

To  
Department of Corporate Services,  
BSE Limited  
Phiroj Jeejibhoy 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: CLEUCATE**

Dear Ma'am/Sir(s),

**Sub: Report of Scrutinizer pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

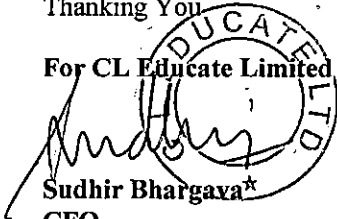
Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith is the Report of the Scrutinizer on the electronic voting ('remote e-voting') and the voting through Ballot at the 22<sup>nd</sup> Annual General Meeting of CL Educate Limited 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.

The same is available on the Company's website as well.

Kindly take the above details on record.

Thanking You

For CL Educate Limited

  
Sudhir Bhargava\*  
CFO

Place: New Delhi

Date: August 08, 2018

Encl: A/a



Company Secretaries • LLP IN : AAFI - 8229  
C-316, 3rd Floor, Nirmal Avior - Galaxy  
LBS Marg, Mulund (W), Mumbai - 400 080  
www.sanantha.com; info@sanantha.com  
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]*

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

22<sup>nd</sup> (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 22<sup>nd</sup> (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 22<sup>nd</sup> (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 22<sup>nd</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 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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*Vedprakash*

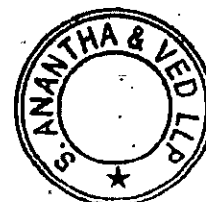


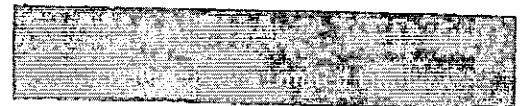
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2. As per the Notice of 22<sup>nd</sup> Annual General Meeting of the Shareholders and the 'Advertisement' published pursuant to Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) on July 14, 2018, 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 22<sup>nd</sup> 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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*Vedprakash*





Company Secretaries \* LLP IN : AAH - 8229

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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
<b>Total</b>	<b>96</b>	<b>81,26,078</b>	<b>100.0000</b>

*\*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
<b>Total</b>	<b>3</b>	<b>31</b>	<b>100.0000</b>

**(iii) Invalid votes:**

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

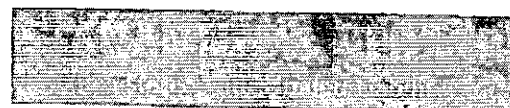
**Summary of Total valid votes for Resolution No. 1:**

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
<b>Total</b>	<b>81,26,109</b>	<b>100.0000</b>

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*Vedprakash*



**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
<b>Total</b>	<b>89</b>	<b>46,00,755</b>	<b>100.0000</b>

*\*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
<b>Total</b>	<b>8</b>	<b>114</b>	<b>100.0000</b>

**(iii) Invalid votes:**

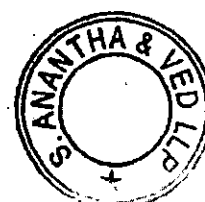
Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

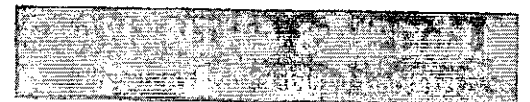
**Summary of Total valid votes for Resolution No. 2**

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
<b>Total</b>	<b>46,00,869</b>	<b>100.0000</b>

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Vedprakash





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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
<b>Total</b>	<b>91</b>	<b>68,33,098</b>	<b>100.0000</b>

*\*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
<b>Total</b>	<b>6</b>	<b>105</b>	<b>100.0000</b>

**(iii) Invalid votes:**

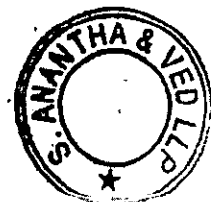
Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

**Summary of Total valid votes for Resolution No. 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
<b>Total</b>	<b>68,33,203</b>	<b>100.0000</b>

*Vedprakash*

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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
<b>Total</b>	<b>94</b>	<b>81,26,047</b>	<b>100.0000</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	53	84.1270
Voting by ballot	3	10	15.8730
<b>Total</b>	<b>6</b>	<b>63</b>	<b>100.0000</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	81,26,047	99.9992
Votes against	63	0.0008
<b>Total</b>	<b>81,26,110</b>	<b>100.0000</b>

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*Vedprakash*


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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
<b>Total</b>	<b>94</b>	<b>81,25,935</b>	<b>100.0000</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	87	49.7143
Voting by ballot	2	88	50.2857
<b>Total</b>	<b>6</b>	<b>175</b>	<b>100.0000</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. 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
<b>Total</b>	<b>81,26,110</b>	<b>100.0000</b>

*Vedprakash*

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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
<b>Total</b>	<b>95</b>	<b>81,26,055</b>	<b>100.0000</b>

*\*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
<b>Total</b>	<b>4</b>	<b>54</b>	<b>100.0000</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. 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
<b>Total</b>	<b>81,26,109</b>	<b>100.0000</b>

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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
<b>Total</b>	<b>95</b>	<b>81,26,022</b>	<b>100.0000</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	87	98.8636
Voting by ballot	1	1	1.1364
<b>Total</b>	<b>5</b>	<b>88</b>	<b>100.0000</b>

**(iii) Invalid votes:**

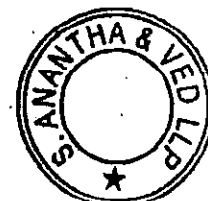
Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

**Summary of Total valid votes for Resolution No. 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
<b>Total</b>	<b>81,26,110</b>	<b>100.0000</b>

*Vedprakash*

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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
<b>Total</b>	<b>90</b>	<b>81,25,183</b>	<b>100.0000</b>

*\*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
<b>Total</b>	<b>9</b>	<b>926</b>	<b>100.0000</b>

(iii) Invalid votes:

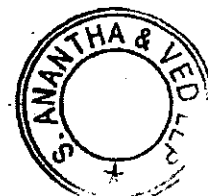
Total Number of Members whose votes were declared invalid	Total number of votes cast by them
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**Summary of Total valid votes for Resolution No. 8**

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	81,25,183	99.9886
Votes against	926	0.0114
<b>Total</b>	<b>81,26,109</b>	<b>100.0000</b>

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*Vedprakash*



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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
<b>Total</b>	<b>84</b>	<b>81,25,934</b>	<b>100.0000</b>

*\*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
<b>Total</b>	<b>15</b>	<b>175</b>	<b>100.0000</b>

**(iii) Invalid votes:**

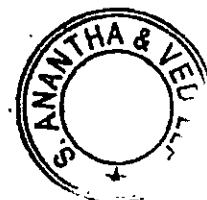
Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

**Summary of Total valid votes for Resolution No. 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
<b>Total</b>	<b>81,26,109</b>	<b>100.0000</b>

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*Vedprakash*





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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 22<sup>nd</sup> 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

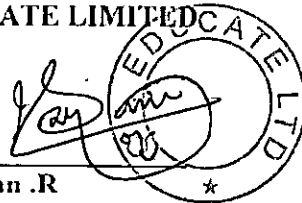
*Vedprakash*

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