

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**

Subject: Revised Outcome/Proceedings of the 27th Annual General Meeting

Dear Ma'am/Sir(s),

This has reference to the 27th Annual General Meeting (“AGM”) of our Company which was held on August 03, 2023 through two-way Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), the Outcome of which, along with the Scrutinizer's Report were filed through the NEAPS Portal of National Stock Exchange of India Limited vide NEAPS Application Number 2023/Aug/3058/3083 and through the Listing Centre of BSE Limited vide acknowledgement numbers 5956007 (Shareholder Meeting / Postal Ballot-Outcome of AGM) and 5956012 (Shareholder Meeting / Postal Ballot-Scrutinizer's Report) on August 03, 2023.

In this respect we wish to inform you that an inadvertent typographical error in the attendance stated in the filings related to the Outcome/Proceedings of the AGM 2023 has come to the notice of the Company, whereby the attendance of members has wrongly been bifurcated into ‘Members and Authorised representatives’ instead of ‘Promoter & Promoter Group and Public’. Hence a revised disclosure is being made, after incorporating this very correction under the heading ‘**MEMBERS PRESENT AT THE MEETING**’ at page No. 2 of the Outcome.

A humble submission is being made to kindly pardon the inadvertent error and take on record the attached revised Outcome of AGM and Scrutinizer's Report in the prescribed format in place of the previous one.

We regret the inconvenience caused in this regard.

Thanking You

For CL Educate Limited



Rachna Sharma
Company Secretary & Compliance Officer
ICSI Membership. No.: 17780

Place: New Delhi
Date: August 10, 2023

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**

Subject: Proceedings of the 27th Annual General Meeting and Voting Results

Dear Ma'am/Sir(s),

In continuation to our letter dated July 12, 2023, we wish to state that the 27th Annual General Meeting (“AGM”) of the members of the Company was held today through two-way Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) and the businesses as set out in the Notice convening 27th AGM were transacted and passed with requisite majority.

In this regard, please find enclosed the following:

1. A summary of the proceedings of 27th Annual General Meeting of the Company as required under Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – I**;
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – II**; and
3. Report of the Scrutinizer dated August 03, 2023, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014 as **Annexure – III**.

The disclosures are also being uploaded on Company’s website www.cleducate.com and on the website of KFin Technologies Limited <https://evoting.kfintech.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: August 03, 2023

Annexure – I

**SUMMARY OF PROCEEDINGS OF THE 27TH ANNUAL GENERAL MEETING OF
CL EDUCATE LIMITED**

The 27th Annual General Meeting (“AGM”) of the Members of CL Educate Limited (“the Company”) was held today i.e., on Thursday, August 03, 2023 at 11:00 A.M. (IST) through two way Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”), in compliance with the Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (“SEBI”) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

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

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

OTHER REPRESENTATIVES	
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

MEMBERS PRESENT AT THE MEETING

S. No.	Particulars	No. of Shareholders Present	No. of Shares held as on record date	Percentage (%) to Paid-up Share Capital
1	Promoter and Promoter Group	22	2,80,36,184	50.88372
2	Public	62	6,80,705	1.23543
	Total	84	2,87,16,889	52.11915

Proceedings in brief:

- Mr. Satya Narayanan R, Chairman and Executive Director of the Company took the Chair and presided over the meeting.
- The Chairman welcomed the Members, Directors, Auditors, and other stakeholders present at the 27th Annual General Meeting of the Company 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, and 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/KMP's are interested and the Certificate dated June 21, 2023 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 of the members at the AGM, through the VC facility of Kfin Technologies Limited (Kfin) and the same were accessible throughout the continuance of the AGM.
- 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 Monday, July 31, 2023 (09:00 AM) till Wednesday, August 02, 2023 (05.00 PM). During this period, members of the Company, holding shares as on the Cut-Off Date i.e., Thursday, July 27, 2023 (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, Boards' Report and Auditors' Report for the Financial Year ending March 31, 2023, 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 27th AGM were placed for members' consideration and approval.

S. No.	Resolutions	Type of Resolution
Ordinary Business		
1.	Adoption of Audited Financial Statements for the Financial Year ended March 31, 2023.	Ordinary
2.	Retirement by Rotation - To appoint a Director in place of Mr. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO Enterprise Business of the	Ordinary

	Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re- appointment.	
Special Business		
3.	Ratification of remuneration payable to M/s. Sunny Chhabra and Co., (FRN: 101544), Cost Auditor for the Financial Year 2023-24.	Ordinary
4.	Grant approval to the overall maximum remuneration payable to the Non-Executive Director(s) of the Company over a period of next three years (from April 01, 2024 to March 31, 2027).	Ordinary
5.	Approve the Re-appointment of Mr. Girish Shivani (DIN: 03593974) as a Non-Executive Independent Director on the Board of the Company for a second term of Five Consecutive Years.	Special
6.	Approve the deputation of Mr. Nikhil Mahajan to Kestone CL US Limited, Wholly Owned Subsidiary Company of CL Educate Ltd.	Ordinary

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

The Chairman requested the members present at the meeting who had not cast their votes through remote e-voting, 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 next 15 minutes 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) on or before August 04, 2023, after receipt of Scrutinizer's Report and the same will also be uploaded on the website of the Company (www.cleducate.com) and website of Kfin (<https://evoting.kfintech.com/>).

The Chairman then thanked the members attending the meeting for their co-operation and concluded the meeting at 11:56 A.M.

Thanking you,

Yours sincerely,

For CL Educate Limited



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



Place: New Delhi
Date: August 03, 2023

Annexure - II

	CL EDUCATE LIMITED
Date of the AGM/EGM	03-08-2023
Total number of shareholders on record date	22805
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	22
Public:	62

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements for the Financial Year ended March 31, 2023.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in Favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	2,89,26,932	2,88,05,608	99.5806	2,88,05,608	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,88,05,608	99.5806	2,88,05,608	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	54,28,360	43,12,978	79.4527	43,12,978	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		43,12,978	79.4527	43,12,978	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	2,07,43,244	2,49,189	1.3025	2,49,045	144	99.9467	0.0532	21,000	200
	Poll		24	0.0001	20	4	83.3333	16.6666	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,49,213	1.3026	2,49,065	148	99.9406	0.0594	21,000	200
Total		5,50,98,536	3,33,67,799	60.5602	3,33,67,651	148	99.9996	0.0004	21,000	200

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Retirement by Rotation: To appoint a Director in place of Mr. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO Enterprise Business of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re- appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in Favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	2,89,26,932	2,85,26,140	99.1261	2,85,26,140	0	100.0000	0.0000	1,48,000	1,31,468
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,85,26,140	99.1261	2,85,26,140	0	100.0000	0.0000	1,48,000	1,31,468
Public- Institutions	E-Voting	54,28,360	43,12,978	79.4527	43,12,978	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		43,12,978	79.4527	43,12,978	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	2,07,43,244	2,49,174	1.3025	2,45,968	3,206	98.8133	1.1866	21,000	215
	Poll		24	0.0001	20	4	83.3333	16.6666	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,49,198	1.3026	2,45,988	3,210	98.7119	1.2881	21,000	215
Total		5,50,98,536	3,30,88,316	60.0530	3,30,85,106	3,210	99.9903	0.0097	1,69,000	1,31,683

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration payable to M/s Sunny Chhabra and Co., (FRN: 101544), Cost Auditor for the Financial Year 2023-24.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in Favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	2,89,26,932	2,88,05,608	99.5806	2,88,05,608	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,88,05,608	99.5806	2,88,05,608	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	54,28,360	43,12,978	79.4527	43,12,978	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		43,12,978	79.4527	43,12,978	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	2,07,43,244	2,49,374	1.3034	2,33,852	15,522	94.2590	5.7409	21,000	15
	Poll		24	0.0001	20	4	83.3333	16.6666	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,49,398	1.3035	2,33,872	15,526	93.7746	6.2254	21,000	15
Total		5,50,98,536	3,33,67,984	60.5606	3,33,52,458	15,526	99.9535	0.0465	21,000	15

Resolution No.	4									
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Resolution required: (Ordinary/ Special)	ORDINARY - Grant approval to the overall maximum remuneration payable to the Non- Executive Director(s) of the Company over a period of next three years (from April 01, 2024 to March 31, 2027)									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	2,89,26,932	2,88,05,608	99.5806	2,88,05,608	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,88,05,608	99.5806	2,88,05,608	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	54,28,360	43,12,978	79.4527	43,12,978	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		43,12,978	79.4527	43,12,978	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	2,07,43,244	2,49,374	1.3034	2,01,368	48,006	82.2445	17.7554	21,000	15
	Poll		24	0.0001	20	4	83.3333	16.6666	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,49,398	1.3035	2,01,388	48,010	80.7496	19.2504	21,000	15
Total	5,50,98,536	3,33,67,984	60.5606	3,33,19,974	48,010	99.8561	0.1439	21,000	15	

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Approve the Re-appointment of Mr. Girish Shivani (DIN: 03593974) as a Non-Executive Independent Director on the Board of the Company for a second term of Five Consecutive Years.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	2,89,26,932	2,88,05,608	99.5806	2,88,05,608	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,88,05,608	99.5806	2,88,05,608	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	54,28,360	43,12,978	79.4527	43,12,978	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		43,12,978	79.4527	43,12,978	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	2,07,43,244	2,49,389	1.3035	2,47,867	1,522	99.4371	0.5628	21,000	0
	Poll		24	0.0001	20	4	83.3333	16.6666	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,49,413	1.3036	2,47,887	1,526	99.3882	0.6118	21,000	0
Total	5,50,98,536	3,33,67,999	60.5606	3,33,66,473	1,526	99.9954	0.0046	21,000	0	

Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - Approve the deputation of Mr. Nikhil Mahajan to Kestone CL US Limited, Wholly Owned Subsidiary Company of CL Educate Ltd.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	2,89,26,932	2,86,74,140	99.1261	2,85,26,140	0	100.0000	0.0000	1,48,000	1,31,468
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,86,74,140	99.1261	2,85,26,140	0	99.4839	0.0000	1,48,000	131468
Public- Institutions	E-Voting	54,28,360	43,12,978	79.4527	43,12,978	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		43,12,978	79.4527	43,12,978	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	2,07,43,244	2,49,389	1.3035	2,33,983	15,406	94.3022	5.6977	21,000	0
	Poll		24	0.0001	20	4	83.3333	16.6666	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,49,413	1.3036	2,34,003	15,410	93.8215	6.1785	21,000	0
Total	5,50,98,536	3,32,36,531	60.3220	3,30,73,121	15,410	99.5083	0.0464	1,69,000	131468	



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

Annexure - III

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]

August 03, 2023

To

The Chairman

CL EDUCATE LIMITED

A-45, First Floor

Mohan Co-operative Industrial Estate

New Delhi – 110 044

27th (Twenty-Seventh) Annual General Meeting (AGM) of the Equity Shareholders of CL Educate Limited (CIN: L74899HR1996PLC076897) held on Thursday, August 03, 2023 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 27th (Twenty-Seventh) Annual General Meeting (AGM) of CL Educate Limited held on Thursday, August 03, 2023 at 11:00 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

I, Sachin Hukumchand Sharma, Practising Company Secretary (ACS:46900; 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 June 22, 2023, 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 proposed to be passed at the 27th (Twenty-Seventh) AGM of the shareholders of the Company to be held on **Thursday, August 03, 2023 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 27th 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 27th 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 July 13, 2023, in “Financial Express” (English) and “Dainik Bhaskar” (Hindi), the remote e-voting opened at 09.00 A.M. (IST) on Monday, July 31, 2023 and remained open until 05.00 P.M. (IST) on Wednesday, August 02, 2023;
3. The members holding the Equity Shares of the Company as on Thursday, July 27, 2023 viz. the “**cut-off date**”, were entitled to vote on the resolutions stated in the Notice of the 27th Annual General Meeting of the Company;
4. The Notice of AGM dated June 22, 2023 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 the MCA Circular Number 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 03/2022 dated May 05, 2022 and General Circular No.11/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (SEBI)

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SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

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Circular Number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as “SEBI Circulars”).

- 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;
- 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;
- 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 the Annual Financial Statements of the Company for the Financial Year ended March 31, 2023:

(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	97	3,33,67,631	100.00
E-voting at AGM	4	20	0.00
Total	101	3,33,67,651	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	15	144	97.30
E-voting at AGM	1	4	2.70
Total	16	148	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.1

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	3,33,67,651	100.00
Votes against	148	0.00
Total	3,33,67,799	100.00

Note:

a) 1 (One) folio holding 200 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.

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Resolution No.2: Ordinary Resolution

Appointment of Director in place of Mr. Nikhil Mahajan (DIN:00033404), Executive Director and Group CEO Enterprise Business of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers 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	90	3,30,85,086	100.00
E-voting at AGM	4	20	0.00
Total	94	3,30,85,106	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	17	3,206	99.88
E-voting at AGM	1	4	0.12
Total	18	3,210	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
4	1,69,000

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	3,30,85,106	99.99
Votes against	3,210	0.01
Total	3,30,88,316	100.000

Note:

a) 2 (Two) folios holding in aggregate 215 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.

b) 1 (One) folio holding 1,31,468 Equity Shares of face value of Rs.5/- each of the Company, being interested persons, abstained from voting in the above resolution.

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Resolution No.3: Ordinary Resolution

Ratification of remuneration payable to M/s Sunny Chhabra and Co., (FRN: 101544), Cost Auditor for the Financial Year 2023-24:

(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	92	3,33,52,438	100.00
E-voting at AGM	4	20	0.00
Total	96	3,33,52,458	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	20	15,522	99.97
E-voting at AGM	1	4	0.03
Total	21	15,526	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.3

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	3,33,52,458	99.95
Votes against	15,526	0.05
Total	3,33,67,984	100.000

Note:

a) 1 (One) folio holding 15 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.

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Resolution No.4: Ordinary Resolution

Grant approval to the overall maximum remuneration payable to the Non- Executive Director(s) of the Company over a period of next three years (from April 01, 2024 to March 31, 2027)

(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	91	3,33,19,954	100.00
E-voting at AGM	4	20	0.00
Total	95	3,33,19,974	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	48,006	99.99
E-voting at AGM	1	4	0.01
Total	22	48,010	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.4

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	3,33,19,974	99.86
Votes against	48,010	0.14
Total	3,33,67,984	100.000

Note:

a) 1 (One) folio holding 15 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.

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Resolution No.5: Special Resolution

Approve the Re-appointment of Mr. Girish Shivani (DIN: 03593974) 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	95	3,33,66,453	100.00
E-voting at AGM	4	20	0.00
Total	99	3,33,66,473	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	18	1,522	99.74
E-voting at AGM	1	4	0.26
Total	19	1,526	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	3,33,66,473	100.00
Votes against	1,526	0.00
Total	3,33,67,999	100.000

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: 7 :

Resolution No.6: Ordinary Resolution

Approve the deputation of Mr. Nikhil Mahajan to Kestone CL US Limited, Wholly Owned Subsidiary Company of CL Educate Ltd.

(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	90	3,30,73,101	100.00
E-voting at AGM	4	20	0.00
Total	94	3,30,73,121	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	15,406	99.97
E-voting at AGM	1	4	0.03
Total	20	15,410	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
4	1,69,000

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	3,30,73,121	99.95
Votes against	15,410	0.05
Total	3,30,88,531	100.000

Note:

- a) 1 (One) folio holding 1,31,468 Equity Shares of face value of Rs.5/- each of the Company, being interested persons, abstained from voting in the above resolution.

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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 27th 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
ACS: 46900; CP: 20423
UDIN: A046900E000734774

Witnesses:

Signature:



Signature:



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

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