



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: Minutes of the 27th Annual General Meeting (“AGM”) of CL Educate Limited (the “Company”).

Dear Ma’am/Sir(s),

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to our disclosure dated August 03, 2023, please find enclosed herewith the minutes of the 27th AGM of the Company held on August 03, 2023.

The aforesaid information 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: September 01, 2023

DATE OF ENTRY: September 01, 2023

MINUTES OF THE 27th ANNUAL GENERAL MEETING OF THE MEMBERS OF CL EDUCATE LIMITED HELD ON THURSDAY, AUGUST 03, 2023 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: 11:56 A.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, and Member of Nomination, Remuneration and Compensation Committee
Mr. Sanjay Tapriya	Non-Executive Independent Director, Chairman of the Nomination, Remuneration and Compensation Committee; and Member of the Audit Committee
Mr. Imran Jafar	Non-Executive Non-Independent Director, Member 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, M/s. Walker Chandiok & Co. LLP, Chartered Accountants, Statutory Auditors
Mr. Sachin Hukumchand Sharma	Designated Partner, M/s. Sharma and Trivedi LLP (LLPIN : AAW-6850), Secretarial auditor
Mr. Sunny Chhabra	Partner, M/s. Sunny Chhabra and Co., Cost Accountants, Cost Auditor

MEMBERS PRESENT AT THE MEETING

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

Mr. Satya Narayanan R, Chairman and Executive Director took the Chair and presided over the 27th Annual General Meeting of the Company (“AGM” or “27th AGM” or “AGM 2023”). The requisite quorum being present, he called the Meeting to order, extending a warm welcome to the Members present

and attending the AGM. Mr. Satya Narayanan R introduced the Directors, Company officials, and representatives of the Statutory Auditor, Secretarial Auditor and Cost Auditor present at the meeting to the Members and informed that Mr. Girish Shivani- Chairperson of the Audit Committee, and Stakeholders' Relationship Committee and Mr. Sanjay Tapriya- Chairperson of the Nomination, Remuneration and Compensation Committee were present at the AGM. He informed the absence of Ms. Madhumita Ganguli, and Mr. Piyush Sharma, Independent Directors, 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. She 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 Secretarial Auditor of the Company with respect to the current ESOP Scheme of the Company being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 were kept open for inspection of the members at the AGM, through the VC facility of Kfin Technologies Limited (Kfin) and the same were accessible throughout the continuance of the AGM.

Mr. Satya Narayanan R, Chairman addressed the shareholders, and delivered his speech highlighting the financial as well as business performance of the Company during the Financial Year 2022-23. He further informed the Members that the recording of his speech will be made available on the website of the Company immediately after the conclusion of the Meeting.

Ms. Rachna Sharma, Company Secretary and Compliance Officer 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 27th AGM. The remote e-voting facility had been kept open from Monday, July 31, 2023, (09:00 AM) till Wednesday, August 02, 2023, (05.00 PM.) During this period, Members of the Company, holding shares as on the Cut-Off Date i.e., Thursday, July 27, 2023 (as on closing hours of business) were able to cast their votes electronically. She further informed that facility for e-voting had also been made available at the AGM and the 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. She informed that Mr. Sachin Hukumchand Sharma, Designated Partner of M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), Company Secretaries, had been appointed as the scrutinizer to scrutinise the e-voting process in a fair and transparent manner.

With the consent of the Chairman and the Members present, the Company Secretary took up the items on the agenda one by one for Members' consideration. She informed the Members that the shareholders interested in any particular resolution shall not vote on such resolutions. She read out the Agenda Items contained in the Notice convening the 27th AGM, along with the observations made by the Statutory Auditor on the Financial Statements and Board's reply thereon.

ORDINARY BUSINESSES:

1. Adoption of Audited Financial Statements for the Financial Year ended March 31, 2023:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, along with the Reports of the Statutory Auditor and Board of Directors thereon, be and are hereby considered, approved and adopted.”

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, along with the Report of the Statutory Auditor thereon, be and are hereby considered, approved and adopted.”



2. **To appoint a Director in place of Mr. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO Enterprise Business of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re- appointment.**

“**RESOLVED THAT** pursuant to the provisions of Section 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 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. Nikhil Mahajan (DIN: 00033404)**, Executive Director and Group CEO Enterprise Business of the Company, who retires by rotation and being eligible, offers himself for re-appointment as a Director liable to retire by rotation.”

SPECIAL BUSINESSES:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with 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 and approval of the Board of Directors, the Company hereby ratifies a remuneration of up to Rs.1,40,000/- (Rupees One Lac Forty Thousand Only) plus applicable taxes and reimbursement of out-of pocket expenses at actuals, if any, incurred in connection with the audit, payable to M/s. Sunny Chhabra and Co., Cost Accountants (Firm Registration No. 101544), who have been appointed as Cost Auditors 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 amended from time to time, for the Financial Year ending March 31, 2024, and authorizes the Board of Directors to determine the actual payout within the said limit.

RESOLVED FURTHER THAT any Director and/ or the Company Secretary of the Company, be and are hereby severally authorized to sign and file the necessary documents, e- forms, returns etc. as may be required and to do all such acts, deeds and things as they may deem necessary, proper or desirable for giving effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution be furnished to such person/ department/ authority/ entity etc. as may be deemed fit under the signature of any Director and/ or the Company Secretary of the Company.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder 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 the Articles of Association of the Company, the consent of the members be and is hereby accorded to the overall maximum remuneration that may be paid to the Non- Executive Director(s) of the Company for each Financial Year contained in the period of 3 financial years viz. 2024- 25 to 2026-27 in the following manner:



- **In case of adequate profits in any Financial Year** - The Non-Executive Directors may be paid upto 1% of the Net Profits of the Company for that Financial Year, computed in the manner laid down in Section 198 of the Act, except that the remuneration of the directors shall not be deducted from the gross profits, and
- **In case of inadequate or no profits in any Financial Year** - Each Non-Executive Director may be paid remuneration not exceeding the applicable limits prescribed under Schedule V of the Act.

RESOLVED FURTHER THAT the afore-said remuneration shall be paid over and above the usual sitting fees and/ or reimbursement of expenses incurred by the Non- Executive Director(s) of the Company in relation to attending the Board and Committee Meetings as may be fixed by the Board of Directors, from time to time, within the limits prescribed under the Act.

RESOLVED FURTHER THAT within the afore-stated limit, the remuneration payable to each Non-Executive Director(s) may be determined by the Board of Directors, on the basis of the recommendation of the Nomination, Remuneration and Compensation Committee (“NRC Committee”), from time to time.

RESOLVED FURTHER THAT any Director and/ or the Company Secretary of the Company, be and are hereby severally authorized to sign and file the necessary documents, e- forms, returns etc. as may be required, and to do all such acts, deeds and things as they may deem necessary, proper or desirable for giving effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution be furnished to such person/ department/ authority/ entity etc. as may be deemed fit under the signature of any one Director and/ or the Company Secretary of the Company.”

5. **Approve the Re-appointment of Mr. Girish Shivani (DIN: 03593974) as a Non-Executive Independent Director on the Board of the Company for a second term of Five Consecutive Years:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder read with Schedule IV to the Act and other 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 pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee (“NRC Committee”) and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Girish Shivani (DIN: 03593974), as a Non-Executive Independent Director on the Board of the Company, for a second term of five (5) consecutive years, commencing from September 30, 2023 up to September 29, 2028 (both days inclusive), with hi period of office not liable to determination by retirement by rotation.”

RESOLVED FURTHER THAT any Director and/ or the Company Secretary of the Company, be and are hereby severally authorized to sign and file necessary documents, e- forms, returns etc. as may be required and to do all such acts, deeds and things as they may deem necessary, proper or desirable for giving effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution be furnished to such person/ department/ authority/ entity etc. as may be deemed fit under the signature of any one Director and/ or the Company Secretary of the Company.”

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

“RESOLVED THAT in continuation of the resolutions passed by the Shareholders of the Company at the Annual General Meeting held on September 15, 2022 approving the appointment of Mr. Nikhil Mahajan as Executive Director and Group CEO Enterprise Business (also a ‘Whole-time Key Managerial Personnel’) for a period of 3 (Three) years beginning April 01, 2023 till March 31, 2026, and the overall maximum remuneration payable to him (hereinafter “September 15, 2022 Resolution”), and pursuant to the provisions of Sections 188, 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) 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, Foreign Exchange Management Act 1999, Reserve Bank of India Regulations (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, and based on the recommendation of the Audit Committee, Nomination, Remuneration and Compensation (NRC) Committee and the Board of Directors of the Company, and subject to compliance with International/ Immigration Laws and Regulations in this respect, and subject to such further consents and permissions as may be required, the approval/ratification of the Members of the Company be and is hereby accorded to the deputation of Mr. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO Enterprise Business, and a Key Managerial Personnel, from CL Educate Limited to its Step-Down Wholly-Owned Subsidiary Company in USA, namely- Kestone CL US Limited with effect from such date and for such period as may be deemed fit by the NRC Committee or the Board of Directors of the Company.

RESOLVED FURTHER THAT during the period such Deputation continues, Mr. Nikhil Mahajan shall continue to be the Executive Director and Group CEO Enterprise Business (also as ‘Whole-time Key Managerial Personnel’) of the Company, notwithstanding his designation at the US Company Board or that he becomes a Key Managerial Personnel or a Whole Time Director on both the Companies.

RESOLVED FURTHER THAT during the period the Deputation remains effective, Mr. Nikhil Mahajan may be paid Remuneration either from CL Educate Limited or from Kestone CL US Limited or partly from CL Educate Limited and partly from Kestone CL US Limited in such proportion as may be determined by the Board of Directors of the Company on the recommendation of the NRC Committee, so however that the aggregate Remuneration paid to him from both the Companies shall not exceed the Overall Maximum Remuneration approved by the Shareholders vide the **September 15, 2022 Resolution**.

RESOLVED FURTHER THAT after the Deputation ceasing to be in effect, all the terms and conditions of Mr. Nikhil Mahajan’s appointment including the Maximum Remuneration that may be paid to him shall be governed by the **September 15, 2022 Resolution**, or any renewal/ amendment thereof.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), be and is hereby authorized in its absolute



discretion, to fix, vary, amend or revise the remuneration payable to Mr. Nikhil Mahajan within the Overall Maximum Remuneration, or the other terms and conditions of his deputation and finalise the deputation / secondment agreements, if required, as may be mutually agreed between the Board of Directors of both the Companies, and Mr. Nikhil Mahajan, in compliance with the governing laws in both the countries.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may deem necessary in relation to the above resolutions, and to file the necessary documents, forms, returns etc. with the Registrar of Companies, NCT of Delhi and Haryana, or with any other Authority as may be required, for the purpose of giving effect to the above resolutions.”

The Chairman then opened the floor for the Question & Answer session, and invited the shareholders who had registered themselves as speaker shareholders. The Queries raised by the speaker shareholders were suitably replied by the Chairman.

The Chairman then ordered voting on all the resolutions of ordinary and special businesses as set out in items 1 to 6 of the Notice convening the 27th 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, and who were otherwise not barred from doing so, to cast their votes. The Members were informed that the e-voting facility would be kept open for the next 15 minutes to enable the Members to cast their votes.

The Chairman informed that the combined results of remote e-voting and e-voting at the AGM shall be disseminated to the Stock Exchange(s) where the securities of the Company were listed on or before August 05, 2023, 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 Ltd. <https://evoting.kfintech.com>.

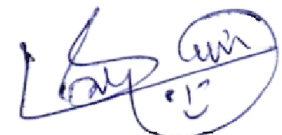
The Chairman requested the Company Secretary to annex the Scrutinizer’s Report to the minutes of the Meeting as per clause 17.2.2.2 of Secretarial Standard - 2.

VOTE OF THANKS:

Mr. Satya Narayanan R thanked the Shareholders, Directors, Company Officials, Statutory Auditor, Secretarial Auditor and Cost Auditor present at the Meeting and declared the 27th Annual General Meeting of the Company as concluded at 11:56 A.M.

Date: September 01, 2023

Place: New Delhi



**Satya Narayanan R
Chairman**

Post Script:

On the basis of the Scrutinizer’s Report received on August 03, 2023, 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.

SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000
C-316, 3rd Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,
Mulund (W), Mumbai – 400 080
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

Annexure - III

REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

August 03, 2023

To

The Chairman

CL EDUCATE LIMITED

A-45, First Floor

Mohan Co-operative Industrial Estate

New Delhi – 110 044

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

Dear Sir,

Sub.: Consolidated Scrutinizer’s Report on remote e-voting and e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 (‘Act’) read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 at the 27th (Twenty-Seventh) Annual General Meeting (AGM) of CL Educate Limited held on Thursday, August 03, 2023 at 11:00 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

I, Sachin Hukumchand Sharma, Practising Company Secretary (ACS:46900; CP:20423) and Designated Partner of M/s. Sharma and Trivedi LLP, Company Secretaries, Mumbai, (LLPIN:AAW-6850), have been appointed as the Scrutinizer by the Board of Directors of **CL Educate Limited** (the ‘Company’) vide resolution dated June 22, 2023, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, amended till date to scrutinize and report on the electronic voting (‘remote e-voting’) and the e-voting during the AGM by the shareholders of the Company in respect of the resolutions proposed to be passed at the 27th (Twenty-Seventh) AGM of the shareholders of the Company to be held on **Thursday, August 03, 2023 at 11:00 A.M.** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), and I submit my report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (‘remote e-voting’) and e-voting during the AGM by the shareholders on the resolutions proposed in the notice of the 27th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting during the AGM are conducted in a fair and transparent manner and submit the consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the report generated electronically;
2. As per the Notice of 27th Annual General Meeting of the shareholders and the ‘Advertisement’ published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 on July 13, 2023, in “Financial Express” (English) and “Dainik Bhaskar” (Hindi), the remote e-voting opened at 09.00 A.M. (IST) on Monday, July 31, 2023 and remained open until 05.00 P.M. (IST) on Wednesday, August 02, 2023;
3. The members holding the Equity Shares of the Company as on Thursday, July 27, 2023 viz. the “**cut-off date**”, were entitled to vote on the resolutions stated in the Notice of the 27th Annual General Meeting of the Company;
4. The Notice of AGM dated June 22, 2023 along with Statement setting out material facts under Section 102 of the Act, was sent to the shareholders in respect of the below mentioned resolutions for passing at the AGM of the Company by e-mail in compliance with the MCA Circular Number 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 03/2022 dated May 05, 2022 and General Circular No.11/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (SEBI)

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

5. As required under the MCA Circulars, the Company had also provided e-voting facility during the AGM to the shareholders attending the said meeting through VC / OAVM and who had not cast their vote earlier through remote e-voting;
6. The votes cast under the remote e-voting prior to AGM and e-voting during the AGM were unblocked, in the presence of two witnesses who are not the employees of the Company, after conclusion of the AGM and the e-voting results / list of shareholders who voted for and against were downloaded from the e-voting website of KFin Technologies Limited (“KFin”) <https://evoting.kfintech.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 Limited and the summary of the e-voting process is as follows:

A. Ordinary Business:

Resolution No.1: Ordinary Resolution

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

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	97	3,33,67,631	100.00
E-voting at AGM	4	20	0.00
Total	101	3,33,67,651	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	15	144	97.30
E-voting at AGM	1	4	2.70
Total	16	148	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
1	21,000

Summary of Total valid votes for Resolution No.1

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

Note:

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

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Resolution No.2: Ordinary Resolution

Appointment of Director in place of Mr. Nikhil Mahajan (DIN:00033404), Executive Director and Group CEO Enterprise Business of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	90	3,30,85,086	100.00
E-voting at AGM	4	20	0.00
Total	94	3,30,85,106	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	17	3,206	99.88
E-voting at AGM	1	4	0.12
Total	18	3,210	100.00

(iii) **Invalid** votes:

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

Summary of Total valid votes for Resolution No.2

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	3,30,85,106	99.99
Votes against	3,210	0.01
Total	3,30,88,316	100.000

Note:

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

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

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Resolution No.3: Ordinary Resolution

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

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	92	3,33,52,438	100.00
E-voting at AGM	4	20	0.00
Total	96	3,33,52,458	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	20	15,522	99.97
E-voting at AGM	1	4	0.03
Total	21	15,526	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
1	21,000

Summary of Total valid votes for Resolution No.3

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

Note:

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

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SHARMA AND TRIVEDI LLP

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C-316, 3rd Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,
Mulund (W), Mumbai – 400 080

Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

: 5 :

Resolution No.4: Ordinary Resolution

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

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	91	3,33,19,954	100.00
E-voting at AGM	4	20	0.00
Total	95	3,33,19,974	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	21	48,006	99.99
E-voting at AGM	1	4	0.01
Total	22	48,010	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
1	21,000

Summary of Total valid votes for Resolution No.4

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

Note:

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

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SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000
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Resolution No.5: Special Resolution

Approve the Re-appointment of Mr. Girish Shivani (DIN: 03593974) as a Non-Executive Independent Director on the Board of the Company for a second term of Five Consecutive Years:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	95	3,33,66,453	100.00
E-voting at AGM	4	20	0.00
Total	99	3,33,66,473	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	18	1,522	99.74
E-voting at AGM	1	4	0.26
Total	19	1,526	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
1	21,000

Summary of Total valid votes for Resolution No.5

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	3,33,66,473	100.00
Votes against	1,526	0.00
Total	3,33,67,999	100.000

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Resolution No.6: Ordinary Resolution

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

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	90	3,30,73,101	100.00
E-voting at AGM	4	20	0.00
Total	94	3,30,73,121	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	19	15,406	99.97
E-voting at AGM	1	4	0.03
Total	20	15,410	100.00

(iii) **Invalid** votes:

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

Summary of Total valid votes for Resolution No.6

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	3,30,73,121	99.95
Votes against	15,410	0.05
Total	3,30,88,531	100.000

Note:

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

SHARMA AND TRIVEDI LLP

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Mulund (W), Mumbai – 400 080
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

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8. All relevant records of voting are available only in the electronic format and there was no physical voting. The relevant records will remain in my custody until the Chairman considers, approves and signs the minutes of 27th Annual General Meeting and the same shall be sent /handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

For **SHARMA AND TRIVEDI LLP**
Company Secretaries



Sachin Hukumchand Sharma
Designated Partner
ACS: 46900; CP: 20423
UDIN: A046900E000734774

Witnesses:

Signature:



Signature:



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

2. Name: Mrs. Tara Sharma
Wife of: Mr. Hukumchand Sharma
Address: Plot No.136, Baldev Nagar, Mata Ka
Than, Jodhpur, Rajasthan – 342 001
Occupation: Housewife

Counter signed

For **CL EDUCATE LIMITED**



Satya Narayanan R
Chairman & Executive Director
DIN: 00307326