



CL Educate Limited

CIN: L74899DL1996PLC425162

Registered Office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi – 110044, India

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E-mail: compliance@cleducate.com, **Website:** www.cleducate.com

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that the resolution set-out below is proposed to be passed by the Members of CL Educate Limited (“**Company**”/ “**CL**”) by means of Postal Ballot through remote electronic voting (“**remote e-voting**”) pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) [including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force] and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs inter-alia for conducting postal ballot through remote e-voting vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other related circulars including General Circular No. 03/2025 dated September 22, 2025 (“**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India (“**SS-2**”) and other applicable laws and regulations, if any:

- 1. To shift registered office of the Company from the “National Capital Territory of Delhi” to the “State of Maharashtra” and consequential amendment in Clause II of the Memorandum of Association of the Company.**

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice, is attached.

In compliance with the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company shall send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Company/ Registrar and Share Transfer Agent (“**RTA**”) or Depository/ Depository Participants as on Friday, June 12, 2026 (end of day) and physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business envelopes shall not be sent to members for this Postal Ballot. Accordingly, members are required to communicate their assent or dissent through the remote e-voting process only.

The Board of Directors of the Company, has appointed Mr. Devesh Kumar Vasisht (ICSI Membership No. F8488 / CP No. 13700) or failing him, Mr. Parveen Kumar (ICSI Membership No. F10315 / CP No. 13411), Partners, M/s. DPV & Associates LLP, Practicing Company Secretaries, Faridabad (FRN - L2021HR009500), as the Scrutinizer for conducting the Postal Ballot (through remote e-voting) process in a fair and transparent manner and they have communicated their willingness to be so appointed and will be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company has provided remote e-voting facility only for the postal ballot process. The Company has engaged the services of KFin Technologies Limited (“KFin”) to provide remote e-voting facility to its Members. Please refer to the instructions for remote e-voting given after the proposed resolution for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence from **Wednesday, June 17, 2026 at 09:00 A.M. (IST)** and end on **Thursday, July 16, 2026 at 05:00 P.M. (IST)** (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast votes through remote e-voting not later than the close of working hours at **05:00 P.M. (IST) on Thursday, July 16, 2026**.

Upon completion of remote e-voting, the Scrutinizer shall submit his report to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same. The results of postal ballot shall be announced on or before **Monday, July 20, 2026** (end of day), at the Registered and Corporate Office of the Company. The Voting Results along with the Scrutinizer’s Report would be submitted with the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. Additionally, the results will also be uploaded on the website of the Company at www.cleducate.com, and of the e-voting service provider- KFin at <https://evoting.kfintech.com>.

The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. July 16, 2026.

The members are requested to consider and, if thought fit, to pass the following resolutions:

SPECIAL BUSINESS:

Item No. 1:

To approve to the shifting of the Registered Office of the Company from the “National Capital Territory (NCT) of Delhi” to the “State of Maharashtra” and consequential amendment to the Clause II of the Memorandum of Association of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**) read with Rule 30 of Companies (Incorporation) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of the Central Government (power delegated to Regional Director) and/ or any authority(ies) as may be required/ prescribed from time to time, and subject to such other approvals, consents, permissions and sanctions of the appropriate authorities, institutions or bodies, persons, as may be required and on such conditions as may be imposed or prescribed by them while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **‘the Board’** which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the “National Capital Territory of Delhi” to the “State of Maharashtra” within the jurisdiction of the Registrar of Companies, Mumbai 1.

RESOLVED FURTHER THAT subject to confirmation/ approval and pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Act, the existing clause II of the Memorandum of Association of the Company be and is hereby substituted with the following clause:

“II. The Registered office of the Company will be situated in the State of Maharashtra.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred by the Board and as may be authorized by the Board in that behalf), be and is hereby authorized on behalf of the Company, to finalise the location of the Registered Office of the Company within the State of Maharashtra, and to take all such steps deemed necessary for obtaining all further approvals- statutory, contractual or otherwise, in relation to the afore-said matter and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to or in furtherance of the above resolutions, including but not restricted to appointing counsels, advisors, filing applications/ petitions, issuing notices, advertisements, obtaining orders for shifting of registered office from the concerned authorities and to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**By Order of the Board
For CL Educate Limited**

**Sd/-
Rachna Sharma
Company Secretary & Compliance Officer
Membership No.: A17780**

**Place: New Delhi
Date: June 12, 2026**

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('Act') setting out all material facts relating to the Special Business is annexed hereto.
2. In compliance with the MCA Circulars, SEBI Listing Regulations, SS-2, this Postal Ballot Notice along with explanatory statement ('Notice') and remote e-voting instructions are being sent only by e-mail to all those Members whose e-mail addresses are registered with the RTA or Depository/ Depository Participants ('DP') and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, June 12, 2026** (end of day). Members may note that this Notice shall also be available on Company's website, www.cleducate.com, Website of the Stock Exchanges (www.nseindia.com & www.bseindia.com) and Website of e-voting service provider, i.e., KFin at <https://evoting.kfintech.com>
3. In compliance with the requirements of the MCA Circulars, physical copy of this Notice, Postal Ballot Forms and pre-paid business envelopes will not be sent to the members for this postal ballot and accordingly, the members are required to communicate their assent or dissent through remote e-voting process only.
4. Voting rights of members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, June 12, 2026 (end of day) ('Cut-off date'). A person whose name is recorded in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date only shall be entitled to cast his/her vote through remote e-voting. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
5. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, Members are provided with the facility to cast their vote electronically through remote e-voting services provided by KFin. Instructions for remote e-voting are provided in the Notice.
6. Remote e-voting period shall commence on **Wednesday, June 17, 2026 at 09:00 A.M. (IST)** and end on **Thursday, July 16, 2026 at 05:00 P.M. (IST)** (both days inclusive). During this period, members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, June 12, 2026 (end of day) (including those members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/ Depository Participants), may cast their votes electronically in respect of the resolution as set-out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter.
7. During the remote e-voting period, members can login at KFin e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
8. The Scrutinizer shall, after conclusion of the voting period, prepare a report of the votes cast in favour and against the proposed resolutions, and submit the same to the Chairman of the Company. The Voting Results along with the Scrutinizer's Report, will be placed on the website of the Company at www.cleducate.com and of KFin at <https://evoting.kfintech.com> and will also be communicated to the stock exchanges within two working days from the last date of voting i.e. on or before **Monday, July 20, 2026** (end of day).

9. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. **July 16, 2026**.
10. Members may note that KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana is the RTA of the Company to manage all shares related work whether held in physical or dematerialized form.
11. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify the RTA about any change in their address and/ or bank mandate in respect of shares held in physical form and to their DPs in respect of shares held in dematerialized form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified. Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
12. Members holding shares in physical form and who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to Compliance Officer of the Company at compliance@cleducate.com or by sending a request to KFin (RTA) through e-mail at einward.ris@kfintech.com or contact at 1800-309-4001. Members holding shares in demat form are requested to register their e-mail address with their Depository Participants only. The registered e-mail address will be used for sending future communications.
13. SEBI vide its notifications dated June 8, 2018, November 30, 2018 and January 24, 2022, mandated that securities of listed companies can be transferred only in dematerialized form. Accordingly, the Company has stopped accepting any fresh request/ lodgement for transfer of shares in physical form including transmission and transposition requests. In view of the above and to avail various benefits of dematerialization, members holding shares in physical form are requested to dematerialize the shares held by them in physical form.
14. SEBI has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, e-mail ID, mobile number, bank account details) by holders of securities in physical form and nomination details by all security holders. Any service request or complaint received from a Member holding shares in physical form will not be processed until the aforesaid details/ documents are provided to the RTA. The relevant details and prescribed forms in this regard are available on website of the Company at <https://www.cleducate.com/investor-zone.html>.
15. The details of the process and manner for remote e-voting are explained herein below:





Login method for remote e-voting for Individual shareholders holding securities in demat mode:

Pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 pertaining to “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby facilitating not only seamless authentication but also ease and convenience of participating in the e-voting process.

Shareholders are advised to update their mobile number and email address with their DPs in order to access e-voting facility.

I. **Login method for Individual shareholders holding securities in demat mode is given below:**

Type of Shareholder	Login method
Individual shareholders holding securities in demat mode with NSDL	<p>A. User already registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser and type the URL: https://eservices.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider i.e., KFin and you will be re-directed to e-voting service provider’s website for casting your vote during the remote e-voting period. <p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS” tab or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser and type the URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the “Shareholder / Member” section. 2. A new screen will open. Enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider, i.e., KFin and you will be redirected to e-voting service provider’s website for casting your vote during the remote e-voting period. <p>D. NSDL Speede:</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

Type of Shareholder	Login method
	<p data-bbox="635 185 1161 219">NSDL Mobile App is available on</p> <div data-bbox="635 241 1161 293">  App Store  Google Play </div> <div data-bbox="683 315 842 454">  </div> <div data-bbox="959 315 1118 454">  </div>
<p data-bbox="320 477 587 607">Individual shareholders holding securities in demat mode with CDSL</p>	<p data-bbox="616 477 1262 510">A. Existing users who have opted for Easi / Easiest:</p> <ol data-bbox="616 544 1394 887" style="list-style-type: none"> <li data-bbox="616 544 1394 611">1. URL to login to Easi / Easiest: www.cdslindia.com and click on login icon and select New System Myeasi. <li data-bbox="616 645 1394 745">2. Shareholders can login through their existing User ID and password. Option will be made available to reach e-voting page without any further authentication. <li data-bbox="616 779 1394 887">3. After successful login on Easi / Easiest, the user will also be able to see the e-voting menu. The menu will have links of ESPs. Click on KFin to cast your vote. <p data-bbox="616 920 1201 954">B. Users who have not opted for Easi / Easiest:</p> <p data-bbox="647 987 1394 1122">Option to register for Easi / Easiest is available at www.cdslindia.com Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p data-bbox="616 1155 1169 1189">C. By visiting the e-voting website of CDSL:</p> <ol data-bbox="616 1223 1394 1559" style="list-style-type: none"> <li data-bbox="616 1223 1394 1391">1. The user can directly access e-voting page by providing demat account number and PAN number from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & email id as recorded in the demat account. <li data-bbox="616 1424 1394 1559">2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-voting service provider, i.e., KFin.
<p data-bbox="320 1597 587 1827">Individual shareholders (holding securities in demat mode) logging through their depository participants</p>	<ol data-bbox="616 1597 1394 2029" style="list-style-type: none"> <li data-bbox="616 1597 1394 1731">1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL / CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. <li data-bbox="616 1765 1394 1865">2. Once you click on e-voting option, you will be redirected to NSDL / CDSL depository site after successful authentication, wherein you can see e-voting feature. <li data-bbox="616 1899 1394 2029">3. Click on option available against Company name or e-voting service provider, i.e., KFin and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository, i.e., NSDL and CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call on toll free no.: 022 - 4886 7000.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 21 09911.

II. Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials, i.e., User ID and Password mentioned in your email. Your Folio No. / DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and Password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A - Z), one lower case (a - z), one numeric value (0 - 9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT, i.e., CL Educate Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the Cut-off date will appear. If you desire to cast all the votes assenting / dissenting to the resolution, enter all shares and click “FOR” / “AGAINST” as the case may be or partially in “FOR” and partially in “AGAINST”, but the total number in “FOR” and / or “AGAINST” taken together should not exceed your total shareholding as on the Cut-off date. You may also choose the option “ABSTAIN”, in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- x. Cast your votes by selecting an appropriate option and click on “SUBMIT”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution(s).
- xi. Corporate / Institutional members (i.e., other than Individuals, HUF, NRI, etc.) are required to send scanned image (PDF / JPG format) of certified true copy of relevant board resolution / authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who is / are authorised to vote, to the Scrutinizer through email at

dpv@dpvassociates.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLEL_EVENT No. 9810'

- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the "download" section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).
- xiii. A member need not use all his / her / its votes, nor does he / she / it need to cast all his / her / its votes in the same way.

In case of a member who hold shares and who had not registered their email id, as on the **Cut-off date, i.e., Friday, June 12, 2026** (end of day), may participate in the e-voting by registering their email id by following the instructions mentioned above. Post registration, such member may request for User ID and Password for e-voting by sending an email to einward.ris@kfintech.com through his / her registered email id to obtain the same.

For any queries / grievances, members may also reach out to Mr. Mohd. Mohsin Uddin - AVP, KFin at mohsin.mohd@kfintech.com / einward.ris@kfintech.com or Ms. Rachna Sharma - Company Secretary & Compliance Officer, at compliance@cleducate.com.

EXPLANATORY STATEMENT

Explanatory Statement relating to the business mentioned in Item No. 1 in the accompanying Postal Ballot Notice, pursuant to Section 102 of the Companies Act, 2013, is given below:

ITEM No. 1

Presently, the Registered Office of the Company is situated in the National Capital Territory (NCT) of Delhi. The Company proposes to shift its Registered Office from the NCT of Delhi to the State of Maharashtra, within the jurisdiction of the Registrar of Companies, Mumbai 1, with a view to achieving greater operational efficiency and aligning the Company's registered jurisdiction with its strategic growth plans. The proposed shift is expected and intended to facilitate streamlined decision-making, improved regulatory coordination, and administrative convenience.

The Board of Directors of the Company, by way of a Resolution passed by Circulation on June 05, 2026, has approved the shifting of Registered Office of the Company from the NCT of Delhi to the State of Maharashtra, subject to the approvals of the members and requisite statutory/ regulatory authorities.

The shifting of Registered Office from the NCT of Delhi to the State of Maharashtra is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of public, shareholders, creditors or employees in any manner, whatsoever.

Pursuant to the provisions of Sections 12, 13, 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force), shifting of the Registered Office from one State to another and consequential alteration of Clause II of the Memorandum of Association ('MOA') of the Company requires approval of the members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to the jurisdictional Regional Director).

Therefore, approval of the members is sought through Postal Ballot (through remote e-voting only) for shifting of the registered office of the Company from the NCT of Delhi to the State of Maharashtra and consequently, for altering Clause II of the MOA.

Draft copy of the revised MOA of the Company (with proposed change), resolutions passed by the Board of Directors in this regard and other allied documents, if any, being referred to in the Notice will also be available for inspection by the members at the Registered Office of the Company on all working days from the date of dispatch of this Notice upto the last date of remote e-voting. Members seeking to inspect such document(s) may send an e-mail to compliance@cleducate.com.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set-out at Item No. 1 for approval of the Members as a **Special Resolution**.

**By Order of the Board
For CL Educate Limited**

**Sd/-
Rachna Sharma
Company Secretary & Compliance Officer
Membership No.: A17780**

**Place: New Delhi
Date: June 12, 2026**