

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 24th Annual General Meeting and Voting Results

Dear Ma'am/Sir(s),

In continuation to our letter dated September 08, 2020, the 24th Annual General Meeting (AGM) of the Company was held today and the businesses as set out in the Notice convening 24th AGM were transacted and passed with requisite majority.

In this regard, please find enclosed the following:

- A summary of proceedings of 24th 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 30, 2020, 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 (<u>www.cleducate.com</u>).

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 30, 2020

CL EDUCATE LIMITED

Registered Office: Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana-121003 **Corporate Office:** A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi-110044



<u>Annexure – I</u>

SUMMARY OF PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING OF CL EDUCATE LIMITED

The 24th Annual General Meeting (AGM) of the Members of CL Educate Limited ('the Company') was held today i.e. Wednesday, September 30, 2020 at 11:00 AM IST through Video Conference("VC") / Other Audio-Visual Means ("OAVM").

In view of the restrictions due to outbreak of COVID -19 pandemic and considering the social distancing norms, the AGM was conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). This meeting has been 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 Stakeholder Relationship Committee,
	Member of Nomination, Remuneration and Compensation
	Committee

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

OTHER REPRESENTATIVES	
Mr. 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/ Scrutinizer
Mr. Sunny Chhabra	Partner, M/s Sunny Chhabra and Co., Cost Accountants,
	Cost Auditor

QUORUM OF THE MEETING

S. No.	Attendance	Person	Folios	No. of Shares as on record date	Percentage (%)to Paid-up Share Capital
1	N 1	70	70	59.01.712	
1	Members	79	79	58,91,712	41.59
2	Authorised	3	3	12,72,143	8.98
ILCA.	Representatives				
(m)	Total 💦	, 82	82	71,63,855	50.57
5	Qal	/			

CL EDUCATE LIMITED

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 CIN: L74899HR1996PLC076897



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 24thAnnual General Meeting of the Company, and explained the absence of the Directors who could not attend the AGM.
- He confirmed that the Chairman of the Audit Committee and of the Stakeholders Relationship Committee was present at the AGM. He further confirmed that though the Chairman of Nomination, Remuneration and Compensation Committee could not attend the meeting, he had nominated Mr. Girish Shivani, member of Nomination, Remuneration and Compensation Committee to respond to the members' query, if any.
- The Company Secretary and Compliance Officer informed the members that the requisite quorum was present at the AGM.
- The Company Secretary further informed the members that the Register of Directors and Key Managerial Personnel and their Shareholdings, 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 were 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 Sunday, September 27, 2020 from 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. 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, Boards' Report and Auditors' Report for the Financial Year ending March 31, 2020, which had already been circulated to the members in advance, were taken as read by the members of the Company. The qualifications / observations made by the Auditors on the financial statements and the explanation / comments given by the management thereon were read by the Company Secretary.

The following items of business as set out in the Notice convening 24thAGM were placed for members' consideration and approval.

S. No.	Resolutions	Type of Resolution
Ordinar	y Business	
1.	Adoption of Audited Financial Statements for the Financial Year ended March 31, 2020, on Standalone as well as Consolidated basis.	Ordinary

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2.	Confirmation of the payment of Interim Dividend on Equity Shares, already paid during the Financial Year 2019-2020.	Ordinary
3.	Appointment of Director in place of Mr. Gautam Puri (DIN: 00033548), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary
4.	Appointment of Director in place of Mr. Nikhil Mahajan (DIN: 00033404), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary
5.	Appointment of Walker Chandiok & 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.	Ordinary
Special I	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.	Ordinary
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.	Ordinary
8.	Ratification of remuneration payable to the Cost Auditors for the Financial Year 2020-2021.	Ordinary

The Chairman invited the speaker shareholders who had registered themselves with the Company, prior to the Meeting, to express 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 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 October 02, 2020, after receipt of Scrutinizer Report and will also be uploaded on the website of the Company (<u>www.cleducate.com</u>) and website of KFin Technologies Private Limited (<u>https://evoting.kfintech.com</u>).

The Chairman then thanked the members attending the meeting and for their co-operation and concluded the meeting at 12:25 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 30, 2020

CL EDUCATE LIMITED

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Annexure - II

			CL EDUCATE LIN	/ITED									
Date of the AGM/EGM			30-09-2020										
Total number of shareholders on record of	late		20049										
No. of shareholders present in the meeting	No. of shareholders present in the meeting either in person or through												
Promoters and Promoter Group:	Not Applicable												
Public:	Public:												
No. of Shareholders attended the meetin	g through Video	Conferencing	Not Applicable										
Promoters and Promoter Group:			20										
Public:			62										
Resolution No.	1												
Resolution required: (Ordinary/ Special)	ORDINARY - Ad	option of Audite	d Financial State	ments for the Fi	nancial Year end	ded March 31, 20)20						
Whether promoter/ promoter group are interested in the agenda/resolution?	No												
	Mode of	No. of shares	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes –		favour on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*1		Votes			
Category	Voting	held (1)	polled (2)		in favour (4)			(7) = [(3)/(2)]	Votes Invalid	Abstained			
	E-Voting		7,080,132	100.0000	7,080,132	0	100.0000	0.0000	0	0			
	Poll	7 000 100	0	0.0000	0	0		0.0000	0	0			
Promoter and Promoter Group	Postal Ballot (if applicable)	7,080,132	0	0.0000	0	0		0.0000	0	0			
	Total		7,080,132	100.0000	7,080,132	0		0.0000	0	0			
	E-Voting	4	1,898,098	80.5463	1,898,098	0		0.0000	0	0			
Public- Institutions	Poll Postal Ballot (if applicable)	2,356,530	0	0.0000	0	0		0.0000	0	0			
	Total		1,898,098	80.5463	1,898,098	0		0.0000	0	0			
	E-Voting		126,314	2.6710	126,283	31		0.0245	0	0			
	Poll	1	0	0.0000	0	0		0.0000	0	0			
Public- Non Institutions	Postal Ballot (if applicable)	4,729,016	0	0.0000	0	0	0.0000	0.0000	0	0			
	Total		126,314	2.671	126,283	31	99.9755			0			
	Total	14,165,678	9,104,544	64.2719	9,104,513	31	99.9997	0.0003	0	0			

14,165,678 9,104,544 64.2719 9,104,513

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Co	nfirmation of th	e payment of Int	erim Dividend o	n Equity Shares,	already paid du	ring the Financia	al Year 2019-20		
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
	Mode of	No. of shares			No. of Votes –		% of Votes in favour on votes polled (6)=[(4)/(2)]*1	% of Votes against on votes polled (7)=[(5)/(2)]*1		Votes
Category	Voting	held (1)	polled (2)			=g= (=)	00	00	Votes Invalid	Abstained
	E-Voting	-	7,080,132						0	0
	Poll	7,080,132	0	0.0000	0	0	0.0000	0.0000	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,080,132	100.0000	7,080,132	0	100.0000	0.0000	0	0
	E-Voting		1,898,098	80.5463	1,898,098	0	100.0000	0.0000	0	0
	Poll	2,356,530	0	0.0000	0	0	0.0000	0.0000	0	0
Public-Institutions	Postal Ballot (if applicable)	2,350,550	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,898,098						0	0
	E-Voting		126,314	2.6710			99.9754		0	0
	Poll	1	0	0.0000		0			0	0
	Postal Ballot (if	4,729,016		0.0000			0.0000	0.0000		
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		126,314		126,283	31				0
	Total	14,165,678								0

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Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Ap	pointment of Di	rector in place of	f Mr. Gautam Pu	ri DIN 00033548	3, who retires by	rotation and be	ing eligible, offe	rs himself for re	appointment
Whether promoter/ promoter group are										
interested in the agenda/resolution?	Yes									
				% of Votes						
				Polled on			% of Votes in	% of Votes		
				outstanding			favour on	against on		
				shares			votes polled	votes polled		
	Mode of	No. of shares	No. of votes	(3)=[(2)/(1)]*	No. of Votes –	No. of Votes –	(6)=[(4)/(2)]*1	(7)=[(5)/(2)]*1		Votes
Category	Voting	held (1)	polled (2)	100	in favour (4)	against (5)	00	00	Votes Invalid	Abstained
	E-Voting		4,674,277	100.0000	4,674,277	0	100.0000	0.0000	2,405,855	C
	Poll	7,080,132	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	7,000,132								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,674,277	100.0000	4,674,277	0	100.0000	0.0000	2,405,855	. 0
	E-Voting		1,898,098	80.5463	1,898,098	0	100.0000	0.0000	0	0
	Poll	2,356,530	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	2,300,030								
Public-Institutions	applicable)		0	0.0000	-	0	0.0000	0.0000	0	0
	Total		1,898,098	80.5463	1,898,098	0	100.0000	0.0000	0	0
	E-Voting		126,314	2.6710	125,967	347	99.7252	0.2747	0	0
	Poll	4,729,016	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	4,729,010								
Public- Non Institutions	applicable)		0	0.0000	-	0	0.0000		-	0
	Total		126,314	2.671	125,967	347	99.7253	0.2747	0	0
	Total	14,165,678	6,698,689	47.2882	6,698,342	347	99.9948	0.0052	2,405,855	C

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Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Ap	pointment of Di	rector in place of	f Mr. Nikhil Mah	ajan DIN 000334	104, who retires	by rotation and	being eligible, of	fers himself for	reappointment
			•	•	-		-			
Whether promoter/ promoter group are										
interested in the agenda/resolution?	Yes									
1				% of Votes						
				Polled on			% of Votes in	% of Votes		
				outstanding			favour on	against on		
				shares			votes polled	votes polled		
	Mode of	No. of shares	No. of votes	(3)=[(2)/(1)]*	No. of Votes –	No. of Votes –	(6)=[(4)/(2)]*1	(7)=[(5)/(2)]*1		Votes
Category	Voting	held (1)	polled (2)	100	in favour (4)	against (5)	00	00	Votes Invalid	Abstained
	E-Voting		5,754,855	81.2817	5,754,855	0	100.0000	0.0000	0	1,325,277
	Poll	7 000 100	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	7,080,132								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,754,855	81.2817	5,754,855	0	100.0000	0.0000	0	1325277
	E-Voting		1,898,098	80.5463	1,898,098	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	2,356,530								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,898,098	80.5463	1,898,098	0	100.0000	0.0000	0	0
	E-Voting		126,314	2.6710	125,967	347	99.7252	0.2747	0	0
	Poll	4 700 01/	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	4,729,016								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		126,314	2.671	125,967	347	99.7253	0.2747	0	0
	Total	14,165,678	7,779,267	54.9163	7,778,920	347	99.9955	0.0045	0	1325277

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Resolution No.	5									
			o		с I.I.					
Resolution required: (Ordinary/ Special)	ORDINARY - Ap	pointment of th	e Statutory Audi	tor of the Compa	any for a period	of 5 Five years a	nd to fix their re	muneration in ti	nis regard	1
Whether promotor/ promotor group are										
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Interested in the agendariesolution:	INU			% of Votes						
				Polled on			% of Votes in	% of Votes		
				outstanding			favour on	against on		
				shares				votes polled		
	Mode of	No. of shares			No. of Votes –			(7)=[(5)/(2)]*1		Votes
Category	Voting	held (1)	polled (2)						Votes Invalid	Abstained
	E-Voting		7,080,132							
	Poll	-	0	0.0000	0	0	0.0000		-	
	Postal Ballot (if	7,080,132		0.0000			0.0000	0.0000		
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
·	Total		7,080,132	100.0000	7,080,132	0	100.0000	0.0000	0	0
	E-Voting		1,898,098	80.5463	1,898,098	0	100.0000	0.0000	0	0
	Poll	2 254 520	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	2,356,530								
Public-Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	<i>i</i> 0
	Total		1,898,098	80.5463	1,898,098	0			0	0
	E-Voting		126,314	2.6710	126,283	31	99.9754		-	0
	Poll	4,729,016	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	4,727,010								
Public- Non Institutions	applicable)		0	0.0000		0	0.0000		-	· 0
	Total		126,314	2.671	126,283				0	0
	Total	14,165,678	9,104,544	64.2719	9,104,513	31	99.9997	0.0003	0	0

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Resolution No.	6									
Resolution required: (Ordinary/ Special)		RDINARY - Appointment of Mr. Sanjay Tapriya DIN 00064703 as a Non-Executive Independent Director on the Board of the Company								
Resolution required. (Ordinally, Special)			l Sanjay Tapinya	Din 00004703 2					l	
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
	NO			% of Votes						
				Polled on outstanding shares			favour on	% of Votes against on votes polled		
	Mode of	No. of shares	No. of votes		No. of Votes –			(7)=[(5)/(2)]*1		Votes
Category	Voting		polled (2)				00	00	Votes Invalid	Abstained
3 3	E-Voting		7,080,132	100.0000		-	100.0000	0.0000	() 0
	Poll	7 000 100	0	0.0000	0	0	0.0000	0.0000	(0 0
	Postal Ballot (if	7,080,132								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	(0 0
· · ·	Total		7,080,132	100.0000	7,080,132	0	100.0000	0.0000	(0 0
	E-Voting		1,898,098	80.5463	1,898,098	0	100.0000	0.0000	(0 0
	Poll	2,356,530	0	0.0000	0	0	0.0000	0.0000	(0 0
	Postal Ballot (if	2,300,030								
Public-Institutions	applicable)		0	0.0000	-	0	0.0000	0.0000	(0 0
	Total		1,898,098	80.5463	1,898,098	0	100.0000	0.0000	(0 0
	E-Voting		121,064	2.5600	120,717	347	99.7133	0.2866	(5,250
	Poll	4,729,016	0	0.0000	0	0	0.0000	0.0000	(0 0
	Postal Ballot (if	4,727,010								
Public- Non Institutions	applicable)		0	0.0000		0	0.0000			0 0
	Total		121,064	2.56		347	99.7134	0.2866	(5250
	Total	14,165,678	9,099,294	64.2348	9,098,947	347	99.9962	0.0038	(5250

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Resolution No.	7									
Resolution required: (Ordinary/ Special)	ORDINARY - Ap	pointment of M	r. Piyush Sharma	DIN 08759840 a	as a Non-Executi	ve Independent	Director on the	Board of the Co	mpany	
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No									
				% of Votes						
				Polled on			% of Votes in	% of Votes		
				outstanding			favour on	against on		
				shares			votes polled	votes polled		
	Mode of	No. of shares	No. of votes				(6)=[(4)/(2)]*1	(7)=[(5)/(2)]*1		Votes
Category	Voting	held (1)	polled (2)						Votes Invalid	Abstained
	E-Voting		7,080,132	100.0000	7,080,132	0				0
	Poll	7,080,132	0	0.0000	0	0	0.0000	0.0000	C	0
	Postal Ballot (if	7,000,132								
Promoter and Promoter Group	applicable)		0	0.0000	-	0	0.0000			0
	Total		7,080,132	100.0000						0
	E-Voting		1,898,098	80.5463	1,898,098	0	100.0000	0.0000	C	0
	Poll	2,356,530	0	0.0000	0	0	0.0000	0.0000	C	0
	Postal Ballot (if	2,330,330								
Public-Institutions	applicable)		0	0.0000		0				0
	Total		1,898,098							0 0
	E-Voting		126,314	2.6710	125,967	347	99.7252		-	0
	Poll	4,729,016	0	0.0000	0	0	0.0000	0.0000	C	0
	Postal Ballot (if	4,727,010								
Public- Non Institutions	applicable)		0	0.0000		0	0.0000		-) <u>C</u>
	Total		126,314	2.671	125,967					C C
	Total	14,165,678	9,104,544	64.2719	9,104,197	347	99.9962	0.0038	C	(C

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Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - Ra	DINARY - Ratification of remuneration payable to the Cost Auditors for the Financial Year 2020-21								
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting		No. of votes polled (2)	(-) [() ()]		No. of Votes –		% of Votes against on votes polled (7)=[(5)/(2)]*1 00	Votes Invalid	Votes Abstained
	E-Voting		7,080,132							
	Poll		0	0.0000	0	0				0
Promoter and Promoter Group	Postal Ballot (if applicable)	7,080,132	0	0.0000	0	0	0.0000	0.0000	C) 0
	Total		7,080,132	100.0000	1					0
	E-Voting		1,898,098	80.5463	1,898,098	0				0
	Poll Postal Ballot (if	2,356,530	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,898,098	80.5463	1,898,098	0	100.0000	0.0000	0	0
	E-Voting		126,314	2.6710	126,283	31	99.9754	0.0245	0	0
	Poll	4,729,016	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	4,729,010								
Public- Non Institutions	applicable)		0	0.0000		0		0.0000	0	v 0
	Total		126,314	2.671	126,283				0	0
	Total	14,165,678	9,104,544	64.2719	9,104,513	31	99.9997	0.0003	0	0

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Tel: (+91 22) 2591 3041

REPORT OF SCRUTINIZER

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

30th September, 2020

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

24th (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 24th (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 24th (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 24th 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.;





- 2. As per the Notice of 24th 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 24th 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") <u>https://evoting.karvy.com</u> 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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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			
Total	134	91,04,513	100.00

(ii) Voted against the resolution:

Mode of voting	Number of	Number of votes	% of total number
	members voted	cast by them	of valid votes cast
Remote e-voting	3	31	100.00
E-voting at AGM			
Total	3	31	100.00

(iii) Invalid votes:

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

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





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Resolution No. 2: Ordinary Resolution

<u>Confirmation of the payment of Interim Dividend on Equity Shares, already paid</u> <u>during the Financial Year 2019-20:</u>

(i) Voted in favour of the resolution:

Mode of voting	Number of	Number of votes	% of total number
	members voted	cast by them	of valid votes cast
Remote e-voting	134	91,04,513	100.00
E-voting at AGM			
Total	134	91,04,513	100.00

(ii) Voted against the resolution:

Mode of voting	Number of	Number of votes	% of total number
	members voted	cast by them	of valid votes cast
Remote e-voting	3	31	100.00
E-voting at AGM			
Total	3	31	100.00

(iii) Invalid votes:

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

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





:5:

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			
Total	133	66,98,342	100.00

(ii) Voted against the resolution:

Mode of voting	Number of	Number of votes	% of total number
	members voted	cast by them	of valid votes cast
Remote e-voting	4	347	100.00
E-voting at AGM			
Total	4	347	100.00

(iii) Invalid votes:

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

Particulars	Number of votes cast by	% of total number of valid votes
	them	cast
Votes in favour	66,98,342	99.995
Votes against	347	0.005
Total	66,98,689	100.000



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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			
Total	128	77,78,920	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	347	100.00
E-voting at AGM			
Total	4	347	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	% of total number of valid votes
	them	cast
Votes in favour	77,78,920	99.9955
Votes against	347	0.0045
Total	77,79,267	100.0000

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.





:7:

Resolution No. 5: Ordinary Resolution

Appointment of M/s. Walker Chandiok & 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			
Total	134	91,04,513	100.00

(ii) Voted against the resolution:

Mode of voting	Number of	Number of votes	% of total number
	members voted	cast by them	of valid votes cast
Remote e-voting	3	31	100.00
E-voting at AGM			
Total	3	31	100.00

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No.5

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



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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			
Total	132	90,98,947	100.00

(ii) Voted against the resolution:

Mode of voting	Number of	Number of votes	% of total number
	members voted	cast by them	of valid votes cast
Remote e-voting	4	347	100.00
E-voting at AGM			
Total	4	347	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	% of total number of valid votes
	them	cast
Votes in favour	90,98,947	99.996
Votes against	347	0.004
Total	90,99,294	100.000

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

<u>Appointment of Mr. Piyush Sharma (DIN: 08759840) as a Non-Executive</u> <u>Independent Director on the Board of the Company:</u>

(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			
Total	133	91,04,197	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	347	100.00
E-voting at AGM			
Total	4	347	100.00

(iii) Invalid votes:

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

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



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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	Number of votes	% of total number
	members voted	cast by them	of valid votes cast
Remote e-voting	134	91,04,513	100.00
E-voting at AGM			
Total	134	91,04,513	100.00

(ii) Voted against the resolution:

Mode of voting	Number of	Number of votes	% of total number
	members voted	cast by them	of valid votes cast
Remote e-voting	3	31	100.00
E-voting at AGM			
Total	3	31	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	% of total number of valid votes
	them	cast
Votes in favour	91,04,513	99.9997
Votes against	31	0.0003
Total	91,04,544	100.0000



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8. All relevant records of voting are available only in the electronic format and there was no physical voting. The relevant records will remain in my custody until the Chairman considers, approves and signs the minutes of 24th 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: A046900B000826041 Date: 30th September, 2020 Place: Jodhpur

Witnesses:

adastass

 Name: Mrs. Tara 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

Neon m.

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

