



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

Sub: Postal Ballot Notice

Dear Ma'am/Sir(s),

Further to our letter dated November 02, 2022, please find attached herewith Postal Ballot Notice together with the Explanatory Statement seeking approval of the members of the Company for the following matters:

Item No.	Description of the Resolution	Type of Resolution
1	Increase the Authorized Share Capital of the Company and consequent amendment to the Capital Clause of the Memorandum of the Association of the Company.	Ordinary Resolution
2	Issue of Bonus Shares.	Ordinary Resolution

The Postal Ballot notice has been sent by e-mail on November 04, 2022 to the members of the Company who held shares as on the Cut-Off Date being October 28, 2022 and whose email ID's were registered with their Depository Participant(s) or with the Company.

Kindly note the schedule of events for Postal Ballot and e-voting as given below:

Sr. No.	Activity	Date
1	Cut-off date for sending of notice to the shareholders	Friday, October 28, 2022
2	E-Voting state date and time	Saturday, November 05, 2022 at 09:00 A.M. (IST)
3	E-Voting end date and time	Sunday, December 04, 2022 at 05:00 P.M. (IST)
4	Scrutinizer's Report and Declaration of results	On or before Tuesday, December 06, 2022

The said Postal Ballot Notice will also be hosted on the Company's website at www.cleducate.com.



Kindly take the above details on record.

Thanking You
For CL Educate Limited

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

Place: New Delhi
Date: November 04, 2022



CL EDUCATE LIMITED

CIN: L74899HR1996PLC076897

Registered Office: Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana-121003, India
Tel.: 0129-2273242

Corporate Office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi-110044, India
Tel.: 011-4128 1100, Fax: 011-4128 1101

Website: www.cleducate.com, E-mail: compliance@cleducate.com

POSTAL BALLOT NOTICE

NOTICE ISSUED TO MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Dear Members

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with Rule 20 (as applicable) and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**the “Rules”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and other applicable laws and regulations, if any, including any statutory modification or re-enactment(s) thereof for the time being in force, that the resolution(s) appended below are proposed, as items of special business, to be passed by the members of CL Educate Limited (**the “Company” or “CL”**) by postal ballot by way of remote voting by electronic means (**“E-voting”/ “Remote e-voting”**). The explanatory statement pertaining to the proposed resolution(s), setting out the material facts concerning the Resolutions and the reasons thereof, is annexed with this Postal Ballot Notice for the consideration of the members.

The Ministry of Corporate Affairs, Government of India (**the “MCA”**) in terms of General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 05, 2022 (collectively referred as **“MCA Circulars”**), in view of circumstances resulting due to COVID-19 pandemic requiring social distancing, has permitted the companies to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

MCA has clarified that for companies that are required to provide e-voting facility to its Members under the Act while transacting any business(es) upto December 31, 2022, (as extended by General Circular No. 3/2022 dated May 5, 2022), the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice via e-mails to all such members who have registered their e-mail addresses with the Company / Registrar and Share Transfer Agent or Depository / Depository Participants (**“Members with Registered e-mail IDs”**) and the communication of assent / dissent of

the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Accordingly, hard copy of the Postal Ballot Notice, the Postal Ballot Forms and the pre-paid business reply envelopes are not being sent to the Members as all members are required to communicate their assent or dissent through the remote e-voting system only.

Further, in accordance with the relevant MCA Circulars, the members whose e-mail IDs are not registered with the Registrar & Share Transfer Agent (“RTA”) or Depository Participant, may follow the procedure mentioned in the Notes accompanying this Postal Ballot Notice to register their e-mail ID. The members holding equity shares of the Company are requested to carefully read all the instructions given in the notes.

For the purpose of e-voting for this postal ballot, the Company has engaged the services of KFin Technologies Limited (formerly KFin Technologies Private Limited) (“KFin”).

Further, the Board of Directors, in compliance with Rule 22(5) of the Rules, has appointed Mr. Sachin Hukumchand Sharma or failing him Mr. Dinesh Trivedi or Mr. K. R. Vishwanath, Designated Partners of M/s. Sharma and Trivedi LLP, Practising Company Secretaries (LLPIN: AAW-6850), as the Scrutinizer (“Scrutinizer”) for conducting the Voting Process in a fair and transparent manner.

The remote e-voting period commences **from 9.00 a.m. (IST) on Saturday, November 05, 2022 and ends at 5.00 p.m. (IST) on Sunday, December 04, 2022.** The e-voting module shall be disabled by KFin for voting thereafter. During this period, the Members of the Company holding shares as on the **cut-off date i.e. Friday, October 28, 2022,** may cast their votes by electronic means in the manner provided in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it subsequently. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after completion of the scrutiny of the voting process. The result shall be declared and submitted with the stock exchanges within two working days from the last date of e-voting i.e. on or before Tuesday, December 06, 2022 and communicated to the RTA and shall also be displayed on the Company’s website, viz., www.cleducate.com and the website of Kfin, viz., <https://evoting.kfintech.com>.

The resolutions, if passed by requisite majority, will be taken as passed effectively on the last date specified by the Company for e-voting. The members are requested to consider and, if thought fit, to pass the following resolutions:

SPECIAL BUSINESS:

1. INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 27,28,00,000/- (Rupees Twenty-Seven Crore Twenty-Eight Lakh only) comprising of 5,45,60,000 (Five Crore Forty Five Lakh Sixty Thousand only) Equity Shares of Rs.5/- (Rupees Five only) each to Rs.40,00,00,000/- (Rupees Forty Crore only) comprising of 8,00,00,000 (Eight Crore only) Equity Shares of Rs.5/- (Rupees Five only) each;

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crore only) divided into 8,00,00,000 (Eight Crore only) 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 include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take such steps as may be necessary and to sign and execute all deeds, applications, documents, authority letters, application and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”

2. ISSUE OF BONUS SHARES:

To consider and pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Foreign Exchange Management Act, 1999, as amended, and other applicable regulations, rules and guidelines issued from time to time by SEBI and/or the Reserve Bank of India (“RBI”) and the enabling provisions of the Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company and subject to requisite approvals, consents, permissions and sanctions and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) for capitalization of a sum not exceeding Rs.13,76,70,780/- (Rupees Thirteen Crore Seventy-Six Lakh Seventy Thousand Seven Hundred Eighty Only) from and out of the Securities Premium Account and/or other permitted Reserves and/or a combination of both, as per the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2022, for the purpose of issuance and allotment of bonus equity shares of Rs.5/- (Rupees Five only) each, to be credited as fully paid up shares to the existing Members of the Company holding fully paid-up equity shares of Rs. 5/- (Rupees Five only) each of the Company and whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 1(One) new fully paid- up bonus equity share of Rs.5/- (Rupees Five only) each for every 1 (One) existing fully paid-up equity share of Rs.5/- (Rupees Five only) each held by the Members and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by each such Member;

RESOLVED FURTHER THAT with respect to the employee stock options granted and remaining outstanding (whether vested or unvested or unexercised) under the Amended and Restated Career Launcher Employee Stock Options Plan, 2014 (“CL ESOP Plan 2014 or “ESOP Scheme”) of the Company as on the Record Date, the Board of Directors, on the recommendation of the Nomination, Remuneration and Compensation Committee be and is hereby authorised to make a fair and reasonable adjustment to the entitlement including adjustment to the number of options and/or to the exercise price and/or to both, in accordance with the provisions of the SEBI

(Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the “SBEB Regulations”) including any amendments thereto;

RESOLVED FURTHER THAT the bonus equity shares as and when issued and allotted, shall always be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects with the fully paid-up equity shares of the Company and carry the same rights as the existing fully paid Equity Shares of the Company as on the Record Date;

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and in case of the members who hold shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) in accordance with applicable laws, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to the Members who are Non- Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, will be subject to the approval(s) of the RBI or any other regulatory authority, as may be necessary or applicable;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed, as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this matter/ above resolutions and for matters connected therewith or incidental thereto, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution including delegation of any of the powers herein conferred to any Director(s) or any Key Managerial Personnel of the Company;

RESOLVED FURTHER THAT all actions taken by the Board in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board
For CL Educate Limited**

**Sd/-
Rachna Sharma
Company Secretary & Compliance Officer
Membership No.: A17780**

**Place: New Delhi
Date: November 02, 2022**

NOTES:

1. Explanatory Statement pertaining to the said resolutions setting out the material facts, as required under Section 102(1) of the Act and as per Regulation 36 of the Listing Regulations is annexed to this Notice.
2. In terms of the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to all those members whose email addresses are registered with the Company or the RTA or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the **Cut-off date i.e., Friday, October 28, 2022**. The Notice is also uploaded on the website of the Company at www.cleducate.com, of the Registrar and Transfer Agent i.e., KFin Technologies Limited ('KFin') at <https://evoting.kfintech.com> and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).
3. The relevant documents referred to in this Notice will be made accessible for inspection by the members at the Registered and Corporate Offices of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting except on national holidays, and the same will also be made available for inspection through electronic mode on the website of the Company at www.cleducate.com.
4. Members holding shares in dematerialised mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 at einward.ris@kfintech.com along with the scan copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as are prescribed in the Form ISR-1.

The aforesaid Form ISR-1 is available on the website of the Company www.cleducate.com and on the website of KFin at:

https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd.

In case of any queries, Members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1-800-309-4001.

5. In compliance with the provisions of Sections 110 and 108 of the Act, read with the Rules, Secretarial Standard – 2, and Regulation 44 of the Listing Regulations, as amended, the Company is providing facility to the Members to exercise their votes through electronic voting system ('e-voting') on the e-voting platform provided by KFin to enable them to cast their votes electronically.
6. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against the proposed resolutions, and submit the same to the Chairman of the Company. Results of the voting will be declared by placing the same along with the Scrutinizer's report on the Company's website viz., www.cleducate.com as well as on the website of KFin viz., <https://evoting.kfintech.com> and will also be communicated to the stock exchanges within two working days from the last date of voting i.e. on or before Tuesday, December 06, 2022.

Subject to receipt of requisite number of votes, the resolution(s) mentioned in the Notice shall be deemed to be passed on Sunday, December 04, 2022 i.e., last day of the e-voting period.

7. The details of the process and manner for remote e-voting are explained herein below:

I. LOGIN METHOD FOR REMOTE E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on ‘e-voting facility provided by Listed Companies’, e-voting facility has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / website of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFin and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.
	<p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsd.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>
	<p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the ‘Shareholder/Member’ section. 2. A new screen will open. Enter your User ID (i.e. your 16-digit

	<p>demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>3. Click on options available against Company name or e-voting service provider - KFin and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting.</p>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<p>A. Existing users who have opted for Easi/Easiest:</p> <p>1. URL to login to Easi/Easiest: https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com and click on login icon and select New System Myeasi.</p> <p>2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication.</p> <p>3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFin to cast your vote.</p>
	<p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi / Easiest is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration. Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>
	<p>C. By visiting the e-voting website of CDSL:</p> <p>1. The user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account.</p> <p>2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider i.e. KFin..</p> <p>4. Click on options available against Company name or e-voting service provider - KFin and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting.</p>
<p>Important Note: Members who are unable to retrieve User ID/Password are advised to use ‘Forget User ID’ and ‘Forget Password’ option available at respective websites.</p>	
<p>Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL:</p>	
<p>Members facing any technical issue – NSDL</p>	<p>Members facing any technical issue – CDSL</p>

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.:1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022-2305 8738 or 022-2305 8542-43.
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II. LOGIN METHOD FOR REMOTE E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE:

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. CL Educate Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall vote separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have been confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at cslp108@gmail.com and may also upload the same in the e-voting module in their login.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' Section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).
- xiii. A Member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.

8. General Instructions:

- a) Members may note that dividends, if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, if remaining unclaimed or unpaid within the stipulated timeline. The details of the unpaid/ unclaimed amounts lying with the Company are available on the website of the Company www.cleducate.com and on the website of the IEPF Authority. Members whose dividend/shares are transferred to the IEPF Authority can claim their dividend/ shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority. Members are requested to approach the Company/KFin for claiming unpaid dividends yet to be transferred to IEPF as early as possible.
- b) Members may also note that SEBI vide its Circular dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4.

Relevant details and forms prescribed by SEBI in this regard including the mode of despatch are available on the website of the Company at <http://www.cleducate.com/investor-zone.html>, for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars in a timely manner.

Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13, which is available on the website of the Company at <http://www.cleducate.com/investor-zone.html>. Further, SEBI vide its Circular dated November 03, 2021, has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.

- c) Pursuant to Regulation 40 of the SEBI Listing Regulations, transfer of securities cannot be processed unless the securities are held in dematerialized form with a depository except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as henceforth it will not be possible to transfer shares held in physical mode.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Current Authorised Share Capital of your Company is Rs.27,28,00,000/- (Rupees Twenty-Seven Crore Twenty Eight Lakh only) comprising of 5,45,60,000 (Five Crore Forty Five Lakh Sixty Thousand) Equity Shares of Rs.5/- (Rupees Five only) each. The Company proposes to increase its authorized share capital to Rs. 40,00,00,000/- (Rupees Forty Crore only) divided into 8,00,00,000 (Eight Crore) Equity Shares of Rs.5/- (Rupees Five only) each.

Pursuant to the provisions of Section 61 of the Act, the proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No. 1 of the Postal Ballot Notice.

A copy of the Memorandum of Association of the Company along with the proposed amendments will be made accessible for inspection by the members at the Registered and Corporate Offices of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting except on national holidays, and the same will also be made available for inspection through electronic mode on the website of the Company at www.cleducate.com.

None of the Directors, Promoters and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of this Postal Ballot Notice.

The Board accordingly recommends the Resolution set out at Item No.1 for approval by the shareholders of the Company as an Ordinary Resolution.

Item No. 2

In appreciation of continuing support from shareholders of the Company, the Board of Directors, at its meeting held on November 02, 2022 approved and recommended issue of bonus equity shares in the ratio of 1:1, subject to the consent of the members of the Company, i.e. 1 (One) new fully paid-up equity share of Rs.5/- each be issued for every 1 (One) existing fully paid-up equity share of Rs.5/- each held by members whose names appear on the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on such date ("Record Date") as may be fixed by the Board (or a Committee thereof) in this regard for allotment of shares, aggregating to Rs. 13,76,70,780/- (Rupees Thirteen Crore Seventy-Six Lakh Seventy Thousand Seven Hundred Eighty Only) divided into 2,75,34,156 (Two Crore Seventy Five Lakh Thirty Four Thousand One Hundred Fifty Six) Equity Shares of face value of Rs.5/- (Rupees Five only) each.

The bonus shares will be issued to the members by capitalizing a sum not exceeding Rs.13,76,70,780/- (Rupees Thirteen Crore Seventy-Six Lakh Seventy Thousand Seven Hundred Eighty Only) from and out of the Securities Premium Account and/or other permitted Reserves and/or a combination of both, as per the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022.

The Post-Bonus issue paid-up equity share capital of the Company will be Rs.27,53,41,560/- (Rupees Twenty-Seven Crore Fifty-Three Lakh Forty One Thousand Five Hundred Sixty Only) divided into 5,50,68,312 (Five Crore Fifty Lakh Sixty Eight Thousand Three Hundred Twelve) Equity Shares of Rs.5/- each.

In accordance with the provisions contained in Regulation 5(3), read with Clause g of Part B of Schedule I of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company's current ESOP Plan grants power to the NRC Committee to formulate detailed terms and conditions pertaining to the Plan, including the procedure for making a fair and reasonable adjustment to the ESOP entitlement including adjustment to the number of options and to the exercise price in case of corporate actions including bonus issue. Considering there are options outstanding under the CL ESOP Plan 2014, the NRC Committee shall decide upon the fair and reasonable adjustment to be made to the entitlement by way of adjustment to the number of options and/or to the exercise price and/or to both, and recommend the same to the Board for its approval.

Article 134 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to the Members as fully paid bonus shares.

None of the Directors, Promoters and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot Notice, except to the extent of their shareholding in the Company.

The relevant documents will be made accessible for inspection by the members at the Registered and Corporate Offices of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting except on national holidays, and the same will also be made available for inspection through electronic mode on the website of the Company at www.cleducate.com.

The Board accordingly recommends the Resolution set out at Item No. 2 for approval by the shareholders of the Company as an Ordinary Resolution.

**By Order of the Board
For CL Educate Limited**

**Sd/-
Rachna Sharma
Company Secretary & Compliance Officer
Membership No.: A17780**

**Place: New Delhi
Date: November 02, 2022**