

**DATE OF ENTRY: October 17, 2020**

**MINUTES OF THE 24<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF CL EDUCATE LIMITED HELD ON WEDNESDAY, SEPTEMBER 30, 2020 AT 11:00 A.M. THROUGH TWO-WAY VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”)**

**Meeting commenced at: 11:00 A.M.**

**Meeting concluded at: 12:25 P.M.**

<b>DIRECTORS PRESENT</b>	
Mr. Satya Narayanan R	Chairman & Executive Director
Mr. Gautam Puri	Vice Chairman & Managing Director
<u>Mr. Nikhil Mahajan</u>	<u>Executive Director &amp; Group CEO Enterprise Business</u>
Mr. Girish Shivani	Non-Executive Independent Director, Chairman of the Audit Committee, Chairman of the Stakeholders Relationship Committee, Member of the Nomination, Remuneration and Compensation Committee

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

<b>OTHER REPRESENTATIVES</b>	
Mr. Kunj Agrawal	Partner, M/s. Haribhakti & Co. LLP, Chartered Accountants, Statutory Auditors
Mr. Sachin Sharma	Designated Partner, M/s. S. Anantha & Ved LLP, Secretarial Auditor, and Scrutinizer
Mr. Sunny Chhabra	Partner, M/s Sunny Chhabra and Co., Cost Accountants, Cost Auditor

**QUORUM OF THE MEETING**

<b>S. No.</b>	<b>Attendance</b>	<b>No of Persons</b>	<b>Folios</b>	<b>No. of Shares held as on record date</b>	<b>Percentage (%) to Paid-up Share Capital</b>
1	Members	79	79	58,91,712	41.59
2	Authorised Representatives	3	3	12,72,143	8.98
	<b>Total</b>	82	82	71,63,855	50.57

Mr. Satya Narayanan R, Chairman and Executive Director took the Chair and presided over the 24<sup>th</sup> Annual General Meeting of the Company (AGM 2020). The requisite quorum being present, he called the Meeting to order, extending a warm welcome to the Members present and attending the AGM. Mr. Satya Narayanan R introduced the Directors and Company officials present at the meeting to the Members and further informed that the Mr. Girish Shivani, Chairman of the Audit Committee and of the Stakeholders' Relationship Committee was present at the AGM. and explained the absence of Mr. Viraj Tyagi, Ms. Madhumita Ganguli, Mr. Imran Jafar, Mr. Sanjay Tapriya and Mr. Piyush Sharma, Directors, who could not attend the AGM. The Chairman further informed that Mr. Viraj Tyagi, Chairman of the

Nomination, Remuneration and Compensation Committee, had nominated Mr. Girish Shivani, Member of Nomination, Remuneration and Compensation Committee to answer the shareholders query.

Ms. Rachna Sharma, Company Secretary and Compliance Officer of the Company apprised the Members of the procedural aspects of the meeting.

Mr. Satya Narayanan R, Chairman addressed the shareholders, and delivered his speech highlighting the financial as well as business performance of the Company during the Financial Year 2019-20.

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 24<sup>th</sup> AGM. The remote e-voting facility was kept open from Sunday, September 27, 2020, 09:00 AM till Tuesday, September 29, 2020, 05.00 PM. During this period, Members of the Company, holding shares as on the Cut-Off Date i.e. Wednesday, September 23, 2020 (as on closing hours of business) were able to cast their votes electronically. The facility for e-voting had also been made available at the AGM and Members attending the Meeting, who had not already cast their votes through remote e-voting and who were otherwise not barred from doing so, were eligible to vote through the e-voting system during the AGM. He 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.

Ms. Rachna Sharma read out the Agenda Items contained in the Notice of the 24<sup>th</sup> AGM, along with the qualifications/observations made by the Statutory Auditors on the Financial Statements, and the explanation /comments given by the Board of Directors thereon, as contained in the Directors' Report.

She informed the Members that the Register of Directors and Key Managerial Personnel and their Shareholding, as well as the Register of Contracts or Arrangements in which Directors are interested and the certificate received from the Statutory Auditors of the Company with respect to implementation of Company's ESOP Plan were kept open for inspection by the Members at AGM, through VC facility of KFin Technologies Private Limited and the same were accessible throughout the continuance of the AGM.

She further informed the Members that the shareholders interested in any particular resolution shall not vote on such resolutions, or participate in the proceedings with respect to such resolutions, and that Mr. Gautam Puri and Mr. Nikhil Mahajan, Executive Directors, were to be considered as interested in Resolution No. 3 and 4 respectively.

With the consent of the Chairman and the Members, the Company Secretary took up the items on the agenda one by one for Members' consideration.

#### **ORDINARY BUSINESS:**

**1. Adoption of Audited Financial Statements for the Financial Year ended March 31, 2020, on Standalone as well as Consolidated basis (As an Ordinary Resolution)**

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020, 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, 2020, be and are hereby approved and adopted.”



**2. Confirmation of the payment of Interim Dividend on Equity Shares, already paid during the Financial Year 2019-2020 (As an Ordinary Resolution)**

“RESOLVED THAT the interim dividend of Re. 1/- per Equity Share of face value of Rs. 10/- each, paid to the Shareholders of the Company during the Financial Year 2019-20, pursuant to the resolution passed by the Board of Directors of the Company at its meeting held on November 13, 2019, be and is hereby noted, ratified and confirmed.”

**3. Appointment of Director in place of Mr. Gautam Puri (DIN: 00033548), who retires by rotation and being eligible, offers himself for reappointment (As an Ordinary Resolution)**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Gautam Puri (DIN: 00033548), Vice Chairman and Managing Director, of the Company, who retires by rotation and being eligible, offers himself for re-appointment.”

**4. Appointment of Director in place of Mr. Nikhil Mahajan (DIN: 00033404), who retires by rotation and being eligible, offers himself for reappointment (As an Ordinary Resolution)**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. 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.”

**5. Appointment of Walker Chandiook & Co, LLP, Chartered Accountants as the Statutory Auditor of the Company for a period of 5 (Five) years and to fix their remuneration in this regard (As an Ordinary Resolution)**

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory amendment(s) or reenactment(s) thereof for the time being in force, read with the Companies (Audit and Auditors) Rules, 2014, and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the appointment of Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No.: 001076N/N500013), as Statutory Auditors of the Company in place of the outgoing Auditor of the Company, for an initial term of five (5) consecutive years, commencing from the Financial Year 2020-2021 and they shall hold office from the conclusion of the 24<sup>th</sup> Annual General Meeting till the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company to be held in the Financial Year 2025-26, at professional fees as detailed below (plus out of pocket expenses on actual basis and applicable taxes), as may be mutually agreed to between the Board of Directors of the Company and Walker Chandiook & Co LLP, with liberty to revise the said terms and conditions and remuneration.”

*Saty*

**SPECIAL BUSINESS:**

**6. Appointment of Mr. Sanjay Tapriya (DIN: 00064703) as a Non-Executive Independent Director on the Board of the Company for a period of 5 years commencing from October 24, 2019 (As an Ordinary Resolution)**

“RESOLVED THAT pursuant to the provisions of Sections 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 reenactment 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. Sanjay Tapriya (DIN: 00064703), who, based on the recommendation of the Nomination, Remuneration and Compensation Committee, was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from October 24, 2019, be and is hereby appointed as a Non-Executive Independent Director of the Company for an initial term of 5 years commencing from October 24, 2019 i.e. upto October 23, 2024, with his period of office not liable to be determined by retirement by rotation.”

**7. Appointment of Mr. Piyush Sharma (DIN: 08759840) as a Non-Executive Independent Director on the Board of the Company for a period of 5 years commencing from July 17, 2020 (As an Ordinary Resolution)**

“RESOLVED THAT pursuant to the provisions of Sections 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. Piyush Sharma (DIN: 08759840), who, based on the recommendation of the Nomination, Remuneration and Compensation Committee, was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from July 17, 2020, be and is hereby appointed as a Non-Executive Independent Director of the Company for an initial term of 5 years commencing from July 17, 2020 i.e. upto July 16, 2025, with his period of office not liable to be determined by retirement by rotation.”

**8. Ratification of remuneration payable to the Cost Auditors for the Financial Year 2020-2021 (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 reenactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee, the Company hereby ratifies a remuneration of upto Rs. 1,35,000/- (Rupees One Lakh Thirty Five Thousand Only) plus applicable taxes and out of pocket expenses at actuals, if any, payable to M/s. Sunny Chhabra and Co., Cost Accountants (Firm Registration No.101544), the Cost Auditor of the Company, to conduct the audit of cost records maintained by the Company as prescribed under The Companies (Cost Records and Audit ) Rules , 2014, as may be amended from time to time, for the Financial Year ending March 31, 2021.”

*Saty*

The Chairman then opened the floor for the Question & Answer session, and invited the shareholders who had registered themselves as speaker shareholders, to put forth their views/ ask queries. The Queries raised by the Members were suitably replied by the Chairman.

The Chairman ordered voting on all the resolutions of ordinary and special businesses as set out in items 1 to 8 of the Notice convening the 24<sup>th</sup> Annual General Meeting of the Company and requested the Members present at the meeting who had not already cast their votes through remote e-voting, to cast their votes.

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.

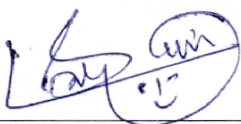
The Chairman confirmed that the combined results of remote e-voting and e-voting at the AGM shall be disseminated to the Stock Exchange(s) on or before October 02, 2020, after receipt of Scrutinizer's Report, in terms of the provisions of the Companies Act, 2013 read with Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will also be uploaded on the website of the Company ([www.cleducate.com](http://www.cleducate.com)) and website of KFin Technologies Private Limited (<https://evoting.kfintech.com>).

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

#### **VOTE OF THANKS:**

Mr. Satya Narayanan R, Chairman & Executive Director of the Company, presented Vote of thanks to the Shareholders, Directors, Statutory Auditor and Secretarial Auditor present at the Meeting and declared the 24<sup>th</sup> Annual General Meeting of the Company as concluded at 12:25 PM.

**Date: October 17, 2020**  
**Place: New Delhi**

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**Satya Narayanan R**  
**Chairman**

#### **Post Script:**

On the basis of the Scrutinizer's Report received on September 30, 2020, 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.

**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]*

**30<sup>th</sup> September, 2020**

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

**24<sup>th</sup> (Twenty Fourth) Annual General Meeting (AGM) of the Equity Shareholders of CL EDUCATE LIMITED (CIN:L74899HR1996PLC076897) held on Wednesday, September 30, 2020 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 24<sup>th</sup> (Twenty Fourth) Annual General Meeting (A.G.M) of CL EDUCATE LIMITED held on Wednesday, September 30, 2020 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 August 22, 2020, 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 24<sup>th</sup> (Twenty Fourth) AGM of the members of the Company to be held on **Wednesday, September 30, 2020 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 24<sup>th</sup> 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 to the Chairman, the consolidated Report by Scrutinizer's of the total votes cast in favour or against, if any, on the resolutions, based on the report generated electronically.;



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2. As per the Notice of 24<sup>th</sup> 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 09, 2020, in "The Financial Express" (English) and "Dainik Bhaskar" (Hindi), the remote e-voting opened at 09.00 A.M. (IST) on Sunday, September 27, 2020 and remained open until 05.00 P.M. (IST) on Tuesday, September 29, 2020;
3. The Shareholders holding the Equity Shares of the Company as on Wednesday, September 23, 2020 viz. the "**cut-off date**", were entitled to vote on the resolutions stated in the Notice of the 24<sup>th</sup> Annual General Meeting of the Company;
4. The Notice of AGM dated August 22, 2020 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 dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020 and June 15, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.
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:



: 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, 2020:**

**(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	134	91,04,513	100.00
E-voting at AGM	--	--	--
<b>Total</b>	<b>134</b>	<b>91,04,513</b>	<b>100.00</b>

**(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	31	100.00
E-voting at AGM	--	--	--
<b>Total</b>	<b>3</b>	<b>31</b>	<b>100.00</b>

**(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.1**

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	91,04,513	99.9997
Votes against	31	0.0003
<b>Total</b>	<b>91,04,544</b>	<b>100.0000</b>





: 4 :

**Resolution No. 2: Ordinary Resolution**

**Confirmation of the payment of Interim Dividend on Equity Shares, already paid during 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	134	91,04,513	100.00
E-voting at AGM	--	--	--
<b>Total</b>	<b>134</b>	<b>91,04,513</b>	<b>100.00</b>

**(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	31	100.00
E-voting at AGM	--	--	--
<b>Total</b>	<b>3</b>	<b>31</b>	<b>100.00</b>

**(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	91,04,513	99.9997
Votes against	31	0.0003
<b>Total</b>	<b>91,04,544</b>	<b>100.0000</b>



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**Resolution No. 3: Ordinary Resolution**

**Appointment of Director in place of Mr. Gautam Puri (DIN: 00033548), Vice Chairman and Managing Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for 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	133	66,98,342	100.00
E-voting at AGM	--	--	--
<b>Total</b>	<b>133</b>	<b>66,98,342</b>	<b>100.00</b>

**(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	347	100.00
E-voting at AGM	--	--	--
<b>Total</b>	<b>4</b>	<b>347</b>	<b>100.00</b>

**(iii) Invalid votes:**

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
4	24,05,855

**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	66,98,342	99.995
Votes against	347	0.005
<b>Total</b>	<b>66,98,689</b>	<b>100.000</b>



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**Resolution No. 4: Ordinary Resolution**

**Appointment of Director in place of Mr. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO Enterprise Business of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for 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	128	77,78,920	100.00
E-voting at AGM	--	--	--
<b>Total</b>	<b>128</b>	<b>77,78,920</b>	<b>100.00</b>

**(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	347	100.00
E-voting at AGM	--	--	--
<b>Total</b>	<b>4</b>	<b>347</b>	<b>100.00</b>

**(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	77,78,920	99.9955
Votes against	347	0.0045
<b>Total</b>	<b>77,79,267</b>	<b>100.0000</b>

Note:

*a) 5 (Five) folios holding in aggregate 13,25,277 equity shares of face value of Rs.10/- each, not voted in the above resolution being interested persons.*



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**Resolution No. 5: Ordinary Resolution**

**Appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants, (Firm Registration No.001076N/N500013), as the Statutory Auditor of the Company for an initial term of 5 (Five) consecutive years 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	134	91,04,513	100.00
E-voting at AGM	--	--	--
<b>Total</b>	<b>134</b>	<b>91,04,513</b>	<b>100.00</b>

**(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	31	100.00
E-voting at AGM	--	--	--
<b>Total</b>	<b>3</b>	<b>31</b>	<b>100.00</b>

**(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.5**

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	91,04,513	99.9997
Votes against	31	0.0003
<b>Total</b>	<b>91,04,544</b>	<b>100.0000</b>



: 8 :

**B. Special Business:**

**Resolution No. 6: Ordinary Resolution**

**Appointment of Mr. Sanjay Tapriya (DIN: 00064703) as a Non-Executive 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	132	90,98,947	100.00
E-voting at AGM	--	--	--
<b>Total</b>	<b>132</b>	<b>90,98,947</b>	<b>100.00</b>

**(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	347	100.00
E-voting at AGM	--	--	--
<b>Total</b>	<b>4</b>	<b>347</b>	<b>100.00</b>

**(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.6**

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	90,98,947	99.996
Votes against	347	0.004
<b>Total</b>	<b>90,99,294</b>	<b>100.000</b>

Note:

*a) 1 (One) folio holding 5,250 equity shares of face value of Rs.10/- each, not voted in the above resolution being interested persons.*



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**Resolution No. 7: Ordinary Resolution**

**Appointment of Mr. Piyush Sharma (DIN: 08759840) as a Non-Executive 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	133	91,04,197	100.00
E-voting at AGM	--	--	--
<b>Total</b>	<b>133</b>	<b>91,04,197</b>	<b>100.00</b>

**(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	347	100.00
E-voting at AGM	--	--	--
<b>Total</b>	<b>4</b>	<b>347</b>	<b>100.00</b>

**(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.7**

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	91,04,197	99.996
Votes against	347	0.004
<b>Total</b>	<b>91,04,544</b>	<b>100.000</b>



: 10 :

**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 2020-21:**

**(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	134	91,04,513	100.00
E-voting at AGM	--	--	--
<b>Total</b>	<b>134</b>	<b>91,04,513</b>	<b>100.00</b>

**(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	31	100.00
E-voting at AGM	--	--	--
<b>Total</b>	<b>3</b>	<b>31</b>	<b>100.00</b>

**(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.8**

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	91,04,513	99.9997
Votes against	31	0.0003
<b>Total</b>	<b>91,04,544</b>	<b>100.0000</b>



: 11 :

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 24<sup>th</sup> 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



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**Sachin Sharma**  
Designated Partner  
ACS: 46900; CP: 20423  
UDIN: A046900B000826041  
Date: 30<sup>th</sup> September, 2020  
Place: Jodhpur

Witnesses:

1. Name: Mrs. Tara Sharma  
Address: Plot No. 136, Baldev Nagar,  
Mata Ka Than, Jodhpur, Rajasthan – 342 001  
Occupation: Housewife

2. Name: Mrs. Veena Sharma  
Address: 86, Parihar Nagar  
Bhadwasai Road, Jodhpur, Rajasthan – 342 001  
Occupation: Service

Counter signed  
For **CL EDUCATE LIMITED**



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**Satya Narayanan R**  
Chairman & Executive Director  
DIN: 00307326