

DATE OF ENTRY: October 14, 2022

MINUTES OF THE 26th ANNUAL GENERAL MEETING OF THE MEMBERS OF CL EDUCATE LIMITED HELD ON THURSDAY, SEPTEMBER 15, 2022 AT 10:00 A.M. THROUGH TWO-WAY VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”)

Meeting commenced at: 10:00 A.M.

Meeting concluded at: 11:11 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

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. S. Anantha & Ved LLP, Secretarial Auditor, and Designated Partner, M/s. Sharma and Trivedi LLP, Scrutinizer
Mr. Sunny Chhabra	Partner, M/s. Sunny Chhabra and Co., Cost Accountants, Cost Auditor

MEMBERS PRESENT AT THE MEETING

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

Mr. Satya Narayanan R, Chairman and Executive Director took the Chair and presided over the 26th Annual General Meeting of the Company (AGM 2022). 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 and Company officials present at the meeting to the Members and further informed that Mr. Girish Shivani, Chairman of the Audit Committee and of the Stakeholders' Relationship Committee; and Mr. Sanjay Tapriya, Chairman of the Nomination,

Remuneration and Compensation Committee were present at the AGM, and informed the absence of Ms. Madhumita Ganguli and Mr. Piyush Sharma, Independent Directors and Mr. Imran Jafar, Non-Executive Non-Independent Director, who could not attend the AGM.

Ms. Rachna Sharma, Company Secretary and Compliance Officer of the Company apprised the Members of the procedural aspects of the meeting. 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 Auditors of the Company with respect to the implementation of the Company's ESOP Plan were kept open for inspection by the Members at AGM, through VC facility of National Securities Depository Limited (NSDL) 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 2021-22. He further informed the Members that 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 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 26th AGM. The remote e-voting facility had been kept open from Monday, September 12, 2022, 09:00 AM till Wednesday, September 14, 2022, 05.00 PM. During this period, Members of the Company, holding shares as on the Cut-Off Date i.e., Thursday, September 08, 2022 (as on closing hours of business) were able to cast their votes electronically. The facility for e-voting had also been made available at the AGM and Members attending the Meeting, who had not already cast their votes through remote e-voting and who were otherwise not barred from doing so, were eligible to vote through the e-voting system during the AGM. 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.

Ms. Rachna Sharma read out the Agenda Items contained in the Notice of the 26th AGM, along with the observations made by the Statutory Auditors on the Financial Statements, along with the Directors' reply thereon.

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

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 Audited Financial Statements for the Financial Year ended March 31, 2022 (As an Ordinary Resolution):**

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, along with the Reports of the Board of Directors and Auditor thereon, be and are hereby approved and adopted.”

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, along with the Reports of the Board of Directors and Auditor



thereon, be and are hereby approved and adopted.”

2. **Appointment of Director in place of Mr. Satva Narayanan R (DIN: 00307326), who retires by rotation and being eligible, offers himself for reappointment (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 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. Satya Narayanan R (DIN: 00307326)**, Chairman and Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment as a Director liable to retire by rotation.”

3. **Appointment of Director in place of Mr. Gautam Puri (DIN: 00033548), who retires by rotation and being eligible, offers himself for reappointment (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 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. Gautam Puri (DIN: 00033548)**, Vice Chairman and Managing Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, as a Director liable to retire by rotation.”

SPECIAL BUSINESS:

4. **Ratification of remuneration payable to the Cost Auditors for the Financial Year 2022-23 (As an Ordinary Resolution):**

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, 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 Lakh Forty Thousand Only) plus applicable taxes and reimbursement of out-of- pocket expenses at actuals, if any, payable to M/s. Sunny Chhabra and Co., Cost Accountants (Firm Registration No.101544), who are appointed as Cost Auditors 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, for the Financial Year ending March 31, 2023, and authorizes the Board of Directors to determine the actual payout within the said limit.”

5. **Adoption of New Set of Memorandum of Association of the Company (As a Special Resolution):**

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 of the Companies Act, 2013 (the ‘Act’) and all other applicable provisions of the Act, read with the rules framed thereunder and schedules thereto (including any statutory modification(s) amendment(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the substitution of the existing Memorandum of Association of the Company with a new Memorandum of Association, based on Table A set out under Schedule I to the Act, a draft of which has been placed before the meeting, in order to bring the same in consonance with the Act, and the said new Memorandum of Association be adopted as the Memorandum of Association of the Company.

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 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 resolution, and to file the necessary documents with the Registrar of Companies, NCT of Delhi and Haryana, or with any other Authority, if required, for the purpose of giving effect to this resolution.”

6. **Approval to the Shifting of the Registered Office of the Company from the “State of Haryana” to the “National Capital Territory (NCT) of Delhi” and consequential amendment to the Memorandum of Association of the Company (As a Special Resolution):**

“RESOLVED THAT pursuant to the provisions of Section 12, Section 13 and any other applicable provision, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and subject to the approval of the Hon’ble Regional Director, Northern Region, or any other Government Authority in this regard and subject to such permissions, sanctions or approvals as may be required under the provisions of the said Act or under any other law for the time being in force, the consent of the members of the Company be and is hereby accorded to the shifting of the Registered Office of the Company from the “State of Haryana” to the “National Capital Territory (NCT) of Delhi” and consequential amendment to the Clause-II of the Memorandum of Association of the Company, to be substituted by the following clause:

‘II. The Registered office of the Company will be situated in the National Capital Territory (NCT) of Delhi’.

RESOLVED FURTHER THAT upon receipt of the Order of the Hon’ble Regional Director, Northern Region, approving the alteration, and filing of the certified copy of such Order with the Registrar of Companies, NCT of Delhi & Haryana (“ROC”) and issuance of the necessary Certificate by the ROC indicating the alteration, the Registered Office of the Company be shifted from “State of Haryana” to the “National Capital Territory (NCT) of Delhi”.

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

7. **Approval to the withdrawal of proposed sale/ transfer of the Company’s digital business to its Wholly Owned Subsidiary, Career Launcher Private Limited (“CLPL”) (As a Special Resolution):**

“RESOLVED THAT in suppression to the earlier resolution passed by the Members of the Company at the 25th Annual General Meeting held on September 07, 2021 according approval to the Board of Directors of the Company to sell the Company’s Digital Business, as a going concern, on a slump sale basis, to its Wholly Owned Subsidiary Company- Career Launcher Private Limited

(‘CLPL’) under Section 180(1)(a) of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded to the withdrawal of the said proposal of the transfer/sale, based on the recommendation of the Board of Directors, on account of the changed business conditions / opportunities, as detailed in the Explanatory Statement annexed and forming part of this notice.

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 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 resolution, and to file necessary documents with the Registrar of Companies, NCT of Delhi and Haryana, or with any other Authority as may be required, in this connection.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and 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, Articles of Association of the Company, and based on the recommendation of the Nomination, Remuneration and Compensation Committee and subject to such consents and permissions as may be required, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Satya Narayanan R (DIN: 00307326) as the Chairman and 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, 2023 till March 31, 2026, at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year contained in the aforesaid period of 3 (three) years) (“Overall Maximum Remuneration”) and on such terms and conditions as are set out in the Explanatory Statement annexed hereto, with authority to the Board of Directors to fix, vary, amend or revise the remuneration within the Overall Maximum Remuneration or the other terms and conditions of the said re-appointment in accordance with the provisions of the Act as may be mutually agreed between the Board of Directors and Mr. Satya Narayanan R.

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 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 resolution, and to file necessary documents 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 resolution.”

9. **Re-appointment of Mr. Gautam Puri (DIN: 00033548), as the Vice Chairman and Managing Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him (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, Articles of Association of the Company, and based on the recommendation of the Nomination, Remuneration and Compensation Committee, and subject to such consents and permissions as may be required, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Gautam Puri (DIN: 00033548), as the Vice Chairman and 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, 2023 till March 31, 2026, at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year contained in the aforesaid period of 3 (three) years) (“Overall Maximum Remuneration”) and on such terms and conditions as are set out in the Explanatory Statement annexed hereto with authority to the Board of Directors to fix, vary, amend or revise the remuneration within the Overall Maximum Remuneration or the other terms and conditions of the said re-appointment in accordance with the provisions of the Act as may be mutually agreed between the Board of Directors and Mr. Gautam Puri.

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 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 resolution, and to file necessary documents 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 resolution.”

10. Re-appointment of Mr. Nikhil Mahajan (DIN: 00033404), as the Executive Director and Group CEO Enterprise Business of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him (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, Articles of Association of the Company, and based on the recommendation of the Nomination, Remuneration and Compensation Committee, and subject to such consents and permissions as may be required, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Nikhil Mahajan (DIN: 00033404), as the Executive Director and 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, 2023 till March 31, 2026, at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year contained in the aforesaid period of 3 (three) years) (“Overall Maximum Remuneration”) and on such terms and conditions as are set out in the Explanatory Statement annexed hereto with authority to the Board of Directors to fix, vary, amend or revise the remuneration within the Overall Maximum Remuneration or the other terms and



conditions of the said re-appointment in accordance with the provisions of the Act as may be mutually agreed between the Board of Directors and Mr. Nikhil Mahajan.

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 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 resolution, and to file necessary documents 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 resolution.”

11. **Approve modifications to the ‘Amended and Restated Career Launcher Employee Stock Options Plan 2014’ including an Increase in the ESOP Pool thereunder (As a Special Resolution):**

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act 2013 (the “Act”), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the “SBEB Regulations”) (including any statutory modification(s) or re-enactment of the Act or of the SBEB Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary in this respect, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” or “Board of Directors” which term shall be deemed to include any Committee thereof, including the Nomination, Remuneration and Compensation Committee, which may exercise its powers, including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to increase the existing ESOP pool under the Amended and Restated Career Launcher Employee Stock Options Plan 2014 (“CL ESOP Plan 2014” or “ESOP Scheme”) by adding 5,00,000 options (convertible into 5,00,000 (Five Lakh) equity shares of face value of Rs.5/- each, fully paid-up) to the same.

RESOLVED FURTHER THAT the draft of the modified ESOP Plan as has been initialed by the Chairman for the purpose of identification, and placed before the Meeting be and is hereby approved and adopted in its entirety.

RESOLVED FURTHER THAT the definition of “Employee” under the CL ESOP Plan 2014 be modified, so as to include within its purview, contractual employees, full time retainers/ consultants and Business Partners of CL Educate Limited, its Subsidiary and/or Associate Companies, to the extent permitted by the Act and SBEB Regulations.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to bring about such further modifications to the CL ESOP Plan 2014 as are rendered necessary due to amendments brought about in the SBEB Regulations, or Act, or any other such regulatory provisions in future.

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 resolution, and to file the necessary documents with the Registrar of Companies, NCT of Delhi and Haryana, or with any other Authority as may be considered necessary, for the purpose of giving effect to the above resolution or to further authorize any competent person in this regard, as it may, in its absolute discretion deem fit.”



12. Approve Grant of options under the ‘Amended and Restated Career Launcher Employee Stock Options Plan 2014’ to the Employees of the Subsidiary Company(ies) and Associate Company(ies), existing and future, of the Company (As a Special Resolution):

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act 2013 (the “Act”), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the “SBEB Regulations”) (including any statutory modification(s) or re-enactment of the Act or of the SBEB Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary in this respect, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” or “Board of Directors” which term shall be deemed to include any Committee thereof, including the Nomination, Remuneration and Compensation Committee, which may exercise its powers, including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the grant of options under the ‘Amended and Restated Career Launcher Employee Stock Options Plan 2014’ (hereinafter “CL ESOP Plan 2014” or “ESOP Scheme”), to the employees of Subsidiary Company(ies) and Associate Company(ies) of the Company, existing and future, whether in or outside India and on such terms and conditions, as may be determined by the Board of Directors or the Nomination, Remuneration and Compensation Committee, in accordance with the provisions of the CL ESOP Plan 2014.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to do all such acts, deeds, matters and things, including identification of the employees of the Subsidiary/Associate Companies to whom options are to be granted, and to execute all such deeds, documents, instruments and writings as it may deem necessary in relation to the above resolution, and to file necessary documents 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 resolution or to further authorize any competent person in this regard, as it may, in its absolute discretion deem fit.”

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act 2013 (the “Act”), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the “SBEB Regulations”) (including any statutory modification(s) or re-enactment of the Act or of the SBEB Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary in this respect, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” or “Board of Directors” which term shall be deemed to include any Committee thereof, including the Nomination, Remuneration and Compensation Committee, which may exercise its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the grant of options to identified employees under the ‘Amended and Restated Career Launcher Employee



Stock Options Plan 2014' (hereinafter "CL ESOP Plan 2014" or "ESOP Scheme"), notwithstanding that during any one year, the options granted may exceed one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.

RESOLVED FURTHER THAT the Board 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 resolution, and to file necessary documents 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 resolution or to further authorize any competent person in this regard, as it may, in its absolute discretion deem fit."

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 Members were suitably replied by the Chairman.

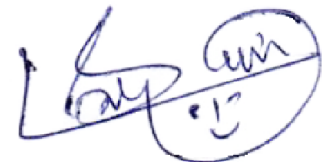
The Chairman ordered voting on all the resolutions of ordinary and special businesses as set out in items 1 to 13 of the Notice convening the 26th Annual General Meeting of the Company and requested the Members present at the meeting who had not already cast their votes through remote e-voting, to cast their votes. 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) on or before September 17, 2022, 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 NSDL (<https://www.evoting.nsdl.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, Statutory Auditor, Secretarial Auditor and Cost Auditor present at the Meeting and declared the 26th Annual General Meeting of the Company as concluded at 11:11 A.M.



**Satya Narayanan R
Chairman**

**Date: October 14, 2022
Place: New Delhi**

Post Script:

On the basis of the Scrutinizer's Report received on September 15, 2022, 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.

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

REPORT OF SCRUTINIZER

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

September 15, 2022

To

The Chairman

CL EDUCATE LIMITED

A-45, First Floor

Mohan Co-operative Industrial Estate

New Delhi – 110 044

26th (Twenty-Sixth) Annual General Meeting (AGM) of the Equity Shareholders of CL Educate Limited (CIN: L74899HR1996PLC076897) held on Thursday, September 15, 2022 at 10:00 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

Dear Sir,

Sub.: Consolidated Scrutinizer’s Report on remote e-voting and e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 (‘Act’) read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 at the 26th (Twenty-Sixth) Annual General Meeting (AGM) of CL Educate Limited held on Thursday, September 15, 2022 at 10:00 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

I, Sachin Hukumchand Sharma, Practising Company Secretary (ACS:46900; CP:20423) and Designated Partner of M/s. Sharma and Trivedi LLP, Company Secretaries, Mumbai, (LLPIN:AAW-6850), have been appointed as the Scrutinizer by the Board of Directors of **CL Educate Limited** (the ‘Company’) vide resolution dated August 03, 2022, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, amended till date to scrutinize and report on the electronic voting (‘remote e-voting’) and the e-voting during the AGM by the shareholders of the Company in respect of the resolutions proposed to be passed at the 26th (Twenty-Sixth) AGM of the shareholders of the Company to be held on **Thursday, September 15, 2022 at 10:00 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**, and I submit my report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (‘remote e-voting’) and e-voting during the AGM by the shareholders on the resolutions proposed in the notice of the 26th 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 26th Annual General Meeting of the shareholders and the ‘Advertisement’ published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 on August 24, 2022, in ‘Financial Express’ (English) and ‘Dainik Bhaskar’ (Hindi), the remote e-voting opened at 09.00 A.M. (IST) on Monday, September 12, 2022 and remained open until 05.00 P.M. (IST) on Wednesday, September 14, 2022;
3. The members holding the Equity Shares of the Company as on Thursday, September 08, 2022 viz. the “**cut-off date**”, were entitled to vote on the resolutions stated in the Notice of the 26th Annual General Meeting of the Company;
4. The Notice of AGM dated August 03, 2022 along with Statement setting out material facts under Section 102 of the Act, was sent to the shareholders in respect of the below mentioned resolutions for passing at the AGM of the Company by e-mail in compliance with the MCA Circular Number 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (SEBI) ...2



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: 2 :

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

5. As required under the MCA Circulars, the Company had also provided e-voting facility during the AGM to the shareholders attending the said meeting through VC / OAVM and who had not cast their vote earlier through remote e-voting;
6. The votes cast under the remote e-voting prior to AGM and e-voting during the AGM were unblocked, in the presence of two witnesses who are not the employees of the Company, after conclusion of the AGM and the e-voting results / list of shareholders who voted for and against were downloaded from the e-voting website of National Securities Depository Limited (“NDSL”) i.e. <https://www.evoting.nsdl.com> and the same are being handed over to the Chairman;
7. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the e-voting system of National Securities Depository Limited (“NDSL”) and the summary of the e-voting process is as follows:

A. Ordinary Business:

Resolution No.1: Ordinary Resolution

Adoption of the Annual Financial Statements of the Company for the Financial Year ended March 31, 2022:

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	159	1,68,68,466	100.00
E-voting at AGM	6	14	0.00
Total	165	1,68,68,480	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	76	97.44
E-voting at AGM	1	2	2.56
Total	18	78	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	1,68,68,480	100.00
Votes against	78	0.00
Total	1,68,68,558	100.00

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: 3 :

Resolution No.2: Ordinary Resolution

Appointment of Director in place of Mr. Satya Narayanan R (DIN: 00307326), Chairman and Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment:

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	150	1,11,98,636	100.00
E-voting at AGM	6	14	0.00
Total	156	1,11,98,650	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	23	544	99.63
E-voting at AGM	1	2	0.37
Total	24	546	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	1,11,98,650	99.995
Votes against	546	0.005
Total	1,11,99,196	100.000

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: 4 :

Resolution No.3: Ordinary Resolution

Appointment of Director in place of Mr. Gautam Puri (DIN:00033548), Vice Chairman and Managing Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment:

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	149	1,19,42,162	100.00
E-voting at AGM	6	14	0.00
Total	155	1,19,42,176	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	23	544	99.63
E-voting at AGM	1	2	0.37
Total	24	546	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	1,19,42,176	99.995
Votes against	546	0.005
Total	1,19,42,722	100.000

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: 5 :

B. Special Business:

Resolution No.4: Ordinary Resolution

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

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	157	1,68,68,274	100.00
E-voting at AGM	6	14	0.00
Total	163	1,68,68,288	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	268	99.26
E-voting at AGM	1	2	0.74
Total	20	270	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	1,68,68,288	99.998
Votes against	270	0.002
Total	1,68,68,558	100.000

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: 6 :

Resolution No.5: Special Resolution

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

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	154	1,68,68,004	100.00
E-voting at AGM	6	14	0.00
Total	160	1,68,68,018	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	22	538	99.63
E-voting at AGM	1	2	0.37
Total	23	540	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	1,68,68,018	99.997
Votes against	540	0.003
Total	1,68,68,558	100.000

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: 7 :

Resolution No.6: Special Resolution

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

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	154	1,68,68,004	100.00
E-voting at AGM	6	14	0.00
Total	160	1,68,68,018	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	22	538	99.63
E-voting at AGM	1	2	0.37
Total	23	540	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	1,68,68,018	99.997
Votes against	540	0.003
Total	1,68,68,558	100.000

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: 8 :

Resolution No.7: Special Resolution

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

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	148	62,72,828	100.00
E-voting at AGM	6	14	0.00
Total	154	62,72,842	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	516	99.61
E-voting at AGM	1	2	0.39
Total	22	518	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid [#]	Total number of votes cast by them
1	7,07,396

Summary of Total valid votes for Resolution No.7

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	62,72,842	99.992
Votes against	518	0.008
Total	62,73,360	100.000

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

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: 9 :

Resolution No.8: Special Resolution

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

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	149	1,11,98,616	100.00
E-voting at AGM	6	14	0.00
Total	155	1,11,98,630	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	24	564	99.65
E-voting at AGM	1	2	0.35
Total	25	566	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	1,11,98,630	99.995
Votes against	566	0.005
Total	1,11,99,196	100.000

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: 10 :

Resolution No.9: Special Resolution

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

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	149	1,19,42,150	100.00
E-voting at AGM	6	14	0.00
Total	155	1,19,42,164	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	23	556	99.64
E-voting at AGM	1	2	0.36
Total	24	558	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	1,19,42,164	99.995
Votes against	558	0.005
Total	1,19,42,722	100.000

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: 11 :

Resolution No.10: Special Resolution

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

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	149	1,67,28,444	100.00
E-voting at AGM	6	14	0.00
Total	155	1,67,28,458	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	23	364	99.45
E-voting at AGM	1	2	0.55
Total	24	366	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	1,67,28,458	100.00
Votes against	366	0.00
Total	1,67,28,824	100.00

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: 12 :

Resolution No.11: Special Resolution

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

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	152	1,68,49,750	100.00
E-voting at AGM	6	14	0.00
Total	158	1,68,49,764	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	24	18,792	100.00
E-voting at AGM	1	2	0.00
Total	25	18,794	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	1,68,49,764	99.89
Votes against	18,794	0.11
Total	1,68,68,558	100.00

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: 13 :

Resolution No.12: Special Resolution

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

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	152	1,68,49,750	100.00
E-voting at AGM	6	14	0.00
Total	158	1,68,49,764	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	24	18,792	100.00
E-voting at AGM	1	2	0.00
Total	25	18,794	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	1,68,49,764	99.89
Votes against	18,794	0.11
Total	1,68,68,558	100.00

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: 14 :

Resolution No.13: Special Resolution

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

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	152	1,68,49,568	100.00
E-voting at AGM	6	14	0.00
Total	158	1,68,49,582	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	24	18,974	100.00
E-voting at AGM	1	2	0.00
Total	25	18,976	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.13

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

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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 26th Annual General Meeting and the same shall be sent /handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

For **SHARMA AND TRIVEDI LLP**
Company Secretaries



Sachin Hukumchand Sharma
Designated Partner
ACS: 46900; CP: 20423
UDIN: A046900D000980426

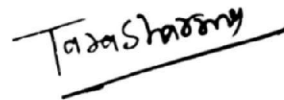
Witnesses:

Signature:



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

Signature:



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

Counter signed

For **CL EDUCATE LIMITED**



Satya Narayanan R
Chairman & Executive Director
DIN: 00307326