

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

Subject: Proceedings of the 26th Annual General Meeting and Voting Results

Dear Ma'am/Sir(s),

In continuation to our letter dated August 23, 2022, we wish to state that the 26th Annual General Meeting ("AGM") of the members of the Company was held today through two-way Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") and the businesses as set out in the Notice convening 26th AGM were transacted and passed with requisite majority.

In this regard, please find enclosed the following:

- A summary of the proceedings of 26th Annual General Meeting of the Company as required under 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 15, 2022, 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.

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Thanking You,

For CL Educate Limited

Rachna Sharma

Company Secretary & Compliance Officer

ICSI M. No.: A17780

Place: New Delhi

Date: September 15, 2022



Annexure - I

SUMMARY OF PROCEEDINGS OF THE 26TH ANNUAL GENERAL MEETING OF CL EDUCATE LIMITED

The 26th Annual General Meeting ("AGM") of the Members of CL Educate Limited ("the Company") was held today i.e., Thursday, September 15, 2022 at 10:00 A.M. IST through Video Conference ("VC")/Other Audio-Visual Means ("OAVM"), in compliance with the Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India ("SEBI") and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

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 Stakeholders Relationship Committee,							
	Member of Nomination, Remuneration and Compensation							
	Committee							
Mr. Sanjay Tapriya	Non-Executive Independent Director,							
•	Chairman of the 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. Neeraj Goel	Partner, M/s. Walker Chandiok & Co. LLP, Chartered
	Accountants, Statutory Auditors
Mr. Sachin Hukumchand Sharma	Designated Partner, M/s. S. Anantha & Ved LLP, Secretarial
	Auditor, and
	Designated Partner, M/s. Sharma and Trivedi LLP (LLPIN:
	AAW-6850), Scrutinizer
Mr. Sunny Chhabra	Partner, M/s. Sunny Chhabra and Co., Cost Accountants,
	Cost Auditor

MEMBERS PRESENT AT THE MEETING

S. No.	Attendance	No. of	No. of Shares held as	Percentage (%) to
		Members	on record date	Paid-up Share Capital
1	Members	94	1,18,34,607	42.98
2	Authorised Representatives	3	25,44,286	CATE 9.24
	Total	97	1,43,78,893	52.22



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 26th Annual General Meeting of the members of the Company and informed the absence of the Directors who could not attend the AGM.
- ➤ He confirmed that the Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination, Remuneration and Compensation Committee were present at the AGM.
- ➤ The Company Secretary and Compliance Officer informed the members that the requisite quorum was present.
- The Company Secretary further informed the members that the Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts and Arrangements in which Directors are interested and the Certificate received from the Secretarial Auditor of the Company with respect to the implementation of the Company's ESOP Plan were kept open for inspection of the members at the AGM, through the VC facility of NSDL 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. Members were informed that the recording of the Chairman's speech will be made available on the website of the Company, and will be live streamed immediately after the conclusion of the Meeting
- 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 Monday, September 12, 2022 (09:00 AM) till Wednesday, September 14, 2022 (05:00 PM). During this period, members of the Company, holding shares as on the Cut-Off Date i.e., Thursday, September 08, 2022 (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 Hukumchand Sharma, Designated Partner of M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), Company Secretaries, had been appointed as the scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
- ➤ The notice of AGM, Auditor's Report, and Board's Report for the Financial Year ended March 31, 2022, which had already been circulated to the members in advance, were taken as read by the members of the Company. The observation / opinion made by the Statutory Auditors on the financial statements and the Board's explanation / response thereon were read by the Company Secretary.

The following items of business as set out in the Notice convening 26th AGM were placed for members' consideration and approval.

S. No.	Resolutions								
		Resolution							
Ordinar	y Business								
1.	Adoption of Audited Financial Statements for the Financial Year ended March	Ordinary							
	31, 2022.	(2)							
	NEW DELF	11)=1)							



		e cerement and a subsection of the cerement of
2.	Retirement by Rotation - To appoint a Director in place of Mr. Satya Narayanan R (DIN:00307326), Chairman and Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for reappointment.	Ordinary
3.	Retirement by Rotation - To appoint a 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.	Ordinary
Special	Business	
4.	Ratification of remuneration payable to the Cost Auditors for the Financial Year 2022-23.	Ordinary
5.	Adoption of new set of Memorandum of Association of the Company.	Special
6.	Approval to the shifting of the Registered Office of the Company from the "State of Haryana" to the "National Capital Territory (NCT) of Delhi" and consequential amendment to the Memorandum of Association of the Company.	Special
7.	Approval to the withdrawal of proposed sale/ transfer of the Company's digital business to its Wholly Owned Subsidiary, Career Launcher Private Limited ("CLPL").	Special
8.	Re-appointment of Mr. Satya Narayanan R (DIN:00307326) as the Chairman and Executive Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him.	Special
9.	Re-appointment of Mr. Gautam Puri (DIN:00033548), as the Vice Chairman and Managing Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him.	Special
10.	Re-appointment of Mr. Nikhil Mahajan (DIN:00033404), as the Executive Director and Group CEO Enterprise Business of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him.	Special
11.	Approve modifications to the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' including an Increase in the ESOP Pool thereunder.	Special
12.	Approve Grant of options under the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' to the Employees of the Subsidiary Company(ies) and Associate Company(ies), existing and future, of the Company.	Special
13.	Approve the grant of options under the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' to identified employees, during any one year notwithstanding that these exceed one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.	Special





The Chairman invited the speaker shareholders who had registered themselves with the Company to express their 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, and who were otherwise not barred from doing so, to cast their votes through the e-voting system during the AGM. He further stated that the e-voting facility, that was open since the commencement of the Meeting would be kept open till 15 minutes after the conclusion of the Meeting to enable the Members to cast their votes.

The members were informed 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 September 17, 2022, after receipt of Scrutinizer's Report and the same will also be uploaded on the website of the Company (www.cleducate.com) and website of NSDL (https://www.evoting.nsdl.com).

The Chairman then thanked the members attending the meeting and for their co-operation and concluded the meeting at 11:11 A.M.

Thanking you,

Yours sincerely,

For CL Educate Limited

Rachna Sharma

Company Secretary & Compliance Officer

ICSI M. No.: A17780

Place: New Delhi

Date: September 15, 2022

Annexure - II

Company Name	CL EDUCATE LIMITED
Date of the AGM	15-09-22
Record Date	08-09-22
Total number of shareholders on record date	21722
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	21
Public:	76

Resolution No.	1												
Resolution required: (Ordinary/ Special)	ODDINARY Adon	ORDINARY - Adoption of Audited Financial Statements for the Financial Year ended March 31, 2022.											
Resolution required. (Ordinary/ Special)	ONDINANT - AUUD												
Whether promoter/ promoter group are	No	No											
interested in the agenda/resolution?													
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled	No. of Votes – in	No. of Votes –	% of Votes in	% of Votes	Votes Invalid	Votes Abstained			
		held (1)	polled (2)	on outstanding	favour (4)	against (5)	favour on votes	against on votes					
				shares			polled	polled					
				(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100					
	E-Voting		14,420,216	99.7579	14,420,216	0	100.0000	0.0000	0	0			
Day of the second Day of the Control	Poll	14455 346	0	0.0000	0	0	0.0000	0.0000	0	0			
Promoter and Promoter Group	Postal Ballot (if	14,455,216											
	applicable)		0	0.0000	0	0	0.0000	0.0000	0	О .			
	Total		14,420,216	99.7579	14,420,216	0	100.0000	0.0000	0	0			
	E-Voting		2,228,540	80.8413	2,228,540	0	100.0000	0.0000	0	0			
Bulling to select on a	Poll	3 756 604	0	0.0000	0	0	0.0000	0.0000	0	0			
Public-Institutions	Postal Ballot (if	2,756,684											
	applicable)		0	0.0000	0	0	0.0000	0.0000	l 0	l o			
	Total		2,228,540	80.8413	2,228,540	0	100.0000	0.0000	0	0			
	E-Voting		219,802	2.1294	219,724	78	99.9645	0.0355	0	0			
La de la compa	Poll	1	0	0.0000	0	0	87.5000	12.5000	0	0			
Public- Non Institutions	Postal Ballot (if	10,322,256											
	applicable)		l 0	0.0000	0	0	0.0000	0.0000	l 0	l 0			
	Total		219,802	2.1294	219,724	78	99.9645	0.0355	0	0			
	Total	27,534,156					99.9995		0	0			



Resolution No.	2											
Resolution required: (Ordinary/ Special)		ORDINARY - Retirement by Rotation - To appoint a Director in place of Mr. Satya Narayanan R (DIN 00307326), Chairman and Executive Director of the Company, who retires by rotation the ensuing Annual General Meeting, and being eligible, offers himself for reappointment.										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes											
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)		No. of Votes – in favour (4)	No. of Votes – against (5)	favour on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained		
	E-Voting		8,750,854	60.5377	8,750,854	0	100.0000	0.0000	(
Promoter and Promoter Group	Poll	14,455,216	. 0	0.0000	0	0	0.0000	0.0000	(
Promoter and Promoter Group	Postal Ballot (if		_									
	applicable)		0	0.0000		0	0.0000					
	Total		8,750,854		8,750,854		100.0000)		
	E-Voting	4	2,228,540		2,228,540	0	100.0000			<u> </u>		
Public-Institutions	Poll Postal Ballot (if	2,756,684	0	0.0000	0	0	0.0000	0.0000	(
	applicable)		0	0.0000	l	0	0.0000	0.0000				
	Total		2,228,540	80.8413	2,228,540	0	100.0000	0.0000	(
	E-Voting		219,802	2.1294	219,256		99.7516	0.2484				
Dublic New Institutions	Poll	10 222 256	0	0.0000	0	0	87.5000	12.5000	(
Public- Non Institutions	Postal Ballot (if	10,322,256	1									
	applicable)		0	0.0000	0	0	0.0000	0.0000	()		
	Total		219,802	2.1294	219,256	546	99.7516	0.2484	(
	Total	27,534,156	11,199,196	40.6738	11,198,650	546	99.9951	0.0049				
Resolution No.												

Resolution No.	3												
Resolution required: (Ordinary/ Special)	I	ORDINARY - Retirement by Rotation - To appoint a 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.											
Whether promoter/ promoter group are	Yes												
interested in the agenda/resolution?													
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	Votes Invalid	Votes Abstained			
	E-Voting		9,494,380	65.6813	9,494,380	0	100.0000	0.0000	0				
Durant about and Durant about Current	Poll	14,455,216	0	0.0000	C	0	0.0000	0.0000	0				
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	C	0	0.0000	0.0000	0				
	Total		9,494,380	65.6813	9,494,380	0	100.0000	0.0000	0				
Public-Institutions	E-Voting Poll Postal Ballot (if	2,756,684	2,228,540	80.8413 0.0000	2,228,540 0	0			0				
	applicable)		0	0.0000		0	0.0000		0				
	Total		2,228,540						0				
	E-Voting	4	219,802		219,256			+	0				
Public- Non Institutions	Poll Postal Ballot (if applicable)	10,322,256	0	0.0000		0	3713000		0				
CATE	Total Total	27,534,156	219,802 11,942,722		219,256 11,942,176				0				
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Resolution No.	4											
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration payable to the Cost Auditors for the Financial Year 2022-23.											
Whether promoter/ promoter group are	No No											
interested in the agenda/resolution?												
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled	No. of Votes – in	No. of Votes –	% of Votes in	% of Votes	Votes Invalid	Votes Abstained		
		held (1)	polled (2)	on outstanding	favour (4)	against (5)	favour on votes	against on votes				
				shares			polled	polled				
				(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100				
	E Marin -		14 420 246	99.7579	14 420 216		100.0000	0.0000				
	E-Voting Poll	4	14,420,216	0.0000	14,420,216	0	0.0000		,	, ,		
Promoter and Promoter Group	Postal Ballot (if	14,455,216		0.0000	U	U	0.0000	0.0000		,		
	applicable)		۱ ,	0.0000	0		0.0000	0.0000	, ا			
	Total		14,420,216			0	100.0000					
	E-Voting		2,228,540		2,228,540		100.0000	0.0000	C	C		
Public-Institutions	Poll	2,756,684	0	0.0000	0	0	0.0000	0.0000	C	C		
Fublic- Histitutions	Postal Ballot (if	2,730,004										
	applicable)		0	0.0000	0	0	0.0000	0.0000	C) c		
	Total		2,228,540	80.8413	2,228,540	0	100.0000	0.0000	C	C		
	E-Voting		219,802	2.1294	219,532	270	99.8772	0.1228	C) C		
Public- Non Institutions	Poll	10,322,256	0	0.0000	0	0	87.5000	12.5000	(0		
I ublic- Noll illatitutions	Postal Ballot (if	10,322,230										
	applicable)		0	0.0000	0	0	0.0000		() c		
	Total		219,802	2.1294	219,532			0.1228	(C		
	Total	27,534,156	16,868,558	61.2641	16,868,288	270	99.9984	0.0016	C	C		

Resolution No.	5										
Resolution required: (Ordinary/ Special)	SPECIAL - Adoptio	PECIAL - Adoption of new set of Memorandum of Association of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No .										
Category	Mode of Voting	No. of shares held (1)	polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
	E-Voting		14,420,216	99.7579	14,420,216	0	100.0000	0.0000	С	0	
Promoter and Promoter Group	Poll	14,455,216	. 0	0.0000	0	0	0.0000	0.0000	0	0	
Tromoter and Tromoter Group	Postal Ballot (if applicable)	14,455,216	1	0.0000			0.0000	0.0000			
	Total		14,420,216			0	100.0000			0	
	E-Voting		2,228,540	80.8413	2,228,540		100.0000		0	0	
P. I.B. Toronton	Poll	1 3756.60	0	0.0000	, ,	0	0.0000		О	0	
Public-Institutions	Postal Ballot (if applicable)	2,756,684	0	0.0000	o	0	0.0000	0.0000	С	О	
	Total		2,228,540	80.8413	2,228,540	0	100.0000	0.0000	0	0	
	E-Voting		219,802	2.1294	219,262	540	99.7543	0.2457	C	0	
Public- Non Institutions	Poll	10,322,256	. 0	0.0000	0	0	87.5000	12.5000	О	0	
Table Hell Histiations	Postal Ballot (if applicable)	10,322,230	0	0.0000	0	0	0.0000	0.0000	С	0	
	Total		219,802		219,262					0	
	Total	27,534,156	16,868,558	61.2641	16,868,018	540	99.9968	0.0032	0	0	



Resolution No.	6									
Resolution required: (Ordinary/ Special)		PECIAL - Approval to the shifting of the Registered Office of the Company from the "State of Haryana" to the "National Capital Territory (NCT) of Delhi" and consequential amendment to ne Memorandum of Association of the Company.								
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)		No. of Votes – in favour (4)	No. of Votes – against (5)	polled	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting Poll	14,455,216	14,420,216 0	99.7579 0.0000	, , , , , , , , , , , , , , , , , , ,	0	100.0000		+	0 0
Fromoter and Fromoter Group	Postal Ballot (if applicable)	14,433,210	С	0.0000		0	0.0000			0
	Total		14,420,216		, ,		100.0000			0
Public-Institutions	E-Voting Poll Postal Ballot (if applicable)		2,228,540	80.8413 0.0000 0.0000	C	0	0.0000 0.0000	0.0000	(0
	Total		2,228,540			0	100.0000			0
Public- Non Institutions	E-Voting Poll	10,322,256	219,802		219,262			0.2457	(0 0
	Postal Ballot (if applicable) Total		219,802	0.0000		0 540	0.0000 99.7543			0 0
	Total	27,534,156	16,868,558	61.2641	16,868,018	540	99.9968	0.0032	. (0

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Approv	SPECIAL - Approval to the withdrawal of proposed sale/ transfer of the Company's digital business to its Wholly Owned Subsidiary, Career Launcher Private Limited ("CLPL").								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	es								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	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	Votes Invalid	Votes Abstained
	E-Voting		3,825,018	26.4612	3,825,018	. 0	100.0000	0.0000	707,396	0
Promoter and Promoter Group	Poll	14,455,216	. 0	0.0000	0	0	0.0000	0.0000	0	0
Fromoter and Fromoter Group	Postal Ballot (if applicable)	14,433,210	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,825,018	26.4612	3,825,018	. 0	100.0000	0.0000	707,396	0
	E-Voting Poll	_	2,228,540	80.8413 0.0000	2,228,540	0	100.0000			0
Public- Institutions	Postal Ballot (if applicable)	2,756,684	0	0.0000	0	0	0.0000			0
	Total		2,228,540	80.8413	2,228,540	0	100.0000	0.0000	0	0
	E-Voting		219,802	2.1294	219,284	518	99.7643	0.2357	0	0
Public- Non Institutions	Poll Postal Ballot (if	10,322,256	0	0.0000	0	0	87.5000	12.5000	0	0
	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		219,802	2.1294	219,284	518	99.7643	0.2357	0	0
CATE	Total	27,534,156	6,273,360	22.7839	6,272,842	518	99.9917	0.0083	707,396	0

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Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-app	ointment of Mr. Sat	tya Narayanan R (DI	N 00307326) as th	e Chairman and Exe	ecutive Director of	the Company for a	period of 3 (Three)	years w.e.f. April	01, 2023 to March
			aximum remunerat							
Whether promoter/ promoter group are	Yes									
interested in the agenda/resolution?	Mada of Voting	No. of shares	No. of votes	% of Votes Polled	No. of Votes – in	No. of Votes –	% of Votes in	% of Votes	Makaa lavalid	Nakaa Ahabainad
Category	Mode of Voting	held (1)	polled (2)	on outstanding	favour (4)	against (5)	favour on votes	against on votes	Votes Invalid	Votes Abstained
		lileid (1)	polied (2)	shares	lavour (4)	agamst (3)	polled	polled		
				(3)=[(2)/(1)]* 100			l'	(7)=[(5)/(2)]*100		
				, , , , , , , ,			' ' ' ' ' ' '	, , , , , ,		
	E-Voting		8,750,854	60.5377		0				0 0
Promoter and Promoter Group	Poll	14,455,216	0	0.0000	0	0	0.0000	0.0000		0 0
·	Postal Ballot (if	' '			_	_				
	applicable)		0	0.0000		0	0.0000			0 0
	Total		8,750,854	60.5377						0 0
	E-Voting Poll	1	2,228,540	80.8413 0.0000						0 0
Public-Institutions	Postal Ballot (if	2,756,684	1	0.0000	1	l	0.0000	, 0.0000		1
	applicable)		1 0	0.0000	ه اد	l o	0.0000	0.0000		ه ا
	Total		2,228,540							0 0
	E-Voting		219,802	2.1294	219,236					0 0
Durbita Nico Inspironico	Poll	10 222 250		0.0000				12.5000		0 0
Public- Non Institutions	Postal Ballot (if	10,322,256								
			1 0	0.0000	0	0	0.0000	0.0000		0 0
	applicable)									
	applicable) Total		219,802	2.1294	219,236					0 0
		27,534,156		2.1294 40.6738		566 566				0 0
	Total Total	27,534,156								
Resolution No.	Total Total		11,199,196	40.6738	11,198,630	566	99.9949	0.0051		0 0
Resolution No. Resolution required: (Ordinary/ Special)	Total Total 9 SPECIAL - Re-appo	ointment of Mr. Ga	11,199,196 utam Puri (DIN 000	40.6738 33548), as the Vice	11,198,630 Chairman and Ma	566	99.9949	0.0051		0 0
	Total Total 9 SPECIAL - Re-appo	ointment of Mr. Ga	11,199,196	40.6738 33548), as the Vice	11,198,630 Chairman and Ma	566	99.9949	0.0051		0 0
	Total Total 9 SPECIAL - Re-appo	ointment of Mr. Ga	11,199,196 utam Puri (DIN 000	40.6738 33548), as the Vice	11,198,630 Chairman and Ma	566	99.9949	0.0051		0 0
	Total Total 9 SPECIAL - Re-appo	ointment of Mr. Ga	11,199,196 utam Puri (DIN 000	40.6738 33548), as the Vice	11,198,630 Chairman and Ma	566	99.9949	0.0051		0 0
Resolution required: (Ordinary/ Special)	9 SPECIAL - Re-appr 31, 2026, and appr	ointment of Mr. Ga prove the overall m	11,199,196 utam Puri (DIN 000 aximum remunerat	40.6738 33548), as the Vice ion payable to him	11,198,630 Chairman and Mai	566 naging Director of t	99.9946 he Company for a	0.0051 period of 3 (Three)		0 0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	9 SPECIAL - Re-appr 31, 2026, and appr	ointment of Mr. Ga prove the overall m No. of shares	utam Puri (DIN 000 aximum remunerat	40.6738 33548), as the Vice ion payable to him % of Votes Polled	11,198,630 Chairman and Mai	naging Director of t	99.9949 he Company for a % of Votes in	period of 3 (Three) % of Votes		0 0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	9 SPECIAL - Re-appr 31, 2026, and appr	ointment of Mr. Ga prove the overall m	11,199,196 utam Puri (DIN 000 aximum remunerat	40.6738 33548), as the Vice ion payable to him % of Votes Polled on outstanding	11,198,630 Chairman and Mai	566 naging Director of t	99.9949 he Company for a % of Votes in favour on votes	period of 3 (Three) % of Votes against on votes	years w.e.f. April	01, 2023 to March
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	9 SPECIAL - Re-appr 31, 2026, and appr	ointment of Mr. Ga prove the overall m No. of shares	utam Puri (DIN 000 aximum remunerat	40.6738 33548), as the Vice ion payable to him % of Votes Polled on outstanding shares	11,198,630 Chairman and Man No. of Votes – in favour (4)	naging Director of t	99.9949 he Company for a % of Votes in favour on votes polled	% of Votes against on votes polled	years w.e.f. April	01, 2023 to March
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	9 SPECIAL - Re-appr 31, 2026, and appr	ointment of Mr. Ga prove the overall m No. of shares	utam Puri (DIN 000 aximum remunerat	40.6738 33548), as the Vice ion payable to him % of Votes Polled on outstanding	11,198,630 Chairman and Man No. of Votes – in favour (4)	naging Director of t	99.9949 he Company for a % of Votes in favour on votes polled	period of 3 (Three) % of Votes against on votes	years w.e.f. April	01, 2023 to March
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	9 SPECIAL - Re-appr 31, 2026, and appr	ointment of Mr. Ga prove the overall m No. of shares	utam Puri (DIN 000 aximum remunerat	40.6738 33548), as the Vice ion payable to him % of Votes Polled on outstanding shares	11,198,630 Chairman and Man No. of Votes – in favour (4)	naging Director of t	99.9949 he Company for a % of Votes in favour on votes polled	% of Votes against on votes polled	years w.e.f. April	01, 2023 to March
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	Total Total 9 SPECIAL - Re-apport 31, 2026, and apport Yes Mode of Voting	ointment of Mr. Ga prove the overall m No. of shares	utam Puri (DIN 000 aximum remunerat	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	99.9949 he Company for a % of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	years w.e.f. April Votes Invalid	01, 2023 to March Votes Abstained
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	Total Total 9 SPECIAL - Re-apport 31, 2026, and apport Yes Mode of Voting E-Voting	No. of shares	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	11,198,630 Chairman and Man No. of Votes – in favour (4) 9,494,380	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	years w.e.f. April Votes Invalid	01, 2023 to March
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	Total Total 9 SPECIAL - Re-apport 31, 2026, and apport Yes Mode of Voting	ointment of Mr. Ga prove the overall m No. of shares	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	11,198,630 Chairman and Man No. of Votes – in favour (4) 9,494,380	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	years w.e.f. April Votes Invalid	01, 2023 to March Votes Abstained
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	Total Total 9 SPECIAL - Re-apport 31, 2026, and apport Yes Mode of Voting E-Voting Poll	No. of shares	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 0.0000 0.00000	years w.e.f. April Votes Invalid	01, 2023 to March Votes Abstained
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	Total Total 9 SPECIAL - Re-appr 31, 2026, and appr Yes Mode of Voting E-Voting Poll Postal Ballot (if	No. of shares	No. of votes polled (2)	40.6738 33548), as the Vice ion payable to him % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 65.6813 0.0000	No. of Votes – in favour (4)	No. of Votes – against (5)	99.9945 he Company for a % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000	years w.e.f. April	01, 2023 to March Votes Abstained
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	Total Total 9 SPECIAL - Re-apper 31, 2026, and apper 32, 2026, an	No. of shares	No. of votes polled (2) 9,494,380 9,494,380 2,228,540	40.6738 33548), as the Vice ion payable to him % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 65.6813 0.0000 0.0000 65.6813 80.8413	No. of Votes – in favour (4) 9,494,380 0 9,494,380 2,228,540	No. of Votes – against (5)	99.9945 he Company for a % of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 100.0000 100.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	years w.e.f. April	01, 2023 to March Votes Abstained 0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total Total 9 SPECIAL - Re-appe 31, 2026, and app Yes Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll	No. of shares held (1)	No. of votes polled (2) 9,494,380 9,494,380 2,228,540	40.6738 33548), as the Vice ion payable to him % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 65.6813 0.0000 0.0000 65.6813	No. of Votes – in favour (4) 9,494,380 0 9,494,380 2,228,540	No. of Votes – against (5)	99.9945 he Company for a % of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 100.0000 100.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	years w.e.f. April	01, 2023 to March Votes Abstained 0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	Total Total 9 SPECIAL - Re-appe 31, 2026, and app 31, 2026, and app 41, 2026, and app 52, 2026, and a	No. of shares	No. of votes polled (2) 9,494,380 9,494,380 2,228,540	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 65.6813 0.0000 65.6813 0.0000 0.0000	No. of Votes – in favour (4) 9,494,380 0 9,494,380 2,228,540 0	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 100.0000 0.0000 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000	years w.e.f. April Votes Invalid	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total Total 9 SPECIAL - Re-apper 31, 2026, and apper 32, 2026, an	No. of shares held (1)	No. of votes polled (2) 9,494,380 9,494,380 2,228,540 0 0	40.6738 33548), as the Vice ion payable to him % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 65.6813 0.0000 65.6813 0.0000 0.00000 0.00000	No. of Votes – in favour (4) 9,494,380 0 9,494,380 0 2,228,540 0 0	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.0000 100.0000 0.00000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.00000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.00000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.000000	years w.e.f. April Votes Invalid	0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total Total 9 SPECIAL - Re-apper 31, 2026, and apper 32, 2026, an	No. of shares held (1)	No. of votes polled (2) 9,494,380 9,494,380 2,228,540	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4) 9,494,380 0 9,494,380 0 2,228,540 0 2,228,540	No. of Votes – against (5)	99.9945 he Company for a % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 100.0000 0.0000 0.0000 100.0000 0.0000 100.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.00000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000	years w.e.f. April Votes Invalid	0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total Total 9 SPECIAL - Re-appr 31, 2026, and appr Yes Mode of Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Total E-Voting Foll Postal Ballot (if applicable) Total E-Voting	No. of shares held (1)	No. of votes polled (2) 9,494,380 9,494,380 2,228,540 0 2,228,540 219,802	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4) 9,494,380 9,494,380 0 9,494,380 0 0 2,228,540 0 2,228,540 219,244	No. of Votes – against (5) 0 0 0 0 0 0 0 0 558	99.9945 he Company for a % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 100.0000 0.0000 0.0000 100.0000 0.0000 99.7461	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000	Votes Invalid	0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total Total 9 SPECIAL - Re-appr 31, 2026, and appr Yes Mode of Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Total E-Voting Poll	No. of shares held (1)	No. of votes polled (2) 9,494,380 9,494,380 2,228,540 0 2,228,540 219,802	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4) 9,494,380 9,494,380 0 9,494,380 0 0 2,228,540 0 2,228,540 219,244	No. of Votes – against (5)	99.9945 he Company for a % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 100.0000 0.0000 0.0000 100.0000 0.0000 100.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.02539	Votes Invalid	0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group Public- Institutions	Total Total 9 SPECIAL - Re-appr 31, 2026, and appr Yes Mode of Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable)	No. of shares held (1) 14,455,216	No. of votes polled (2) 9,494,380 9,494,380 2,228,540 0 2,228,540 219,802	40.6738 33548), as the Vice ion payable to him % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 65.6813 0.0000 65.6813 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	No. of Votes – in favour (4) 9,494,380 9,494,380 0 9,494,380 2,228,540 0 2,228,540 0 219,244	No. of Votes – against (5) 0 0 0 0 0 0 0 558	99.9949 he Company for a % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 100.0000 0.0000 0.0000 99.7461 87.5000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.000	years w.e.f. April	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group Public- Institutions	Total Total 9 SPECIAL - Re-appr 31, 2026, and appr Yes Mode of Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Total E-Voting Poll	No. of shares held (1) 14,455,216	No. of votes polled (2) 9,494,380 9,494,380 2,228,540 0 2,228,540 219,802	40.6738 33548), as the Vice ion payable to him % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 65.6813 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	No. of Votes – in favour (4) 9,494,380 9,494,380 0 9,494,380 2,228,540 0 2,228,540 219,244	No. of Votes – against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	99.9945 he Company for a % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 100.0000 100.0000 0.0000 100.0000 99.7461 87.5000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.00000 0.000000	years w.e.f. April	0

Resolution No.	10									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-app	ointment of Mr. Nik	hil Mahajan (DIN 0	0033404), as the E	kecutive Director a	nd Group CEO Ente	rprise Business of t	he Company for a	period of 3 (Three)	years w.e.f. April
	01, 2023 to Marc	I, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him.								
Whether promoter/ promoter group are	Yes									
interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled	No. of Votes – in	No. of Votes –	% of Votes in	% of Votes	Votes Invalid	Votes Abstained
		held (1)	polled (2)	on outstanding	favour (4)	against (5)		against on votes		
				shares			polled	polled		
				(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
										<u> </u>
	E-Voting		14,280,482		' ' '	0	100.0000	 	·	1 0
Promoter and Promoter Group	Poll	14,455,216	C	0.0000	C	0	0.0000	0.0000	(1 0
'	Postal Ballot (if	, ,	_		_	_				
	applicable)		0	0.0000		0	0.0000			1 0
	Total		14,280,482		, ,		100.0000			0
	E-Voting	4	2,228,540			0	100.0000			4 0
Public-Institutions	Poll	2,756,684	C	0.0000	C	0	0.0000	0.0000	(4 0
	Postal Ballot (if									
	applicable)		2 220 540	0.0000		0	0.0000			0
	Total		2,228,540				20010000			0
	E-Voting Poll	4	219,802	2.1294 0.0000		366			<u> </u>	<u>'</u>
Public- Non Institutions	Postal Ballot (if	10,322,256		0.0000		0	87.5000	12.5000		<u> </u>
	applicable)			0.0000	۱ .		0.0000	0.0000		, ,
	Total		219,802			366				1 0
	Total	27,534,156								0
	Total	27,334,130	10,720,024	00.7300	10,720,430	1 300	33.3370	0.0022		1 0

Resolution No.	11									
Resolution required: (Ordinary/ Special)	SPECIAL - Approve	PECIAL - Approve modifications to the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' including an Increase in the ESOP Pool thereunder.								
Whether promoter/ promoter group are	No									
interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled	No. of Votes – in	No. of Votes –	% of Votes in	% of Votes	Votes Invalid	Votes Abstained
		held (1)	polled (2)	on outstanding	favour (4)	against (5)	favour on votes	against on votes		
				shares			polled	polled		
				(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
	E1(-:		11 120 215	00.7570	11 120 215		100 000	2.000		
	E-Voting	4	14,420,216		14,420,216	 		ļ		0
Promoter and Promoter Group	Poll	14,455,216	0	0.0000	0	0	0.0000	0.0000	0	0
·	Postal Ballot (if									
	applicable)		0	0.0000		0	0.0000			0
	Total		14,420,216		, ,		200,000		C	0
	E-Voting	1	2,228,540		2,215,144	13,396			0	0
Public-Institutions	Poll	2,756,684	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	_,,								
	applicable)		0	0.0000		0	0.0000			0
	Total		2,228,540							0
	E-Voting	1	219,802		214,404	5,398				0
Public- Non Institutions	Poll	10,322,256	0	0.0000	0	0	87.5000	12.5000	C	0
Table Holl Histiations	Postal Ballot (if	10,322,230								
	applicable)		0	0.0000		0	0.0000			0
CATA	Total		219,802		214,404	5,398			0	0
	Total	27,534,156	16,868,558	61.2641	16,849,764	18,794	99.8886	0.1114	0	0
W NEW DEL HI										
NEW DELHI 110044										
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Resolution No.	12									
Resolution required: (Ordinary/ Special)	SPECIAL - Approv	e Grant of options (under the Amended	d and Restated Care	er Launcher Emplo	yee Stock Options	Plan 2014' to the E	imployees of the Su	ıbsidiary Company	(ies) and Associate
	Company(ies), ex	ompany(ies), existing and future, of the Company.								
Whether promoter/ promoter group are	No									
interested in the agenda/resolution?	140									
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled	No. of Votes – in	No. of Votes –	% of Votes in	% of Votes	Votes Invalid	Votes Abstained
Lategory	Wode or voting	held (1)	polled (2)		favour (4)		favour on votes	against on votes	Votes invalid	Votes 7 lbstanieu
1		110.0 (2)	poned (2)	shares	liavoui (i,	1 0 1 7	polled	polled		
				(3)=[(2)/(1)]* 100			•			
				(5) [(2),(2)] 100			(0) [(1),(2)] 100	(1) [(3),(2), 100		
	E-Voting		14,420,216	99.7579	14,420,216	0	100.0000	0.0000	(
	Poll	1	C	0.0000	C	0	0.0000	0.0000	(
Promoter and Promoter Group	Postal Ballot (if	14,455,216								
	applicable)		c	0.0000	l c	0	0.0000	0.0000		0
	Total		14,420,216	99.7579	14,420,216	0	100.0000	0.0000	(0
	E-Voting		2,228,540	80.8413	2,215,144	13,396	99.3988	0.6011	() 0
Public-Institutions	Poll	2,756,684	C	0.0000	C	0	0.0000	0.0000	() 0
rubiic- ilistitutions	Postal Ballot (if	2,730,084								
	applicable)		C	0.0000	C	0	0.0000	0.0000	C	0 (
	Total		2,228,540	80.8413	2,215,144	13,396	99.3989	0.6011	(0
	E-Voting		219,802	2.1294	214,404	5,398	97.5442	2.4558	() 0
Public- Non Institutions	Poll	10,322,256		0.0000	C	0	87.5000	12.5000	(0
T ablic- Noti institutions	Postal Ballot (if	10,322,230								
	applicable)		C	0.0000		0	0.0000		() 0
	Total		219,802	2.1294	214,404	5,398	97.5442	2.4558		0
	Total	27,534,156	16,868,558	61.2641	16,849,764	18,794	99.8886	0.1114	(0
Resolution No.	113									

Resolution No.	13									
Resolution required: (Ordinary/ Special)			ns under the Amen							ear
	notwithstanding	that these exceed o	one percent of the is	ssued capital (exclu	iding outstanding v	varrants and conve	rsions) of the Comp	oany at the time of	grant of options.	
Whether promoter/ promoter group are	No									
interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled	No. of Votes – in	No. of Votes –	% of Votes in	% of Votes	Votes Invalid	Votes Abstained
		held (1)	l' ', '	l	favour (4)	. ,	favour on votes	against on votes		
				shares		1	polled	polled		
				(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
	E-Voting		14,420,216	99.7579	14,420,216	0	100.0000	0.0000	() 0
Promoter and Promoter Group	Poll	14,455,216	. 0	0.0000	C	0	0.0000	0.0000	(0
Tromoter and Fromoter Group	Postal Ballot (if	14,455,210								
	applicable)		0	0.0000		0	0.0000) 0
	Total		14,420,216				100.0000		() 0
	E-Voting	4	2,228,540	80.8413		13,396		+	() 0
Public-Institutions	Poll	2,756,684	. 0	0.0000	C	0	0.0000	0.0000) 0
	Postal Ballot (if applicable)			0.0000		J	0.0000	0.0000	,	
	Total		2,228,540			13,396) 0
	E-Voting		219,802	2.1294	214,222					3 0
L	Poll	1		0.0000) 0	87.5000			0
Public- Non Institutions	Postal Ballot (if	10,322,256								
CATE	applicable)		0	0.0000	C	0	0.0000	0.0000		0 0
	Total		219,802	2.1294	214,222					0
(W/NEWDELL/E)	Total	27,534,156	16,868,558	61.2641	16,849,582	18,976	99.8875	0.1125	(0
110044										
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REPORT OF SCRUTINIZER

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

September 15, 2022

To

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

26th (Twenty-Sixth) Annual General Meeting (AGM) of the Equity Shareholders of CL Educate Limited (CIN: L74899HR1996PLC076897) held on Thursday, September 15, 2022 at 10:00 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, as amended by the Companies (Management and Administration) Amendment Rules, 2015 at the 26th (Twenty-Sixth) Annual General Meeting (AGM) of CL Educate Limited held on Thursday, September 15, 2022 at 10:00 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

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 August 03, 2022, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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 26th (Twenty-Sixth) AGM of the shareholders of the Company to be held on **Thursday, September 15, 2022** at **10:00 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 26th 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 ΛGM 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;
- 2. As per the Notice of 26th Annual General Meeting of the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 on August 24, 2022, in "Financial Express" (English) and "Dainik Bhaskar" (Hindi), the remote e-voting opened at 09.00 A.M. (IST) on Monday, September 12, 2022 and remained open until 05.00 P.M. (IST) on Wednesday, September 14, 2022;
- 3. The members holding the Equity Shares of the Company as on Thursday, September 08, 2022 viz. the "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 26th Annual General Meeting of the Company;
- 4. The Notice of AGM dated August 03, 2022 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 Number 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (SEBI) ...2



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: 2:

Circular Number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "SEBI Circulars").

- 5. As required under the MCA Circulars, the Company had also provided e-voting facility during the AGM to the shareholders attending the said meeting through VC / OAVM and who had not east their vote earlier through remote e-voting.
- 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 shareholders who voted for and against were downloaded from the e-voting website of National Securities Depository Limited ("NDSL") i.e. https://www.evoting.nsdl.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 east therein based on the data downloaded from the e-voting system of National Securities Depository Limited ("**NDSL**") and the summary of the e-voting process is as follows:

A. Ordinary Business:

Resolution No.1: Ordinary Resolution

Adoption of the Annual Financial Statements of the Company for the Financial Year ended March 31, 2022:

(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	159	1,68,68,466	100.00
E-voting at AGM	6	14	0.00
Total	165	1,68,68,480	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	17	76	97.44
E-voting at AGM	1	2	2.56
Total	18	78	100.00

(iii) Invalid votes:

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

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	1,68,68,480	100.00
Votes against	78	0.00
Total	1,68,68,558	100.00



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: 3:

Resolution No.2: Ordinary Resolution

Appointment of Director in place of Mr. Satya Narayanan R (DIN: 00307326), Chairman and Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment:

(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	150	1,11,98,636	100.00
E-voting at AGM	6	14	0.00
Total	156	1,11,98,650	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	23	544	99.63
E-voting at AGM	1	2	0.37
Total	24	546	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.2

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	1,11,98,650	99.995
Votes against	546	0.005
Total	1,11,99,196	100.000



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: 4:

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 re-appointment:

(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	149	1,19,42,162	100.00
E-voting at AGM	6	14	0.00
Total	155	1,19,42,176	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	23	544	99.63
E-voting at AGM	Í	2	0.37
Total	24	546	100.00

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them	
H-1	1-	

Summary of Total valid votes for Resolution No.3

Number of votes cast by them	% of total number of valid votes cast
1,19,42,176	99.995 0.005
1,19,42,722	100.000
-	1,19,42,176 546



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: 5:

B. Special Business:

Resolution No.4: 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 2022-23:

(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	157	1,68,68,274	100.00
E-voting at AGM	6	14	0.00
Total	163	1,68,68,288	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 east
Remote e-voting	19	268	99.26
E-voting at AGM	I	2	0.74
Total	20	270	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 them	% of total number of valid votes cast
Votes in favour	1,68,68,288	99.998
Votes against	270	0.002
Total	1,68,68,558	100.000

....6



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:6:

Resolution No.5: Special Resolution

Adoption of new set of 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	154	1,68,68,004	100.00
E-voting at AGM	6	14	0.00
Total	160	1,68,68,018	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	22	538	99.63
E-voting at AGM	1	2	0.37
Total	23	540	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 them	% of total number of valid votes cast
Votes in favour	1,68,68,018	99.997
Votes against	540	0.003
Total	1,68,68,558	100.000





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:7:

Resolution No.6: Special Resolution

Approval to the shifting of the Registered Office of the Company from the "State of Haryana" to the "National Capital Territory (NCT) of Delhi" and consequential amendment to the Memorandum of Association of the Company:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes east by them	% of total number of valid votes cast
Remote e-voting	154	1,68,68,004	100.00
E-voting at AGM	6	14	0.00
Total	160	1,68,68,018	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	22	538	99.63
E-voting at AGM	1	2	0.37
Total	23	540	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 them	% of total number of valid votes cast
Votes in favour	1,68,68,018	99.997
Votes against	540	0.003
Total	1,68,68,558	100.000





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:8:

Resolution No.7: Special Resolution

Approval to the withdrawal of proposed sale/ transfer of the Company's digital business to its Wholly Owned Subsidiary, Career Launcher Private Limited ("CLPL"):

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes east by them	% of total number of valid votes cast
Remote e-voting	148	62,72,828	100.00
E-voting at AGM	6	14	0.00
Total	154	62,72,842	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	21	516	99.61
E-voting at AGM	1	2	0.39
Total	22	518	100.00

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid#	Total number of votes cast by them
1	7,07,396

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	62,72,842	99.992
Votes against	518	0.008
Total	62,73,360	100.000

#Note: 1 (One) folio holding 7,07,396 equity shares of face value of Rs.5/- each of the Company, considered invalid, being interested person in the above resolution



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:9:

Resolution No.8: Special Resolution

Re-appointment of Mr. Satya Narayanan R (DIN:00307326) as the Chairman and Executive Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes east by them	% of total number of valid votes cast
Remote e-voting	149	1,11,98,616	100.00
E-voting at AGM	6	14	0.00
Total	155	1,11,98,630	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	24	564	99.65
E-voting at AGM	1	2	0.35
Total	25	566	100.00

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No.8

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	1,11,98,630	99.995
Votes against	566	0.005
Total	1,11,99,196	100.000



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: 10:

Resolution No.9: Special Resolution

Re-appointment of Mr. Gautam Puri (DIN: 00033548), as the Vice Chairman and Managing Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes east by them	% of total number of valid votes cast
Remote e-voting	149	1,19,42,150	100.00
E-voting at AGM	6	14	0.00
Total	155	1,19,42,164	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	23	556	99.64
E-voting at AGM	1	2	0.36
Total	24	558	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.9

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	1,19,42,164	99.995
Votes against	558	0.005
Total	1,19,42,722	100.000



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: 11 :

Resolution No.10: Special Resolution

Re-appointment of Mr. Nikhil Mahajan (DIN: 00033404), as the Executive Director and Group CEO Enterprise Business of the Company for a period of 3 (Three) years w.e.f. April 01, 2023 to March 31, 2026, and approve the overall maximum remuneration payable to him:

(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	149	1,67,28,444	100.00
E-voting at AGM	6	14	0.00
Total	155	1,67,28,458	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	23	364	99.45
E-voting at AGM	1	2	0.55
Total	24	366	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.10

Particulars	Number of votes east by them	% of total number of valid votes east
Votes in favour	1,67,28,458	100.00
Votes against	366	0.00
Total	1,67,28,824	100.00



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:12:

Resolution No.11: Special Resolution

<u>Approve modifications to the 'Amended and Restated Career Launcher Employee Stock Options Plan</u> 2014' including an Increase in the ESOP Pool thereunder:

(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	152	1,68,49,750	100.00
E-voting at AGM	6	14	0.00
Total	158	1,68,49,764	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	24	18,792	100.00
E-voting at AGM	1	2	0.00
Total	25	18,794	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.11

Particulars	Number of votes east by them	% of total number of valid votes east
Votes in favour	1,68,49,764	99.89
Votes against	18,794	0.11
Total	1,68,68,558	100.00



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: 13:

Resolution No.12: Special Resolution

Approve Grant of options under the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' to the Employees of the Subsidiary Company(ies) and Associate Company(ies), existing and future, 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	152	1,68,49,750	100.00
E-voting at AGM	6	14	0.00
Total	158	1,68,49,764	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes east by them	% of total number of valid votes cast
Remote e-voting	24	18,792	100.00
E-voting at AGM	1	2	0.00
Total	25	18,794	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.12

Particulars	Number of votes east by them	% of total number of valid votes east
Votes in favour	1,68,49,764	99.89
Votes against	18,794	0.11
Total	1,68,68,558	100.00



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: 14:

Resolution No.13: Special Resolution

Approve the grant of options under the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' to identified employees, during any one year notwithstanding that these exceed one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes east by them	% of total number of valid votes cast
Remote e-voting	152	1,68,49,568	100.00
E-voting at AGM	6	14	0.00
Total	158	1,68,49,582	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	24	18,974	100.00
E-voting at AGM	Ī	2	0.00
Total	25	18,976	100.00

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No.13

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	1,68,49,582	99.89
Votes against	18,976	0.11
Total	1,68,68,558	100.00



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: 15:

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 26th 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 SHARMA AND TRIVEDI LLP Company Secretaries

Sachin Hukumchand Sharma Designated Partner

ACS: 46900; CP: 20423 UDIN: A046900D000980426

Witnesses:

Signature:

1. Name: Mrs. Veena Sharma

Wife of: Mr. Sachin Hukumchand Sharma Address: 86, Parihar Nagar, Bhadwasia Road

Near for.

 $Jodhpur,\,Rajasthan-342\;001$

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

a da Stadeny

Occupation: Housewife

Counter signed

For CL EDUCATE LIMITED

Satya Narayanan R

Chairman & Executive Director

DIN: 00307326