

DATE OF ENTRY: September 21, 2021

MINUTES OF THE 25th ANNUAL GENERAL MEETING OF THE MEMBERS OF CL EDUCATE LIMITED HELD ON TUESDAY, SEPTEMBER 07, 2021 AT 11:00 A.M. THROUGH TWO-WAY VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”)

Meeting commenced at: 11:00 A.M.

Meeting concluded at: 12:04 P.M.

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
Mr. Sanjay Tapriya	Non-Executive Independent Director, Chairman of the 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, Walker Chandiok & Co. LLP, Statutory Auditors
Mr. Sachin Sharma	Designated Partner, M/s. S. Anantha & Ved LLP, Secretarial Auditor, and 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	83	61,73,961	43.58
2	Authorised Representatives	2	16,683	0.12
	Total	85	61,90,644	43.70

Mr. Satya Narayanan R, Chairman and Executive Director took the Chair and presided over the 25th Annual General Meeting of the Members of the Company (AGM 2021). The requisite quorum being present, he called the Meeting to order and extended a warm welcome to the Members attending the AGM through video conferencing. Mr. Satya Narayanan R introduced the Directors and Company officials present at the meeting to the Members. The members were informed that Mr. Girish Shivani, Chairman of the Audit Committee and of the Stakeholders’ Relationship Committee, and Mr. Sanjay Tapriya, Chairman of the Nomination, Remuneration and Compensation Committee were present at the AGM. The Chairman explained the absence of Ms. Madhumita Ganguli and Mr. Piyush Sharma, Independent Directors and Mr. Imran Jafar, Non-Executive Non-Independent Director, who could not attend the AGM.

Ms. Rachna Sharma, Company Secretary and Compliance Officer of the Company apprised the Members of the procedural aspects of the meeting.

Addressing the shareholders, Mr. Satya Narayanan R delivered his speech highlighting the financial as well as business performance of the Company during the Financial Year 2020-21.

With the permission of the Chairman, Ms. Rachna Sharma informed the members that the Company had provided remote e-voting facility to the shareholders of the Company in respect of all businesses mentioned in the notice convening the 25th AGM. The remote e-voting facility had been kept open from Saturday, September 04, 2021, 09:00 A.M. till Monday, September 06, 2021, 05.00 P.M. During this period, Members of the Company holding shares as on the Cut-Off Date i.e., Tuesday, August 31, 2021 (as on closing hours of business) were able to cast their votes electronically. 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 Sharma (C.P. No.:20423), Designated Partner of M/s. S. Anantha & Ved LLP (LLPIN: AAH 8229), Company Secretaries, had been appointed as the Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.

Ms. Rachna Sharma informed the Members that the Register of Directors and Key Managerial Personnel and their Shareholding, as well as the Register of Contracts or Arrangements in which Directors are interested and the Certificate received from the Statutory Auditors of the Company with respect to implementation of Company's ESOP Plan were kept open for inspection by the Members at AGM, through VC facility of KFin Technologies Private Limited and the same were accessible throughout the continuance of the AGM.

She further informed the Members that the shareholders interested in any particular resolution would not vote on such resolutions or participate in the proceedings with respect to such resolutions.

With the consent of the Chairman and the Members, Ms. Rachna Sharma took up the items on the agenda one by one for Members' consideration. She read out the Agenda Items contained in the Notice of the 25th AGM, along with the observations made by the Statutory Auditors on the Financial Statements, and the reply given by Directors thereon, as contained in the Board's Report.

ITEMS OF ORDINARY BUSINESS:

1. **Adoption of Audited Financial Statements for the Financial Year ended March 31, 2021 (Ordinary Resolution):**

“**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, along with the reports of the Board of Directors and Auditor thereon, be and are hereby approved and adopted.”

2. **Appointment of Director in place of Mr. Imran Jafar (DIN: 03485628), Non-Executive Non-Independent Director of the Company, who retires by rotation and being eligible, offers himself for reappointment (Ordinary Resolution):**

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



ITEMS OF SPECIAL BUSINESS:

3. **Ratification of remuneration payable to the Cost Auditors for the Financial Year 2021-22 (Ordinary Resolution):**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, the Company hereby ratifies a remuneration of upto Rs.1,40,000/- (Rupees One Lakh Forty Thousand Only) plus applicable taxes and out of pocket expenses at actuals, if any, payable to M/s. Sunny Chhabra and Co., Cost Accountants (Firm Registration No.101544), the Cost Auditor of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as may be amended from time to time, for the Financial Year ending March 31, 2022.”

4. **Approve renewal of the ‘Amended and Restated Career Launcher Employee Stock Options Plan 2014’ (hereinafter “ESOP Scheme”), for a period of 4 (four) years commencing from September 05, 2021 (Special Resolution):**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act 2013 (the “Act”), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the “SBEB Regulations”) (including any statutory modification(s) or re-enactment of the Act or of the SBEB Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary in this respect, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof, including the Nomination, Remuneration and Compensation Committee, which may exercise its powers, including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded for the renewal of the “Amended and Restated Career Launcher Employee Stock Options Plan 2014 (“CL ESOP Plan 2014” or “ESOP Scheme”) of the Company for a period of 4 years i.e., from September 05, 2021 to September 04, 2025, by amending the relevant Articles and Clauses of the CL ESOP Plan 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to grant options remaining to be granted under the ESOP Scheme, and/or to issue and allot Equity shares or any other securities, upon exercise of such options, from time to time in accordance with the “CL ESOP Plan 2014”, without seeking any further approval from the shareholders of the Company, and such Equity shares shall rank pari-passu in all respects with the existing shares of the Company.

RESOLVED FURTHER THAT in case the Equity shares or any other securities of the Company, are sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition of the shares by the aforesaid grantees exercising options under the “CL ESOP Plan 2014” shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- per Equity share bears to the revised face value of the Equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make modifications, changes, variations, alterations or revisions, including the repricing of the Options issued under the said “CL ESOP Plan 2014”, in terms of Regulation 7 and other applicable Regulations, if any of the SBEB Regulations, as it may deem fit, from time to time,

in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, SEBI Regulations, the Memorandum and Articles of Association of the Company and any other applicable law for the time being in force and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem fit or necessary or desirable for such purpose.”

5. **Sale of Digital Business of the Company to its Wholly Owned Subsidiary, Career Launcher Private Limited (“CLPL”) on a going concern basis pursuant to Section 180 (1)(a) of the Companies Act, 2013 (Special Resolution):**


“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) read with Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “Act”) read with the Companies (Management and Administration) Rules, 2014 and applicable provisions of the Memorandum and Articles of Association of the Company and subject to other necessary approvals, consents, permissions, and sanctions from the concerned authorities and such terms and conditions as may be imposed by them, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to transfer / sell the Digital Business of the Company comprising all its business in respect of the same, including the assets, employees, ongoing customers, suppliers and other partner relationships and formal contracts, causes of action and all other assets and properties, tangible or intangible, not stated herein but related to its Digital Business, as well as all liabilities related to such business segment, as a going concern, on a slump sale basis, to Career Launcher Private Limited (‘CLPL’), a wholly owned subsidiary of the Company, for a consideration that shall be based on the Book Value of the Digital Business being transferred, to be determined by an Independent Valuer at a date as close to the date of the transfer as possible, rounded off to the nearest higher crore, to be paid by CLPL, partly by way of issuing equity shares, and/or partly by way of cash payable in one or more tranches to CL Educate Limited, and till the payment of the cash portion, the same be treated as a loan by CL Educate Limited to CLPL.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake the Valuation exercise with the Valuer, and finalise the sale transaction and the transfer formalities, and to execute necessary documents, deeds, undertakings, agreements etc, and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in order to give effect to the above resolution and to resolve any questions, difficulties or doubts that may arise in this regard as it may in its absolute discretion deem fit, in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or official or any other competent person, as the Board may, in its absolute discretion deem fit, in order to give effect to the sale/transfer.”

6. **Approve the remuneration payable to the Non- Executive Director(s) of the Company for a period of three years (Ordinary Resolution):**

“**RESOLVED THAT** pursuant to Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the payment of commission to Non-Executive Director(s) of the Company upto an aggregate amount not exceeding 1% of the Net Profits of the Company in any financial year as a compensation for their respective contributions during that Financial Year, to be computed in accordance with the provisions of Section 198 of the Companies Act, 2013, over and above the usual sitting fees, and/or reimbursement of expenses incurred by them in relation to attending the Board and its Committee Meetings, for a period of 3 financial years viz. 2021-22 to 2023-24 and that the amount payable to each such Non-Executive



Director(s) of the Company, be determined by the Board of Directors, on the basis of the recommendations of the Nomination, Remuneration and Compensation Committee thereon.

RESOLVED FURTHER THAT notwithstanding anything contained in the above resolution, where, in any financial year, the Company has no profits or the profits are inadequate, the payment of remuneration to Non-Executive Directors of the Company be made within the overall limits provided under Schedule V to the Companies Act, 2013, as amended from time to time.

7. **Re-appointment of Ms. Madhumita Ganguli (DIN: 00676830) as a Non-Executive Independent Director on the Board of the Company for a second term of Five Consecutive Years (Special Resolution):**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with schedule IV to the Act and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Ms. Madhumita Ganguli (DIN: 00676830), as a Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years, commencing from July 02, 2022 up to July 01, 2027, with her period of office not liable to be determined by retirement by rotation.”

8. **Approval of the Sub- Division of Equity Shares from Face Value of Rs.10/- per share to Rs.5/- per share (Ordinary Resolution):**

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules made there under (including any statutory modifications thereto or re-enactment thereof for the time being in force), and provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any required from any authority, the consent of the Members be and is hereby accorded to sub-divide the equity shares of the Company, including the authorised, issued, subscribed and paid-up equity shares, such that each fully paid up Equity Share of the Company of face value of Rs.10/- (Rupees Ten Only) is sub-divided into 2 (Two) fully paid-up Equity Shares of face value of Rs.5/- (Rupees Five Only) each.

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, all the issued, subscribed and paid-up Equity Shares of face value of Rs.10/- (Rupees Ten Only) each of the Company- existing as on the Record Date to be fixed by the Board of Directors, shall stand sub-divided into Equity Shares of face value of Rs.5/- (Rupees Five Only) each fully paid up, without altering the aggregate amount of such capital and shall rank pari passu in all respects and carry the same rights as the existing fully paid-up Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company.

RESOLVED FURTHER THAT upon sub-division of the equity shares as mentioned above, the existing share certificate(s) in relation to the existing issued equity shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in the case of the equity shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary account(s) of the Member(s) with the Depository Participants, in lieu of the existing



credits in their respective beneficiary accounts representing the equity shares of the Company before the sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”), which expression shall also include a Committee thereof, be and is hereby authorized to fix the Record Date and to issue new share certificates in lieu of the existing issued share certificates in terms of the aforesaid and in accordance with the applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and to do all such acts, deeds, matters, things and take such steps, as may be necessary and to execute such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee or Director(s), to give effect to the sub-division of Equity Shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to:

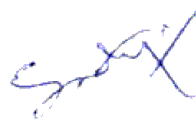
- (a) execute and file necessary applications, declarations, and other documents with the Registrar of Companies, Stock Exchanges, SEBI, Depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if required;
- (b) cancel the existing physical share certificates;
- (c) settle any question or difficulty that may arise with regard to the sub-division of the Equity Shares as aforesaid or for any matter connected therewith or incidental thereto; and
- (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the aforesaid resolutions.”

9. **Alteration of the Capital Clause of Memorandum of Association (“MOA”) of the Company, pursuant to the Sub-Division of each fully paid up Equity Share of face value of Rs.10/- into 2 Fully paid up Equity Shares of face value of Rs.5/- each (Ordinary Resolution):**

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read together with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory and Regulatory Authority(ies), approval of the Members of the Company be and is hereby accorded to alter the Clause V of the Memorandum of Association (“MOA”) of the Company relating to Capital by substituting the same with the following Clause V:

‘The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 3,20,00,000 (Three Crores Twenty Lakh) Equity Shares of Rs. 5/- (Rupees Five only) each.’

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred by the Board and as may be authorized by the Board in that behalf), be and is hereby authorized, to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s)/ Person/Official, for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”



The Chairman then opened the floor for the Question & Answer session, and invited the shareholders who had registered themselves as speaker shareholders and had sent their questions/ expressed their thoughts by way of recorded videos. The Queries raised by the Members were suitably replied by the Chairman.

The Chairman ordered voting on all the resolutions of ordinary and special businesses as set out in items 1 to 9 of the Notice convening the 25th Annual General Meeting of the Company and requested the Members present at the meeting who had not already cast their votes through remote e-voting, to cast their votes.

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 Chairman confirmed 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 09, 2021, after receipt of Scrutinizer's Report, in terms of the provisions of the Companies Act, 2013 read with Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will also be uploaded on the website of the Company (www.cleducate.com) and website of KFin Technologies Private Limited (<https://evoting.kfintech.com>).

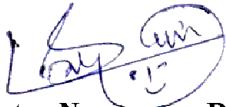
The Chairman requested the Company Secretary to annex the Scrutinizer's Report to the minutes of the Meeting as per clause 17.2.2.2 of Secretarial Standard - 2.

VOTE OF THANKS:

Mr. Satya Narayanan R presented Vote of thanks to the Shareholders, Directors, Statutory Auditor, Secretarial Auditor and Cost Auditor present at the Meeting and declared the 25th Annual General Meeting of the Company as concluded at 12:04 PM.

Date: September 21, 2021

Place: New Delhi


Satya Narayanan R
Chairman

Post Script:

On the basis of the Scrutinizer's Report received on September 07, 2021, it was confirmed that all the resolutions were duly passed with requisite majority by the shareholders with respect to the Ordinary and Special Businesses mentioned above.

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]

07th September, 2021

To
The Chairman
CL EDUCATE LIMITED
A-45, First Floor
Mohan Co-Operative Industrial Estate
New Delhi – 110 044

25th (Twenty-Fifth) Annual General Meeting (AGM) of the Equity Shareholders of CL Educate Limited (CIN: L74899HR1996PLC076897) held on Tuesday, September 07, 2021 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, amended, at the 25th (Twenty Fifth) Annual General Meeting (AGM) of CL Educate Limited held on Tuesday, September 07, 2021 at 11:00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

I, Sachin Sharma, Practising Company Secretary (ACS: 46900; CP: 20423) and Designated Partner of M/s. S. Anantha & Ved LLP, Company Secretaries, Mumbai, (LLPIN: AAH-8229), have been appointed as the Scrutinizer by the Board of Directors of **CL Educate Limited** (the ‘Company’) vide resolution dated 03rd August, 2021, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (Amendment Rules, 2015) 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 25th (Twenty-Fifth) AGM of the members of the Company to be held on **Tuesday, September 07, 2021 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 25th 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;

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2. As per the Notice of 25th Annual General Meeting of the Shareholders and the ‘Advertisement’ published pursuant to Rule 20 (4) (v) of the Companies [(Management and Administration) Rules, 2014] (Amendment Rules, 2015) on August 17, 2021, in “Financial Express” (English) and “Dainik Bhaskar” (Hindi), the remote e-voting opened at 09.00 A.M. (IST) on Saturday, September 04, 2021 and remained open until 05.00 P.M. (IST) on Monday, September 06, 2021;
3. The Shareholders holding the Equity Shares of the Company as on Tuesday, August 31, 2021 viz. the “**cut-off date**”, were entitled to vote on the resolutions stated in the Notice of the 25th Annual General Meeting of the Company;
4. The Notice of AGM dated August 03, 2021 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 and 02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (SEBI) 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 (“SEBI Circulars”).
5. As required under the MCA Circulars, the Company had also provided e-voting facility during the AGM to the members attending the said meeting through VC / OAVM and who had not cast their vote earlier;
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 Equity Shareholders who voted for and against were downloaded from the e-voting website of KFin Technologies Private Limited (“KFin”) <https://evoting.karvy.com> and the same are being handed over to the Chairman;
7. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the e-voting system of KFin Technologies Private Limited and the summary of the e-voting process is as follows:

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A. Ordinary Business:

Resolution No. 1: Ordinary Resolution

Adoption of the Annual Financial Statements of the Company for the Financial Year ended March 31, 2021:

(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	96	83,25,929	99.9999
E-voting at AGM	1	5	0.0001
Total	97	83,25,934	100.0000

(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	4	157	100.00
E-voting at AGM	--	--	--
Total	4	157	100.00

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No.1

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	83,25,934	99.998
Votes against	157	0.002
Total	83,26,091	100.000

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Resolution No. 2: Ordinary Resolution

Appointment of Director in place of Mr. Imran Jafar (DIN: 03485628), Non-Executive Non-Independent Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, 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	96	83,25,929	99.9999
E-voting at AGM	1	5	0.0001
Total	97	83,25,934	100.0000

(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	4	157	100.00
E-voting at AGM	--	--	--
Total	4	157	100.00

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No.2

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	83,25,934	99.998
Votes against	157	0.002
Total	83,26,091	100.000

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B. Special Business:

Resolution No. 3: 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 2021-22:

(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	96	83,25,929	99.9999
E-voting at AGM	1	5	0.0001
Total	97	83,25,934	100.0000

(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	4	157	100.00
E-voting at AGM	--	--	--
Total	4	157	100.00

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No.3

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	83,25,934	99.998
Votes against	157	0.002
Total	83,26,091	100.000

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Resolution No. 4: Special Resolution

Approve renewal of the ‘Amended and Restated Career Launcher Employee Stock Options Plan 2014’ (hereinafter “ESOP Scheme”), for a period of 4 (four) years commencing from September 05, 2021:

(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	96	83,25,929	99.9999
E-voting at AGM	1	5	0.0001
Total	97	83,25,934	100.0000

(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	4	157	100.00
E-voting at AGM	--	--	--
Total	4	157	100.00

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No.4

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	83,25,934	99.998
Votes against	157	0.002
Total	83,26,091	100.000

...7

: 7 :

Resolution No. 5: Special Resolution

Sale of Digital Business of the Company to its Wholly Owned Subsidiary, Career Launcher Private Limited (“CLPL”) on a going concern basis pursuant to Section 180 (1)(a) of the Companies Act, 2013:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	89	33,96,599	99.99985
E-voting at AGM	1	5	0.00015
Total	90	33,96,604	100.00000

(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	5	186	100.00
E-voting at AGM	--	--	--
Total	5	186	100.00

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
6	49,29,301

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	33,96,604	99.99
Votes against	186	0.01
Total	33,96,790	100.00

Note:

- a) 6 (Six) folios holding in aggregate 49,29,301 equity shares of face value of Rs.10/- each of the Company, considered Invalid, being interested persons in the above resolution.

: 8 :

Resolution No. 6: Ordinary Resolution

Approve the remuneration payable to the Non- Executive Director(s) of the Company for a period of three 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	96	83,25,929	99.9999
E-voting at AGM	1	5	0.0001
Total	97	83,25,934	100.0000

(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	4	157	100.00
E-voting at AGM	--	--	--
Total	4	157	100.00

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No.6

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	83,25,934	99.998
Votes against	157	0.002
Total	83,26,091	100.000

: 9 :

Resolution No. 7: Special Resolution

Re-appointment of Ms. Madhumita Ganguli (DIN: 00676830) 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	96	83,25,929	99.9999
E-voting at AGM	1	5	0.0001
Total	97	83,25,934	100.0000

(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	4	157	100.00
E-voting at AGM	--	--	--
Total	4	157	100.00

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No.7

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	83,25,934	99.998
Votes against	157	0.002
Total	83,26,091	100.000

: 10 :

Resolution No. 8: Ordinary Resolution

Approval of the Sub-Division of Equity Shares from Face Value of Rs.10/- per share to Rs.5/- per share:

(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	96	83,25,929	99.9999
E-voting at AGM	1	5	0.0001
Total	97	83,25,934	100.0000

(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	4	157	100.00
E-voting at AGM	--	--	--
Total	4	157	100.00

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No.8

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	83,25,934	99.998
Votes against	157	0.002
Total	83,26,091	100.000

: 11 :

Resolution No. 9: Ordinary Resolution

Alteration of the Capital Clause of Memorandum of Association (“MOA”) of the Company, pursuant to the Sub- Division of each fully paid-up Equity Share of face value of Rs.10/- into 2 Fully paid-up Equity Shares of face value of Rs.5/- each:

(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	96	83,25,929	99.9999
E-voting at AGM	1	5	0.0001
Total	97	83,25,934	100.0000

(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	4	157	100.00
E-voting at AGM	--	--	--
Total	4	157	100.00

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No.9

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	83,25,934	99.998
Votes against	157	0.002
Total	83,26,091	100.000

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: 12 :

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 25th 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 **S. ANANTHA & VED LLP**
Company Secretaries



Sachin Sharma
Designated Partner
ACS: 46900; CP: 20423
UDIN: A046900C000917231

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