promoter Group	21	2,80,73,744	51.89
2	Public	90	17,14,421	3.17
	Total	111	2,97,88,165	55.06

Mr. Satya Narayanan R, Chairman and Executive Director took the Chair and presided over the 28th Annual General Meeting of the Company (“AGM” or “28th AGM”). Requisite quorum being present, the Chairman called the Meeting to order and extended a warm welcome to the Members present and attending the AGM. Mr. Satya Narayanan R introduced the Directors, Company officials, and representatives of the Statutory Auditor, Secretarial Auditor, Cost Auditor and Internal Auditor present at the Meeting to the Members and informed that the Chairpersons of the Audit Committee, Stakeholders’ Relationship Committee, Corporate Social Responsibility Committee and of the Nomination, Remuneration and Compensation Committee were present at the AGM. He informed the absence of Mr. Piyush Sharma, Independent Director and Mr. Imran Jafar, Non-Executive Non-Independent Director, who could not attend the AGM.

Ms. Rachna Sharma, Company Secretary and Compliance Officer of the Company apprised the Members of the procedural aspects of the Meeting. She informed that the Register of Directors and Key Managerial Personnel and their Shareholding, as well as the Register of Contracts or Arrangements in which Directors are interested and the Certificate received from the Secretarial Auditor of the Company with respect to the current ESOP Scheme of the Company being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 were kept open for inspection by the Members at the AGM, and the same were accessible throughout the continuance of the AGM.

The Chairman- Mr. Satya Narayanan R then addressed the shareholders, and delivered his speech highlighting the financial as well as business performance of the Company during the Financial Year 2023-24. Members were informed that the recording of the speech will be made available on the website of the Company immediately after the conclusion of the Meeting.

Ms. Rachna Sharma, Company Secretary and Compliance Officer informed that the Company had provided remote e-voting facility to the shareholders in respect of all businesses mentioned in the notice convening the 28th AGM. The remote e-voting facility had been kept open from Saturday, September 14, 2024, 09:00 A.M. till Monday, September 16, 2024, 05.00 P.M. During this period, Members of the Company, holding shares as on the closing hours of business on the Cut-Off Date i.e., Tuesday, September 10, 2024 were able to cast their votes electronically. She further informed that facility for e-voting had also been made available at the AGM and the Members attending the Meeting, who had not already cast their votes through remote e-voting and who were otherwise not barred from doing so, were eligible to vote through the e-voting system during the AGM. She informed that Mr. Sachin Hukumchand Sharma, Designated Partner of M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), Company Secretaries, was appointed as the scrutinizer to scrutinise the e-voting process in a fair and transparent manner.

With the consent of the Chairman and the Members present, the Company Secretary took up the items on the agenda one by one for Members’ consideration. She informed that the shareholders interested in any particular resolution shall not vote on such resolutions. She read out the following Agenda Items contained in the Notice convening the 28th AGM, along with the single point of observation made by the Statutory Auditor on the Financial Statements and the Board’s reply thereon.



The Chairman then opened the floor for the Question & Answer session, and invited the shareholders who had registered themselves as speaker shareholders. The Queries raised by the registered speaker shareholders as well as by the Shareholders during the AGM were suitably replied by the Chairman.

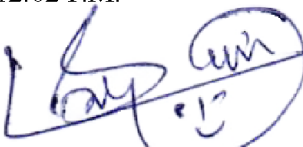
The Chairman then ordered voting on all the resolutions of ordinary and special businesses as set out in Items 1 to 8 of the Notice convening the 28th AGM and requested the Members present at the Meeting who had not already cast their votes through remote e-voting, and who were otherwise not barred from doing so, to cast their votes. The Members were informed that the e-voting facility would be kept open for the next 15 minutes to enable the Members to cast their votes.

The Chairman informed that the combined results of remote e-voting and e-voting at the AGM shall be disseminated to the Stock Exchange(s) where the securities of the Company were listed within 2 working days from the conclusion of the AGM, after receipt of the Report of the Scrutinizer, in terms of the provisions of the Companies Act, 2013 read with Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will also be uploaded on the website of the Company www.cleducate.com and website of Kfin Technologies Ltd. <https://evoting.kfintech.com>.

The Chairman requested the Company Secretary to annex the Scrutinizer's Report to the minutes of the Meeting as per clause 17.2.2.2 of the Secretarial Standard- 2.

VOTE OF THANKS:

Mr. Satya Narayanan R thanked the Shareholders, Directors, Company Officials, and the Auditors present at the Meeting and declared the 28th AGM of the Company as concluded at 12:02 P.M.



Satya Narayanan R
Chairman

Date: October 16, 2024

Place: New Delhi

Post Script:

On the basis of the Scrutinizer's Report received on September 18, 2024, it was confirmed that the following resolutions were duly passed with requisite majority by the shareholders with respect to the Ordinary and Special Businesses:

ORDINARY BUSINESSES:

1. **Adoption of Audited Financial Statements for the Financial Year ended March 31, 2024:**

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, along with the Reports of the Statutory Auditor and Board of Directors thereon, be and are hereby considered, approved and adopted.”

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, along with the Report of the Statutory Auditor thereon, be and are hereby considered, approved and adopted.”

2. **To appoint a Director in place of Mr. Satya Narayanan Ramakrishnan (DIN: 00307326), Chairman and Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible has offered himself for re-appointment.**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the re-appointment of **Mr. Satya Narayanan Ramakrishnan (DIN: 00307326)**, Chairman and Executive Director of the Company, who retires by rotation, and being eligible has offered himself for re-appointment, as a Director liable to retire by rotation.”

3. **To appoint a Director in place of Mr. Imran Jafar (DIN: 03485628), Non-Executive Non-Independent Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible has offered himself for re-appointment.**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the re-appointment of **Mr. Imran Jafar (DIN: 03485628)**, Non-Executive Non-Independent Director of the Company, who retires by rotation, and being eligible has offered himself for re-appointment, as a Director liable to retire by rotation.”

SPECIAL BUSINESSES:

4. **Ratification of remuneration payable to M/s. Sunny Chhabra and Co., (Firm Registration Number: 101544), Cost Auditor, for the Financial Year 2024-25:**

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, the Company hereby approves and ratifies a remuneration of up to Rs 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit at actuals, payable to M/s. Sunny Chhabra and Co., Cost Accountants (Firm Registration No. 101544), who has been appointed as Cost Auditor of the Company to conduct the audit of the cost records maintained by the Company as



prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the Financial Year ending March 31, 2025, and authorizes the Board of Directors to determine the actual payout within the afore-said limit.

RESOLVED FURTHER THAT the Individual Directors on Board, the Chief Financial Officer, and the Company Secretary of the Company, be and are hereby severally authorized, for and on behalf of the Company, to sign and file all such documents, e- forms, returns etc. as may be required, and to do all such acts, deeds, and things as they may deem necessary, proper or desirable for the purpose of giving effect to and in furtherance to the above resolution.”

5. **Approve the Re-appointment of Mr. Sanjay Tapriya (DIN: 00064703) as a Non-Executive Independent Director on the Board of the Company for a second term of five consecutive years:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder read with Schedule IV to the Act and in compliance with the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Sanjay Tapriya (DIN: 00064703) as a Non-Executive Independent Director on the Board of the Company, for a second term of five (5) consecutive years, commencing from October 24, 2024 up to October 23, 2029 (both days inclusive), with his period of office not liable to determination by retirement by rotation.

RESOLVED FURTHER THAT the Individual Directors on Board, the Chief Financial Officer, and the Company Secretary of the Company, be and are hereby severally authorized, for and on behalf of the Company, to sign and file all such documents, e- forms, returns etc. as may be required, and to do all such acts, deeds and things as they may deem necessary, proper or desirable for the purpose of giving effect to and in furtherance to the above resolution.”

6. **Grant approval to the request received from Mr. Sujit Bhattacharyya, one of the Promoter Shareholders of the Company, and his relatives, seeking reclassification from ‘Promoter/Promoter Group Category’ to ‘Public Category’:**

“**RESOLVED THAT** in compliance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR)”] (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Stock Exchanges on which the securities of the Company are listed, namely the BSE Limited and National Stock Exchange of India Limited (hereinafter referred to as the “**Stock Exchanges**”), the approval of the Members be and is hereby accorded to reclassify the following Promoter/ Promoter Group Members (hereinafter jointly referred to as the “**Outgoing Promoters**”) from ‘Promoter’ or ‘Promoter Group’ Category to ‘Public’ Category:



S. No.	Name of the persons seeking re-classification	Type	Relationship with the Promoter seeking Re-classification	Number of Shares held	Percentage (%) of Shares held
1.	Mr. Sujit Bhattacharyya	Promoter	Self	8,12,248	1.50%
2.	Mr. Abhijit Bhattacharyya	Promoter Group	Brother	12,000	0.02%
3.	Ms. Shefali Acharya	Promoter Group	Mother-In-Law	12,000	0.02%
4.	Mr. Abhirup Bhattacharyya	Promoter Group	Nephew	8,000	0.01%
5.	Mr. Abhishek Bhattacharyya	Promoter Group	Nephew	8,000	0.01%
6.	Ms. Sneha Krishnan	Promoter Group	Niece	8,000	0.01%
	Total	-	-	8,60,248	1.57%

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 31(A)(3)(b) of SEBI (LODR), each of the Outgoing Promoters have separately confirmed the following:

THAT they shall not, at all times from the date of such re-classification:

- (i) together, hold more than ten percent of the total voting rights in the Company;
- (ii) exercise control over the affairs of the Company directly or indirectly;
- (iii) have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements; and

THAT they shall not, for a period of not less than three years from the date of such re-classification:

- (iv) be represented on the Board of Directors (including not having a nominee Director) of the Company;
- (v) act as Key Managerial Personnel in the Company;
- (vi) be 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- (vii) be fugitive economic offenders.

RESOLVED FURTHER THAT upon receipt of the necessary approval(s) from the Stock Exchange(s) for re-classification of the Outgoing Promoters, the Company shall effect such re-classification in the Statement of Shareholding Pattern from the immediate succeeding quarter under Regulation 31 of the SEBI (LODR), and shall ensure necessary compliance under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other laws, as may be applicable.

RESOLVED FURTHER THAT the Individual Directors on Board, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized, for and on behalf of the Company, to do all such acts, deeds, matters and things and to sign all such papers, deeds, forms etc., as may be required in order to take the afore-said matter forward and in order to give effect to the above resolutions and to make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with the SEBI (LODR) and other applicable laws, if any and to settle all such questions, difficulties or doubts whatsoever which may arise in respect of the matter, in their absolute discretion, or to further delegate the powers herein conferred to any other competent person, in their absolute discretion.”

7. Grant approval to increase the borrowing powers of the Board under Section 180(1)(c) of the Companies Act, 2013:

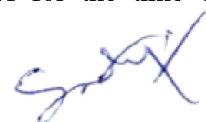
“RESOLVED THAT in supersession of all the earlier resolutions passed in this respect, and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the Members of the Company hereby authorize and empower the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to be able to borrow money, for and on behalf of the Company, where the money to be borrowed, together with the money already borrowed by the Company, apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business, does not exceed the higher of the following:

1. The limits specified under Section 180(1)(c) of the Companies Act, 2013, as may be amended from time to time, or
2. Rs. 4,00,00,00,000/- (Rupees Four Hundred Crores Only).

RESOLVED FURTHER THAT the Individual Directors on Board, the Chief Financial Officer, and the Company Secretary of the Company, be and are hereby severally authorised to finalise and settle the terms and conditions on which such moneys are borrowed as regards the rate of interest, repayment terms, security to be provided etc. and to do all such acts, deeds, matters and things as they may deem fit, in their absolute discretion, and/or to settle any question, difficulty or doubt that may arise in respect of the above matter, or to further delegate all or any of the afore-said powers to any Committee or to any competent person.

8. Authorize and empower the Board to create mortgage/ charge on the Company’s assets/ properties etc. under Section 180(1)(a) of the Companies Act, 2013:

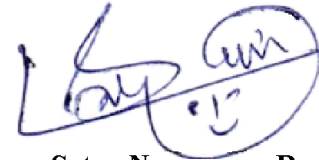
“RESOLVED THAT in supersession of all the earlier resolutions passed in this respect, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the Members hereby authorize and empower the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof for the time being



exercising the powers conferred on the Board by this Resolution) to mortgage, hypothecate and/or create charge on the assets and properties of the Company, movable or immovable, tangible or intangible, present or future, wherever situated, in favour of the lender(s), for securing the Company's borrowings, credit facilities, financial assistance by whatever name called, upto a limit of Rs. 4,00,00,00,000/- (Rupees Four Hundred Crores Only), taken/to be taken from any lender, such as Banks, Public Financial Institutions, Body(ies) Corporate etc.

RESOLVED FURTHER THAT the Individual Directors on Board, the Chief Financial Officer, and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may deem fit, in their absolute discretion, and/or to settle any question, difficulty or doubt that may arise in respect of the above matter, or to further delegate all or any of the afore-said powers to any Committee or to any competent person.”

Date: October 16, 2024
Place: New Delhi

A handwritten signature in blue ink, appearing to read 'Satya Narayanan R', enclosed within a circular scribble.

Satya Narayanan R
Chairman

SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000
C-316, 3rd Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,
Mulund (W), Mumbai – 400 080
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

September 18, 2024

To

The Chairman

CL EDUCATE LIMITED

A-45, First Floor

Mohan Co-operative Industrial Estate

New Delhi – 110 044

28th (Twenty-Eighth) Annual General Meeting (AGM) of the Equity Shareholders of CL Educate Limited (CIN: L74899DL1996PLC425162) held on Tuesday, September 17, 2024 at 11:00 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

Dear Sir,

Sub.: Consolidated Scrutinizer’s Report on remote e-voting and e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 (‘Act’) read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 at the 28th (Twenty-Eighth) Annual General Meeting (AGM) of CL Educate Limited held on Tuesday, September 17, 2024 at 11:00 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

I, Sachin Hukumchand Sharma, Practising Company Secretary (FCS:F12788; CP:20423) and Designated Partner of M/s. Sharma and Trivedi LLP, Company Secretaries, Mumbai, (LLPIN:AAW-6850), have been appointed as the Scrutinizer by the Board of Directors of **CL Educate Limited** (the ‘Company’) vide resolution dated August 07, 2024, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, amended till date to scrutinize and report on the electronic voting (‘remote e-voting’) and the e-voting during the AGM by the shareholders of the Company in respect of the resolutions passed at the 28th (Twenty-Eighth) AGM of the shareholders of the Company held on **Tuesday, September 17, 2024 at 11:00 A.M.** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), and I submit my report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (‘remote e-voting’) and e-voting during the AGM by the shareholders on the resolutions proposed in the notice of the 28th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting during the AGM are conducted in a fair and transparent manner and submit the consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the report generated electronically;
2. As per the Notice of 28th Annual General Meeting of the shareholders and the ‘Advertisement’ published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 on August 25, 2024, in “Financial Express” (English) and “Dainik Bhaskar” (Hindi), the remote e-voting opened at 09.00 A.M. (IST) on Saturday, September 14, 2024 and remained open until 05.00 P.M. (IST) on Monday, September 16, 2024;
3. The members holding the Equity Shares of the Company as on Tuesday, September 10, 2024 viz. the “**cut-off date**”, were entitled to vote on the resolutions stated in the Notice of the 28th Annual General Meeting of the Company;
4. The Notice of AGM dated August 07, 2024 along with Statement setting out material facts under Section 102 of the Act, was sent to the shareholders in respect of the below mentioned resolutions for passing at the AGM of the Company by e-mail in compliance with General Circular No. 09/2023 dated September 25, 2023 read with General Circular Nos. 14/2020, 17/2020 and 20/2020, dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India read with the circulars issued earlier on the subject (collectively referred to as “Circulars”).

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SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000
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Mulund (W), Mumbai – 400 080
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

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5. As required under the MCA Circulars, the Company had also provided e-voting facility during the AGM to the shareholders attending the said meeting through VC / OAVM and who had not cast their vote earlier through remote e-voting;
6. The votes cast under the remote e-voting prior to AGM and e-voting during the AGM were unblocked, in the presence of two witnesses who are not the employees of the Company, after conclusion of the AGM and the e-voting results / list of shareholders who voted for and against were downloaded from the e-voting website of KFin Technologies Limited (“KFin”) <https://evoting.kfintech.com> and the same are being handed over to the Chairman;
7. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the e-voting system of KFin Technologies Limited and the summary of the e-voting process is as follows:

A. Ordinary Business:

Resolution No.1: Ordinary Resolution

Adoption of Audited Financial Statements for the Financial Year ended March 31, 2024:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	131	3,31,30,387	97.23
E-voting at AGM	12	9,42,481	2.77
Total	143	3,40,72,868	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	19	160	100.00
E-voting at AGM	--	--	--
Total	19	160	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

Summary of Total valid votes for Resolution No.1

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	3,40,72,868	99.9995
Votes against	160	0.0005
Total	3,40,73,028	100.0000

Note:

a) 1 (One) folio holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.

b) Based on the aforesaid result, we report that, the aforesaid Ordinary Resolution at Item No.1, as contained in the Notice of AGM dated August 07, 2024 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

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SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000
C-316, 3rd Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,
Mulund (W), Mumbai – 400 080
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

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Resolution No.2: Ordinary Resolution

To appoint a Director in place of Mr. Satya Narayanan Ramakrishnan (DIN: 00307326), Chairman and Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible has offered himself for re-appointment:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	122	1,67,29,653	94.67
E-voting at AGM	12	9,42,481	5.33
Total	134	1,76,72,134	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	22	1,294	100.00
E-voting at AGM	--	--	--
Total	22	1,294	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
6	#1,63,99,600

Summary of Total valid votes for Resolution No.2

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	1,76,72,134	99.99
Votes against	1,294	0.01
Total	1,76,73,428	100.00

Note:

a) #Six (6) folios holding in aggregate 1,63,99,600 Equity Shares of Face Value of Rs.5/- each of the Company, considered invalid, being interested in the above resolution.

b) 1 (One) folio holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.

c) Based on the aforesaid result, we report that, the aforesaid Ordinary Resolution at Item No.2, as contained in the Notice of AGM dated August 07, 2024 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000
C-316, 3rd Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,
Mulund (W), Mumbai – 400 080
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

: 4 :

Resolution No.3: Ordinary Resolution

To appoint a Director in place of Mr. Imran Jafar (DIN: 03485628), Non-Executive Non-Independent Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible has offered himself for re-appointment:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	128	3,31,29,887	99.56
E-voting at AGM	10	1,46,770	0.44
Total	138	3,32,76,657	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	21	544	87.88
E-voting at AGM	1	75	12.12
Total	22	619	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
1	#7,95,636

Summary of Total valid votes for Resolution No.3

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	3,32,76,657	99.998
Votes against	619	0.002
Total	3,32,77,276	100.000

Note:

- #One (1) folio holding 7,95,636 Equity Shares of Face Value of Rs.5/- each of the Company, considered invalid, being interested in the above resolution.*
- 2 (Two) folios holding in aggregate 232 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.*
- Based on the aforesaid result, we report that, the aforesaid Ordinary Resolution at Item No.3, as contained in the Notice of AGM dated August 07, 2024 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.*

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: 5 :

B. Special Business:

Resolution No.4: Ordinary Resolution

Ratification of remuneration payable to M/s. Sunny Chhabra and Co., (Firm Registration Number: 101544), Cost Auditor, for the Financial Year 2024-25:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	127	3,31,29,605	97.23
E-voting at AGM	12	9,42,481	2.77
Total	139	3,40,72,086	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	23	942	100.00
E-voting at AGM	--	--	--
Total	23	942	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

Summary of Total valid votes for Resolution No.4

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	3,40,72,086	99.997
Votes against	942	0.003
Total	3,40,73,028	100.00

Note:

a) 1 (One) folio holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.

b) Based on the aforesaid result, we report that, the aforesaid Ordinary Resolution at Item No.4, as contained in the Notice of AGM dated August 07, 2024 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

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: 6 :

Resolution No.5: Special Resolution

Approve the Re-appointment of Mr. Sanjay Tapriya (DIN: 00064703) as a Non-Executive Independent Director on the Board of the Company for a second term of five consecutive years:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	126	3,31,08,605	97.23
E-voting at AGM	12	9,42,481	2.77
Total	138	3,40,51,086	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	23	942	100.00
E-voting at AGM	--	--	--
Total	23	942	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
1	#21,000

Summary of Total valid votes for Resolution No.5

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	3,40,51,086	99.997
Votes against	942	0.003
Total	3,40,52,028	100.000

Note:

a) #One (1) folio holding 21,000 Equity Shares of Face Value of Rs.5/- each of the Company, considered invalid, being interested in the above resolution.

b) 1 (One) folio holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.

c) Based on the aforesaid result, we report that, the aforesaid Ordinary Resolution at Item No.5, as contained in the Notice of AGM dated August 07, 2024 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

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: 7 :

Resolution No.6: Ordinary Resolution

Grant approval to the request received from Mr. Sujit Bhattacharyya, one of the Promoter Shareholders of the Company, and his relatives, seeking reclassification from ‘Promoter/Promoter Group Category’ to ‘Public Category’:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	121	3,23,34,537	97.19
E-voting at AGM	11	9,34,481	2.81
Total	132	3,32,69,018	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	25	1,762	100.00
E-voting at AGM	--	--	--
Total	25	1,762	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
5	#8,02,248

Summary of Total valid votes for Resolution No.6

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	3,32,69,018	99.99
Votes against	1,762	0.01
Total	3,32,70,780	100.00

Note:

a) #Five (5) folios holding in aggregate 8,02,248 Equity Shares of Face Value of Rs.5/- each of the Company, considered invalid, being interested in the above resolution.

b) 1 (One) folio holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.

c) Based on the aforesaid result, we report that, the aforesaid Ordinary Resolution at Item No.6, as contained in the Notice of AGM dated August 07, 2024 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

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: 8 :

Resolution No.7: Special Resolution

Grant approval to increase the borrowing powers of the Board under Section 180(1)(c) of the Companies Act, 2013:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	126	3,31,28,741	97.23
E-voting at AGM	12	9,42,481	2.77
Total	138	3,40,71,222	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	23	1,690	100.00
E-voting at AGM	--	--	--
Total	23	1690	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

Summary of Total valid votes for Resolution No.7

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	3,40,71,222	99.995
Votes against	1690	0.005
Total	3,40,72,912	100.000

Note:

a) 2 (Two) folios holding in aggregate 232 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.

b) Based on the aforesaid result, we report that, the aforesaid Ordinary Resolution at Item No.7, as contained in the Notice of AGM dated August 07, 2024 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

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: 9 :

Resolution No.8: Special Resolution

Authorize and empower the Board to create mortgage/ charge on the Company's assets/ properties etc. under Section 180(1)(a) of the Companies Act, 2013:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	125	3,31,28,671	97.23
E-voting at AGM	12	9,42,481	2.77
Total	137	3,40,71,152	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	1,760	100.00
E-voting at AGM	--	--	--
Total	24	1,760	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

Summary of Total valid votes for Resolution No.8

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	3,40,71,152	99.99
Votes against	1,760	0.01
Total	3,40,72,912	100.00

Note:

a) 2 (Two) folios holding in aggregate 232 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.

b) Based on the aforesaid result, we report that, the aforesaid Ordinary Resolution at Item No.8, as contained in the Notice of AGM dated August 07, 2024 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

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: 10 :

8. All relevant records of voting are available only in the electronic format and there was no physical voting. The relevant records will remain in my custody until the Chairman considers, approves and signs the minutes of 28th Annual General Meeting and the same shall be sent /handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

For **SHARMA AND TRIVEDI LLP**
Company Secretaries



Sachin Hukumchand Sharma
Designated Partner
FCS: 12788; CP: 20423
UDIN: F012788F001239728

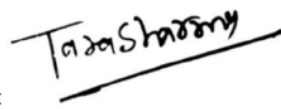
Witnesses:

Signature:



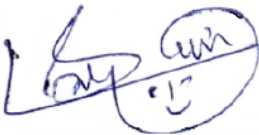
1. Name: Mrs. Veena Sharma
Wife of: Mr. Sachin Hukumchand Sharma
Address: 86, Parihar Nagar, Bhadwasia Road
Jodhpur, Rajasthan – 342 001
Occupation: Service

Signature:



2. Name: Mrs. Tara Sharma
Wife of: Mr. Hukumchand Sharma
Address: Plot No.136, Baldev Nagar, Mata Ka
Than, Jodhpur, Rajasthan – 342 001
Occupation: Housewife

Counter signed
For **CL EDUCATE LIMITED**



Satya Narayanan R
Chairman & Executive Director
DIN: 00307326