



To
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

To
Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra - Kurla Complex
Bandra (E), Mumbai – 400 051

**Scrip Code: 540403, Scrip Symbol: CLEDUCATE
ISIN: INE201M01029**

Sub: Minutes of the 29th Annual General Meeting (“AGM”) of CL Educate Limited (the “Company”)

Dear Ma’am/Sir(s),

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to our disclosures dated September 30, 2025 and October 02, 2025, please find enclosed herewith the minutes of the 29th AGM of the Company held on September 30, 2025.

The aforesaid information will also be hosted on the Company’s website at www.cleducate.com.

Kindly take the above details on record.

Thanking You
For CL Educate Limited

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

Place: New Delhi
Date: October 29, 2025

DATE OF ENTRY: October 29, 2025

MINUTES OF THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CL EDUCATE LIMITED ("COMPANY") HELD ON TUESDAY, SEPTEMBER 30, 2025 AT 10:00 A.M. (IST) THROUGH TWO-WAY VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") HOSTED AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-45 FIRST FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, NEW DELHI – 110044, INDIA

Meeting commenced at: 10:00 A.M.

Meeting concluded at: 10:57 A.M.

DIRECTORS PRESENT	
Mr. Satya Narayanan R	Chairman & Executive Director, Member of the Corporate Social Responsibility Committee
Mr. Gautam Puri	Vice Chairman & Managing Director, Member of the Audit Committee, Member of the Corporate Social Responsibility Committee, Member of the Stakeholders' Relationship Committee
Mr. Nikhil Mahajan	Executive Director & Group CEO Enterprise Business, Member of the Stakeholders' Relationship Committee
Mr. Girish Shivani	Non-Executive Independent Director, Chairman of the Audit Committee, Chairman of the Stakeholders' Relationship Committee, Member of the Nomination, Remuneration and Compensation Committee
Mr. Sanjay Tapriya	Non-Executive Independent Director, Chairman of the Nomination, Remuneration and Compensation Committee, Member of the Audit Committee
Mr. Imran Jafar	Non-Executive Non-Independent Director, Member of the Nomination, Remuneration and Compensation Committee
Mr. Yatrik Vin	Additional - Non-Executive Independent Director

IN ATTENDANCE	
Mr. Arjun Wadhwa	Chief Financial Officer (CFO)
Ms. Rachna Sharma	Company Secretary and Compliance Officer

AUDITORS	
Mr. Neeraj Goel	Partner, M/s. Walker Chandiok & Co. LLP, Chartered Accountants, Statutory Auditors
Mr. Varun Khanna	Director, M/s. Walker Chandiok & Co. LLP, Chartered Accountants, Statutory Auditors
Mr. Vishwanath	Designated Partner, M/s. Sharma and Trivedi LLP, Secretarial Auditor
Mr. Praveen Kaushik	Director, Value Square Advisors Private Limited, Internal Auditor



MEMBERS PRESENT:

S. No.	Attendance	No of Members	No. of Shares held as on Record Date	Percentage (%) to Paid-up Share Capital
1	Promoters and Promoter Group	09	2,18,53,972	40.30
2	Public	67	23,14,095	04.27
	Total	76	2,41,68,067	44.57

Mr. Satya Narayanan R, Chairman of the Board and Executive Director took the Chair and presided over the 29th Annual General Meeting (“AGM” or “Meeting”). Requisite quorum being present, the Chairman called the Meeting to order and extended a warm welcome to the Members present and attending the AGM. Mr. Satya Narayanan R introduced the Directors, Company officials, and representatives of the Statutory Auditor, Secretarial Auditor and Internal Auditor present at the Meeting to the Members and informed that the Chairpersons of the Audit Committee, Stakeholders’ Relationship Committee, Corporate Social Responsibility Committee and of the Nomination, Remuneration and Compensation Committee were present at the AGM. He further informed that Ms. Madhumita Ganguli and Mr. Piyush Sharma, Independent Directors, could not attend the Meeting.

Ms. Rachna Sharma, Company Secretary and Compliance Officer, apprised the Members of the procedural aspects of the Meeting. She informed that the Register of Directors and Key Managerial Personnel and their Shareholding, as well as the Register of Contracts or Arrangements in which Directors are interested and the Certificate received from the Secretarial Auditor of the Company with respect to the current ESOP Scheme of the Company being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 were kept open for inspection by the Members and the same were accessible throughout the continuance of the AGM.

Thereafter the Chairman Mr. Satya Narayanan R addressed the shareholders and delivered his speech highlighting the financial as well as business performance of the Company during the Financial Year 2024-25. Members were informed that the recording of the speech will be made available on the website of the Company immediately after the conclusion of the Meeting.

Ms. Rachna Sharma informed that the Company had provided remote e-voting facility to the shareholders in respect of all businesses mentioned in the notice convening the 29th AGM. The remote e-voting facility had been kept open from Thursday, September 25, 2025, 09:00 A.M. (IST) till Monday, September 29, 2025, 05.00 P.M. (IST). During this period, Members of the Company, holding shares as on the closing hours of business on the Cut-Off Date i.e., Tuesday, September 23, 2025, were able to cast their votes electronically. She further informed that facility for e-voting had also been made available at the AGM and the 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. She informed that Mr. Vishwanath, Designated Partner of M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), Company Secretaries, was appointed as the scrutinizer to scrutinise the e-voting process in a fair and transparent manner.

With the consent of the Chairman and the Members present, the Company Secretary took up the items on the agenda one by one for Members’ consideration. She informed that the shareholders interested in any particular resolution shall not vote on such resolutions. She read out the Agenda Items contained in the Notice convening the 29th AGM, along with the observations made by the Statutory Auditor on the Financial Statements in the Audit Report and the Board’s reply thereon.



The Chairman then opened the floor for the Question & Answer session and invited the shareholders who had registered themselves as speaker shareholders. The queries raised by the shareholders were suitably replied by the Chairman.

The Chairman then ordered voting on all the resolutions of ordinary and special businesses set out in items 1 to 12 of the Notice convening the 29th AGM and requested the Members present at the Meeting who had not already cast their votes through remote e-voting, and who were otherwise not barred from doing so, to cast their votes. The Members were informed that the e-voting facility would continue to be kept open 15 minutes after the conclusion of the AGM to enable the Members to cast their votes.

The Chairman informed that the combined results of remote e-voting and e-voting at the AGM shall be disseminated to the Stock Exchange(s) where the securities of the Company were listed within 2 working days from the conclusion of the AGM, after receipt of the Report of the Scrutinizer, in terms of the provisions of the Companies Act, 2013 read with the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will also be uploaded on the website of the Company www.cleducate.com and website of Kfin Technologies Ltd. <https://evoting.kfintech.com>.

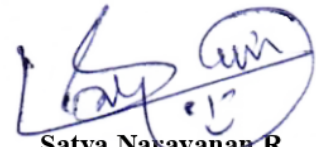
The Chairman requested the Company Secretary to annex the Scrutinizer's Report to the minutes of the Meeting as per clause 17.2.2.2 of the Secretarial Standard- 2.

VOTE OF THANKS:

Mr. Satya Narayanan R thanked the Shareholders, Directors, Company Officials, and the Auditors present at the Meeting and declared the 29th AGM of the Company as concluded at 10:57 A.M.

Date: October 29, 2025

Place: New Delhi



Satya Narayanan R
Chairman

Postscript:

On the basis of the Scrutinizer's Report received on October 01, 2025, it was confirmed that the following resolutions were duly passed with requisite majority by the shareholders with respect to the Ordinary and Special Businesses:

ORDINARY BUSINESSES:

1. Adoption of Audited Financial Statements for the Financial Year ended March 31, 2025:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, along with the Reports of the Statutory Auditor and Board of Directors thereon, be and are hereby considered, approved and adopted.”

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, along with the Report of the Statutory Auditor thereon, be and are hereby considered, approved and adopted.”

2. Re-appointment of Mr. Gautam Puri (DIN: 00033548), Vice Chairman and Managing Director, who retires by rotation, and being eligible offers himself for re-appointment:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), approval of the Members be and is hereby accorded to the re-appointment of **Mr. Gautam Puri (DIN:00033548)**, Vice-Chairman and Managing Director of the Company, who retires by rotation, and being eligible has offered himself for re-appointment.”

3. Re-appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No.: 001076N/N500013) as Statutory Auditor for second term of 5 (Five) years and fixation of their remuneration:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or reenactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded to the re-appointment of M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No.: 001076N/N500013), as the Statutory Auditor of the Company, for a second term of 5 (five) consecutive Financial Years, to carry out the Statutory Audit of the Company from Financial Year 2025-26 till Financial Year 2029-30, and to hold office from the conclusion of the 29th Annual General Meeting to be held in the year 2025 till the conclusion of the 34th Annual General Meeting to be held in the year 2030, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board and the Statutory Auditors.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board, which term shall include any Committee thereof, be and is hereby authorized, for and on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose with power to settle all questions, difficulties or doubts that may arise in regard to the implementation of the above resolution, including but not limited to determination of scope of work, negotiating, finalizing, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, or to avail such other services from the Statutory Auditors, as may be permitted by law, in order to fulfill any statutory requirements or other business purposes from time to time, on mutually agreed terms, without being required to seek any further consent or approval of the Shareholders of the Company.”



SPECIAL BUSINESSES:

4. Appointment of M/s. Sharma and Trivedi LLP, Company Secretaries (LLPIN: AAW- 6850) as Secretarial Auditor for a term of 5 (Five) Financial Years and fixation of their remuneration:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and other applicable laws (including any statutory modification(s) or amendment(s) or re-enactment (s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the appointment of M/s. Sharma and Trivedi LLP, Company Secretaries (LLPIN: AAW6850), as the Secretarial Auditor of the Company for a term of 5 (Five) consecutive Financial Years to carry out Secretarial Audit of the Company from Financial Year 2025-26 till Financial Year 2029-30, and to hold office from the conclusion of the 29th Annual General Meeting to be held in the year 2025 till the conclusion of the 34th Annual General Meeting to be held in the year 2030, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board and the Secretarial Auditors.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board, which term shall include any Committee thereof, be and is hereby authorized, for and on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose with power to settle all questions, difficulties or doubts that may arise in regard to implementation of the above resolution, including but not limited to determination of the scope of work, negotiating, finalizing, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, or to avail such other services from the Secretarial Auditors, as may be permitted by law, in order to fulfill any statutory requirements or other business purposes from time to time, on mutually agreed terms, without being required to seek any further consent or approval of the Shareholders of the Company.”

5. Ratification of remuneration payable to M/s Sunny Chhabra and Co. (Firm Registration Number: 101544), Cost Auditor of the Company, for the Financial Year 2025-26:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or reenactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, the Members hereby approve and ratify an annual remuneration of upto ` 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit on actual basis, payable to M/s. Sunny Chhabra and Co., Cost Accountants (Firm Registration No. 101544), who has been appointed as the Cost Auditor of the Company to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the Financial Year ending March 31, 2026, and authorize the Board of Directors to determine the actual payout within the afore-said limit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may deem necessary in relation to the above resolution, and to file the necessary



documents, forms, returns etc. with the Registrar of Companies or with any other Authority as may be required, for the purpose of giving effect to the above resolution.”

6. Re-appointment of Mr. Piyush Sharma (DIN: 08759840) as Non-Executive Independent Director for second term of 5 (Five) years:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder read with Schedule IV to the Act and in compliance with the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee and the Board of Directors, approval of the Members be and is hereby accorded to the reappointment of Mr. Piyush Sharma (DIN: 08759840) as a Non-Executive Independent Director on the Board of the Company, for a second term of 5 (five) consecutive years, commencing from July 17, 2025, up to July 16, 2030 (both days inclusive), whose office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may deem necessary in relation to the above resolution, and to file the necessary documents, forms, returns etc. with the Registrar of Companies or with any other Authority as may be required, for the purpose of giving effect to the above resolution.”

7. Appointment of Mr. Yatrik Vin (DIN: 07662795) as Non-Executive Independent Director for 5 (Five) years, and Remuneration payable to him:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder, read with Schedule IV to the Act, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, Mr. Yatrik Vin (DIN: 07662795), who, based on the recommendation of the Nomination, Remuneration and Compensation Committee, was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board of Directors on and with effect from August 07, 2025, be and is hereby appointed as a Non-Executive Independent Director of the Company, for a term of 5 (five) consecutive years commencing from August 07, 2025 up to August 06, 2030 (both days inclusive), whose office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the remuneration payable to Mr. Yatrik Vin as a Non-Executive Independent Director shall be governed by the resolution passed by the Members at the Annual General Meeting held on August 03, 2023, for so long as the said resolution remains in force, and thereafter in accordance with such approvals as may be accorded by the Members from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may deem necessary in relation to the above resolution, and to file the necessary documents, forms, returns etc. with the Registrar of Companies or with any other Authority as may be required, for the purpose of giving effect to the above resolution.”



8. Re-appointment of Mr. Satya Narayanan R (DIN: 00307326) as Chairman and Executive Director for a period of 3 (Three) years from April 01, 2026 to March 31, 2029, and overall maximum remuneration payable to him:

“RESOLVED THAT in pursuance of the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or reenactment(s) thereof for the time being in force), and based on the recommendation of the Nomination, Remuneration and Compensation Committee (“NRC Committee”), and the Board of Directors, and subject to such consents and permissions as may be required, approval of the Members be and is hereby accorded to the re-appointment of Mr. Satya Narayanan R (DIN: 00307326) as the Chairman and Whole Time Director (Category- Promoter, Executive Director) and a Whole-time Key Managerial Personnel [or such other designation which the Board may determine and deem fit to give in case of any amendment in the applicable legal framework in this regard] of the Company, for a period of 3 (three) years beginning April 01, 2026 till March 31, 2029, at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year contained in the aforesaid period of 3 (three) years) (**“Overall Maximum Remuneration”**) as is mentioned below, such that within the Overall Maximum Remuneration, the actual remuneration payable to Mr. Satya Narayanan R for any Financial Year would be determined by the Board of Directors based on the recommendation of the NRC Committee, with further authorization to the Board to fix, vary, amend or revise the other terms and conditions of the said re-appointment as may be mutually agreed between the Board of Directors and Mr. Satya Narayanan R in accordance with the provisions of the Act, without being required to seek any further consent or approval of the Shareholders of the Company.

Particulars	Mr. Satya Narayanan R
Fixed Salary	Upto Rs.15 Lakh per month
Performance Linked Incentive (Variable Salary)	Upto 12 months’ of the Fixed Salary stated above
Other Payables	1. Contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. 2. Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service. 3. Encashment of leave at the end of tenure (i.e. at the time of separation from the Company). 4. Provision of Car for official purposes, as well as provision of telephone/ internet at residence. 5. Medical Insurance Premium as per the Company’s Policy.

RESOLVED FURTHER THAT within the Overall Maximum Remuneration limits stated above, the remuneration payable to Mr. Satya Narayanan R may be disbursed either in Indian Rupees (INR) from the Indian operations of the Company, or in foreign currency from any of the Company’s international operations, or from any of its Subsidiaries, Indian or abroad, or partly from one entity and partly from another, to the extent permitted under applicable laws and/or visa/immigration requirements, as may be deemed appropriate by the Board of Directors of the Company in its absolute discretion, based on the recommendation of the NRC Committee.

RESOLVED FURTHER THAT in addition to the aforesaid remuneration, Mr. Satya Narayanan R shall also be entitled to receive sitting fees for attending meetings of the Board or its Committees, or for any other purpose whatsoever, as may be determined by the Board of Directors from time to time, in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may deem necessary in relation to the above resolutions, and to file the necessary documents, forms, returns etc. with the Registrar of Companies or with any other Authority as may be required, for the purpose of giving effect to the above resolutions.”

9. Re-appointment of Mr. Gautam Puri (DIN: 00033548), as Vice Chairman and Managing Director for a period of 3 (Three) years from April 01, 2026 to March 31, 2029 and overall maximum remuneration payable to him:

“**RESOLVED THAT** in pursuance of the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or reenactment(s) thereof for the time being in force), and based on the recommendation of the Nomination, Remuneration and Compensation Committee (“NRC Committee”), and the Board of Directors, and subject to such consents and permissions as may be required, approval of the Members be and is hereby accorded to the re-appointment of Mr. Gautam Puri (DIN: 00033548), as the Vice- Chairman and Managing Director (Category- Promoter, Executive Director) and a Whole-time Key Managerial Personnel [or such other designation which the Board may determine and deem fit to give in case of any amendment in the applicable legal framework in this regard] of the Company, for a period of 3 (three) years beginning April 01, 2026 till March 31, 2029, at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year contained in the aforesaid period of 3 (three) years) (“**Overall Maximum Remuneration**”) as is mentioned below, such that within such Overall Maximum Remuneration, the actual remuneration payable to Mr. Gautam Puri for any Financial Year would be determined by the Board of Directors based on the recommendation of the NRC Committee, with further authorization to the Board to fix, vary, amend or revise the other terms and conditions of the said re-appointment as may be mutually agreed between the Board of Directors and Mr. Gautam Puri, in accordance with the provisions of the Act without being required to seek any further consent or approval of the Shareholders of the Company.

Particulars	Mr. Gautam Puri
Fixed Salary	Upto Rs.15 Lakh per month
Performance Linked Incentive (Variable Salary)	Upto 12 months’ of the Fixed Salary stated above
Other Payables	1. Contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. 2. Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service. 3. Encashment of leave at the end of tenure (i.e. at the time of separation

	from the Company).
	4. Provision of Car for official purposes, as well as provision of telephone/ internet at residence.
	5. Medical Insurance Premium as per the Company's Policy.

RESOLVED FURTHER THAT within the Overall Maximum Remuneration limits stated above, the remuneration payable to Mr. Gautam Puri may be disbursed either in Indian Rupees (INR) from the Indian operations of the Company, or in foreign currency from any of the Company's international operations, or from any of its Subsidiaries, Indian or abroad, or partly from one entity and partly from another, to the extent permitted under applicable laws and/or visa/immigration requirements, as may be deemed appropriate by the Board of Directors of the Company in its absolute discretion, based on the recommendation of the NRC Committee.

RESOLVED FURTHER THAT in addition to the aforesaid remuneration, Mr. Gautam Puri shall also be entitled to receive sitting fees for attending meetings of the Board or its Committees, or for any other purpose whatsoever, as may be determined by the Board of Directors from time to time, in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may deem necessary in relation to the above resolutions, and to file the necessary documents, forms, returns etc. with the Registrar of Companies or with any other Authority as may be required, for the purpose of giving effect to the above resolutions.”

10. Re-appointment of Mr. Nikhil Mahajan (DIN: 00033404) as Executive Director and Group CEO- Enterprise Business for a period of 3 (three) years from April 01, 2026 to March 31, 2029, and overall maximum remuneration payable to him:

“**RESOLVED THAT** in pursuance of the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or reenactment(s) thereof for the time being in force), and based on the recommendation of the Nomination, Remuneration and Compensation Committee (“NRC Committee”) and the Board of Directors, and subject to such consents and permissions as may be required, approval of the Members be and is hereby accorded to the re-appointment of Mr. Nikhil Mahajan (DIN: 00033404) as the Executive Director and Group CEO – Enterprise Business and a Whole-time Key Managerial Personnel [or by such other designation as may be determined by the Board of Directors in the event of any amendment in the applicable legal framework] of the Company, for a further period of 3 (three) years commencing from April 1, 2026 and ending on March 31, 2029, at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year contained in the aforesaid period of 3 (three) years) (“**Overall Maximum Remuneration**”) as is set out below, such that within the Overall Maximum Remuneration, the actual remuneration payable to Mr. Nikhil Mahajan for any Financial Year would be determined by the Board of Directors based on the recommendation of the NRC Committee, with further authorization to the Board to fix, vary, amend or revise the other terms and conditions of the said re-appointment as may be mutually agreed between the Board of Directors and Mr. Nikhil Mahajan in accordance with the provisions of the Act, without being required to seek any further consent or approval of the Shareholders of the Company.

Particulars	Mr. Nikhil Mahajan
Fixed Salary	Upto USD 17,215 per month
Performance Linked Incentive (Variable Salary)	Upto 12 months' of the Fixed Salary stated above
Other Payables	1. Contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. 2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service. 3. Encashment of leave at the end of tenure (i.e. at the time of separation from the Company). 4. Provision of Car for official purposes, as well as provision of telephone/ internet at residence. 5. Medical Insurance Premium as per the Company's Policy.

RESOLVED FURTHER THAT other terms and conditions of the Deputation of Mr. Nikhil Mahajan to Kestone CL US Limited, wholly owned subsidiary of the Company based in the USA, shall continue to be governed by the resolution passed by the Members at the Annual General Meeting held on August 03, 2023.

RESOLVED FURTHER THAT within the Overall Maximum Remuneration limits stated above, the remuneration payable to Mr. Nikhil Mahajan may be disbursed either in Indian Rupees (INR) from the Indian operations of the Company, or in foreign currency from any of the Company's international operations, or from any of its Subsidiaries, Indian or abroad, or partly from one entity and partly from another, to the extent permitted under applicable laws and/or visa/immigration requirements, as may be deemed appropriate by the Board of Directors of the Company in its absolute discretion, based on the recommendation of the NRC Committee.

RESOLVED FURTHER THAT in addition to the aforesaid remuneration, Mr. Nikhil Mahajan shall also be entitled to receive sitting fees for attending meetings of the Board or its Committees, or for any other purpose whatsoever, as may be determined by the Board of Directors from time to time, in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may deem necessary in relation to the above resolutions, and to file the necessary documents, forms, returns etc. with the Registrar of Companies or with any other Authority as may be required, for the purpose of giving effect to the above resolutions."

11. Renewal of the term of the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' ("CL ESOP Plan 2014"):

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Nomination, Remuneration and Compensation Committee and the Board

of Directors, and subject to such consents and permissions as may be required, and in partial modification of the Special Resolution passed by the Members at the Annual General Meeting held on September 07, 2021 extending the term of the Amended and Restated Career Launcher Employee Stock Options Plan 2014 ("CL ESOP Plan 2014" or the "Plan") ["Shareholders' Resolution 2021"], the Members hereby accord their approval to renew/ extend the term of the CL ESOP Plan 2014 to remain in force until all options available for grant thereunder have been duly granted, and to amend the relevant Articles and Clauses of the CL ESOP Plan 2014 to the limited extent stated above.

RESOLVED FURTHER THAT all other terms and conditions of the CL ESOP Plan 2014 as approved by the Members through Shareholders' Resolution 2021 shall remain unchanged.

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, including the Nomination, Remuneration and Compensation Committee, or any person(s) duly authorized by the Board in this regard) be and is hereby authorized to do all such acts, deeds, matters and things, and to settle any questions, difficulties or doubts that may arise in connection with the implementation of this resolution, including but not limited to the making of requisite filings with any statutory/regulatory authority, and to execute all such documents, instruments and writings as may be deemed necessary, proper or expedient to give effect to the above resolutions."

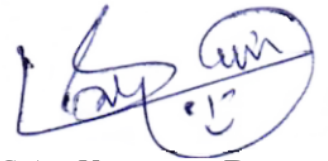
12. Increase Company's limit for making investment in securities, giving loans/ guarantees or providing security to any other body corporate or person, under Section 186 of the Companies Act, 2013:

"RESOLVED THAT in supersession to the earlier resolution passed by the Members at the Annual General Meeting of the Company held on September 28, 2019, and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions, as may be necessary, and in accordance with the Articles of Association of the Company and all other provisions of applicable laws, the Members hereby authorise and empower the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to acquire by way of subscription, purchase or otherwise, the securities of any body corporate and/or to give any loan to any person or other body corporate, and/or to give any guarantee or provide security in connection with a loan to any other body corporate or a person, for and on behalf of the Company, in one or more tranches, so however that the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be so made or given by the Board, [excluding the loans, guarantees etc provided by the company to its wholly owned subsidiary company or a joint venture company, and the acquisition made by the Company in the securities of its wholly owned subsidiary company] would collectively not exceed ` 1,000 Crore (Rupees One Thousand Crore) or the applicable limits under sub-section (2) of Section 186 of the Act, whichever is higher.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may deem necessary in relation to the above resolution, and to file the necessary documents, forms, returns etc. with the Registrar of Companies or with any other Authority as may be required, for the purpose of giving effect to the above resolution."



Date: October 29, 2025
Place: New Delhi

A handwritten signature in blue ink, consisting of stylized cursive letters and a circular flourish on the right side.

Satya Narayanan R
Chairman

SHARMA AND TRIVEDI LLP

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REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015] (as amended)]

01st October, 2025

To,
The Chairman
CL Educate Limited
CIN: L74899DL1996PLC425162
A-45, First Floor, Mohan Cooperative
Industrial Estate, New Delhi – 110044

29th (Twenty-Ninth) Annual General Meeting (“AGM”) of the shareholders of CL Educate Limited, (CIN: L74899DL1996PLC425162) held on Tuesday, September 30, 2025 at 10.00 A.M. (IST) through Video Conferencing/ Other Audio-Visual Means.

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 electronic voting at the 29th Annual General Meeting (“AGM”) of CL Educate Limited, held on Tuesday, September 30, 2025 at 10:00 a.m. (IST) through Video Conferencing/ Other Audio-Visual Means

I, Vishwanath, Practising Company Secretary (ACS:14521; CP:25099) and Designated Partner of 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 07, 2025, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015), to scrutinize and report on the electronic voting (‘remote e-voting’) and the voting by use of electronic means by the shareholders of the Company in respect of the resolutions passed at the 29th (Twenty-Ninth) Annual General Meeting of the shareholders of the Company held on Tuesday, September 30, 2025 at 10.00 A.M. (IST) through Video Conferencing/ Other Audio-Visual Means) (VC/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 electronic voting (e-voting) at the Annual General Meeting on the resolutions proposed in the notice of the 29th 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 at the Annual General Meeting is conducted in a fair and transparent manner and submit to the Chairman, the consolidated Scrutinizer’s Report of the total votes cast in favor or against, if any, to the Chairperson on the resolutions, based on the report generated electronically.



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: 2 :

2. As per the Notice of 29th 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 September 07, 2025 in Financial Express (English edition) and Dainik Bhaskar (Hindi edition), the remote e-voting commenced from 9.00 a.m. (IST) on Thursday, September 25, 2025 and ends at 05:00 p.m. (IST) on Monday, September 29, 2025.
3. The shareholders holding the Equity Shares of the Company as on Tuesday, September 23, 2025 viz. the "**cut-off date**", were entitled to vote on the resolutions stated in the Notice of the 29th Annual General Meeting of the Company.
4. The Notice of AGM dated August 07, 2025 along with Explanatory Statement under Section 102 of the Act setting out material facts, was sent to the shareholders in respect of the below mentioned resolutions for passing at the AGM of the Company through 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, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, General Circular No.09/2023 dated September 25, 2023 and General Circular No.09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (SEBI) 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, SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/ 62 dated May 13, 2022, SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (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 cast their vote earlier through remote e-voting.
6. We have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the e-voting system of KFin Technologies Limited and the summary of the e-voting process is as follows:



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: 3 :

ORDINARY BUSINESS:

Resolution No.1: Ordinary Resolution

Adoption of Audited Financial Statements for the Financial Year ended March 31, 2025:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	132	3,34,76,460	99.99
Remote e-voting at AGM	1	2,718	0.01
Total	133	3,34,79,178	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	410	100.00
Remote e-voting at AGM	--	--	--
Total	24	410	100.00

(iii) **Invalid** votes:

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

Summary of Total valid votes for Resolution No.1

Particulars	Number of valid votes cast	% of total number of valid votes cast
Votes in favour	3,34,79,178	99.999
Votes against	410	0.001
Total	3,34,79,588	100.000

Note:

- a) *1 (One) folio holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.*
- b) *Based on the aforesaid result, we report that the aforesaid Ordinary Resolution at Item No.1, as contained in the Notice of AGM dated August 07, 2025 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.*

...4



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: 4 :

Resolution No.2: Ordinary Resolution

Re-appointment of Mr. Gautam Puri (DIN:00033548), Vice Chairman and Managing Director, who retires by rotation, and being eligible offers himself for re-appointment:

(i) Voted in favour of the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	129	2,37,93,288	99.99
Remote e-voting at AGM	1	2,718	0.01
Total	130	2,37,96,006	100.00

(ii) Voted against the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	410	100.00
Remote e-voting at AGM	--	--	--
Total	24	410	100.00

(iii) Invalid votes:

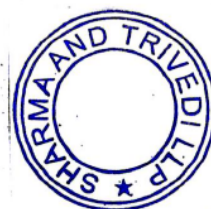
Total Number of shareholders whose votes were declared invalid	Total number of votes cast by them
3	96,83,172

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	2,37,96,006	99.998
Votes against	410	0.002
Total	2,37,96,416	100.000

Note;

- 1 (One) folio holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.
- Based on the aforesaid result, we report that the aforesaid Ordinary Resolution at Item No.2, as contained in the Notice of AGM dated August 07, 2025 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.



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: 5 :

Resolution No.3: Ordinary Resolution

Re-appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No.: 001076N/N500013) as Statutory Auditor for second term of 5 (Five) years and fixation of their remuneration:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	132	3,34,76,460	99.99
Remote e-voting at AGM	1	2,718	0.01
Total	133	3,34,79,178	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	410	100.00
Remote e-voting at AGM	--	--	--
Total	24	410	100.00

(iii) **Invalid votes:**

Total Number of shareholders 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	3,34,79,178	99.999
Votes against	410	0.001
Total	3,34,79,588	100.000

Note:

- 1 (One) folio holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.*
- Based on the aforesaid result, we report that the aforesaid Ordinary Resolution at Item No.3, as contained in the Notice of AGM dated August 07, 2025 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.*



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: 6 :

SPECIAL BUSINESS:

Resolution No.4: Ordinary Resolution

Appointment of M/s. Sharma and Trivedi LLP, Company Secretaries (LLPIN: AAW-6850) as Secretarial Auditor for a term of 5 (Five) Financial Years and fixation of their remuneration:

(i) Voted in favour of the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	132	3,34,76,460	99.99
Remote e-voting at AGM	1	2,718	0.01
Total	133	3,34,79,178	100.00

(ii) Voted against the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	410	100.00
Remote e-voting at AGM	--	--	--
Total	24	410	100.00

(iii) Invalid votes:

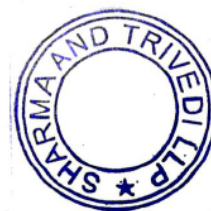
Total Number of shareholders whose votes were declared invalid	Total number of votes cast by them
--	--

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	3,34,79,178	99.999
Votes against	410	0.001
Total	3,34,79,588	100.000

Note:

- 1 (One) folio holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.*
- Based on the aforesaid result, we report that the aforesaid Ordinary Resolution at Item No.4, as contained in the Notice of AGM dated August 07, 2025 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.*



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: 7 :

Resolution No.5: Ordinary Resolution

Ratification of remuneration payable to M/s Sunny Chhabra and Co. (Firm Registration Number: 101544), Cost Auditor of the Company, for the Financial Year 2025-26:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	132	3,34,76,460	99.99
Remote e-voting at AGM	1	2,718	0.01
Total	133	3,34,79,178	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	410	100.00
Remote e-voting at AGM	--	--	--
Total	24	410	100.00

(iii) Invalid votes:

Total Number of shareholders 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	3,34,79,178	99.999
Votes against	410	0.001
Total	3,34,79,588	100.000

Note:

- a) *1 (One) folio holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.*
- b) *Based on the aforesaid result, we report that the aforesaid Ordinary Resolution at Item No.5, as contained in the Notice of AGM dated August 07, 2025 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.*



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: 8 :

Resolution No.6: Special Resolution

Re-appointment of Mr. Piyush Sharma (DIN:08759840) as Non-Executive Independent Director for second term of 5 (Five) years:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	131	3,34,76,260	99.99
Remote e-voting at AGM	1	2,718	0.01
Total	132	3,34,78,978	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	25	610	100.00
Remote e-voting at AGM	--	--	--
Total	25	610	100.00

(iii) **Invalid** votes:

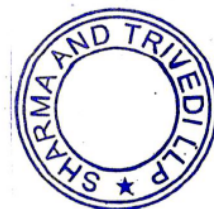
Total Number of shareholders whose votes were declared invalid	Total number of votes cast by them
--	--

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	3,34,78,978	99.998
Votes against	610	0.002
Total	3,34,79,588	100.000

Note:

- 1 (One) folio holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.*
- Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No.6, as contained in the Notice of AGM dated August 07, 2025 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.*



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: 9 :

Resolution No.7: Special Resolution

Appointment of Mr. Yatrik Vin (DIN: 07662795) as Non-Executive Independent Director for 5 (Five) years, and Remuneration payable to him:

(i) Voted in favour of the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	131	3,34,76,260	99.99
Remote e-voting at AGM	1	2,718	0.01
Total	132	3,34,78,978	100.00

(ii) Voted against the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	25	610	100.00
Remote e-voting at AGM	--	--	--
Total	25	610	100.00

(iii) Invalid votes:

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

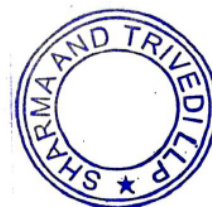
Summary of Total valid votes for Resolution No.7

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	3,34,78,978	99.998
Votes against	610	0.002
Total	3,34,79,588	100.000

Note:

- 1 (One) folio holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.*
- Based on the aforesaid result, we report that the aforesaid Special Resolution at Item No. 7, as contained in the Notice of AGM dated August 07, 2025 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.*

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: 10 :

Resolution No.8: Special Resolution

Re-appointment of Mr. Satya Narayanan R (DIN: 00307326) as Chairman and Executive Director for a period of 3 (Three) years from April 01, 2026 to March 31, 2029, and overall maximum remuneration payable to him:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	129	2,35,16,428	99.99
Remote e-voting at AGM	1	2,718	0.01
Total	130	2,35,19,146	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	25	610	100.00
Remote e-voting at AGM	--	--	--
Total	25	610	100.00

(iii) Invalid votes:

Total Number of shareholders whose votes were declared invalid	Total number of votes cast by them
2	99,59,832

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	2,35,19,146	99.997
Votes against	610	0.003
Total	2,35,19,756	100.000

Note:

- 1 (One) folio holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.*
- Based on the aforesaid result, we report that the aforesaid Special Resolution at Item No.8, as contained in the Notice of AGM dated August 07, 2025 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.*



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: 11 :

Resolution No.9: Special Resolution

Re-appointment of Mr. Gautam Puri (DIN: 00033548), as Vice Chairman and Managing Director for a period of 3 (Three) years from April 01, 2026 to March 31, 2029 and overall maximum remuneration payable to him:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	128	2,37,93,088	99.99
Remote e-voting at AGM	1	2,718	0.01
Total	129	2,37,95,806	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	25	610	100.00
Remote e-voting at AGM	--	--	--
Total	25	610	100.00

(iii) Invalid votes:

Total Number of shareholders whose votes were declared invalid	Total number of votes cast by them
3	96,83,172

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	2,37,95,806	99.997
Votes against	610	0.003
Total	2,37,96,416	100.000

Note:

- 1 (One) follo holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.*
- Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No.9, as contained in the Notice of AGM dated August 07, 2025 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.*



SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000
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Mulund (W), Mumbai – 400 080
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

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Resolution No.10: Special Resolution

Re-appointment of Mr. Nikhil Mahajan (DIN: 00033404) as Executive Director and Group CEO- Enterprise Business for a period of 3 (three) years from April 01, 2026 to March 31, 2029, and overall maximum remuneration payable to him:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	130	3,33,44,792	99.992
Remote e-voting at AGM	1	2,718	0.008
Total	131	3,33,47,510	100.000

(ii) Voted **against** the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	25	610	100.00
Remote e-voting at AGM	--	--	--
Total	25	610	100.00

(iii) Invalid votes:

Total Number of shareholders whose votes were declared invalid	Total number of votes cast by them
1	1,31,468

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	3,33,47,510	99.998
Votes against	610	0.002
Total	3,33,48,120	100.000

Note:

- 1 (One) folio holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.*
- Based on the aforesaid result, we report that the aforesaid Special Resolution at Item No.10, as contained in the Notice of AGM dated August 07, 2025 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013,*



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: 13 :

Resolution No.11: Special Resolution

Renewal of the term of the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' ("CL ESOP Plan 2014"):

(i) Voted **in favour** of the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	132	3,34,76,460	99.99
Remote e-voting at AGM	1	2,718	0.01
Total	133	3,34,79,178	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	410	100.00
Remote e-voting at AGM	--	--	--
Total	24	410	100.00

(iii) **Invalid** votes:

Total Number of shareholders 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 cast by them	% of total number of valid votes cast
Votes in favour	3,34,79,178	99.999
Votes against	410	0.001
Total	3,34,79,588	100.000

Note:

- a) *1 (One) folio holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.*
- b) *Based on the aforesaid result, we report that the aforesaid Special Resolution at Item No.11, as contained in the Notice of AGM dated August 07, 2025 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.*



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: 14 :

Resolution No.12: Special Resolution

Increase Company's limit for making investment in securities, giving loans/ guarantees or providing security to any other body corporate or person, under Section 186 of the Companies Act, 2013:

(i) Voted **in favour** of the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	131	3,34,76,260	99.99
Remote e-voting at AGM	1	2,718	0.01
Total	132	3,34,78,978	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	25	610	100.00
Remote e-voting at AGM	--	--	--
Total	25	610	100.00

(iii) Invalid votes:

Total Number of shareholders 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 cast by them	% of total number of valid votes cast
Votes in favour	3,34,78,978	99.999
Votes against	610	0.001
Total	3,34,79,588	100.000

Note:

- c) *1 (One) folio holding 116 Equity Shares of face value of Rs.5/- each of the Company, abstained from voting in the above resolution.*
- d) *Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No.12, as contained in the Notice of AGM dated August 07, 2025 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.*



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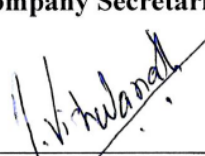
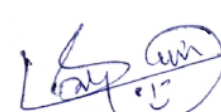
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

: 15 :

7. All relevant records of voting are available only in the electronic format and there was no physical voting.

Thanking You,

Yours Faithfully,

For Sharma and Trivedi LLP Company Secretaries  Vishwanath Designated Partner ACS:14521; CP: 25099 UDIN: A014521G001418871 	Counter signed For CL Educate Limited  Satya Narayanan R Chairman & Executive Director DIN: 00307326 
Witness 1: Name: Mr. Chetan Umesh Takle Son of: Mr. Umesh Takle Address: C/o. Sharma and Trivedi LLP C-316, Avior Corporate Park L.B.S. Marg, Mulund West, Mumbai – 400 080 Occupation: Service Signature: 	Witness 2: Name: Mr. Mahesh Janu Salpe Son of: Mr. Janu Salpe Address: C/o. Sharma and Trivedi LLP C-316, Avior Corporate Park L.B.S. Marg, Mulund West, Mumbai – 400 080 Occupation: Service Signature: 