

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: INE201M01029**

**Sub: Disclosure of Voting Results & Scrutinizer's Report w.r.t. Postal Ballot Notice dated November 2, 2022**

Dear Ma'am/Sir(s),

This is further to our letter dated November 04, 2022, intimating about the Postal Ballot Notice dated November 02, 2022 through which the Company had sought approval of the members of the Company for the following matters:

Sr. No.	Description of Resolutions	Type of Resolutions
1.	Increase the Authorized Share Capital of the Company and Consequent amendment to the Capital Clause of the Memorandum of Association of the Company.	Ordinary Resolution
2.	Issue of Bonus Shares.	Ordinary Resolution

In this regard, we are enclosing herewith the following:


- Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – A**; and
- Report of the Scrutinizer dated December 05, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure – B**.

Both the above-mentioned resolutions are passed with requisite majority on December 04, 2022 (the last date of e-voting).

The aforesaid information will also be hosted on the Company's website at [www.cleducate.com](http://www.cleducate.com).

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

Thanking You  
**For CL Educate Limited**



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



**Place: New Delhi**  
**Date: December 05, 2022**

<b>Company Name</b>	CL EDUCATE LIMITED
<b>Date of the AGM/EGM/Postal Ballot</b>	December 04, 2022 (the last date of e-voting)
<b>Record Date for e-voting</b>	28-10-2022
<b>Date of Postal Ballot Notice</b>	02-11-2022
<b>e-voting Start Date</b>	05-11-2022
<b>e-voting End Date</b>	04-12-2022
<b>Total number of shareholders on record date</b>	21,678
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	Not Applicable
<b>Promoters and Promoter Group:</b>	(Resolution passed through Postal Ballot)
<b>Public:</b>	
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Not Applicable
<b>Promoters and Promoter Group:</b>	(Resolution passed through Postal Ballot)
<b>Public:</b>	

<b>Resolution required: (Ordinary/Special)</b>	<b>ORDINARY - INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	14,456,830	14,420,216	99.7467	14,420,216	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	2,824,215	2,256,489	79.8979	2,256,489	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	10,253,111	328,600	3.2049	327,487	1,113	99.6613	0.3387
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
<b>Total</b>		<b>27,534,156</b>	<b>17,005,305</b>	<b>61.7608</b>	<b>17,004,192</b>	<b>1,113</b>	<b>99.9935</b>	<b>0.0065</b>



Resolution required: (Ordinary/ Special)	ORDINARY - ISSUE OF BONUS SHARES							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	14,456,830	14,420,216	99.7467	14,420,216	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	2,824,215	2,256,489	79.8979	2,256,489	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	10,253,111	328,792	3.2068	327,679	1,113	99.6614	0.3385
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		27,534,156	17,005,497	61.7615	17,004,384	1,113	99.9935	0.0065





# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-316, 3<sup>rd</sup> Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,  
Mulund (W), Mumbai – 400 080  
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

## Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and the Companies  
(Management and Administration) Rules, 2014]

To  
The Chairman  
CL EDUCATE LIMITED  
(CIN: L74899HR1996PLC076897)  
A-45, First Floor  
Mohan Co-operative Industrial Estate  
New Delhi – 110 044

December 05, 2022

Dear Sir,

**Sub: Result of the Postal Ballot conducted to obtain the approval of Shareholders of CL Educate Limited (the 'Company')**

I, Sachin Hukumchand Sharma, Practising Company Secretary (ACS:46900; CP:20423 and Designated Partner of M/s. Sharma and Trivedi LLP, Company Secretaries, Mumbai, (LLPIN:AAW-6850) have been appointed as the Scrutinizer by the Board of Directors of **CL Educate Limited** (the 'Company') vide resolution dated November 02, 2022 for conducting the Postal Ballot by way of remote e-voting process, carried out as per Section 108 and 110 of Companies Act, 2013 ('Act') read with the Companies (Management and Administration) Rules, 2014 read with the General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 05, 2022 (collectively referred as "MCA Circulars") and in line with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations, 2015"] and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations., in connection with the passing of the resolutions as mentioned in the Notice of Postal Ballot dated November 02, 2022.

In terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in only electronic form to those shareholders whose email id was registered with the Depositories and KFin Technologies Limited ("KFin") ("the RTA") and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA Circulars mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the e-voting system only.

All the required instructions in relation to e-voting by the shareholders were duly mentioned in the Notice sent to the shareholders of the Company through e-mail, wherever e-mail ids were available.

As per applicable provisions of the Companies Act, 2013 and Rules made thereunder, SEBI (LODR) Regulations, 2015 and as provided in the MCA Circulars mentioned above, an advertisement was published by the Company on November 05, 2022, in "Financial Express" (English) and "Dainik Bhaskar" (Hindi), informing about dispatch of the Postal Ballot Notice by e-mail.

The Company and the RTA had uploaded the Notice together with the explanatory statement on their respective website - [www.cleducate.com](http://www.cleducate.com) and <https://evoting.kfintech.com>. The Company had generated EVEN Number: 7056 on the website of the RTA for casting votes through e-voting mode.

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: 2 :

The Shareholders holding shares of the Company as on the “cut-off” date i.e., Friday, October 28, 2022, were entitled to vote on the proposed resolutions through e-voting.

The remote e-voting period of thirty (30) days commenced on Saturday, November 05, 2022 at 09:00 A.M. (IST) and ended on Sunday, December 04, 2022 at 05:00 P.M. (IST) for the shareholders exercising their vote through remote e-voting. The remote e-voting module was disabled by KFin for voting thereafter. All votes cast by e-voting received upto Sunday, December 04, 2022 by 05:00 P.M. (IST) being last date fixed by the Company for exercise of vote by e-voting, were considered for my scrutiny.

The votes cast under the e-voting were unblocked on last day of remote e-voting i.e. December 04, 2022 after 05.00 P.M. in the presence of two witnesses who are not the employees of the Company. The e-voting results / list of shareholders who voted for and against were downloaded from the e-voting website of KFin i.e. <https://evoting.kfintech.com> and the same are being handed over to the Chairman of the Company.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI (LODR) Regulations, 2015, relating to the items being placed for approval of the shareholders through Postal Ballot by e-voting.

My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the votes cast through e-voting as also the reports generated from the e-voting system provided by KFin.

The result along with Scrutinizer's report will simultaneously be posted on the Company's website- [www.cleducate.com](http://www.cleducate.com) and website of KFin - <https://evoting.kfintech.com>, besides communicating the same to the National Stock Exchange of India Limited and BSE Limited. The voting results along with the Scrutinizer's Report will also be displayed at the Registered Office of the Company.

The Report of the Postal Ballot was duly compiled and accordingly the results of Postal Ballot through remote e-voting for the following resolutions are as under:

**(1) Increase the Authorized Share Capital of the Company and Consequent Amendment to the Capital Clause of the Memorandum of Association of the Company:**

**Total number of e-Votes considered in connection with the passing of the above-mentioned Ordinary Resolution:**

Sr. No.	Particulars	No. of e-Votes	No of Equity Shares	% to total valid Votes
A	Votes in favour of the Resolution	111	1,70,04,192	99.99
B	Votes against the Resolution	18	1,113	0.01
C	<b>Total Valid Votes (A + B)</b>	<b>129</b>	<b>1,70,05,305</b>	<b>100.00</b>

*Note: Two (02) folios holding in aggregate 670 equity shares of face value of Rs.5/- each, abstained from voting in the above resolution.*



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: 3 :

## (2) Issue of Bonus Shares:

**Total number of e-Votes considered in connection with the passing of the above-mentioned Ordinary Resolution:**

Sr. No.	Particulars	No. of e-Votes	No of Equity Shares	% to total valid Votes
A	Votes in favour of the Resolution	112	1,70,04,384	99.99
B	Votes against the Resolution	18	1,113	0.01
C	<b>Total Valid Votes (A + B)</b>	<b>130</b>	<b>1,70,05,497</b>	<b>100.00</b>

*Note: One (01) folio holding 478 equity shares of face value of Rs.5/- each, abstained from voting in the above resolution.*

For Sharma and Trivedi LLP  
Company Secretaries



**Sachin Hukumchand Sharma**  
**Designated Partner**  
**DIN: 08441791**  
**ACS: 46900; CP No.: 20423**  
**UDIN: A046900D002615433**

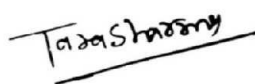
**Witnesses:**

Signature:



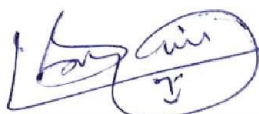
**1. Name:** Mrs. Veena Sharma  
**Wife of:** Mr. Sachin Hukumchand Sharma  
**Address:** 86, Parihar Nagar, Bhadwasia Road  
Jodhpur, Rajasthan – 342 001  
**Occupation:** Service

Signature:



**2. Name:** Mrs. Tara Sharma  
**Wife of:** Mr. Hukumchand Sharma  
**Address:** Plot No.136, Baldev Nagar, Mata Ka  
Than, Jodhpur, Rajasthan – 342 001  
**Occupation:** Housewife

Counter signed  
For CL EDUCATE LIMITED



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