

DATE OF ENTRY: October 24, 2019

MINUTES OF THE 23RD ANNUAL GENERAL MEETING OF THE MEMBERS OF CL EDUCATE LIMITED HELD ON SATURDAY, SEPTEMBER 28, 2019 AT 11:00 A.M. AT THE ARAVALI GOLF COURSE, NEW INDUSTRIAL TOWN, FARIDABAD, HARYANA - 121001.

Meeting commenced at: 11:00 A.M.

Meeting concluded at: 11:30 A.M.

Directors Present:	
Mr. Satya Narayanan R	Chairman & Executive Director and Member
Mr. Gautam Puri	Vice-Chairman & Managing Director and Member
Mr. Nikhil Mahajan	Executive Director & Group CEO Enterprise Business and Member
Mr. Girish Shivani	Additional Director (Non-Executive Independent), Chairman of the Audit Committee, Chairman of the Stakeholder Relationship Committee, Member of Nomination, Remuneration and Compensation Committee

Presence of quorum at the AGM:					
S. No.	Attendance	Person	Folios	No. of Shares as on record date	Percentage (%) to Paid-up Share Capital
1	Members	81	81	55,85,907	39.43
2	Authorised Representatives	3	3	12,70,095	8.97
3	Proxies	-	-	-	-
	Total	84	84	68,56,002	48.40

In Attendance:	
Ms. Rachna Sharma	Company Secretary and Compliance officer

By Invitation:	
Mr. Raj Kumar Agarwal, Partner, M/s Haribhakti & Co. LLP	Statutory Auditors
Mr. Dilipkumar Maharana, Designated Partner, M/s. S. Anantha & Ved LLP	Scrutinizer / Secretarial Auditor
Mr. Arjun Wadhwa	CFO

Mr. Satya Narayanan R, Chairman and Executive Director took the Chair and presided over the 23rd Annual General Meeting of the Company (AGM 2019). The requisite quorum being present, he ordered the Meeting by extending a warm welcome to the Members present and attending the AGM. Mr. Satya Narayanan R informed that the Mr. Girish Shivani, Chairman of the Audit Committee and of the Stakeholders' Relationship Committee was present at the AGM. The Chairman further informed that Mr. Girish Shivani, Member of the Nomination, Remuneration and Compensation Committee, has been nominated to attend the AGM on behalf of the Chairman of the Committee. He also explained the absence of Mr. Viraj Tyagi, Ms. Madhumita Ganguli and Mr. Imran Jafar, Directors who could not attend the AGM.

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Ms. Rachna Sharma, Company Secretary and Compliance Officer, read the observations made by the Auditors on the Financial Statements, and the Directors' Report, containing explanation / comments given by the Board of Directors on the observations made by the Auditors of the Company.

Mr. Satya Narayanan R, Chairman addressed the shareholders, and delivered his speech highlighting the financial summary, business performance, during the Financial Year 2018-19.

Mr. Satya Narayanan R, Chairman informed the members present 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 23rd AGM. The remote e-voting facility was kept open from Wednesday, September 25, 2019, 09:00 A.M. and remained open until Friday, September 27, 2019, 05.00 P.M. During this period, members of the Company, holding shares as on the Cut-Off Date i.e. Friday, September 20, 2019 (as on closing hours of business) were able to cast their votes electronically. The facility for voting through Ballot paper was also made available to the shareholders at the venue of the AGM. The members attending the AGM, who had not cast their vote through remote e-voting could exercise their voting rights at the AGM. He informed that Mr. Dilipkumar Maharana (C.P. 22057), Designated Partner, M/s. S. Anantha & Ved LLP (Firm Reg. No. AAH 8229), Company Secretaries, Mumbai, who was present at the AGM, had been appointed as the scrutinizer for conducting the voting process in a fair and transparent manner.

The notice of 23rd Annual General Meeting alongwith the Board's Report, Auditors Report and the Audited Standalone and Consolidated Financial Statements were then taken as read.

With the consent of the Chairman and the members, the Company Secretary took up the items on the agenda one by one for members' consideration.

ORDINARY BUSINESS:

1. Adoption of Annual Financial Statements for the Financial Year ended March 31, 2019 (As an Ordinary Resolution).

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019, along with the report of the Statutory Auditors and Board of Directors (including Directors' Responsibility Statement), Management Discussion and Analysis Report and Corporate Governance Report for the Financial Year ended March 31, 2019, be and are hereby approved and adopted.”

2. Confirmation of the payment of Interim Dividend on Equity Shares, already paid during the Financial Year 2018-19 (As an Ordinary Resolution).

“RESOLVED THAT the interim dividend of Re. 1/- per Equity Share of face value of Rs. 10/- each, paid to the Shareholders of the Company during the Financial Year 2018-19, pursuant to the resolution passed by the Board of Directors of the Company at its meeting held on August 07, 2018, be and is hereby noted, ratified and confirmed.”

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3. **Re-Appointment of Mr. Satya Narayanan R (DIN: 00307326), Chairman and Executive Director, as a Director liable to retire by rotation (As an 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 there under (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. Satya Narayanan R (DIN: 00307326), Chairman and Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.”

Mr. Satya Narayanan R and his relatives, being interested, neither participated nor voted on the above Resolution. Mr. Gautam Puri, took the chair for this specific resolution.

4. **Appointment of the Statutory Auditor for a period of 1 (One) year and to fix their remuneration in this regard (As an Ordinary Resolution).**

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory amendment(s) or reenactment (s) thereof for the time being in force, read with the Companies (Audit and Auditors) Rules, 2014, and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. – 103523W), as the Statutory Auditor of the Company for a second term of 1 (one) year, i.e. for the Financial Year 2019-20, to hold office till the conclusion of the 24th Annual General Meeting to be held in the year 2020, at such terms and conditions, remuneration and reimbursement of out of pocket expenses as may be agreed upon between the Statutory Auditor and the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. **Appointment of Mr. Girish Shivani (DIN: 03593974) as a Non-Executive Independent Director on the Board of the Company (As an Ordinary Resolution).**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment 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, Mr. Girish Shivani (DIN: 03593974), who, based on the recommendation of the Nomination, Remuneration and Compensation Committee, was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from September 30, 2018, be and is hereby appointed as a Non-Executive Independent Director of the Company for an initial term of 5 years commencing from September 30, 2018 upto September 29, 2023, with his period of office not liable to be determined by retirement by rotation.”

6. **Appointment of Mr. Imran Jafar (DIN: 03485628) as a Non-Executive Non-Independent Director on the Board of the Company (As an Ordinary Resolution).**

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 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) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Imran Jafar (DIN: 03485628), who, based on the recommendation of the Nomination, Remuneration and Compensation Committee, was appointed as an Additional Director (Non-Executive Non-Independent) of the Company by the Board of Directors with effect from November 02, 2018, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, whose period of office shall be liable to be determined by retirement by rotation.”

7. **Re-appointment of Mr. Viraj Tyagi (DIN: 01760948) as a Non-Executive Independent Director on the Board of the Company (As a Special Resolution).**

“RESOLVED THAT pursuant to the provisions of Section 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 approval of the Board of Directors in their respective meetings held on August 05, 2019, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Viraj Tyagi (DIN: 01760948), as a Non-Executive Independent Director of the Company, for a second term of 5 (five) years, commencing from September 05, 2019 up to September 04, 2024, with his period of office not liable to be determined by retirement by rotation.”

8. **Ratification of remuneration payable to the Cost Auditors for the Financial Year 2019-20 (As an 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 reenactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, the Company hereby ratifies the remuneration of Rs. 1,35,000/- (Rupees One Lakh Thirty Five 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 cost records maintained by the Company as prescribed under the Companies (Cost Record and Audit) Rules , 2014, as amended, for the Financial Year ending March 31, 2020.”

9. **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, 2020, and approve the overall maximum remuneration payable to him (As a Special Resolution).**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to such consents and permissions as may be required, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Satya Narayanan R (DIN: 00307326), as the Chairman & Executive Director (also as 'Whole-time Key Managerial Personnel') [or such other designation which the Board may determine and deem fit to give in case of any amendment in the applicable SEBI regulations in this regard] of the Company, for a period of 3 (three) years beginning April 01, 2020 till March 31, 2023, at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 (three) years from the date of his re-appointment) and on such terms and conditions as set out in the Explanatory Statement annexed hereto with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the said re-appointment in accordance with the provisions of the Act and as may be agreed to between the Board of Directors and Mr. Satya Narayanan R.

“RESOLVED FURTHER THAT the Board of Directors or Committee of the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

Mr. Satya Narayanan R and his relatives, being interested, neither participated nor voted on the above Resolution. Mr. Gautam Puri, took the chair for this specific resolution.

10. 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, 2020, and approve the overall maximum remuneration payable to him (As a Special Resolution).

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to such consents and permissions as may be required, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Gautam Puri (DIN: 00033548), as the Vice Chairman & Managing Director (also as 'Whole-time Key Managerial Personnel') [or such other designation which the Board may determine and deem fit to give in case of any amendment in the applicable SEBI regulations in this regard] of the Company, for a period of 3 (three) years beginning April 01, 2020 till March 31, 2023, at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 (three) years from the date of his re-appointment) and on such terms and conditions as set out in the Explanatory Statement annexed hereto with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the said re-appointment in accordance with the provisions of the Act and as may be agreed to between the Board of Directors and Mr. Gautam Puri.

RESOLVED FURTHER THAT the Board of Directors or Committee of the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”



Mr. Gautam Puri and his relatives, being interested, neither participated nor voted on the above Resolution.

11. Re-appointment of Mr. Nikhil Mahajan (DIN: 00033404) as Executive Director & Group CEO Enterprise Business of the Company for a period of 3 (Three) years w.e.f. April 01, 2020, and approve the overall maximum remuneration payable to him (As a Special Resolution).

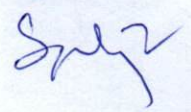
“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to such consents and permissions as may be required, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Nikhil Mahajan (DIN: 00033404), as the Executive Director & Group CEO Enterprise Business (also as ‘Whole-time Key Managerial Personnel’) [or such other designation which the Board may determine and deem fit to give in case of any amendment in the applicable SEBI regulations in this regard] of the Company, for a period of 3 (three) years beginning April 01, 2020 till March 31, 2023, at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 (three) years from the date of his re-appointment) and on such terms and conditions as set out in the Explanatory Statement annexed hereto with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the said re-appointment in accordance with the provisions of the Act and as may be agreed to between the Board of Directors and Mr. Nikhil Mahajan.

RESOLVED FURTHER THAT the Board of Directors or Committee of the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

Mr. Nikhil Mahajan and his relatives, being interested, neither participated nor voted on the above Resolution.

12. Grant approval for making Investments, giving Loans/ Guarantees or providing Security in accordance with Section 186 of Companies Act, 2013 (As a Special Resolution).

“RESOLVED THAT in partial modification to the earlier resolution passed by the members on September 05, 2014 at the Annual General Meeting of the Company and pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to empower the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to acquire by way of subscription, purchase or otherwise, the securities of any company(ies) / entity(ies) and/or to give loans to any person (s) and/or body(ies) corporate, company(ies) / entity(ies) and / or to give any



guarantee or provide security in connection with a loan to any person (s) and/or body(ies) corporate, company(ies) / entity(ies) in one or more tranches upto an aggregate amount within the maximum limits as may be provided from time to time under the Act or not exceeding Rs. 500 Crore, whichever is higher, notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or the investments towards securities so far acquired or to be acquired by the Company may collectively exceed the limits stipulated under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take, from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and/or to disinvest partially or fully of such investments and/ or withdrawal of such other decisions with respect to giving loans, guarantees or providing securities, partially or fully and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

The Chairman then invited the queries / comments from the Members on the resolutions contained in the Notice and on the Annual Report.

All the queries raised by the Members were replied adequately by the Chairman.

The Chairman confirmed that the results of the voting (carried out through remote e-voting and voting through Ballot forms) would be declared on or before September 30, 2019, on the basis of the 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.

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, Chairman & Executive Director of the Company, presented Vote of thanks to the Shareholders, Directors, Statutory Auditor and Secretarial Auditor present at the Meeting and declared the 23rd Annual General Meeting of the Company as concluded at 11:30 A.M.

On the basis of the Scrutinizer's Report received on September 28, 2019, it was confirmed that all the resolutions were duly passed with requisite majority by the shareholders with respect to the Ordinary and Special Business mentioned above.

Date: October 24, 2019

Place: New Delhi

**Satya Narayanan R
Chairman**



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]*

28th September, 2019

To

The Chairman

**23rd (Twenty Third) Annual General Meeting (AGM) of the Equity Shareholders of
CL EDUCATE LIMITED held on Saturday, September 28, 2019 at 11:00 A.M. at Aravali Golf
Course, New Industrial Town, Faridabad, Haryana - 121 001**

Dear Sir,

**Sub.: Consolidated Scrutinizer's Report on 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 and voting through Ballot Forms* at the 23rd (Twenty
Third) Annual General Meeting (A.G.M) of CL EDUCATE LIMITED held on Saturday,
September 28, 2019 at 11:00 A.M.**

I, Dilipkumar Maharana, Practising Company Secretary (ACS: 23014; CP: 22057) 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 05th August, 2019, pursuant to the provisions of Section 108 of the Companies Act,
2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize
and report on the electronic voting ('remote e-voting') and the voting through Ballot by the shareholders
of the Company in respect of the resolutions proposed to be passed at the 23rd (Twenty Third) Annual
General Meeting (A.G.M) of the members of the Company to be held on **Saturday, September 28, 2019
at 11:00 A.M. at Aravali Golf Course, New Industrial Town, Faridabad, Haryana- 121001** and I
submit my report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made there
under relating to voting through electronic means ('remote e-voting') and voting by use of
ballot by the shareholders on the resolutions proposed in the notice of the 23rd 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 electronic means and through ballot
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 or by voting through ballot;

**(by the shareholder himself or through authorised representative or by proxy attending the AGM
eligible to vote thereat)*



Signature

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2. As per the Notice of 23rd 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 September 05, 2019, in "The Financial Express" (English) and "Dainik Bhaskar" (Hindi), the remote e-voting opened at 09.00 A.M. (IST) on Wednesday, September 25, 2019 and remained open until 05.00 P.M. (IST) on Friday, September 27, 2019;
3. The Shareholders holding the Equity Shares of the Company as on Friday, September 20, 2019 viz. the "**cut-off date**", were entitled to vote on the resolutions stated in the Notice of the 23rd Annual General Meeting of the Company;
4. After the declaration of voting by use of ballot by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on them. The ballot box subsequently on close of voting hours was opened in the presence of two witnesses who are not the employees of the Company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the Authorizations/ proxies lodged with the Company;
5. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately;
6. The votes on remote e-voting were unblocked, in the presence of two witnesses who are not the employees of the Company, at around 11.40 A.M. after conclusion of voting at the AGM and the e-voting results / list of Equity Shareholders who voted for and against were downloaded from the e-voting website of Karvy Fintech Private Limited ("**KARVY**") <https://evoting.karvy.com> and the same are being handed over to the Chairman;
7. The total votes cast in favour or against for all the resolutions proposed in the Notice of the AGM are as under:



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A. Resolution No. 1: Ordinary Resolution

Adoption of the Annual Financial Statements of the Company for the Financial Year ended March 31, 2019:

(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	25	22,81,290	24.97
Voting by ballot	45	68,55,924	75.03
Total	70	91,37,214	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	15	4,14,031	100.00
Voting by ballot	--	--	
Total	15	4,14,031	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	91,37,214	95.67
Votes against	4,14,031	4.33
Total	95,51,245	100.00

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B. Resolution No. 2: Ordinary Resolution

Confirmation of the payment of Interim Dividend on Equity Shares, already paid during the Financial Year 2018-19:

(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	36	26,95,200	28.22
Voting by ballot	45	68,55,924	71.78
Total	81	95,51,124	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	121	100.00
Voting by ballot	--	--	--
Total	4	121	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	95,51,124	99.999
Votes against	121	0.001
Total	95,51,245	100.000

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C. Resolution No. 3: 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 reappointment:

(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	28	26,94,993	50.83
Voting by ballot	40	26,06,689	49.17
Total	68	53,01,682	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	324	100.00
Voting by ballot	--	--	--
Total	11	324	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	53,01,682	99.994
Votes against	324	0.006
Total	53,02,006	100.000

#Five (5) shareholders holding aggregate of 42,49,235 equity shares, being interested in the resolution, abstained from voting and One (1) shareholder holding of 4 equity shares not voted on the resolution.

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D. Resolution No. 4: Ordinary Resolution

Appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No.103523W), as the Statutory Auditor of the Company for a second term of 1 (one) year:

(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	29	26,94,997	28.22
Voting by ballot	45	68,55,924	71.78
Total	74	95,50,921	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	324	100.00
Voting by ballot	--	--	--
Total	11	324	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	95,50,921	99.997
Votes against	324	0.003
Total	95,51,245	100.000

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E. Resolution No. 5: Ordinary Resolution

Appointment of Mr. Girish Shivani (DIN:03593974) as a Non-Executive Independent Director on the Board of the Company for an initial term of five 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	29	26,94,997	28.22
Voting by ballot	45	68,55,924	71.78
Total	74	95,50,921	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	324	100.00
Voting by ballot	--	--	--
Total	11	324	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. 5

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	95,50,921	99.997
Votes against	324	0.003
Total	95,51,245	100.000

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F. Resolution No. 6: Ordinary Resolution

Appointment of Mr. Imran Jafar (DIN:03485628) as a Non-Executive Non-Independent Director on the Board 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	29	26,94,997	28.22
Voting by ballot	45	68,55,924	71.78
Total	74	95,50,921	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	324	100.00
Voting by ballot	--	--	--
Total	11	324	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	95,50,921	99.997
Votes against	324	0.003
Total	95,51,245	100.000

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G. Resolution No. 7: Special Resolution

Re-appointment of Mr. Viraj Tyagi (DIN: 01760948) as a Non-Executive Independent Director on the Board of the Company for a second term of five 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	23	21,93,915	24.24
Voting by ballot	45	68,55,924	75.76
Total	68	90,49,839	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	17	5,01,406	100.00
Voting by ballot	--	--	--
Total	17	5,01,406	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	90,49,839	94.75
Votes against	5,01,406	5.25
Total	95,51,245	100.00

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H. Resolution No. 8: 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 2019-20:

(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	29	26,94,997	28.22
Voting by ballot	45	68,55,924	71.78
Total	74	95,50,921	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	324	100.00
Voting by ballot	--	--	--
Total	11	324	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	95,50,921	99.997
Votes against	324	0.003
Total	95,51,245	100.000

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I. Resolution No. 9: Special Resolution

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, 2020, 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	27	26,07,647	50.01
Voting by ballot	40	26,06,689	49.99
Total	67	52,14,336	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	87,670	100.00
Voting by ballot	--	--	--
Total	12	87,670	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	52,14,336	98.35
Votes against	87,670	1.65
Total	53,02,006	100.00

#Five (5) shareholders holding aggregate of 42,49,235 equity shares, being interested in the resolution, abstained from voting and One (1) shareholder holding of 4 equity shares not voted on the resolution.

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J. Resolution No. 10: 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, 2020, 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	27	26,07,647	36.32
Voting by ballot	42	45,72,288	63.68
Total	69	71,79,935	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	87,670	100.00
Voting by ballot	--	--	--
Total	12	87,670	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. 10

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	71,79,935	98.79
Votes against	87,670	1.21
Total	72,67,605	100.00

#Three (3) shareholders holding aggregate of 22,83,636 equity shares, being interested in the resolution, abstained from voting and One (1) shareholder holding of 4 equity shares not voted on the resolution.



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K. Resolution No. 11: Special Resolution

Re-appointment of Mr. Nikhil Mahajan (DIN:00033404) as Executive Director & Group CEO Enterprise Business of the Company for a period of 3 (Three) years w.e.f. April 01, 2020, 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	27	26,07,647	32.02
Voting by ballot	40	55,35,662	67.98
Total	67	81,43,309	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	87,670	100.00
Voting by ballot	--	--	--
Total	12	87,670	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. 11

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	81,43,309	98.93
Votes against	87,670	1.07
Total	82,30,979	100.00

#Five (5) shareholders holding aggregate of 13,20,262 equity shares, being interested in the resolution, abstained from voting and One (1) shareholder holding of 4 equity shares not voted on the resolution.



Signature

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L. Resolution No. 12: Special Resolution

Grant approval for making Investments, giving Loans/Guarantees or providing Security in accordance with Section 186 of 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	11	10,00,778	12.74
Voting by ballot	45	68,55,924	87.26
Total	56	78,56,702	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	29	16,94,543	100.00
Voting by ballot	--	--	--
Total	29	16,94,543	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. 12

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	78,56,702	82.26
Votes against	16,94,543	17.74
Total	95,51,245	100.00




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8. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of 23rd Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

For S. ANANTHA & VED LLP
Company Secretaries

Dilipkumar Maharana
ACS: 23014; CP: 22057



Witnesses:

1.

Saurin Jain
Address: 1/5998, 6th floor, Shandara
New Delhi - 110032

Counter signed

For CL EDUCATE LIMITED

Satya Narayanan R
Chairman & Executive Director
DIN: 00307326



2.

Lokesh Kumar Sharma
Address: K-9, Sarita Vihar
New Delhi - 110076