

To
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

To
Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra-Kurla Complex Bandra, (E),
Mumbai – 400 051

**Scrip Code: 540403, Scrip Symbol: CLEDUCATE
ISIN: INE201M01011**

Subject: Proceedings of 25th Annual General Meeting and Voting Results

Dear Ma'am/Sir(s),

In continuation to our letter dated August 16, 2021, the 25th Annual General Meeting (AGM) of the Company was held today and the businesses as set out in the Notice convening 25th AGM were transacted and passed with requisite majority.

In this regard, please find enclosed the following:

1. A summary of proceedings of 25th 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 07, 2021, 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



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

Place: New Delhi
Date: September 07, 2021

Annexure – I

**SUMMARY OF PROCEEDINGS OF THE 25TH ANNUAL GENERAL MEETING OF
CL EDUCATE LIMITED**

The 25th Annual General Meeting (AGM) of the Members of CL Educate Limited (“the Company”) was held today i.e., Tuesday, September 07, 2021 at 11:00 AM IST through Video Conference(“VC”) / Other Audio-Visual Means (“OAVM”). This meeting was convened and conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).

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
Mr. Sanjay Tapriya	Non-Executive Independent Director, Chairman of the Nomination, Remuneration and Compensation Committee

IN ATTENDANCE	
Mr. Arjun Wadhwa	Chief Financial Officer (CFO)
Ms. Rachna Sharma	Company Secretary and Compliance Officer

OTHER REPRESENTATIVES	
Mr. Neeraj Goel	Partner, M/s. Walker Chandiok & Co. LLP, Chartered Accountants, Statutory Auditors
Mr. Sachin Sharma	Designated Partner, M/s. S. Anantha & Ved LLP, Secretarial Auditor as well as the 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 as on Record Date	Percentage (%) to Paid-up Share Capital
1	Members	83	61,73,961	43.58
2	Authorised Representatives	2	16,683	0.12
	Total	85	61,90,644	43.70




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 25th Annual General Meeting of the Company, and explained the absence of the Directors who could not attend the AGM.
- He confirmed that the Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination, Remuneration and Compensation Committee were present at the AGM.
- 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 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 Statutory Auditor of the Company with respect to the implementation of the Company's ESOP Plan had been kept open for inspection by the members at the AGM, through the VC facility of KFin Technologies Private Limited 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.
- The Company Secretary 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 Saturday, September 04, 2021 from 09:00 AM till Monday, September 06, 2021 05.00 PM. During this period, members of the Company, holding shares as on the Cut-Off Date i.e., Tuesday, August 31, 2021 (as on closing hours of business), were able to cast their votes electronically. She further informed the members that 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.
- Members were informed that Mr. Sachin Sharma (C.P. No.:20423), Designated Partner of M/s. S. Anantha & Ved LLP (LLPIN: AAH 8229), Company Secretaries, had been appointed as the scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
- The notice of AGM, Board's Report and Auditors' Report for the Financial Year ending March 31, 2021, which had already been circulated to the members in advance, were taken as read by the members of the Company. The observations made by the Auditors on the financial statements and the reply given by Directors thereon were read by the Company Secretary.

The following items of business as set out in the Notice convening 25th AGM were placed for members' consideration and approval viz.:



S. No.	Resolutions	Nature of Resolution
Ordinary Business		
1.	Adoption of Audited Financial Statements for the Financial Year ended March 31, 2021.	Ordinary
2.	Appointment of Director in place of Mr. Imran Jafar (DIN: 03485628), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary
Special Business		
3.	Ratification of remuneration payable to the Cost Auditors for the Financial Year 2021-22.	Ordinary
4.	Approve renewal of the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' (hereinafter "ESOP Scheme"), for a period of 4 (four) years commencing from September 05, 2021.	Special
5.	Sale of Digital Business of the Company to its Wholly Owned Subsidiary, Career Launcher Private Limited ("CLPL") on a going concern basis pursuant to Section 180 (1)(a) of the Companies Act, 2013.	Special
6.	Approve the remuneration payable to the Non- Executive Director(s) of the Company for a period of three years.	Ordinary
7.	Re-appointment of Ms. Madhumita Ganguli (DIN: 00676830) as a Non-Executive Independent Director on the Board of the Company for a second term of Five Consecutive Years.	Special
8.	Approval of the Sub- Division of Equity Shares from Face Value of Rs.10/- per share to Rs.5/- per share.	Ordinary
9.	Alteration of the Capital Clause of Memorandum of Association ("MOA") of the Company, pursuant to the Sub-Division of each fully paid up Equity Share of face value of Rs. 10/- into 2 Fully paid up Equity Shares of face value of Rs. 5/- each.	Ordinary

The Chairman invited the speaker shareholders who had registered themselves with the Company, prior to the Meeting, to express their views/ raise queries, if any. Queries so raised were suitably replied by the Chairman.

The Chairman requested the members present at the meeting who had not cast their votes earlier through remote e-voting, to cast their votes through the e-voting system during the AGM. He further stated that the e-voting facility would be kept open for the next 15 minutes to enable the Members to cast their vote.

The members were informed that the results of remote e-voting and e-voting at the AGM shall be disseminated to the Stock Exchange(s) on or before September 09, 2021, after receipt of Scrutinizer's Report and will also be uploaded on the website of the Company (www.cleducate.com) and website of KFin Technologies Private Limited (<https://evoting.kfintech.com>).

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The Chairman then thanked the members attending the meeting for their co-operation and concluded the meeting at 12:04 P.M.

Thanking you,

Yours sincerely,

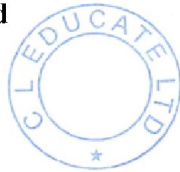
For CL Educate Limited



Rachna Sharma

Company Secretary & Compliance Officer

ICSI M. No.: A17780



Place: New Delhi

Date: September 07, 2021

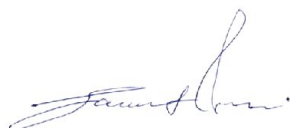
	CL EDUCATE LIMITED
Date of the AGM/EGM	07-09-2021
Total number of shareholders on record date	18551
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	22
Public:	63

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements for the Financial Year ended March 31, 2021									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,197,458	7,189,752	99.8929	7,189,752	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,197,458	7,189,752	99.8929	7,189,752	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	5,484,216	110,762	2.0197	110,605	157	99.8582	0.1417	0	0
	Poll		5	0.0001	5	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,484,216	110,767	2.0198	110,610	157	99.8583	0.1417	0
Total		14,165,678	8,326,091	58.7765	8,325,934	157	99.9981	0.0019	0	0




	CL EDUCATE LIMITED
Date of the AGM/EGM	07-09-2021
Total number of shareholders on record date	18551
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	22
Public:	63

Resolution No.	2										
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Director in place of Mr. Imran Jafar (DIN 03485628), Non-Executive Non-Independent Director of the Company, 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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	7,197,458	7,189,752	99.8929	7,189,752	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		7,197,458	7,189,752	99.8929	7,189,752	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	5,484,216	110,762	2.0197	110,605	157	99.8582	0.1417	0	0	
	Poll		5	0.0001	5	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		5,484,216	110,767	2.0198	110,610	157	99.8583	0.1417	0	0
Total		14,165,678	8,326,091	58.7765	8,325,934	157	99.9981	0.0019	0	0	



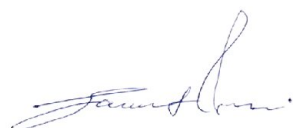

	CL EDUCATE LIMITED
Date of the AGM/EGM	07-09-2021
Total number of shareholders on record date	18551
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	22
Public:	63

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration payable to the Cost Auditors for the Financial Year 2021-22									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,197,458	7,189,752	99.8929	7,189,752	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,197,458	7,189,752	99.8929	7,189,752	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	5,484,216	110,762	2.0197	110,605	157	99.8582	0.1417	0	0
	Poll		5	0.0001	5	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,484,216	110,767	2.0198	110,610	157	99.8583	0.1417	0
Total		14,165,678	8,326,091	58.7765	8,325,934	157	99.9981	0.0019	0	0



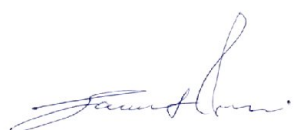
	CL EDUCATE LIMITED
Date of the AGM/EGM	07-09-2021
Total number of shareholders on record date	18551
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	22
Public:	63

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Approve renewal of the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' (hereinafter "ESOP Scheme), for a period of 4 (four) years commencing from September 5, 2021									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,197,458	7,189,752	99.8929	7,189,752	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,197,458	7,189,752	99.8929	7,189,752	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	5,484,216	110,762	2.0197	110,605	157	99.8582	0.1417	0	0
	Poll		5	0.0001	5	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,484,216	110,767	2.0198	110,610	157	99.8583	0.1417	0
Total		14,165,678	8,326,091	58.7765	8,325,934	157	99.9981	0.0019	0	0




	CL EDUCATE LIMITED
Date of the AGM/EGM	07-09-2021
Total number of shareholders on record date	18551
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	22
Public:	63

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Sale of Digital Business of the Company to its Wholly Owned Subsidiary, Career Launcher Private Limited ("CLPL") on a going concern basis pursuant to Section 180 (1)(a) of the Companies Act, 2013									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,197,458	2,260,451	31.4062	2,260,451	0	100.0000	0.0000	4,929,301	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,197,458	2,260,451	31.4062	2,260,451	0	100.0000	0.0000	4,929,301
Public- Institutions	E-Voting	1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	5,484,216	110,762	2.0197	110,576	186	99.8321	0.1679	0	0
	Poll		5	0.0001	5	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,484,216	110,767	2.0198	110,581	186	99.8321	0.1679	0
Total		14,165,678	3,396,790	23.9790	3,396,604	186	99.9945	0.0055	4,929,301	0




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Date of the AGM/EGM	07-09-2021
Total number of shareholders on record date	18551
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	22
Public:	63

Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - Approve the remuneration payable to the Non-Executive Director(s) of the Company for a period of three years									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,197,458	7,189,752	99.8929	7,189,752	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,197,458	7,189,752	99.8929	7,189,752	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	5,484,216	110,762	2.0197	110,605	157	99.8582	0.1417	0	0
	Poll		5	0.0001	5	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,484,216	110,767	2.0198	110,610	157	99.8583	0.1417	0
	Total	14,165,678	8,326,091	58.7765	8,325,934	157	99.9981	0.0019	0	0




	CL EDUCATE LIMITED
Date of the AGM/EGM	07-09-2021
Total number of shareholders on record date	18551
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	22
Public:	63

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Ms. Madhumita Ganguli (DIN 00676830) as a Non-Executive Independent Director on the Board of the Company for a second term of Five Consecutive Years									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,197,458	7,189,752	99.8929	7,189,752	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,197,458	7,189,752	99.8929	7,189,752	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	5,484,216	110,762	2.0197	110,605	157	99.8582	0.1417	0	0
	Poll		5	0.0001	5	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,484,216	110,767	2.0198	110,610	157	99.8583	0.1417	0
Total		14,165,678	8,326,091	58.7765	8,325,934	157	99.9981	0.0019	0	0



	CL EDUCATE LIMITED
Date of the AGM/EGM	07-09-2021
Total number of shareholders on record date	18551
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	22
Public:	63

Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of the Sub- Division of Equity Shares from Face Value of Rs.10/- per share to Rs.5/- per share									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,197,458	7,189,752	99.8929	7,189,752	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,197,458	7,189,752	99.8929	7,189,752	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	5,484,216	110,762	2.0197	110,605	157	99.8582	0.1417	0	0
	Poll		5	0.0001	5	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,484,216	110,767	2.0198	110,610	157	99.8583	0.1417	0
Total		14,165,678	8,326,091	58.7765	8,325,934	157	99.9981	0.0019	0	0



	CL EDUCATE LIMITED
Date of the AGM/EGM	07-09-2021
Total number of shareholders on record date	18551
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	22
Public:	63

Resolution No.	9									
Resolution required: (Ordinary/ Special)	ORDINARY - Alteration of the Capital Clause of Memorandum of Association ("MOA") of the Company, pursuant to the Sub-Division of each fully paid up Equity Share of face value of Rs. 10/- into 2 Fully paid up Equity Shares of face value of Rs. 5/- each									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,197,458	7,189,752	99.8929	7,189,752	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,197,458	7,189,752	99.8929	7,189,752	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,484,004	1,025,572	69.1084	1,025,572	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	5,484,216	110,762	2.0197	110,605	157	99.8582	0.1417	0	0
	Poll		5	0.0001	5	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,484,216	110,767	2.0198	110,610	157	99.8583	0.1417	0
Total		14,165,678	8,326,091	58.7765	8,325,934	157	99.9981	0.0019	0	0



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]

07th September, 2021

To
The Chairman
CL EDUCATE LIMITED
A-45, First Floor
Mohan Co-Operative Industrial Estate
New Delhi – 110 044

25th (Twenty-Fifth) Annual General Meeting (AGM) of the Equity Shareholders of CL Educate Limited (CIN: L74899HR1996PLC076897) held on Tuesday, September 07, 2021 at 11:00 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

Dear Sir,

Sub.: Consolidated Scrutinizer’s Report on remote e-voting and e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 (‘Act’) read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, amended, at the 25th (Twenty Fifth) Annual General Meeting (AGM) of CL Educate Limited held on Tuesday, September 07, 2021 at 11:00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

I, Sachin Sharma, Practising Company Secretary (ACS: 46900; CP: 20423) 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 03rd August, 2021, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (Amendment Rules, 2015) 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 25th (Twenty-Fifth) AGM of the members of the Company to be held on **Tuesday, September 07, 2021 at 11:00 A.M.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), and I submit my report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (‘remote e-voting’) and e-voting during the AGM by the shareholders on the resolutions proposed in the notice of the 25th 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;

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2. As per the Notice of 25th 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 August 17, 2021, in “Financial Express” (English) and “Dainik Bhaskar” (Hindi), the remote e-voting opened at 09.00 A.M. (IST) on Saturday, September 04, 2021 and remained open until 05.00 P.M. (IST) on Monday, September 06, 2021;
3. The Shareholders holding the Equity Shares of the Company as on Tuesday, August 31, 2021 viz. the “**cut-off date**”, were entitled to vote on the resolutions stated in the Notice of the 25th Annual General Meeting of the Company;
4. The Notice of AGM dated August 03, 2021 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 and 02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (SEBI) 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 (“SEBI Circulars”).
5. As required under the MCA Circulars, the Company had also provided e-voting facility during the AGM to the members attending the said meeting through VC / OAVM and who had not cast their vote earlier;
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 Equity Shareholders who voted for and against were downloaded from the e-voting website of KFin Technologies Private Limited (“KFin”) <https://evoting.karvy.com> and the same are being handed over to the Chairman;
7. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the e-voting system of KFin Technologies Private Limited and the summary of the e-voting process is as follows:

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: 3 :

A. Ordinary Business:

Resolution No. 1: Ordinary Resolution

Adoption of the Annual Financial Statements of the Company for the Financial Year ended March 31, 2021:

(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	96	83,25,929	99.9999
E-voting at AGM	1	5	0.0001
Total	97	83,25,934	100.0000

(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	157	100.00
E-voting at AGM	--	--	--
Total	4	157	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	83,25,934	99.998
Votes against	157	0.002
Total	83,26,091	100.000

: 4 :

Resolution No. 2: Ordinary Resolution

Appointment of Director in place of Mr. Imran Jafar (DIN: 03485628), Non-Executive Non-Independent 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	96	83,25,929	99.9999
E-voting at AGM	1	5	0.0001
Total	97	83,25,934	100.0000

(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	157	100.00
E-voting at AGM	--	--	--
Total	4	157	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	83,25,934	99.998
Votes against	157	0.002
Total	83,26,091	100.000

: 5 :

B. Special Business:

Resolution No. 3: 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 2021-22:

(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	96	83,25,929	99.9999
E-voting at AGM	1	5	0.0001
Total	97	83,25,934	100.0000

(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	157	100.00
E-voting at AGM	--	--	--
Total	4	157	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	83,25,934	99.998
Votes against	157	0.002
Total	83,26,091	100.000

: 6 :

Resolution No. 4: Special Resolution

Approve renewal of the ‘Amended and Restated Career Launcher Employee Stock Options Plan 2014’ (hereinafter “ESOP Scheme”), for a period of 4 (four) years commencing from September 05, 2021:

(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	96	83,25,929	99.9999
E-voting at AGM	1	5	0.0001
Total	97	83,25,934	100.0000

(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	157	100.00
E-voting at AGM	--	--	--
Total	4	157	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	83,25,934	99.998
Votes against	157	0.002
Total	83,26,091	100.000

...7

: 7 :

Resolution No. 5: Special Resolution

Sale of Digital Business of the Company to its Wholly Owned Subsidiary, Career Launcher Private Limited (“CLPL”) on a going concern basis pursuant to Section 180 (1)(a) of the 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	89	33,96,599	99.99985
E-voting at AGM	1	5	0.00015
Total	90	33,96,604	100.00000

(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	5	186	100.00
E-voting at AGM	--	--	--
Total	5	186	100.00

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
6	49,29,301

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	33,96,604	99.99
Votes against	186	0.01
Total	33,96,790	100.00

Note:

- a) 6 (Six) folios holding in aggregate 49,29,301 equity shares of face value of Rs.10/- each of the Company, considered Invalid, being interested persons in the above resolution.

: 8 :

Resolution No. 6: Ordinary Resolution

Approve the remuneration payable to the Non- Executive Director(s) of the Company for a period of three 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	96	83,25,929	99.9999
E-voting at AGM	1	5	0.0001
Total	97	83,25,934	100.0000

(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	157	100.00
E-voting at AGM	--	--	--
Total	4	157	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	83,25,934	99.998
Votes against	157	0.002
Total	83,26,091	100.000

: 9 :

Resolution No. 7: Special Resolution

Re-appointment of Ms. Madhumita Ganguli (DIN: 00676830) as a Non-Executive Independent Director on the Board of the Company for a second term of Five Consecutive Years:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	96	83,25,929	99.9999
E-voting at AGM	1	5	0.0001
Total	97	83,25,934	100.0000

(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	157	100.00
E-voting at AGM	--	--	--
Total	4	157	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	83,25,934	99.998
Votes against	157	0.002
Total	83,26,091	100.000

: 10 :

Resolution No. 8: Ordinary Resolution

Approval of the Sub-Division of Equity Shares from Face Value of Rs.10/- per share to Rs.5/- per share:

(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	96	83,25,929	99.9999
E-voting at AGM	1	5	0.0001
Total	97	83,25,934	100.0000

(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	157	100.00
E-voting at AGM	--	--	--
Total	4	157	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	83,25,934	99.998
Votes against	157	0.002
Total	83,26,091	100.000

: 11 :

Resolution No. 9: Ordinary Resolution

Alteration of the Capital Clause of Memorandum of Association (“MOA”) of the Company, pursuant to the Sub- Division of each fully paid-up Equity Share of face value of Rs.10/- into 2 Fully paid-up Equity Shares of face value of Rs.5/- each:

(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	96	83,25,929	99.9999
E-voting at AGM	1	5	0.0001
Total	97	83,25,934	100.0000

(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	157	100.00
E-voting at AGM	--	--	--
Total	4	157	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	83,25,934	99.998
Votes against	157	0.002
Total	83,26,091	100.000

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: 12 :

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 25th 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 **S. ANANTHA & VED LLP**
Company Secretaries



Sachin Sharma
Designated Partner
ACS: 46900; CP: 20423
UDIN: A046900C000917231

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