

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:- INE201M01011

- Subject:**
- i) Combined Voting Results of the business transacted at the National Company law Tribunal ("NCLT") convened meeting of Equity Shareholders of CL Educate Limited ("the Company") held on Saturday, February 01, 2020;**
 - ii) Combined Voting Result, pursuant to Securities Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10.2017 ("SEBI Circular"); and**
 - iii) Scrutinizer's report dated February 01, 2020 on the business transacted at the NCLT convened meeting of Equity Shareholders of CL Educate Limited ("the Company") held on Saturday, February 01, 2020**

Dear Sir / Madam,

Further to our intimation dated February 01, 2020, we hereby submit the Voting Results of the meeting of Equity Shareholders of CL Educate Limited convened and held on Saturday, February 01, 2020 at 10:00 A.M. as per the directions of the Hon'ble Tribunal for approving with or without modification(s), the proposed Scheme of Arrangement of Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited with CL Educate Limited and their respective Shareholders and Creditors (hereinafter referred to as the 'Scheme').

Further, in terms of the SEBI Circular, the Scheme is also required to be approved by the Public Shareholders of the Company and accordingly, voting by Public Shareholders of the company has been carried out through e-voting and physical voting at the venue of the meeting to the Scheme. In this regard, the report (without accompanying annexures) issued by the scrutinizer appointed for the NCLT convened Meeting, is also submitted.

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following disclosures:

1. In terms of Companies Act, 2013 and NCLT Order - Voting results of equity shareholders of the business transacted through (i) e-voting; and (ii) physical voting at the venue of the meeting - Annexure A;



2. In terms of the SEBI Circular - Voting results of the public shareholders through (i) e-voting; and (ii) physical voting at the venue of the meeting - Annexure B; and
3. Scrutinizer's report dated February 01, 2020 on the NCLT convened meeting of Equity Shareholders of the Company held on Saturday, February 01, 2020 – Annexure C.


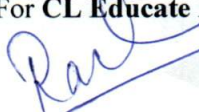
The proposed resolution approving the Scheme was passed by the requisite majority by Equity Shareholders of the Company as required by the NCLT Order and SEBI Circular (majority of Public Shareholders).

The above reports are also being uploaded on the Company's website (www.cleducate.com).

Kindly take the same on record.

Thanking you,

Yours truly,
For **CL Educate Limited**



Rachna Sharma
Company Secretary & Compliance Officer
M. No. A17780

Place: Faridabad
Date: February 01, 2020

Encls: as above

Annexure A

CL EDUCATE LIMITED	
Details of poll at tribunal convened meeting of equity shareholders and e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of the NCLT Meeting	01-Feb-20
Total number of shareholders on record date	20117
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	17
Public:	85
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	Special- To approve the proposed Scheme of Arrangement "Scheme among Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited Collectively referred to as the "Amalgamating Companies with CL Educate Limited Amalgamated Company or "Company and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,832,918	6,813,612	99.7175	6,813,612	0	100.0000	0.0000
	Poll		10,172	0.1489	10,172	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,823,784	99.8664	6,823,784	0	100.0000	0.0000
Public- Institutions	E-Voting	2,635,878	2,402,288	91.1381	2,402,288	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,402,288	91.1381	2,402,288	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4,696,882	2,200,234	46.8446	2,200,113	121	99.9945	0.0054
	Poll		9,843	0.2096	9,843	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,210,077	47.0542	2,209,956	121	99.9945	0.0055
Total		14,165,678	11,436,149	80.7314	11,436,028	121	99.9989	0.0011



Annexure B

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Pursuant to Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 (SEBI Circular) results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
CL EDUCATE LIMITED	
Details of poll at tribunal convened meeting of equity shareholders and e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of the NCLT Meeting	01-Feb-20
Total number of shareholders on record date	20117
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	17
Public:	85
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	To approve the proposed Scheme of Arrangement "Scheme among Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited Collectively referred to as the "Amalgamating Companies with CL Educate Limited Amalgamated Company or "Company and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Public- Institutions	E-Voting	2,635,878	2,402,288	91.1381	2,402,288	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,402,288	91.1381	2,402,288	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4,696,882	2,200,234	46.8446	2,200,113	121	99.9945	0.0054
	Poll		9,843	0.2096	9,843	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,210,077	47.0542	2,209,956	121	99.9945	0.0055
Total		14,165,678	4,612,365	32.5601	4,612,244	121	99.9974	0.0026



REPORT OF SCRUTINIZER

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,


- a) **Mr. Pushkar Sood**, Advocate
Chairperson appointed by the National Company Law Tribunal, Chandigarh Bench at Chandigarh
- b) **Mr. Shashi Pratap Singh**, Advocate
Alternate Chairperson appointed by the National Company Law Tribunal, Chandigarh Bench at Chandigarh

Subject: Tribunal convened meeting of the Equity Shareholders of CL Educate Limited, pursuant to the order dated December 11, 2019 under Section 230(1) of the Companies Act, 2013 in Company Application No. CA (CAA) No. 39/ Chd/ Hry/ 2019

Respected Sirs,

I, Nitin Kumar, Company Secretary in whole time practice (Membership No. FCS 9974, CP 14116), have been appointed as the Scrutinizer by the National Company Law Tribunal, Chandigarh Bench at Chandigarh ("NCLT") pursuant to its order dated December 11, 2019 (hereinafter referred to as the "Order") for the purpose of conducting and scrutinizing the voting process in a fair and transparent manner at the meeting of the equity shareholders of CL Educate Limited (the "Amalgamated Company") held on Saturday, February 1, 2020 at 10.00 A.M. at Magpie Tourist Complex, Mathura Road, Sector 16A, Faridabad, Haryana 121001, in terms of applicable provisions of Companies Act, 2013 ("Act") read with applicable rules made thereunder and other applicable laws (including the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations"), seeking approval of the equity shareholders of the Amalgamated Company to the proposed Scheme of Arrangement of Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited with CL Educate Limited and their respective Shareholders and Creditors (hereinafter referred to as the 'Scheme' or 'Scheme of Arrangement') on the below mentioned resolution:

"RESOLVED THAT, pursuant to the provisions of Sections 230 to 232 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013 ("Act"), the applicable rules, circulars and notifications made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the provisions of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as



amended from time to time, issued by the Securities and Exchange Board of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the observation letters, both dated June 04, 2019, issued by BSE Limited and the National Stock Exchange of India Limited, and subject to the provisions of the memorandum of association and the articles of association of CL Educate Limited ("Amalgamated Company") and subject to the approval of the Chandigarh Bench of the Hon'ble National Company Law Tribunal at Chandigarh ("Tribunal") and subject to such other approvals, permissions and sanctions of any regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Amalgamated Company, the Scheme of Arrangement among the Amalgamated Company and Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and Section 66 and other applicable provisions of the Act ("Scheme") as enclosed to the notice of the Tribunal convened meeting of the Equity Shareholders of the Amalgamated Company and placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the preceding resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments limitations and/ or conditions, if any, which may be required and/ or imposed by the Tribunal while sanctioning the Scheme or by any authorities under applicable law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise"

I do hereby submit my report as under:

1. That the Amalgamated Company completed the dispatch of the notice of the meeting to the equity shareholders of the Amalgamated Company on December 26, 2019 along with the relevant annexures, attendance slip and proxy forms and other documents, through registered post to all those equity shareholders who had not registered their email ID's with the Amalgamated Company and to whom emails were not delivered at their last known addresses, as available with the Amalgamated Company and / or depository participants (6,154 out of 20,117 equity shareholders as on December 6, 2019) and electronically by email to those equity shareholders who had registered their email ID's with the Amalgamated Company and / or the depository participants (13,963 out of 20,117 equity shareholders as on December 6, 2019) whose names appeared in the list of beneficial owners, as received from KFin Technologies Private Limited as on December 6, 2019 ("**Cut-off date**");
2. The equity shareholders of the Amalgamated Company holding equity shares as on Cut-off date were entitled to vote on the resolution as contained in the notice of the meeting (through e-voting or polling paper at the venue of the meeting). The total paid-up equity share capital of the Amalgamated Company as on Cutoff date was INR 14,16,56,780 divided into 1,41,65,678 equity shares of INR 10 each;
3. The Amalgamated Company published advertisements in relation to the Meeting on December 29, 2019 in "*Financial Express*" (English) and on December 29, 2019 in "*Dainik Bhaskar*" (Hindi) in compliance with the directions of the Order;



4. The Amalgamated Company had provided the equity shareholders with the facility of casting their vote by way of e-voting using facility through KFin Technologies Private Limited ("KFin") and voting by way of polling papers at the meeting for the shareholders attending the meeting (in person or by proxy or through authorised representatives) and who have not cast their vote by e-voting;
5. The e-voting in connection with the resolution proposed in the Notice of the Meeting commenced on Thursday, January 2, 2020 at 9:00 A.M. and ended on Friday, January 31, 2020 at 5:00 P.M. and the KFin e-voting platform was disabled thereafter;
6. KFin has confirmed that the persons who have voted through e-voting process and polling paper at the venue of the meeting are the equity shareholders of the Amalgamated Company as on the Cutoff date;
7. The undersigned Scrutinizer checked and verified the following documents:
 - a) The Proxy Register and the Attendance Register maintained in respect of the Meeting and the closure of the Proxy Register 48 hours prior to the meeting; and
 - b) Identity proof issued by a statutory authority (i.e. PAN Card/ Aadhar Card/ Passport/ Driving License/ Voter ID Card etc.)
8. That in terms of the directions contained in the Order, "*the quorum of the meeting of the Equity Shareholders shall be 30 in number personally present or through proxy and 25% in value of the equity shareholders*". Further, it was directed that if the aforesaid quorum for the meeting is not present, then the meeting shall be adjourned by 30 minutes and thereafter, the equity shareholders, present and voting, shall be deemed to constitute the quorum. Further, for the purposes of computing the quorum, the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed and stamped or authenticated by the person entitled to attend and vote at the meeting, was filed with the registered office of the Amalgamated Company at least 48 hours before the meeting;
9. The chairperson, after ascertaining the quorum, commenced the meeting at 10:00 A.M. (the appointed time);
10. After the time fixed for closing of the poll by the chairperson, one ballot box kept for polling was locked in my presence with due identification marks placed by me;
11. The locked ballot box was subsequently opened in my presence and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Amalgamated Company and the authorizations / proxies lodged with the Amalgamated Company;
12. Thereafter, the votes cast through e-voting were unblocked by me after completion of the meeting.
13. The poll papers which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately;



14. The summary of the votes cast on the resolution is as under:

a) Consolidated details of votes cast by shareholders of Amalgamated Company (including promoters)

Particulars	No. of Valid Voters		Total	Percentage of total votes (%)
	Poll at Meeting	E-Voting		
For	44	68	112	99.57%
Against	Nil	4	4	Negligible
Invalid	8	Nil	8	0.43%
Total	52	72	124	100%
Abstained	50	Nil	50	NA

*Out of these 50 shareholders, 28 shareholders holding 99.90% value of the shareholding of these 50 shareholders have voted through e-voting and accordingly, abstained

i. Voting through poll papers at the Meeting

Particulars	No. of voters	No. equity shares
a. Votes with assent	44	20,015
b. Votes with dissent	Nil	Nil
c. Invalid votes*	8	49,103
d. Total votes received	52	69,118
e. Abstained but voted through e-voting	28	45,16,291
f. Abstained from voting in either mode	22	4,289

*Out of the total 102 polling papers, 6 were considered invalid as the voting for the 6 folios was done through e-voting and the same has been considered there.

ii. Voting through e-voting

Particulars	No. of voters	No. equity shares
a. Votes with assent	68	1,14,16,013
b. Votes with dissent	4	121
c. Invalid votes	Nil	Nil
d. Total votes received	72	1,14,16,134

e. Abstained	Nil	Nil
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- b) Details of votes cast by public shareholders of the Amalgamated Company (i.e. excluding promoters) to comply with the requirements of SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017

Particulars	No. of Valid Voters		Total	Percentage of total votes (%)
	Poll at Meeting	E-Voting		
For	40	55	95	98.94%
Against	Nil	4	4	Negligible
Invalid	8	Nil	8	1.06%
Total	48	59	107	100%
Abstained	37	Nil	37	NA

*Out of these 37 shareholders, 17 shareholders holding 97.94% value of the shareholding of these 37 shareholders have voted through e-voting and accordingly, abstained



- a) Voting through poll papers at the Meeting

Particulars	No. of voters	No. equity shares
a. Votes with assent	40	9,843
b. Votes with dissent	Nil	Nil
c. Invalid votes	8	49,103
d. Total votes received	48	58,946
e. Abstained but voted through e-voting	17	13,758
f. Abstained from voting in either mode	20	289

*Out of the total 85 polling papers, 6 were considered invalid as the voting for the 6 folios was done through e-voting and the same has been considered there.

- b) Voting through e-voting

Particulars	No. of voters	No. equity shares
a. Votes with assent	55	46,02,401
b. Votes with dissent	4	121
c. Invalid votes	Nil	Nil
d. Total votes received	59	46,02,522
e. Abstained	Nil	Nil

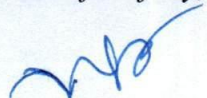
 

The above results of e-voting have been compiled by KFin, which have been relied upon by the undersigned while reporting.

Accordingly, the proposed resolution approving the Scheme and matters incidental has been approved at the meeting.

15. The polling papers, all other documents and all other relevant records were handed over to the Chairperson after conclusion of the Tribunal convened meeting.

*Thanking you
Yours faithfully,*

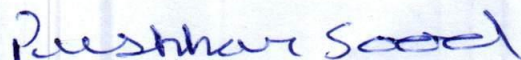


Scrutinizer
Nitin Kumar
Practicing Company Secretary
Membership No. FCS 9974, CP 14116

Place: Faridabad

Date: 1st February, 2020

Counter signed



Pushkar Sood
Advocate
Chairperson appointed for the NCLT
convened meeting

Enclosures:

Annexure A – Attendance register of the meeting

Annexure B – Polling papers of the Equity Shareholders, Authorizations, Forms of Proxy and Attendance slips along with supporting documents

Annexure C – Proxy Register closed 48 hours prior to meeting

Annexure D – Report received from KFin's website for E-voting