



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 26<sup>th</sup> Annual General Meeting and Voting Results**

Dear Ma'am/Sir(s),

In continuation to our letter dated August 23, 2022, we wish to state that the 26<sup>th</sup> 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 26<sup>th</sup> AGM were transacted and passed with requisite majority.

In this regard, please find enclosed the following:

1. A summary of the proceedings of 26<sup>th</sup> 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 September 15, 2022, 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 information is also available on the website of the Company ([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 15, 2022**



**Annexure – I**

**SUMMARY OF PROCEEDINGS OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING OF  
CL EDUCATE LIMITED**

The 26<sup>th</sup> Annual General Meeting (“AGM”) of the Members of CL Educate Limited (“the Company”) was held today i.e., Thursday, September 15, 2022 at 10:00 A.M. IST through 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.

<b>DIRECTORS PRESENT</b>	
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

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

<b>OTHER REPRESENTATIVES</b>	
Mr. Neeraj Goel	Partner, M/s. Walker Chandiook & Co. LLP, Chartered Accountants, Statutory Auditors
Mr. Sachin Hukumchand Sharma	Designated Partner, M/s. S. Anantha & Ved LLP, Secretarial Auditor, and Designated Partner, M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), Scrutinizer
Mr. Sunny Chhabra	Partner, M/s. Sunny Chhabra and Co., Cost Accountants, Cost Auditor

**MEMBERS PRESENT AT THE MEETING**

S. No.	Attendance	No. of Members	No. of Shares held as on record date	Percentage (%) to Paid-up Share Capital
1	Members	94	1,18,34,607	42.98
2	Authorised Representatives	3	25,44,286	9.24
	<b>Total</b>	<b>97</b>	<b>1,43,78,893</b>	<b>52.22</b>

*Rachna*

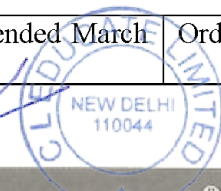


**Proceedings in brief:**

- 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 26<sup>th</sup> Annual General Meeting of the members 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 are interested and the Certificate received from the Secretarial Auditor of the Company with respect to the implementation of the Company’s ESOP Plan were kept open for inspection of the members at the AGM, through the VC facility of NSDL 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. Members were informed that the recording of the Chairman’s speech will be made available on the website of the Company, and will be live streamed immediately after the conclusion of the Meeting
- 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, September 12, 2022 (09:00 AM) till Wednesday, September 14, 2022 (05.00 PM). During this period, members of the Company, holding shares as on the Cut-Off Date i.e., Thursday, September 08, 2022 (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, Auditor’s Report, and Board’s Report for the Financial Year ended March 31, 2022, which had already been circulated to the members in advance, were taken as read by the members of the Company. The observation / opinion made by the Statutory 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 26<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, 2022.	Ordinary

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2.	Retirement by Rotation - To appoint a Director in place of Mr. Satya Narayanan R (DIN:00307326), Chairman and Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for reappointment.	Ordinary
3.	Retirement by Rotation - To appoint a Director in place of Mr. Gautam Puri (DIN:00033548), Vice Chairman and Managing Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for reappointment.	Ordinary
<b>Special Business</b>		
4.	Ratification of remuneration payable to the Cost Auditors for the Financial Year 2022-23.	Ordinary
5.	Adoption of new set of Memorandum of Association of the Company.	Special
6.	Approval to the shifting of the Registered Office of the Company from the “State of Haryana” to the “National Capital Territory (NCT) of Delhi” and consequential amendment to the Memorandum of Association of the Company.	Special
7.	Approval to the withdrawal of proposed sale/ transfer of the Company’s digital business to its Wholly Owned Subsidiary, Career Launcher Private Limited (“CLPL”).	Special
8.	Re-appointment of Mr. Satya Narayanan R (DIN:00307326) as the Chairman and Executive Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him.	Special
9.	Re-appointment of Mr. Gautam Puri (DIN:00033548), as the Vice Chairman and Managing Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him.	Special
10.	Re-appointment of Mr. Nikhil Mahajan (DIN:00033404), as the Executive Director and Group CEO Enterprise Business of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him.	Special
11.	Approve modifications to the ‘Amended and Restated Career Launcher Employee Stock Options Plan 2014’ including an Increase in the ESOP Pool thereunder.	Special
12.	Approve Grant of options under the ‘Amended and Restated Career Launcher Employee Stock Options Plan 2014’ to the Employees of the Subsidiary Company(ies) and Associate Company(ies), existing and future, of the Company.	Special
13.	Approve the grant of options under the ‘Amended and Restated Career Launcher Employee Stock Options Plan 2014’ to identified employees, during any one year notwithstanding that these exceed one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.	Special

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The Chairman invited the speaker shareholders who had registered themselves with the Company to express their 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, and who were otherwise not barred from doing so, to cast their votes through the e-voting system during the AGM. He further stated that the e-voting facility, that was open since the commencement of the Meeting would be kept open till 15 minutes after the conclusion of the Meeting 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 September 17, 2022, after receipt of Scrutinizer's Report and the same will also be uploaded on the website of the Company ([www.cleducate.com](http://www.cleducate.com)) and website of NSDL (<https://www.evoting.nsdl.com>).

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

Thanking you,

Yours sincerely,

**For CL Educate Limited**



**Rachna Sharma**

**Company Secretary & Compliance Officer**

**ICSI M. No.: A17780**

**Place: New Delhi**

**Date: September 15, 2022**

## Annexure - II

<b>Company Name</b>	<b>CL EDUCATE LIMITED</b>
<b>Date of the AGM</b>	15-09-22
<b>Record Date</b>	08-09-22
<b>Total number of shareholders on record date</b>	21722
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	0
<b>Public:</b>	0
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	21
<b>Public:</b>	76

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements for the Financial Year ended March 31, 2022.									
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	14,455,216	14,420,216	99.7579	14,420,216	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
	<b>Total</b>		<b>14,420,216</b>	<b>99.7579</b>	<b>14,420,216</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	2,756,684	2,228,540	80.8413	2,228,540	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
	<b>Total</b>		<b>2,228,540</b>	<b>80.8413</b>	<b>2,228,540</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	10,322,256	219,802	2.1294	219,724	78	99.9645	0.0355	0	0
	Poll		0	0.0000	0	0	87.5000	12.5000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>219,802</b>	<b>2.1294</b>	<b>219,724</b>	<b>78</b>	<b>99.9645</b>	<b>0.0355</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>27,534,156</b>	<b>16,868,558</b>	<b>61.2641</b>	<b>16,868,480</b>	<b>78</b>	<b>99.9995</b>	<b>0.0005</b>	<b>0</b>	<b>0</b>



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Retirement by Rotation - To appoint a Director in place of Mr. Satya Narayanan R (DIN 00307326), Chairman and Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for reappointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	14,455,216	8,750,854	60.5377	8,750,854	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		8,750,854	60.5377	8,750,854	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,756,684	2,228,540	80.8413	2,228,540	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		2,228,540	80.8413	2,228,540	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	10,322,256	219,802	2.1294	219,256	546	99.7516	0.2484	0	0
	Poll		0	0.0000	0	0	87.5000	12.5000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		219,802	2.1294	219,256	546	99.7516	0.2484	0	0
Total	Total	27,534,156	11,199,196	40.6738	11,198,650	546	99.9951	0.0049	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Retirement by Rotation - To appoint a Director in place of Mr. Gautam Puri (DIN 00033548), Vice Chairman and Managing Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for reappointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	14,455,216	9,494,380	65.6813	9,494,380	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		9,494,380	65.6813	9,494,380	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,756,684	2,228,540	80.8413	2,228,540	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		2,228,540	80.8413	2,228,540	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	10,322,256	219,802	2.1294	219,256	546	99.7516	0.2484	0	0
	Poll		0	0.0000	0	0	87.5000	12.5000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		219,802	2.1294	219,256	546	99.7516	0.2484	0	0
Total	Total	27,534,156	11,942,722	43.3742	11,942,176	546	99.9954	0.0046	0	0



Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration payable to the Cost Auditors for the Financial Year 2022-23.									
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	14,455,216	14,420,216	99.7579	14,420,216	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
	<b>Total</b>		<b>14,420,216</b>	<b>99.7579</b>	<b>14,420,216</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	2,756,684	2,228,540	80.8413	2,228,540	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
	<b>Total</b>		<b>2,228,540</b>	<b>80.8413</b>	<b>2,228,540</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	10,322,256	219,802	2.1294	219,532	270	99.8772	0.1228	0	0
	Poll		0	0.0000	0	0	87.5000	12.5000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>219,802</b>	<b>2.1294</b>	<b>219,532</b>	<b>270</b>	<b>99.8772</b>	<b>0.1228</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>Total</b>	<b>27,534,156</b>	<b>16,868,558</b>	<b>61.2641</b>	<b>16,868,288</b>	<b>270</b>	<b>99.9984</b>	<b>0.0016</b>	<b>0</b>	<b>0</b>

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Adoption of new set of Memorandum of Association of the Company.									
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	14,455,216	14,420,216	99.7579	14,420,216	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
	<b>Total</b>		<b>14,420,216</b>	<b>99.7579</b>	<b>14,420,216</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	2,756,684	2,228,540	80.8413	2,228,540	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
	<b>Total</b>		<b>2,228,540</b>	<b>80.8413</b>	<b>2,228,540</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	10,322,256	219,802	2.1294	219,262	540	99.7543	0.2457	0	0
	Poll		0	0.0000	0	0	87.5000	12.5000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>219,802</b>	<b>2.1294</b>	<b>219,262</b>	<b>540</b>	<b>99.7543</b>	<b>0.2457</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>Total</b>	<b>27,534,156</b>	<b>16,868,558</b>	<b>61.2641</b>	<b>16,868,018</b>	<b>540</b>	<b>99.9968</b>	<b>0.0032</b>	<b>0</b>	<b>0</b>





Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to the shifting of the Registered Office of the Company from the "State of Haryana" to the "National Capital Territory (NCT) of Delhi" and consequential amendment to the Memorandum of Association of the Company.									
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	14,455,216	14,420,216	99.7579	14,420,216	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		14,420,216	99.7579	14,420,216	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,756,684	2,228,540	80.8413	2,228,540	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		2,228,540	80.8413	2,228,540	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	10,322,256	219,802	2.1294	219,262	540	99.7543	0.2457	0	0
	Poll		0	0.0000	0	0	87.5000	12.5000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		219,802	2.1294	219,262	540	99.7543	0.2457	0	0
Total		27,534,156	16,868,558	61.2641	16,868,018	540	99.9968	0.0032	0	0

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to the withdrawal of proposed sale/ transfer of the Company's digital business to its Wholly Owned Subsidiary, Career Launcher Private Limited ("CLPL").									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	14,455,216	3,825,018	26.4612	3,825,018	0	100.0000	0.0000	707,396	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		3,825,018	26.4612	3,825,018	0	100.0000	0.0000	707,396	0
Public- Institutions	E-Voting	2,756,684	2,228,540	80.8413	2,228,540	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		2,228,540	80.8413	2,228,540	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	10,322,256	219,802	2.1294	219,284	518	99.7643	0.2357	0	0
	Poll		0	0.0000	0	0	87.5000	12.5000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		219,802	2.1294	219,284	518	99.7643	0.2357	0	0
Total		27,534,156	6,273,360	22.7839	6,272,842	518	99.9917	0.0083	707,396	0



Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Satya Narayanan R (DIN 00307326) as the Chairman and Executive Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	14,455,216	8,750,854	60.5377	8,750,854	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		8,750,854	60.5377	8,750,854	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,756,684	2,228,540	80.8413	2,228,540	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		2,228,540	80.8413	2,228,540	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	10,322,256	219,802	2.1294	219,236	566	99.7425	0.2575	0	0
	Poll		0	0.0000	0	0	87.5000	12.5000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		219,802	2.1294	219,236	566	99.7425	0.2575	0	0
Total	27,534,156		11,199,196	40.6738	11,198,630	566	99.9949	0.0051	0	0

Resolution No.	9									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Gautam Puri (DIN 00033548), as the Vice Chairman and Managing Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	14,455,216	9,494,380	65.6813	9,494,380	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		9,494,380	65.6813	9,494,380	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,756,684	2,228,540	80.8413	2,228,540	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		2,228,540	80.8413	2,228,540	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	10,322,256	219,802	2.1294	219,244	558	99.7461	0.2539	0	0
	Poll		0	0.0000	0	0	87.5000	12.5000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		219,802	2.1294	219,244	558	99.7461	0.2539	0	0
Total	27,534,156		11,942,722	43.3742	11,942,164	558	99.9953	0.0047	0	0



Resolution No.	10									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Nikhil Mahajan (DIN 00033404), as the Executive Director and Group CEO Enterprise Business of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	14,455,216	14,280,482	98.7912	14,280,482	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		14,280,482	98.7912	14,280,482	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,756,684	2,228,540	80.8413	2,228,540	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		2,228,540	80.8413	2,228,540	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	10,322,256	219,802	2.1294	219,436	366	99.8335	0.1665	0	0
	Poll		0	0.0000	0	0	87.5000	12.5000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		219,802	2.1294	219,436	366	99.8335	0.1665	0	0
Total		27,534,156	16,728,824	60.7566	16,728,458	366	99.9978	0.0022	0	0

Resolution No.	11									
Resolution required: (Ordinary/ Special)	SPECIAL - Approve modifications to the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' including an Increase in the ESOP Pool thereunder.									
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	14,455,216	14,420,216	99.7579	14,420,216	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		14,420,216	99.7579	14,420,216	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,756,684	2,228,540	80.8413	2,215,144	13,396	99.3988	0.6011	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		2,228,540	80.8413	2,215,144	13,396	99.3989	0.6011	0	0
Public- Non Institutions	E-Voting	10,322,256	219,802	2.1294	214,404	5,398	97.5442	2.4558	0	0
	Poll		0	0.0000	0	0	87.5000	12.5000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		219,802	2.1294	214,404	5,398	97.5442	2.4558	0	0
Total		27,534,156	16,868,558	61.2641	16,849,764	18,794	99.8886	0.1114	0	0



Resolution No.	12									
Resolution required: (Ordinary/ Special)	SPECIAL - Approve Grant of options under the Amended and Restated Career Launcher Employee Stock Options Plan 2014' to the Employees of the Subsidiary Company(ies) and Associate Company(ies), existing and future, of the Company.									
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	14,455,216	14,420,216	99.7579	14,420,216	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
	<b>Total</b>		<b>14,420,216</b>	<b>99.7579</b>	<b>14,420,216</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	2,756,684	2,228,540	80.8413	2,215,144	13,396	99.3988	0.6011	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
	<b>Total</b>		<b>2,228,540</b>	<b>80.8413</b>	<b>2,215,144</b>	<b>13,396</b>	<b>99.3989</b>	<b>0.6011</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	10,322,256	219,802	2.1294	214,404	5,398	97.5442	2.4558	0	0
	Poll		0	0.0000	0	0	87.5000	12.5000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>219,802</b>	<b>2.1294</b>	<b>214,404</b>	<b>5,398</b>	<b>97.5442</b>	<b>2.4558</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>27,534,156</b>	<b>16,868,558</b>	<b>61.2641</b>	<b>16,849,764</b>	<b>18,794</b>	<b>99.8886</b>	<b>0.1114</b>	<b>0</b>	<b>0</b>

Resolution No.	13									
Resolution required: (Ordinary/ Special)	SPECIAL - Approve the grant of options under the Amended and Restated Career Launcher Employee Stock Options Plan 2014' to identified employees, during any one year notwithstanding that these exceed one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.									
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	14,455,216	14,420,216	99.7579	14,420,216	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
	<b>Total</b>		<b>14,420,216</b>	<b>99.7579</b>	<b>14,420,216</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	2,756,684	2,228,540	80.8413	2,215,144	13,396	99.3988	0.6011	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
	<b>Total</b>		<b>2,228,540</b>	<b>80.8413</b>	<b>2,215,144</b>	<b>13,396</b>	<b>99.3989</b>	<b>0.6011</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	10,322,256	219,802	2.1294	214,222	5,580	97.4614	2.5386	0	0
	Poll		0	0.0000	0	0	87.5000	12.5000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>219,802</b>	<b>2.1294</b>	<b>214,222</b>	<b>5,580</b>	<b>97.4614</b>	<b>2.5386</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>27,534,156</b>	<b>16,868,558</b>	<b>61.2641</b>	<b>16,849,582</b>	<b>18,976</b>	<b>99.8875</b>	<b>0.1125</b>	<b>0</b>	<b>0</b>





## SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
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Mulund (W), Mumbai – 400 080  
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### 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 15, 2022

To

**The Chairman**

**CL EDUCATE LIMITED**

**A-45, First Floor**

**Mohan Co-operative Industrial Estate**

**New Delhi – 110 044**

**26<sup>th</sup> (Twenty-Sixth) Annual General Meeting (AGM) of the Equity Shareholders of CL Educate Limited (CIN: L74899HR1996PLC076897) held on Thursday, September 15, 2022 at 10:00 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 26<sup>th</sup> (Twenty-Sixth) Annual General Meeting (AGM) of CL Educate Limited held on Thursday, September 15, 2022 at 10:00 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 August 03, 2022, 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 26<sup>th</sup> (Twenty-Sixth) AGM of the shareholders of the Company to be held on **Thursday, September 15, 2022 at 10:00 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 26<sup>th</sup> 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 26<sup>th</sup> 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 24, 2022, in ‘Financial Express’ (English) and ‘Dainik Bhaskar’ (Hindi), the remote e-voting opened at 09.00 A.M. (IST) on Monday, September 12, 2022 and remained open until 05.00 P.M. (IST) on Wednesday, September 14, 2022;
3. The members holding the Equity Shares of the Company as on Thursday, September 08, 2022 viz. the “**cut-off date**”, were entitled to vote on the resolutions stated in the Notice of the 26<sup>th</sup> Annual General Meeting of the Company;
4. The Notice of AGM dated August 03, 2022 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 02/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (SEBI) ...2



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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”).

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 National Securities Depository Limited (“NDSL”) i.e. <https://www.evoting.nsdl.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 National Securities Depository Limited (“NDSL”) 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, 2022:**

(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	159	1,68,68,466	100.00
E-voting at AGM	6	14	0.00
<b>Total</b>	<b>165</b>	<b>1,68,68,480</b>	<b>100.00</b>

(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	76	97.44
E-voting at AGM	1	2	2.56
<b>Total</b>	<b>18</b>	<b>78</b>	<b>100.00</b>

(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	1,68,68,480	100.00
Votes against	78	0.00
<b>Total</b>	<b>1,68,68,558</b>	<b>100.00</b>

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Mulund (W), Mumbai – 400 080  
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: 3 :

## Resolution No.2: Ordinary Resolution

**Appointment of Director in place of Mr. Satya Narayanan R (DIN: 00307326), Chairman and Executive Director 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	150	1,11,98,636	100.00
E-voting at AGM	6	14	0.00
<b>Total</b>	<b>156</b>	<b>1,11,98,650</b>	<b>100.00</b>

(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	544	99.63
E-voting at AGM	1	2	0.37
<b>Total</b>	<b>24</b>	<b>546</b>	<b>100.00</b>

(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.2

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	1,11,98,650	99.995
Votes against	546	0.005
<b>Total</b>	<b>1,11,99,196</b>	<b>100.000</b>

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: 4 :

## Resolution No.3: Ordinary Resolution

**Appointment of Director in place of Mr. Gautam Puri (DIN:00033548), Vice Chairman and Managing Director 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	149	1,19,42,162	100.00
E-voting at AGM	6	14	0.00
<b>Total</b>	<b>155</b>	<b>1,19,42,176</b>	<b>100.00</b>

(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	544	99.63
E-voting at AGM	1	2	0.37
<b>Total</b>	<b>24</b>	<b>546</b>	<b>100.00</b>

(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.3

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	1,19,42,176	99.995
Votes against	546	0.005
<b>Total</b>	<b>1,19,42,722</b>	<b>100.000</b>

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: 5 :

## **B. Special Business:**

### **Resolution No.4: Ordinary Resolution**

#### **Ratification of remuneration payable to M/s. Sunny Chhabra and Co., Cost Accountants (Firm Registration No.101544), the Cost Auditors for the Financial Year 2022-23:**

(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	157	1,68,68,274	100.00
E-voting at AGM	6	14	0.00
<b>Total</b>	<b>163</b>	<b>1,68,68,288</b>	<b>100.00</b>

(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	268	99.26
E-voting at AGM	1	2	0.74
<b>Total</b>	<b>20</b>	<b>270</b>	<b>100.00</b>

(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	1,68,68,288	99.998
Votes against	270	0.002
<b>Total</b>	<b>1,68,68,558</b>	<b>100.000</b>

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: 6 :

## Resolution No.5: Special Resolution

### Adoption of new set of Memorandum of Association of the Company:

(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	154	1,68,68,004	100.00
E-voting at AGM	6	14	0.00
<b>Total</b>	<b>160</b>	<b>1,68,68,018</b>	<b>100.00</b>

(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	538	99.63
E-voting at AGM	1	2	0.37
<b>Total</b>	<b>23</b>	<b>540</b>	<b>100.00</b>

(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.5

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	1,68,68,018	99.997
Votes against	540	0.003
<b>Total</b>	<b>1,68,68,558</b>	<b>100.000</b>

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: 7 :

## Resolution No.6: Special Resolution

**Approval to the shifting of the Registered Office of the Company from the “State of Haryana” to the “National Capital Territory (NCT) of Delhi” and consequential amendment to the Memorandum of Association of the Company:**

(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	154	1,68,68,004	100.00
E-voting at AGM	6	14	0.00
<b>Total</b>	<b>160</b>	<b>1,68,68,018</b>	<b>100.00</b>

(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	538	99.63
E-voting at AGM	1	2	0.37
<b>Total</b>	<b>23</b>	<b>540</b>	<b>100.00</b>

(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.6

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	1,68,68,018	99.997
Votes against	540	0.003
<b>Total</b>	<b>1,68,68,558</b>	<b>100.000</b>

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## Resolution No.7: Special Resolution

### Approval to the withdrawal of proposed sale/ transfer of the Company's digital business to its Wholly Owned Subsidiary, Career Launcher Private Limited ("CLPL"):

(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	148	62,72,828	100.00
E-voting at AGM	6	14	0.00
<b>Total</b>	<b>154</b>	<b>62,72,842</b>	<b>100.00</b>

(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	516	99.61
E-voting at AGM	1	2	0.39
<b>Total</b>	<b>22</b>	<b>518</b>	<b>100.00</b>

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid <sup>#</sup>	Total number of votes cast by them
1	7,07,396

### 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	62,72,842	99.992
Votes against	518	0.008
<b>Total</b>	<b>62,73,360</b>	<b>100.000</b>

#Note: 1 (One) folio holding 7,07,396 equity shares of face value of Rs.5/- each of the Company, considered invalid, being interested person in the above resolution

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## Resolution No.8: Special Resolution

**Re-appointment of Mr. Satva Narayanan R (DIN:00307326) as the Chairman and Executive Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him:**

(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	149	1,11,98,616	100.00
E-voting at AGM	6	14	0.00
<b>Total</b>	<b>155</b>	<b>1,11,98,630</b>	<b>100.00</b>

(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	564	99.65
E-voting at AGM	1	2	0.35
<b>Total</b>	<b>25</b>	<b>566</b>	<b>100.00</b>

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
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## 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	1,11,98,630	99.995
Votes against	566	0.005
<b>Total</b>	<b>1,11,99,196</b>	<b>100.000</b>

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## Resolution No.9: Special Resolution

**Re-appointment of Mr. Gautam Puri (DIN: 00033548), as the Vice Chairman and Managing Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him:**

(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	149	1,19,42,150	100.00
E-voting at AGM	6	14	0.00
<b>Total</b>	<b>155</b>	<b>1,19,42,164</b>	<b>100.00</b>

(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	556	99.64
E-voting at AGM	1	2	0.36
<b>Total</b>	<b>24</b>	<b>558</b>	<b>100.00</b>

(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.9

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	1,19,42,164	99.995
Votes against	558	0.005
<b>Total</b>	<b>1,19,42,722</b>	<b>100.000</b>

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## Resolution No.10: Special Resolution

**Re-appointment of Mr. Nikhil Mahajan (DIN: 00033404), as the Executive Director and Group CEO Enterprise Business of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him:**

(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	149	1,67,28,444	100.00
E-voting at AGM	6	14	0.00
<b>Total</b>	<b>155</b>	<b>1,67,28,458</b>	<b>100.00</b>

(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	364	99.45
E-voting at AGM	1	2	0.55
<b>Total</b>	<b>24</b>	<b>366</b>	<b>100.00</b>

(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.10

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	1,67,28,458	100.00
Votes against	366	0.00
<b>Total</b>	<b>1,67,28,824</b>	<b>100.00</b>

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: 12 :

## Resolution No.11: Special Resolution

### Approve modifications to the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' including an increase in the ESOP Pool thereunder:

(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	152	1,68,49,750	100.00
E-voting at AGM	6	14	0.00
<b>Total</b>	<b>158</b>	<b>1,68,49,764</b>	<b>100.00</b>

(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	18,792	100.00
E-voting at AGM	1	2	0.00
<b>Total</b>	<b>25</b>	<b>18,794</b>	<b>100.00</b>

(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.11

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	1,68,49,764	99.89
Votes against	18,794	0.11
<b>Total</b>	<b>1,68,68,558</b>	<b>100.00</b>

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: 13 :

## Resolution No.12: Special Resolution

**Approve Grant of options under the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' to the Employees of the Subsidiary Company(ies) and Associate Company(ies), existing and future, of the Company:**

(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	152	1,68,49,750	100.00
E-voting at AGM	6	14	0.00
<b>Total</b>	<b>158</b>	<b>1,68,49,764</b>	<b>100.00</b>

(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	18,792	100.00
E-voting at AGM	1	2	0.00
<b>Total</b>	<b>25</b>	<b>18,794</b>	<b>100.00</b>

(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.12

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	1,68,49,764	99.89
Votes against	18,794	0.11
<b>Total</b>	<b>1,68,68,558</b>	<b>100.00</b>

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: 14 :

## Resolution No.13: Special Resolution

**Approve the grant of options under the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' to identified employees, during any one year notwithstanding that these exceed one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options:**

(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	152	1,68,49,568	100.00
E-voting at AGM	6	14	0.00
<b>Total</b>	<b>158</b>	<b>1,68,49,582</b>	<b>100.00</b>

(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	18,974	100.00
E-voting at AGM	1	2	0.00
<b>Total</b>	<b>25</b>	<b>18,976</b>	<b>100.00</b>

(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.13

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	1,68,49,582	99.89
Votes against	18,976	0.11
<b>Total</b>	<b>1,68,68,558</b>	<b>100.00</b>

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: 15 :

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 26<sup>th</sup> 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: A046900D000980426

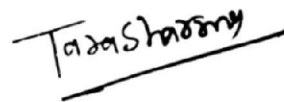
## Witnesses:

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