



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: CLEDCATE

Dear Ma'am/Sir(s),

Sub: Proceedings of 23rd Annual General Meeting and Voting Results

In continuation to our letter dated September 03, 2019, the 23rd Annual General Meeting of the Company was held today and the business as set out in the Notice convening 23rd AGM were transacted and passed with requisite majority.

In this regard, please find enclosed the following:

1. A summary of proceedings of 23rd Annual General Meeting of the Company as required under the Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – I**;
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – II**; and
3. Report of the Scrutinizer dated September 28, 2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014 as **Annexure – III**.

The information is also available on the website of the Company (www.cleducate.com).

We request you to kindly take the above information on record.

Thanking You,

For CL Educate Limited


Gautam Puri
Vice Chairman and Managing Director
DIN: 00033548

Place: New Delhi

Date: September 28, 2019

Annexure – I



SUMMARY OF PROCEEDINGS OF THE 23RD ANNUAL GENERAL MEETING OF CL EDUCATE LIMITED

The 23rd Annual General Meeting (AGM) of the Members of CL Educate Limited ('the Company') was held today i.e. Saturday, September 28, 2019 at 11:00 AM at the Aravali Golf Course, New Industrial Town, Faridabad, Haryana - 121001.

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	Additional Director (Non-Executive Independent), Chairman of the Audit Committee, Chairman of the Stakeholder Relationship Committee, Member of 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. Raj Kumar Agarwal	Partner, M/s. Haribhakti & Co. LLP, Chartered Accountants, Statutory Auditors
Mr. Dilipkumar Maharana	Designated Partner, M/s. S. Anantha & Ved LLP, Secretarial Auditor/ Scrutinizer

QUORUM OF THE MEETING

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

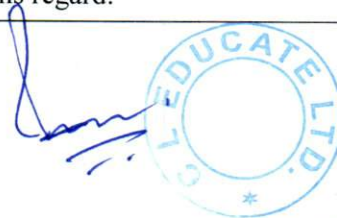
Proceedings in brief:

- Mr. Satya Narayanan R, Chairman and Executive Director of the Company took the Chair and presided over the meeting.
- The Chairman welcomed the members, Directors, Auditors, and other stakeholders present at the 23rd Annual General Meeting of the Company, and explained the absence of the Directors who could not attend the AGM.

- He confirmed that the Chairman of the Audit Committee and of the Stakeholders Relationship Committee was present at the AGM. He further confirmed that though the Chairman of Nomination, Remuneration and Compensation Committee could not attend the meeting, he had nominated Mr. Girish Shivani, member of Nomination, Remuneration and Compensation Committee to respond to the members' query, if any.
- The Company Secretary and Compliance Officer informed the members that the requisite quorum was present at the AGM.
- The Company Secretary further informed the members that the Register of Members, Register of Directors' shareholding, etc. were kept open for inspection by the members at the AGM venue and the same were accessible throughout the continuance of the AGM.
- The requisite Quorum being present, the Chairman called the Meeting to order.
- The Chairman addressed the members, and delivered his speech.
- He informed that the Company had provided remote e-voting facility to the members of the Company in respect of all businesses mentioned in the notice. The remote e-voting facility was kept open from Wednesday, September 25, 2019 9:00 AM till Friday, September 27, 2019 05.00 PM. During this period, members of the Company, holding shares as on the Cut-Off Date i.e. Friday, September 20, 2019 (as on closing hours of business), were able to cast their votes electronically. He further informed the members that the facility for voting through Ballot Paper had also been made available at the venue of this AGM. The members attending the AGM, who had not cast their vote through remote e-voting could exercise their voting rights at the AGM.
- Mr. Dilipkumar Maharana (C.P. 22057), Designated Partner, M/s. S. Anantha & Ved LLP (LLPIN AAH 8229), Company Secretaries, had been appointed as the scrutinizer for conducting the voting process in a fair and transparent manner.
- The notice of AGM, Boards' Report and Auditors' Report for the Financial Year ending March 31, 2019, containing therein the observations made by the Auditors on the financial statements and the explanation / comments given by the management thereon were taken as read by the members of the Company.
- The Company Secretary informed that Mr. Satya Narayanan R, Chairman, being interested in Resolution No. 3 and 9, Mr. Gautam Puri, Vice Chairman and Managing Director of the Company would be the Chairman, for these 2 resolutions.

The following items of business as set out in the Notice convening 23rd AGM were placed for members' consideration and approval.

S. No.	Resolutions	Type of Resolution
Ordinary Business		
1.	Adoption of Annual Financial Statements for the Financial Year ended March 31, 2019.	Ordinary
2.	Confirmation of the payment of Interim Dividend on Equity Shares, already paid during the Financial Year 2018-19.	Ordinary
3.	Appointment of Director in place of Mr. Satya Narayanan R (DIN: 00307326, who retires by rotation and being eligible, offers himself for reappointment.	Ordinary
4.	Appointment of the Statutory Auditor for a period of 1 (one) year and to fix their remuneration in this regard.	Ordinary



Special Business		
5.	Appointment of Mr. Girish Shivani (DIN: 03593974) as a Non-Executive Independent Director on the Board of the Company.	Ordinary
6.	Appointment of Mr. Imran Jafar (DIN: 03485628) as a Non-Executive Non-Independent Director on the Board of the Company.	Ordinary
7.	Re-appointment of Mr. Viraj Tyagi (DIN: 01760948) as a Non-Executive Independent Director on the Board of the Company.	Special
8.	Ratification of remuneration payable to the Cost Auditors for the Financial Year 2019-20.	Ordinary
9.	Re-appointment of Mr. Satya Narayanan R (DIN: 00307326) as the Chairman and Executive Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2020, and approve the overall maximum remuneration payable to him.	Special
10.	Re-appointment of Mr. Gautam Puri (DIN: 00033548) as the Vice-Chairman and Managing Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2020, and approve the overall maximum remuneration payable to him.	Special
11.	Re-appointment of Mr. Nikhil Mahajan (DIN: 00033404) as Executive Director & Group CEO Enterprise Business of the Company for a period of 3 (Three) years w.e.f. April 01, 2020, and approve the overall maximum remuneration payable to him.	Special
12.	Grant approval for making Investments, giving Loans/ Guarantees or providing Security in accordance with Section 186 of Companies Act, 2013.	Special

The queries raised by the members at the meeting were suitably replied by the Chairman.

The Chairman requested the members present at the meeting who had not cast their votes electronically to cast their votes through Ballot papers handed over to them.

The members were informed that the results of e-voting and Ballot shall be disseminated to the Stock Exchange(s) on or before September 30, 2019, after receipt of Scrutinizer Report and will also be uploaded on the website of the Company (www.cleducate.com) and website of Karvy Fintech Private Limited (<https://evoting.karvy.com>).

The Chairman then thanked the members attending the meeting and for their co-operation and concluded the meeting at 11:30 AM.

Thanking you,

Yours sincerely,

For CL Educate Limited


Gautam Puri

Vice Chairman and Managing Director
DIN: 00033548

Place: New Delhi

Date: September 28, 2019

Ameasure - II

	CL EDUCATE LIMITED
Date of the AGM/EGM	28-09-2019
Total number of shareholders on record date	20342
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	13
Public:	71
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Annual Financial Statements for the Financial Year ended March 31, 2019							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,821,518	0	0.0000	0	0	0.0000	0.0000
	Poll		6,791,050	99.5534	6,791,050	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,791,050	99.5534	6,791,050	0	100.0000	0.0000
Public- Institutions	E-Voting	3,091,019	2,607,610	84.3609	2,193,874	413,736	84.1335	15.8664
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,607,610	84.3609	2,193,874	413,736	84.1335	15.8665
Public- Non Institutions	E-Voting	4,253,141	87,711	2.0623	87,416	295	99.6636	0.3363
	Poll		64,874	1.5253	64,874	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		152,585	3.5876	152,290	295	99.8067	0.1933
Total		14,165,678	9,551,245	67.4253	9,137,214	414,031	95.6652	4.3348

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Confirmation of the payment of Interim Dividend on Equity Shares, already paid during the Financial Year 2018-19							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,821,518	0	0.0000	0	0	0.0000	0.0000
	Poll		6,791,050	99.5534	6,791,050	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,791,050	99.5534	6,791,050	0	100.0000	0.0000
Public- Institutions	E-Voting	3,091,019	2,607,610	84.3609	2,607,610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,607,610	84.3609	2,607,610	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4,253,141	87,711	2.0623	87,590	121	99.8620	0.1379
	Poll		64,874	1.5253	64,874	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		152,585	3.5876	152,464	121	99.9207	0.0793
Total		14,165,678	9,551,245	67.4253	9,551,124	121	99.9987	0.0013




Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Director in place of Mr. Satya Narayanan .R DIN 00307326, who retires by rotation and being eligible, offers himself for reappointment							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,821,518	0	0.0000	0	0	0.0000	0.0000
	Poll		2,541,815	37.2617	2,541,815	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,541,815	37.2617	2,541,815	0	100.0000	0.0000
Public- Institutions	E-Voting	3,091,019	2,607,610	84.3609	2,607,610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,607,610	84.3609	2,607,610	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4,253,141	87,707	2.0622	87,383	324	99.6305	0.3694
	Poll		64,874	1.5253	64,874	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		152,581	3.5875	152,257	324	99.7877	0.2123
Total		14,165,678	5,302,006	37.4285	5,301,682	324	99.9939	0.0061




Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of the Statutory Auditor for a period of 1 one year and to fix their remuneration in this regard							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,821,518	0	0.0000	0	0	0.0000	0.0000
	Poll		6,791,050	99.5534	6,791,050	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,791,050	99.5534	6,791,050	0	100.0000	0.0000
Public- Institutions	E-Voting	3,091,019	2,607,610	84.3609	2,607,610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,607,610	84.3609	2,607,610	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4,253,141	87,711	2.0623	87,387	324	99.6306	0.3693
	Poll		64,874	1.5253	64,874	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		152,585	3.5876	152,261	324	99.7877	0.2123
Total		14,165,678	9,551,245	67.4253	9,550,921	324	99.9966	0.0034




Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Girish Shivani DIN 03593974 as a Non-Executive Independent Director on the Board of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,821,518	0	0.0000	0	0	0.0000	0.0000
	Poll		6,791,050	99.5534	6,791,050	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,791,050	99.5534	6,791,050	0	100.0000	0.0000
Public- Institutions	E-Voting	3,091,019	2,607,610	84.3609	2,607,610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,607,610	84.3609	2,607,610	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4,253,141	87,711	2.0623	87,387	324	99.6306	0.3693
	Poll		64,874	1.5253	64,874	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		152,585	3.5876	152,261	324	99.7877	0.2123
Total		14,165,678	9,551,245	67.4253	9,550,921	324	99.9966	0.0034




Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Imran Jafar DIN 03485628 as a Non-Executive Non-Independent Director on the Board of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,821,518	0	0.0000	0	0	0.0000	0.0000
	Poll		6,791,050	99.5534	6,791,050	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,791,050	99.5534	6,791,050	0	100.0000	0.0000
Public- Institutions	E-Voting	3,091,019	2,607,610	84.3609	2,607,610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,607,610	84.3609	2,607,610	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4,253,141	87,711	2.0623	87,387	324	99.6306	0.3693
	Poll		64,874	1.5253	64,874	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		152,585	3.5876	152,261	324	99.7877	0.2123
Total		14,165,678	9,551,245	67.4253	9,550,921	324	99.9966	0.0034




Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Viraj Tyagi DIN 01760948 as a Non-Executive Independent Director on the Board of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,821,518	0	0.0000	0	0	0.0000	0.0000
	Poll		6,791,050	99.5534	6,791,050	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,791,050	99.5534	6,791,050	0	100.0000	0.0000
Public- Institutions	E-Voting	3,091,019	2,607,610	84.3609	2,193,874	413,736	84.1335	15.8664
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,607,610	84.3609	2,193,874	413,736	84.1335	15.8665
Public- Non Institutions	E-Voting	4,253,141	87,711	2.0623	41	87,670	0.0467	99.9532
	Poll		64,874	1.5253	64,874	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		152,585	3.5876	64,915	87,670	42.5435	57.4565
Total		14,165,678	9,551,245	67.4253	9,049,839	501,406	94.7504	5.2496




Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration payable to the Cost Auditors for the Financial Year 2019-20							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,821,518	0	0.0000	0	0	0.0000	0.0000
	Poll		6,791,050	99.5534	6,791,050	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,791,050	99.5534	6,791,050	0	100.0000	0.0000
Public- Institutions	E-Voting	3,091,019	2,607,610	84.3609	2,607,610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,607,610	84.3609	2,607,610	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4,253,141	87,711	2.0623	87,387	324	99.6306	0.3693
	Poll		64,874	1.5253	64,874	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		152,585	3.5876	152,261	324	99.7877	0.2123
Total		14,165,678	9,551,245	67.4253	9,550,921	324	99.9966	0.0034



Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Satya Narayanan .R DIN 00307326 as the Chairman and Executive Director of the Company for a period of 3 Three years w.e.f. April 01, 2020, and approve the overall maximum remuneration _x00D_ payable to him							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,821,518	0	0.0000	0	0	0.0000	0.0000
	Poll		2,541,815	37.2617	2,541,815	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,541,815	37.2617	2,541,815	0	100.0000	0.0000
Public- Institutions	E-Voting	3,091,019	2,607,610	84.3609	2,607,610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,607,610	84.3609	2,607,610	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4,253,141	87,707	2.0622	37	87,670	0.0421	99.9578
	Poll		64,874	1.5253	64,874	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		152,581	3.5875	64,911	87,670	42.5420	57.4580
Total		14,165,678	5,302,006	37.4285	5,214,336	87,670	98.3465	1.6535



Resolution No.	10							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Gautam Puri DIN 00033548 as the Vice-Chairman and Managing Director of the Company for a period of 3 Three years w.e.f. April 01, 2020, and approve the overall maximum remuneration payable to _x00D_ him							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,821,518	0	0.0000	0	0	0.0000	0.0000
	Poll		4,507,414	66.0764	4,507,414	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,507,414	66.0764	4,507,414	0	100.0000	0.0000
Public- Institutions	E-Voting	3,091,019	2,607,610	84.3609	2,607,610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,607,610	84.3609	2,607,610	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4,253,141	87,707	2.0622	37	87,670	0.0421	99.9578
	Poll		64,874	1.5253	64,874	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		152,581	3.5875	64,911	87,670	42.5420	57.4580
Total		14,165,678	7,267,605	51.3043	7,179,935	87,670	98.7937	1.2063



Resolution No.	11							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Nikhil Mahajan DIN 00033404 as Executive Director Group CEO Enterprise Business of the Company for a period of 3 Three years w.e.f. April 01, 2020, and approve the overall maximum remuneration_x00D_ payable to him							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,821,518	0	0.0000	0	0	0.0000	0.0000
	Poll		5,470,788	80.1990	5,470,788	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,470,788	80.1990	5,470,788	0	100.0000	0.0000
Public- Institutions	E-Voting	3,091,019	2,607,610	84.3609	2,607,610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,607,610	84.3609	2,607,610	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4,253,141	87,707	2.0622	37	87,670	0.0421	99.9578
	Poll		64,874	1.5253	64,874	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		152,581	3.5875	64,911	87,670	42.5420	57.4580
Total		14,165,678	8,230,979	58.1051	8,143,309	87,670	98.9349	1.0651




Resolution No.	12							
Resolution required: (Ordinary/ Special)	SPECIAL - Grant approval for making Investments, giving Loans Guarantees or providing Security in accordance with Section 186 of Companies Act, 2013.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,821,518	0	0.0000	0	0	0.0000	0.0000
	Poll		6,791,050	99.5534	6,791,050	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,791,050	99.5534	6,791,050	0	100.0000	0.0000
Public- Institutions	E-Voting	3,091,019	2,607,610	84.3609	1,000,737	1,606,873	38.3775	61.6224
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,607,610	84.3609	1,000,737	1,606,873	38.3776	61.6224
Public- Non Institutions	E-Voting	4,253,141	87,711	2.0623	41	87,670	0.0467	99.9532
	Poll		64,874	1.5253	64,874	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		152,585	3.5876	64,915	87,670	42.5435	57.4565
Total		14,165,678	9,551,245	67.4253	7,856,702	1,694,543	82.2584	17.7416






Anantha - III

S. ANANTHA & VED LLP
(Registered with Limited Liability)

Company Secretaries • LLP IN : AAH - 8229
C - 316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai - 400 080
www.sanantha.com; info@sanantha.com
Tel: (+91 22) 2591 3041

REPORT OF SCRUTINIZER

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

28th September, 2019

To

The Chairman

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

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and voting through Ballot Forms* at the 23rd (Twenty Third) Annual General Meeting (A.G.M) of CL EDUCATE LIMITED held on Saturday, September 28, 2019 at 11:00 A.M.

I, Dilipkumar Maharana, Practising Company Secretary (ACS: 23014; CP: 22057) and Designated Partner of M/s. S. Anantha & Ved LLP, Company Secretaries, Mumbai, (LLPIN: AAH-8229), have been appointed as the Scrutinizer by the Board of Directors of CL EDUCATE LIMITED (the 'Company') vide resolution dated 05th August, 2019, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize and report on the electronic voting ('remote e-voting') and the voting through Ballot by the shareholders of the Company in respect of the resolutions proposed to be passed at the 23rd (Twenty Third) Annual General Meeting (A.G.M) of the members of the Company to be held on **Saturday, September 28, 2019 at 11:00 A.M. at Aravali Golf Course, New Industrial Town, Faridabad, Haryana- 121001** and I submit my report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means ('remote e-voting') and voting by use of ballot by the shareholders on the resolutions proposed in the notice of the 23rd Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and through ballot are conducted in a fair and transparent manner and submit the consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the report generated electronically or by voting through ballot;

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



Signature

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2. As per the Notice of 23rd Annual General Meeting of the Shareholders and the 'Advertisement' published pursuant to Rule 20(4) (v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) on September 05, 2019, in "The Financial Express" (English) and "Dainik Bhaskar" (Hindi), the remote e-voting opened at 09.00 A.M. (IST) on Wednesday, September 25, 2019 and remained open until 05.00 P.M. (IST) on Friday, September 27, 2019;
3. The Shareholders holding the Equity Shares of the Company as on Friday, September 20, 2019 viz. the "**cut-off date**", were entitled to vote on the resolutions stated in the Notice of the 23rd Annual General Meeting of the Company;
4. After the declaration of voting by use of ballot by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on them. The ballot box subsequently on close of voting hours was opened in the presence of two witnesses who are not the employees of the Company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the Authorizations/ proxies lodged with the Company;
5. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately;
6. The votes on remote e-voting were unblocked, in the presence of two witnesses who are not the employees of the Company, at around 11.40 A.M. after conclusion of voting at the AGM and the e-voting results / list of Equity Shareholders who voted for and against were downloaded from the e-voting website of Karvy Fintech Private Limited ("**KARVY**") <https://evoting.karvy.com> and the same are being handed over to the Chairman;
7. The total votes cast in favour or against for all the resolutions proposed in the Notice of the AGM are as under:



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A. Resolution No. 1: Ordinary Resolution

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

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	25	22,81,290	24.97
Voting by ballot	45	68,55,924	75.03
Total	70	91,37,214	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	15	4,14,031	100.00
Voting by ballot	--	--	
Total	15	4,14,031	100.00

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No. 1:

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	91,37,214	95.67
Votes against	4,14,031	4.33
Total	95,51,245	100.00

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B. Resolution No. 2: Ordinary Resolution

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

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	36	26,95,200	28.22
Voting by ballot	45	68,55,924	71.78
Total	81	95,51,124	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	121	100.00
Voting by ballot	--	--	--
Total	4	121	100.00

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No. 2

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	95,51,124	99.999
Votes against	121	0.001
Total	95,51,245	100.000

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C. Resolution No. 3: Ordinary Resolution

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

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	28	26,94,993	50.83
Voting by ballot	40	26,06,689	49.17
Total	68	53,01,682	100.00

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No. 3

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	53,01,682	99.994
Votes against	324	0.006
Total	53,02,006	100.000

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

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D. Resolution No. 4: Ordinary Resolution

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

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	29	26,94,997	28.22
Voting by ballot	45	68,55,924	71.78
Total	74	95,50,921	100.00

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No. 4

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

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E. Resolution No. 5: Ordinary Resolution

Appointment of Mr. Girish Shivani (DIN:03593974) as a Non-Executive Independent Director on the Board of the Company for an initial term of five years:

i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	29	26,94,997	28.22
Voting by ballot	45	68,55,924	71.78
Total	74	95,50,921	100.00

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No. 5

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

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F. Resolution No. 6: Ordinary Resolution

Appointment of Mr. Imran Jafar (DIN:03485628) as a Non-Executive Non-Independent Director on the Board of the Company:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	29	26,94,997	28.22
Voting by ballot	45	68,55,924	71.78
Total	74	95,50,921	100.00

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No. 6

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

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G. Resolution No. 7: Special Resolution

Re-appointment of Mr. Viraj Tyagi (DIN: 01760948) as a Non-Executive Independent Director on the Board of the Company for a second term of five years:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	23	21,93,915	24.24
Voting by ballot	45	68,55,924	75.76
Total	68	90,49,839	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	17	5,01,406	100.00
Voting by ballot	--	--	--
Total	17	5,01,406	100.00

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No. 7

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	90,49,839	94.75
Votes against	5,01,406	5.25
Total	95,51,245	100.00

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H. Resolution No. 8: Ordinary Resolution

Ratification of remuneration payable to M/s. Sunny Chhabra and Co., Cost Accountants (Firm Registration No. 101544), the Cost Auditors for the Financial Year 2019-20:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	29	26,94,997	28.22
Voting by ballot	45	68,55,924	71.78
Total	74	95,50,921	100.00

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No. 8

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

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I. Resolution No. 9: Special Resolution

Re-appointment of Mr. Satya Narayanan R (DIN:00307326) as the Chairman and Executive Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2020, and approve the overall maximum remuneration payable to him:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	26,07,647	50.01
Voting by ballot	40	26,06,689	49.99
Total	67	52,14,336	100.00

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No. 9

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	52,14,336	98.35
Votes against	87,670	1.65
Total	53,02,006	100.00

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

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J. Resolution No. 10: Special Resolution

Re-appointment of Mr. Gautam Puri (DIN:00033548) as the Vice-Chairman and Managing Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2020, and approve the overall maximum remuneration payable to him:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	26,07,647	36.32
Voting by ballot	42	45,72,288	63.68
Total	69	71,79,935	100.00

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No. 10

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

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



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K. Resolution No. 11: Special Resolution

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

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	26,07,647	32.02
Voting by ballot	40	55,35,662	67.98
Total	67	81,43,309	100.00

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No. 11

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

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



Signature

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L. Resolution No. 12: Special Resolution

Grant approval for making Investments, giving Loans/Guarantees or providing Security in accordance with Section 186 of Companies Act, 2013:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	10,00,778	12.74
Voting by ballot	45	68,55,924	87.26
Total	56	78,56,702	100.00

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No. 12

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



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

Thanking You,

Yours Faithfully,

For S. ANANTHA & VED LLP
Company Secretaries

Dilipkumar Maharana
ACS: 23014; CP: 22057



Chairman considers
and approves the minutes of
the meeting.

Witnesses:

1.

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

Counter signed

For CL EDUCATE LIMITED

Satya Narayanan R
Chairman & Executive Director
DIN: 00307326



2.

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