

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 0051

Scrip Code: 540403, Scrip Symbol: CLEUCATE

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

Dear Madam/Sir(s)

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 21st Annual General Meeting of CL Educate Limited held on Thursday, August 24, 2017 at 11:00 A.M.

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 25, 2017

Encl: A/a

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 25, 2017

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

21st (Twenty First) Annual General Meeting (AGM) of the Equity Shareholders of CL EDUCATE LIMITED held on Thursday, August 24, 2017 at 11:00 A.M. at PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi – 110 016.

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 Annual General Meeting of CL EDUCATE LIMITED held on Thursday, August 24, 2017 at 11:00 A.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 24, 2017, 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 **21st (Twenty First) Annual General Meeting of the members of the Company to be held on Thursday, August 24, 2017 at 11:00 A.M. at PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi – 110 016**, 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 21st 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:

...2

**(by the shareholder himself or through authorised representative or by proxy attending the AGM)*

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2. As per the Notice of 21st 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 29, 2017, in "The Financial Express" and "Jansatta", the remote e-voting opened at 09.00 A.M. on Monday, August 21, 2017 and remained open until 05.00 P.M. on Wednesday, August 23, 2017;
3. The Shareholders holding the Equity Shares of the Company as on Thursday, August 17, 2017 viz. the "**cut-off date**", were entitled to vote on the resolutions stated in the Notice of the 21st 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 12.05 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 Central Depository Services (India) Limited ("CDSL") www.evotingindia.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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A. Resolution No. 1: Ordinary Resolution

Adoption of the Annual Financial Statements of the Company for the Financial Year ended March 31, 2017:

(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	29	22,58,378	24.391
Voting by ballot	105	70,00,701	75.609
Total	154	92,59,079	100.000

(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	1	29	56.863
Voting by ballot	3	22	43.137
Total	4	51	100.000

(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	92,59,079	99.999
Votes against	51	0.001
Total	92,59,130	100.000

...4

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: 4 :

B. Resolution No. 2: Ordinary Resolution

Appointment of Director in place of Mr. Satya Narayanan. R (DIN:00307326), 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	27	22,58,320	35.873
Voting by ballot	101	40,36,926	64.127
Total	128	62,95,246	100.000

(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	87	79.817
Voting by ballot	3	22	20.183
Total	6	109	100.000

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
1	1,800

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	62,95,246	99.998
Votes against	109	0.002
Total	62,95,355	100.000

Note: 3 (Three) Shareholders holding 29,61,975 Equity Shares, being interested did not participate in passing the above resolution.

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C. Resolution No. 3: Ordinary Resolution

Ratification of Appointment of Statutory Auditors for the Financial Year 2017-2018 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	29	22,58,378	24.391
Voting by ballot	105	70,00,701	75.609
Total	134	92,59,079	100.000

(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	1	29	56.863
Voting by ballot	3	22	43.137
Total	4	51	100.000

(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	92,59,079	99.999
Votes against	51	0.001
Total	92,59,130	100.000

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: 6 :

D. Resolution No. 4: Ordinary Resolution

Appointment of Ms. Madhumita Ganguli (DIN:00676830) 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	29	22,58,378	24.391
Voting by ballot	105	70,00,701	75.609
Total	134	92,59,079	100.000

(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	1	29	56.863
Voting by ballot	3	22	43.137
Total	4	51	100.000

(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	92,59,079	99.999
Votes against	51	0.001
Total	92,59,130	100.000

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E. Resolution No. 5: Ordinary Resolution

Appointment of Mr. Paresh Surendra Thakkar (DIN:00120892) 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	29	22,58,378	24.391
Voting by ballot	105	70,00,701	75.609
Total	134	92,59,079	100.000

(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	1	29	56.863
Voting by ballot	3	22	43.137
Total	4	51	100.000

(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	92,59,079	99.999
Votes against	51	0.001
Total	92,59,130	100.000

...8

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: 8 :

F. Resolution No. 6: Special Resolution

Adoption of new set of Articles 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	29	22,58,378	24.391
Voting by ballot	105	70,00,701	75.609
Total	134	92,59,079	100.000

(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	1	29	56.863
Voting by ballot	3	22	43.137
Total	4	51	100.000

(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	92,59,079	99.999
Votes against	51	0.001
Total	92,59,130	100.000

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G. Resolution No. 7: Ordinary Resolution

Ratification of remuneration of Cost Auditors for the Financial Year(s) 2015-16, 2016-17 and 2017-18:

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	29	22,58,378	24.391
Voting by ballot	105	70,00,701	75.609
Total	134	92,59,079	100.000

(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	1	29	56.863
Voting by ballot	3	22	43.137
Total	4	51	100.000

(iii) Invalid votes:

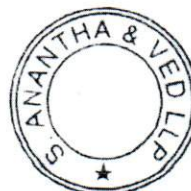
Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

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	92,59,079	99.999
Votes against	51	0.001
Total	92,59,130	100.000

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H. Resolution No. 8: Special Resolution

Ratification of the 'Amended and Restated Career Launcher Employee Stock Option Plan 2014' (hereinafter referred to "ESOP Scheme"), and grant approval to the renewal of the ESOP Scheme for a period of 1 (one) year commencing from September 5, 2017:

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	14	14,65,578	17.311
Voting by ballot	105	70,00,701	82.689
Total	119	84,66,279	100.000

(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	87	79.817
Voting by ballot	3	22	20.183
Total	6	109	100.000

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No. 8

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	84,66,279	99.999
Votes against	109	0.001
Total	84,66,388	100.000

Note: 13 (Thirteen) Shareholders holding 7,92,742 Equity Shares did not participate in passing the above resolution.

...11

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I. Resolution No. 9: Special Resolution

Ratification of the Related Party Transactions under Section 188 of the Companies Act, 2013:

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	28	22,58,349	59.203
Voting by ballot	92	15,56,223	40.797
Total	120	38,14,572	100.000

(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	58	72.500
Voting by ballot	3	22	27.500
Total	5	80	100.000

(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	38,14,572	99.998
Votes against	80	0.002
Total	38,14,652	100.000

Note: 13 (Thirteen) Shareholders holding 54,44,478 Equity Shares, being interested did not participate in passing the above resolution.

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J. Resolution No. 10: Special Resolution

Change in the Designation of Mr. Gopal Jain (DIN:00032308) as a Non-Executive Non-Independent Director 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	27	22,58,333	24.391
Voting by ballot	105	70,00,701	75.609
Total	132	92,59,034	100.000

(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	58	72.500
Voting by ballot	3	22	27.500
Total	5	80	100.000

(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 cast by them	% of total number of valid votes cast
Votes in Favour	92,59,034	99.999
Votes against	80	0.001
Total	92,59,114	100.000

Note: 1 (one) Shareholders holding 16 Equity Shares, did not participate in passing the above resolution.

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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 21st 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. Abhay Vohra (Advocate)
C-242 Sarita Vihar
New Delhi - 110076

Abhay Vohra

- Sunil Tikku*
2. SUNIL TIKU (Business)
354, 2ND FLOOR, I.P. Colony
Sector - 30-33, FARIDABAD.
HARYANA - 121008

Counter signed
For CL EDUCATE LIMITED

Satya Naryanan. R

Satya Naryanan. R
Chairman & Executive Director
DIN: 00307326