

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**  
**ISIN: INE201M01029**

**Subject: Proceedings of the 28<sup>th</sup> Annual General Meeting (“AGM/ Meeting”) of CL Educate Limited (“the Company”).**

Dear Ma’am/Sir(s),

In furtherance to our letter dated August 24, 2024, we wish to state that the 28<sup>th</sup> AGM of the Members of the Company was held today i.e. Tuesday, September 17, 2024 through two-way Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”).

In this regard, please find enclosed the proceedings of the 28<sup>th</sup> AGM of the Company as required under Regulation 30, Para A of Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – I**.

The information is also available on the Company’s website [www.cleducate.com](http://www.cleducate.com).

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

Thanking You,

For CL Educate Limited



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



Place: New Delhi

Date: September 17, 2024

**Annexure – I**

**PROCEEDINGS OF THE 28<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF  
CL EDUCATE LIMITED**

The 28<sup>th</sup> AGM of the Members of CL Educate Limited (“the Company”) was held today i.e., on Tuesday, September 17, 2024 at 11:00 A.M. (IST) through two way Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”), in compliance with the applicable provisions of the Companies Act, 2013, Rules made thereunder and the circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) in this regard from time to time.

<b>DIRECTORS PRESENT</b>	
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 Audit Committee.
Mr. Girish Shivani	Non-Executive Independent Director, Chairman of the Audit Committee, Chairman of the Corporate Social Responsibility Committee, Chairman of the Stakeholders’ Relationship Committee, Member of the Nomination, Remuneration and Compensation Committee.
Mr. Sanjay Tapriya	Non-Executive Independent Director, Chairman of the Nomination, Remuneration and Compensation Committee, Member of the Audit Committee

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

<b>AUDITORS</b>	
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 Auditors
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 AT THE MEETING

S. No.	Category of Shareholders	No. of Shareholders Present	No. of Shares held as on record date	Percentage (%) to the No. of Shares in the Paid-up Share Capital
1	Promoter and Promoter Group	21	2,80,73,744	51.89
2	Public	90	17,14,421	3.17
	<b>Total</b>	<b>111</b>	<b>2,97,88,165</b>	<b>55.06</b>

### Proceedings in brief:

- Mr. Satya Narayanan R (DIN: 00307326), Chairman and Executive Director of the Company took the Chair and presided over the Meeting.
- The Chairman welcomed the Members, Directors, Auditors, Scrutinizer and the other stakeholders present at the Meeting and informed the absence of the Directors who could not attend the AGM.
- He confirmed that the Chairpersons of the Audit Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and the Nomination, Remuneration and Compensation Committee were present at the AGM.
- The Company Secretary and Compliance Officer informed the Members that the requisite quorum was present.
- The Company Secretary further informed the Members that the Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts and Arrangements in which Directors/KMPs are interested and the Certificate dated July 04, 2024 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 during the AGM at the Company's website [www.cleducate.com](http://www.cleducate.com).
- The requisite Quorum being present, the Chairman called the Meeting to order.
- The Chairman addressed the Members and delivered his speech.
- The Company Secretary 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, September 14, 2024 (09:00 AM) till Monday, September 16, 2024 (05.00 PM). During this period, Members of the Company, holding shares as on the Cut-Off Date i.e., Tuesday, September 10, 2024 (as on closing hours of business), were able to cast their votes electronically. She further informed the Members that the facility for e-voting had also been made available at the AGM and 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.
- Members were informed that Mr. Sachin Hukumchand Sharma, Designated Partner of M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), Company Secretaries, had been appointed as the scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
- The notice of AGM, Auditors' Reports and the Board's Report and for the Financial Year ending March 31, 2024, which had already been circulated to the Members in advance, were taken as



read by the Members of the Company. The observations / remarks made by the Auditors on the Financial Statements and the Board's explanation/ response thereon were read by the Company Secretary.

The following items of business as set out in the Notice convening 28<sup>th</sup> AGM were placed for Members' consideration and approval:

S. No.	Resolutions	Type of Resolution
<b>Ordinary Business:</b>		
1.	Adoption of Audited Financial Statements for the Financial Year ended March 31, 2024.	Ordinary
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.	Ordinary
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.	Ordinary
<b>Special Business:</b>		
4.	Ratification of remuneration payable to M/s Sunny Chhabra and Co., (Firm Registration Number: 101544), Cost Auditor, for the Financial Year 2024-25.	Ordinary
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.	Special
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'.	Ordinary
7.	Grant approval to increase the borrowing powers of the Board under Section 180(1)(c) of the Companies Act, 2013.	Special
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.	Special

The Chairman invited the speaker shareholders who had registered themselves with the Company prior to the Meeting, to express views/ raise queries. Queries so raised were suitably replied by the Chairman. Queries raised by the Members during the AGM were also suitably replied by the Chairman.

The Chairman requested the Members present at the Meeting who had not cast their votes through remote e-voting earlier, to cast their votes through the e-voting system during the AGM. He further stated that the e-voting facility would be kept open for the 15 minutes after the conclusion of the Meeting in order to enable the Members to cast their votes.



The Members were informed that the combined results of remote e-voting and e-voting at the AGM shall be disseminated to the Stock Exchange(s) after receipt of Scrutinizer's Report and the same will also be uploaded on the website of the Company at [www.cleducate.com](http://www.cleducate.com) and website of KFin at <https://evoting.kfintech.com/> within two working days of the conclusion of the AGM.

The Chairman then thanked the Members, Directors, Auditors, Scrutinizer and others attending the Meeting for their interest and involvement and concluded the meeting at 12:02 P.M.

Thanking you,

Yours sincerely,

For CL Educate Limited



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

Place: New Delhi  
Date: September 17, 2024