

DATE OF ENTRY: AUGUST 16, 2018

MINUTES OF THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF CL EDUCATE LIMITED HELD ON TUESDAY, AUGUST 07, 2018 AT 02:30 PM AT 'PHD CHAMBER OF COMMERCE AND INDUSTRY', 4/2, SIRI INSTITUTIONAL AREA, AUGUST KRANTI MARG, NEW DELHI-110016.

Meeting commenced at: 02:30 P.M.

Meeting concluded at: 03:00 P.M.

Directors Present:	
Mr. Satya Narayanan .R	Chairman & Whole-Time Director and Member
Mr. Gautam Puri	Vice-Chairman & Managing Director and Member
Mr. Nikhil Mahajan	Whole-Time Director & Group CEO Enterprise Business and Member
Mr. Sridar Iyengar	Independent Director, Chairman of the Audit Committee and Member
Mr. Viraj Tyagi	Independent Director, Chairman of Nomination, Remuneration and Compensation Committee and Member

Members Present:

In person: 193 members, holding 68,18,360 Equity Shares

(Including 4 Authorised Representative holding 12,80,329 Equity Shares)

Authorised Representatives present:	
Mr. Amit Kanabar	Authorized representative of Bilakes Consulting Private Limited
Mr. Bheem Raj Arya	Authorized representative of Career Launcher Employees Welfare Society
Mr. Vikram Bains	Authorized representative of Esquire Financial Services Limited
Mr. Mukul Thakur	Authorized representative of Rakesh K. Sehgal & Sons (HUF)

Proxy:

No. of Proxies	Shares held by Proxies
9	47,510

In Attendance:

Ms. Rachna Sharma	Company Secretary and Compliance officer
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By Invitation:

Mr. Raj Kumar Agarwal, Partner, M/s Haribhakti & Co. LLP	Statutory Auditors
Mr. Ved Prakash, Designated Partner, M/s. S. Anantha & Ved LLP	Scrutinizer
Mr. Sudhir Bhargava	CFO

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Mr. Satya Narayanan .R, Chairman and Whole-time Director took the Chair and presided over the 22nd Annual General Meeting of the Company (AGM 2018). The requisite quorum being present, he ordered the Meeting by extending a warm welcome to the Members present and attending the AGM. Mr. Satya Narayanan .R confirmed that the Chairman of the Audit Committee and of the Nomination, Remuneration and Compensation Committee were present at the AGM. He also explained the absence of Mr. Gopal Jain, Ms. Madhumita Ganguli, Mr. Sushil Kumar Roongta and Mr. Paresh Surender Thakker, Directors who could not attend the AGM. He further confirmed that though Mr. Paresh Surender Thakker, Chairman of Stakeholders' Relationship Committee could not be present at the AGM, he had authorised Mr. Nikhil Mahajan, a Committee member to respond to the shareholders' queries, if any.

Ms. Rachna Sharma, Company Secretary and Compliance officer informed the members that the Register of Members, Register of Directors and Key Managerial Personnel, and Register of Directors' and Key Managerial Personnel's shareholding, Register of Proxy, Register of Contracts and Arrangements, Annual Report 2018 containing the Statutory Auditor's Report etc. were kept open for inspection by the shareholders at the AGM venue 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 summary, business performance, acquisitions and segment added by the Company, during the financial year 2017-18.

Mr. Satya Narayanan .R, Chairman 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 22nd AGM. The remote e-voting facility was kept open from Saturday, August 04, 2018 9:00 A.M. and remained open until Monday, August 06, 2018, 05.00 P.M. During this period, shareholders of the Company, holding shares as on the Cut-Off Date i.e., Tuesday, July 31, 2018 (as on closing hours of business) were able to cast their votes electronically. The facility for voting through Ballot paper was also made available to the shareholders at the venue of the AGM. The members attending the AGM, who had not cast their vote through remote e-voting could exercise their voting rights at the AGM. He informed that Mr. Ved Prakash (C.P. 16986), Designated Partner, M/s. S. Anantha & Ved LLP (Firm Reg. No. AAH 8229), Company Secretaries, Mumbai, who was present at the AGM, had been appointed as the scrutinizer for conducting the voting process in a fair and transparent manner.

The notice of 22nd AGM, Auditor's Report, containing therein the observations made by the Auditors on the Financial Statements, and the Directors' report, containing explanation / comments given by the Board of Directors on the observations made by the Auditors, were taken as read by the shareholders of the Company.

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 Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 along with the Report of the Board of Directors and Statutory Auditors thereon (As an Ordinary Resolution).**

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018, along with the report of the Statutory Auditors and Board of Directors (including Directors’ Responsibility Statement), Management Discussion and Analysis Report and Corporate Governance Report for the Financial Year ended March 31, 2018, be and are hereby approved and adopted.”

2. **Re-Appointment of Mr. Gautam Puri (DIN: 00033548), Vice Chairman and Managing Director, as a Director liable to retire by rotation (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 there under (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.”

Mr. Gautam Puri and his relatives, being interested, neither participated nor voted on the above Resolution.

3. **Re-Appointment of Mr. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO Enterprise Business, as a Director, liable to retire by rotation (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 there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Nikhil Mahajan (DIN: 00033404) Executive Director and Group CEO Enterprise Business of the Company, who retires by rotation and being eligible, offers himself for re-appointment.”

Mr. Nikhil Mahajan and his relatives, being interested, neither participated nor voted on the above Resolution.

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4. **Ratification of Appointment of the Statutory Auditors for the Financial Year 2018-19 and to fix their remuneration in this regard (As an Ordinary Resolution).**

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) thereof) and pursuant to the recommendation of the Audit Committee as well as of the Board of Directors, and pursuant to the confirmation of the appointment of the Auditors for a period of 5 years by the members of the Company at the Annual General Meeting held on September 05, 2014, the members hereby ratify the appointment of M/s Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. – 103523W), as the Statutory Auditors of the Company for the Financial Year 2018-19 at such remuneration and reimbursement of out of pocket expenses as may be recommended by the Audit Committee and approved by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. **Appointment of Mr. Sushil Kumar Roongta (DIN: 00309302) as an Independent Director on the Board of the Company (As an Ordinary Resolution).**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Act and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Sushil Kumar Roongta (DIN: 00309302), who, based on the recommendation of the Nomination, Remuneration and Compensation Committee, was appointed as an Additional Director of the Company by the Board of Directors with effect from March 13, 2018, be and is hereby appointed as an Independent Director of the Company for an initial term of 5 years commencing from March 13, 2018 up to March 12, 2023, with the period of office not liable to be determined by retirement by rotation.”

6. **Approval of the remuneration payable to the Cost Auditor for Financial Year 2018-19 (As an Ordinary Resolution).**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and 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, the approval of the members be and is hereby accorded to pay such remuneration to M/s Sunny Chhabra and Co., Cost Accountants (Firm Registration No. 101544) as the Cost Auditors of the Company, for the Financial Year 2018-19, as may be mutually fixed between the Board and the Cost Auditors.”

7. **Approval to the renewal of the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' (hereinafter "ESOP Scheme") for a period of 3 (three) year commencing from September 5, 2018 (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, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (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" which term shall be deemed to include any Committee thereof, including 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 for the renewal of the "Amended and Restated Career Launcher Employee Stock Options Plan 2014" ("CL ESOP Plan 2014" or "ESOP Scheme") of the Company for a period of 3 years from the last date of its existing term, i.e. from September 05, 2018 to September 04, 2021, by amending the relevant Articles of the CL ESOP Plan 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to grant options remaining to be granted under the ESOP Scheme, and/or to issue and allot Equity shares or any other securities, upon exercise of such options, from time to time in accordance with the "CL ESOP Plan 2014", without seeking any further approval from the shareholders of the Company, and such Equity shares shall rank pari-passu in all respects with the existing shares of the Company.

RESOLVED FURTHER THAT in case the Equity shares or any other securities of the Company, are sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition of the shares by the aforesaid grantees exercising options under the "CL ESOP Plan 2014" shall automatically stands augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per Equity share bears to the revised face value of the Equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make modifications, changes, variations, alterations or revisions, including the repricing of the Options issued under the said "CL ESOP Plan 2014", in terms of Regulation 7 and other applicable Regulations, if any of the SBEB Regulations, as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, SEBI guidelines, the Memorandum and Articles of Association of the Company and any other applicable laws for the time being in force and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose."

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8. **Approval of the remuneration by way of Commission payable to the Non-Executive Director(s) of the Company (As an Ordinary Resolution).**

“RESOLVED THAT pursuant to section 197, 198 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company for the payment of commission to Non-Executive Director(s) of the Company for an aggregate amount not exceeding 1% of the Net Profits of the Company in any financial year, to be computed in accordance with the provisions of Section 198 of the Companies Act, 2013, over and above the usual sitting fees, and/or reimbursement of expenses incurred in relation to attending the Board Meetings, commencing with effect from April 01, 2018, for a period of 3 years or till the existing tenure of the office of respective Non-Executive Director, whichever is earlier, such that the amount payable to each individual Director may be determined by the Board, after considering the recommendations of the Nomination, Remuneration and Compensation Committee thereon.

RESOLVED FURTHER THAT within the aforementioned percentage, the actual payout to the Non-Executive Directors shall be decided internally by the Board or the Company’s Management, in accordance with the provisions of all the applicable and relevant provisions contained in the Companies Act, 2013, and Central Government’s approval, if required.”

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

“RESOLVED THAT pursuant to the provisions of Section 12 and Section 13 and any other applicable provisions, 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 Companies (Incorporation) Rules, 2014 and subject to the approval of the Hon’ble Regional Director, Northern Region, New Delhi 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, consent of the members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the “National Capital Territory (NCT) of Delhi” to the “State of Haryana” and substitute Clause-II of the Memorandum of Association of the Company by the following clause:

II. The Registered office of the Company will be situated in the State of Haryana.

“RESOLVED FURTHER THAT on obtaining the confirmation from Regional Director, Northern Region, the Registered Office of the Company be shifted from “A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi – 110044” to “Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003”.

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RESOLVED FURTHER THAT upon receipt of the order of the Hon'ble Regional Director, Northern Region, New Delhi approving the alteration, filing of certified copy of such order with the Registrar of Companies, Delhi & Haryana and issue of fresh certificate by Registrar of Companies, NCT of Delhi and Haryana, indicating the alteration, the Registered Office of the Company be shifted from "National Capital Territory (NCT) of Delhi" to the "State of Haryana".

RESOLVED FURTHER THAT any of the Executive Director(s) and Ms. Rachna Sharma, Company Secretary and Compliance Officer of the Company be and are hereby severally or jointly authorized to take such steps as may be necessary, and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

The Chairman then invited the queries / comments from the Members on the resolutions contained in the Notice and on the Annual Report.

All the queries raised by the Members were replied adequately by the Chairman.

The Chairman confirmed that the results of the voting (carried out through remote e-voting and voting through Ballot forms) would be declared on or before August 09, 2018, on the basis of the 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.

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, Chairman & Executive Director of the Company, presented Vote of thanks to the Shareholders, Directors, Statutory Auditors, Secretarial Auditors present at the Meeting and declared the 22nd Annual General Meeting of the Company as concluded at 03:00 P.M.

On the basis of the Scrutinizer's Report received on August 08, 2018, 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.

Date: August 17, 2018

Place: New Delhi



**Satya Narayanan .R
Chairman**



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REPORT OF SCRUTINIZER

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

August 08, 2018

To
The Chairman
CL EDUCATE LIMITED
A-41, Espire Building, Lower Ground Floor,
Mohan Co-Operative Ind. Area,
Mail Mathura Road,
New Delhi - 110 044

22nd (Twenty Second) Annual General Meeting (AGM) of the Equity Shareholders of CL EDUCATE LIMITED held on Tuesday, August 07, 2018 at 02:30 P.M. at PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 110016

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 22nd (Twenty Second) Annual General Meeting of CL EDUCATE LIMITED held on Tuesday, August 07, 2018 at 02:30 P.M.

I, Ved Prakash, Practising Company Secretary (ACS: 36837; CP: 16986) and Designated Partner of M/s. S. Anantha & Ved LLP, Company Secretaries, Mumbai, have been appointed as the Scrutinizer by the Board of Directors of CL EDUCATE LIMITED (the 'Company') vide resolution dated July 06, 2018, 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 22nd (Twenty Second) Annual General Meeting of the members of the Company to be held on Tuesday, August 07, 2018 at 02:30 P.M. at PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi - 110016 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 22nd 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)*

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2. As per the Notice of 22nd 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 July 14, 2018, in "The Financial Express" and "Jansatta", the remote e-voting opened at 09.00 A.M. (IST) on Saturday, August 04, 2018 and remained open until 05.00 P.M. (IST) on Monday, August 08, 2018;
3. The Shareholders holding the Equity Shares of the Company as on Tuesday, July 31, 2018 viz. the "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 22nd 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 3:10 P.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 Computershare 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, 2018:
(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	22	13,08,177	16.0985
*Voting by ballot	74	68,17,901	83.9015
Total	96	81,26,078	100.0000

**Note: One folio holding 1(one) Equity Share of Face Value of Rs.10/- each, didn't participate in passing the resolution.*

(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	2	30	96.7742
Voting by ballot	1	1	3.2258
Total	3	31	100.0000

(iii) Invalid votes:

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

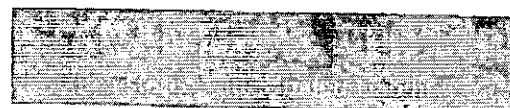
Summary of Total valid votes for Resolution No. 1:

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	81,26,078	99.9996
Votes against	31	0.0004
Total	81,26,109	100.0000

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**B. Resolution No. 2: Ordinary Resolution**

Appointment of Director in place of Mr. Gautam Puri (DIN: 00033548), who retires by rotation 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	19	13,08,103	28.4324
*Voting by ballot	70	32,92,652	71.5676
Total	89	46,00,755	100.0000

**Note: 3(Three) folios holding 35,25,241 Equity Shares of Face Value of Rs.10/- each being interested didn't participate in passing the resolution.*

(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	104	91.2281
Voting by ballot	3	10	8.7719
Total	8	114	100.0000

(iii) Invalid votes:

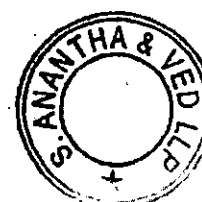
Total Number of Members whose votes were declared invalid	Total number of votes cast by them
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Summary of Total valid votes for Resolution No. 2

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	46,00,755	99.9975
Votes against	114	0.0025
Total	46,00,869	100.0000

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C. Resolution No. 3: Ordinary Resolution

Appointment of Director in place of Mr. Nikhil Mahajan (DIN: 00033404), who retires by rotation 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	19	13,08,103	19.1436
*Voting by ballot	72	55,24,995	80.8564
Total	91	68,33,098	100.0000

**Note: 3(Three) folios holding 12,92,907 Equity Shares of Face Value of Rs.10/- each being interested didn't participate in passing the resolution.*

(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	104	99.0476
Voting by ballot	1	1	0.9524
Total	6	105	100.0000

(iii) Invalid votes:

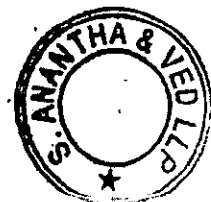
Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

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	68,33,098	99.9985
Votes against	105	0.0015
Total	68,33,203	100.0000

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D. Resolution No. 4: Ordinary Resolution

Ratification of Appointment of Statutory Auditors for the Financial Year 2018-2019 and to fix their remuneration in this regard:

(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	21	13,08,154	16.0983
Voting by ballot	73	68,17,893	83.9017
Total	94	81,26,047	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	3	53	84.1270
Voting by ballot	3	10	15.8730
Total	6	63	100.0000

(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	81,26,047	99.9992
Votes against	63	0.0008
Total	81,26,110	100.0000

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E. Resolution No. 5: Ordinary Resolution
Appointment of Mr. Sushil Kumar Roongta (DIN:00309302) as an 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	20	13,08,120	16.0981
Voting by ballot	74	68,17,815	83.9019
Total	94	81,25,935	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	87	49.7143
Voting by ballot	2	88	50.2857
Total	6	175	100.0000

(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	81,25,935	99.9978
Votes against	175	0.0022
Total	81,26,110	100.0000

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F. Resolution No. 6: Ordinary Resolution

Approval of the remuneration payable to the Cost Auditors for 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	21	13,08,154	16.0983
*Voting by ballot	74	68,17,901	83.9017
Total	95	81,26,055	100.0000

**Note: One folio holding 1(one) Equity Share of Face Value of Rs.10/- each, didn't participate in passing the resolution.*

(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	3	53	98.1481
Voting by ballot	1	1	1.8519
Total	4	54	100.0000

(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	81,26,055	99.9993
Votes against	54	0.0007
Total	81,26,109	100.0000

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G. Resolution No. 7: Special Resolution

Approval to the renewal of the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' (hereinafter "ESOP Scheme"), for a period of 3 (three) years commencing from September 5, 2018:

(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	20	13,08,120	16.0979
Voting by ballot	75	68,17,902	83.9021
Total	95	81,26,022	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	87	98.8636
Voting by ballot	1	1	1.1364
Total	5	88	100.0000

(iii) Invalid votes:

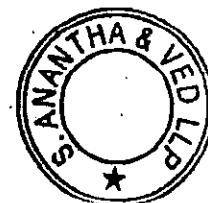
Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

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	81,26,022	99.9989
Votes against	88	0.0011
Total	81,26,110	100.0000

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H. Resolution No. 8: Ordinary Resolution

Approval of the remuneration by way of Commission payable to the Non-Executive Director(s) 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	19	13,08,103	16.0994
*Voting by ballot	71	68,17,080	83.9006
Total	90	81,25,183	100.0000

**Note: One folio holding 1(one) Equity Share of Face Value of Rs.10/- each, didn't participate in passing the resolution.*

(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	104	11.2311
Voting by ballot	4	822	88.7689
Total	9	926	100.0000

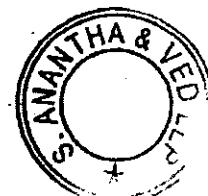
(iii) Invalid votes:

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	81,25,183	99.9886
Votes against	926	0.0114
Total	81,26,109	100.0000

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I. Resolution No. 9: Special Resolution

Approval to the shifting of Registered Office of the Company from the "National Capital Territory(NCT) of Delhi" to the "State of Haryana" and consequential amendment in 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	21	13,08,143	16.0984
*Voting by ballot	63	68,17,791	83.9016
Total	84	81,25,934	100.0000

**Note: One folio holding 1(one) Equity Share of Face Value of Rs.10/- each, didn't participate in passing the resolution.*

(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	3	64	36.5714
Voting by ballot	12	111	63.4286
Total	15	175	100.0000

(iii) Invalid votes:

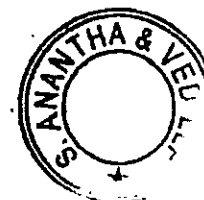
Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

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	81,25,934	99.9978
Votes against	175	0.0022
Total	81,26,109	100.0000

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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 22nd 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

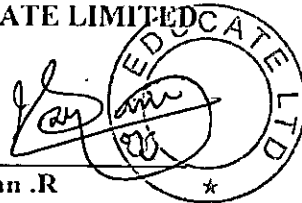
Vedprakash

Ved Prakash
ACS: 36837; CP: 16986

Witnesses:

1. *Anjali Rastogi*
 ANJALI RASTOGI
 w/o PRAMOD RASTOGI
 c/o S. Anantha & Co.
 Company Secretaries
 C-316, Nirmal Avia Galaxy,
 L.B.S Marg, Mulund (W) Occupation: service
 Counter signed
 For CL EDUCATE LIMITED

2. *Susaraof*
 Susabhi Saraf
 d/o Venkatesh Saraf
 c/o S Anantha & Co.,
 Company Secretaries
 C-316, Nirmal Avia Galaxy
 L.B.S Marg, Mulund (W)
 Occupation: Service



Satya Naryanan .R
Chairman & Executive Director
DIN: 00307326