

Date: August 07, 2024

To,
The Deputy General Manager,
Listing Compliance Monitoring Cell,
BSE Limited,
24th Floor, P.J. Towers,
Dalal Street, Mumbai -400001

To,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400051

Ref: 1) CIN : L74899DL1996PLC425162
2) BSE Scrip Code : 540403
3) NSE Symbol : CLEUCATE

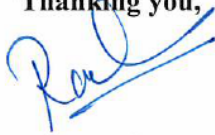
Sub: Intimation pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and amendments thereof.

Further to our intimation dated July 31, 2024 regarding the receipt of request(s) for re-classification of certain persons belonging to the Promoter/Promoter Group category to Public Shareholder category, we hereby inform you that their request was placed before the Board of Directors of the Company at its meeting held today, i.e. on August 07, 2024. The Board has inter- alia considered the request made by the following members of Promoter and Promoter Group of the Company ("Outgoing Promoters") and after analysing, has approved the same:

S. No.	Name of the person seeking re-classification	Category	Relationship with the Promoter seeking Re-classification	Number of CL Shares held	Percentage (%) of CL 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%

Further, in compliance with regulation 31A (8)(b) of the Listing Regulations, we enclose herewith the certified extract of the minutes of the Board meeting held today, i.e., on August 07, 2024 as Annexure I. Kindly take the information on record.

Thanking you,



Rachna Sharma
Company Secretary and Compliance Officer
CL Educate Limited
Registered Office: A-45, 1st Floor,
Mohan Co-operative Industrial Estate,
New Delhi – 110044
Contact No.: 9650633557

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF CL EDUCATE LIMITED HELD ON WEDNESDAY, THE 07TH DAY OF AUGUST, 2024 AT 01:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 'A-45, FIRST FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, NEW DELHI- 110044'

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':

Ms. Rachna Sharma, Company Secretary and Compliance Officer informed the Board of the following:

- That the Company had received an application dated July 31, 2024 from Mr. Sujit Bhattacharyya, an erstwhile Promoter Shareholder of the Company, holding 8,12,248 equity shares of the Company (constituting 1.50% of the total Paid-up Share Capital), requesting for his re-classification from "Promoter" to "Public Category" under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein referred to as the "SEBI (LODR)" or "Listing Regulations").
- That consequent to Mr. Sujit's request, Mr. Sujit's relatives holding shares in the Company, namely Mr. Abhijit Bhattacharyya, Ms. Shefali Acharya, Mr. Abhirup Bhattacharyya, Mr. Abhishek Bhattacharyya and Ms. Sneha Krishnan, belonging to the Promoter Group Category, had also requested for their re-classification from "Promoter Group" Category to "Public" Category vide letters dated July 31, 2024.

The copies of the request letters received from Mr. Sujit Bhattacharyya and his relatives (Collectively referred to as the "Outgoing Promoters") dated July 31, 2024 were placed before the Board.

In this respect, the Board noted that as per the provisions of Regulation 31A(3)(b) of the Listing Regulations, each of the Outgoing Promoters had, in their request letter(s), separately confirmed that they will continue to comply with conditions mentioned in sub-clauses (i), (ii) and (iii) of Clause (b) of sub-regulation 3 of Regulation 31A at all times from the date of such re-classification and shall comply with the conditions mentioned at sub-clause (iv) and (v) of clause (b) of sub-regulation (3) of Regulation 31A of the Listing Regulations for a period of not less than three years from the date of such reclassification, failing which he/ she would automatically be reclassified as Promoter.

The Board further noted that the Company was:

1. Compliant with the requirement of minimum public shareholding as required under Regulation 38 of Listing Regulations,
2. not having trading in its shares suspended by the stock exchanges; and
3. not having any outstanding dues to the SEBI Board, the Stock Exchanges or to the Depositories.

The Board was informed that the Outgoing Promoters seeking reclassification:

- Were not, directly or indirectly, associated with the business of the Company, and
- Did not have any influence over the business and policy making decisions of the Company, and
- Did not have any right to appoint any Director of the Company, and

- Did not have the ability to control the management of the Company in any manner whatsoever including by virtue of their shareholding, and
- Could not influence the decision making of the Company and
- Were not involved in the day-to-day activities of the Company, and
- Were not exercising control over the affairs of the Company.

The Board considered the matter in the light of the change in role of Mr. Sujit Bhattacharyya from a full time role of Chief Innovation Officer of the Company to a Part-Time Advisory role with effect from July 01, 2024, and the information given above and unanimously formed the view that it would be fair and equitable to approve the Outgoing Promoters' requests for reclassification from Promoter/ Promoter Group category to Public category.

It was noted that the said matter was subject to the approval of the Shareholders of the Company, as well as of the Stock Exchanges on which the securities of the Company were listed.

The Board after discussions and analysis of the matter, approved the request and passed the following resolution unanimously:

“RESOLVED THAT in compliance with the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR)” or “Listing Regulations”] (including any statutory modifications or amendment(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Members of the Company and 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 (herein after collectively referred to as the **“Stock Exchanges”**), and/or such other approvals, if any, as may be required in this regard, the approval of the Board of Directors be and is hereby accorded to reclassify the following Promoter/ Promoter Group Members (hereinafter individually and jointly referred to as the **“Outgoing Promoters”**) from ‘Promoter’ or ‘Promoter Group’ Category to ‘ Public’ Category:

S. No.	Name of the person seeking re-classification	Category	Relationship with the Promoter seeking Re-classification	Number of Shares held in the Company	Percentage (%) of Shares held in the Company
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 the SEBI (LODR), each of the Outgoing Promoters have, in their request letter(s), separately confirmed that they comply and will continue to comply with the provisions of Regulation 31A (3) (b) of the SEBI (LODR). Further they have also confirmed of 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 with respect to the pre-requisites in relation to the Company, it is hereby noted that as on date, the Company is:

1. Compliant with the requirement of minimum public shareholding as required under regulation 38 of SEBI (LODR),
2. not having trading in its shares suspended by the stock exchanges; and
3. not having any outstanding dues to the SEBI Board, the Stock Exchanges or to the Depositories.

RESOLVED FURTHER THAT upon receipt of the necessary approval(s) from the Stock Exchange(s) for reclassification of the Outgoing Promoters, the Company shall effect such reclassification 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 and Compliance officer 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 reclassification 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."

Certified True Copy

For CL Educate Limited



Rachna Sharma
Company Secretary and Compliance Officer
CL Educate Limited
Registered Office: A-45, 1st Floor,
Mohan Co-operative Industrial Estate,
New Delhi – 110044
Contact No.: 9650633557