To,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400001

To,
Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra-Kurla Complex,
Bandra, (E), Mumbai – 400051

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

**Subject: Proceedings, Voting Result and Scrutinizer's Report for the 30th Annual General Meeting ("AGM/ Meeting") of CL Educate Limited ("the Company")**

Dear Ma'am/Sir(s),

In continuation to our letter dated September 06, 2026, we wish to state that the 30th AGM of the Members of the Company was held today i.e., on Tuesday, September 29, 2026, through two-way Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

In this regard, please find enclosed the following:

1. A summary of the proceedings of 30th Annual General Meeting of the Company as required under Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – I**

2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – II**; and

3. Report of the Scrutinizer dated September 29, 2026, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules 2014 as **Annexure – III**.

This information is also available on the Company's website www.cleducate.com.

We request you to kindly take the above information on record.

Thanking You,

**For CL Educate Limited**

RACHNA SHARMA Digitally signed by RACHNA SHARMA Date: 2026.09.29 17:46:31 +05'30'

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

**Place: New Delhi**
**Date: September 29, 2026**

**Encl: as above**

**Annexure – I**

## PROCEEDINGS OF THE 30TH ANNUAL GENERAL MEETING OF CL EDUCATE LIMITED

The 30th Annual General Meeting ("AGM/ Meeting") of the Members of CL Educate Limited ("the Company") was held today i.e., on Tuesday, September 29, 2026 at 11:00 AM (IST) through two way Video Conference ("VC") / Other Audio-Visual Means ("OAVM"), in compliance with the various circulars issued in this regard by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") and as per the applicable provisions of the Companies Act, 2013 and Rules made thereunder.

| **DIRECTORS PRESENT** | |
|---|---|
| Mr. Satya Narayanan R | Chairman & Executive Director,<br>Member of Corporate Social Responsibility Committee. |
| Mr. Gautam Puri | Vice Chairman & Managing Director,<br>Member of Audit Committee,<br>Member of Corporate Social Responsibility Committee,<br>Member of Stakeholders' Relationship Committee. |
| Mr. Nikhil Mahajan | Executive Director & Group CEO- Enterprise Business,<br>Member of Stakeholders' Relationship Committee. |
| Mr. Girish Shivani | Non-Executive Independent Director,<br>Chairman of the Audit Committee,<br>Chairman of the Stakeholders' Relationship Committee,<br>Chairman of the Corporate Social Responsibility Committee,<br>Member of the Nomination, Remuneration and Compensation ("NRC") Committee (authorised to respond to the Shareholders' queries by Mr. Sanjay Tapriya, Chairman of the NRC Committee). |
| Mr. Imran Jafar | Non-Executive Non-Independent Director,<br>Member of the Nomination, Remuneration and Compensation Committee. |

| **KMPs PRESENT** | |
|---|---|
| Mr. Arjun Wadhwa | Chief Financial Officer (CFO) |
| Ms. Rachna Sharma | Company Secretary and Compliance Officer |

| **OTHER REPRESENTATIVES** | |
|---|---|
| Mr. Neeraj Goel | Partner, M/s. Walker Chandiok & Co. LLP, Chartered Accountants, Statutory Auditors |
| Mr. Varun Khanna | Director, M/s. Walker Chandiok & Co. LLP, Chartered Accountants, Statutory Auditors |
| Mr. Vishwanath | Designated Partner, M/s. Sharma and Trivedi LLP (LLPIN: AAW-6850), Secretarial Auditor |
| Mr. Devesh Kumar Vasisht | Managing Partner, DPV & Associates LLP, Company Secretaries, Scrutinizer appointed for the Meeting |

## MEMBERS PRESENT AT THE MEETING

| S. No. | Particulars | No. of Shareholders Present | No. of Equity Shares held as on record date | Percentage (%) to Paid-up Share Capital |
|---|---|---|---|---|
| 1 | Promoter and Promoter Group | 08 | 1,90,56,188 | 35.09883 |
| 2 | Public | 39 | 17,57,421 | 3.23692 |
| | **Total** | **47** | **2,08,13,609** | **38.33575** |

**Proceedings in brief:**

- Mr. Satya Narayanan R (DIN: 00307326), Chairman and Executive Director of the Company took the Chair and presided over the Meeting.
- The Chairman welcomed the Members, Directors, Auditors, Scrutinizer and other stakeholders present at the Meeting and explained the absence of the Directors who could not attend the AGM.
- He confirmed that the Chairpersons of the Audit Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee were present at the AGM. The Chairperson of the Nomination, Remuneration and Compensation Committee could not attend the Meeting. He authorised one of the members of the NRC Committee to answer to the shareholders' queries marked towards the Committee.
- The Company Secretary and Compliance Officer confirmed that the requisite quorum was present at the Meeting.
- The Company Secretary informed that the soft copy of the Annual Report 2025-26 had been sent to all Shareholders, whose e-mail addresses were registered with the Company or with the Company's Registrar and Share Transfer Agent or with their respective Depository Participants. For shareholders whose email addresses were not so registered, a letter containing the web-link and the exact path of Company's website where the Notice of AGM and Annual Report 2025-26 could be accessed, had been sent.
- The Company Secretary further confirmed that the Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts and Arrangements in which Directors are interested and the Certificate dated July 21, 2026 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 e-inspection by the Members during the AGM at the Company's website www.cleducate.com.
- Requisite Quorum being present, the Chairman called the Meeting to order.
- The Chairman addressed the Members and delivered his speech.
- The Company Secretary informed that the Company had provided remote e-voting facility to the Members in respect of all businesses mentioned in the AGM notice. The remote e-voting facility had been kept open from Thursday, September 24, 2026, 09:00 AM (IST) till Monday, September 28, 2026, 05:00 PM (IST). During this period, Members of the Company, holding shares as on the closing hours of business on Cut-Off Date i.e., Tuesday, September 22, 2026, were eligible to cast their votes electronically. She further informed the Members that the facility for e-voting had also been made available at the AGM and Members attending the Meeting, who had not already cast their votes through remote e-voting and who were otherwise not barred from doing so, were eligible to vote through the e-voting system during the AGM.
- Members were informed that Mr. Devesh Kumar Vasisht, (Holding COP No. 13700), Managing Partner of M/s. DPV & Associates LLP, Practicing Company Secretaries (Firm Reg. No.:

L2021HR009500), had been appointed as the scrutinizer to scrutinise the e-voting process in a fair and transparent manner.

- The notice of AGM, Board's Report and Auditor's Reports for the Financial Year ending March 31, 2026, which had already been circulated to the Members in advance, were taken as read by the Members of the Company. It was noted that no qualification/ observation / adverse remark etc had been made by the Statutory Auditors on the Financial Statements or by the Secretarial Auditors.

The following items of business as set out in the Notice convening 30th AGM were placed for Members' consideration and approval:

| S. No. | Resolutions | Type of Resolution |
|---|---|---|
| **Ordinary Business:** | | |
| 1. | Adoption of Audited Financial Statements for the Financial Year ended March 31, 2026. | Ordinary |
| 2. | Re-appointment of Mr. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO- Enterprise Business, who retires by rotation, and being eligible offers himself for re-appointment. | Ordinary |
| 3. | Re-appointment of Mr. Imran Jafar (DIN: 03485628), Non-Executive Non-Independent Director, who retires by rotation, and being eligible offers himself for re-appointment. | Ordinary |
| **Special Business:** | | |
| 4. | Ratification of remuneration payable to "M/s Sunny Chhabra and Co." (Firm Registration Number: 101544), Cost Auditor of the Company, for the Financial Year 2026-27. | Ordinary |
| 5. | Grant approval to the overall maximum remuneration payable to the Non-Executive Directors of the Company over a period of three years from April 01, 2027 to March 31, 2030. | Ordinary |

The Chairman invited the speaker shareholders who had registered themselves with the Company, prior to the Meeting, to express their views/ raise queries. Queries so raised were suitably replied by the Chairman.

The Chairman requested the Members present at the Meeting who had not cast their votes through remote e-voting, to cast their votes through the e-voting system during the AGM. He further stated that the e-voting facility would be kept open for 15 minutes after the conclusion of the Meeting, to enable the Members to cast their votes.

The Members were informed that the combined results of remote e-voting and e-voting at the AGM shall be disseminated to the Stock Exchanges along with the Scrutinizer's Report and the same will also be uploaded on the website of the Company at www.cleducate.com and at the website of KFin at https://evoting.kfintech.com/ within 2 working days of the conclusion of the AGM.

The Chairman then thanked all the participants attending the Meeting for their co-operation and concluded the meeting at 11:45 A.M, giving an additional 15-minute time thereafter for e- voting.

Thanking you,

Yours sincerely,

**For CL Educate Limited**

RACHNA SHARMA Digitally signed by RACHNA SHARMA Date: 2026.09.29 17:47:01 +05'30'

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

**Place: New Delhi**
**Date: September 29, 2026**

**Annexure-II**

| | |
|---|---|
| | CL EDUCATE LIMITED |
| **Date of the AGM/EGM** | 29-09-2026 |
| **Total number of shareholders on record date** | 18020 |
| **No. of shareholders present in the meeting either in person or through proxy:** | |
| **Promoters and Promoter Group:** | Not Applicable |
| **Public:** | Not Applicable |
| **No. of Shareholders attended the meeting through Video Conferencing** | |
| **Promoters and Promoter Group:** | 8 |
| **Public:** | 39 |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Resolution No. | 1 | | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - Adoption of Audited Financial Statements for the Financial Year ended March 31, 2026 | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 28,078,684 | 28,022,400 | 99.7995 | 28,022,400 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 28,022,400 | 99.7995 | 28,022,400 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 4,230,068 | 4,230,068 | 100.0000 | 4,230,068 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 4,230,068 | 100 | 4,230,068 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Non Institutions | E-Voting | 21,984,195 | 3,451,593 | 15.7003 | 3,441,319 | 10,274 | 99.7023 | 0.2976 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,451,593 | 15.7003 | 3,441,319 | 10,274 | 99.7023 | 0.2977 | 0 | 0 |
| | Total | 54,292,947 | 35,704,061 | 65.7619 | 35,693,787 | 10,274 | 99.9712 | 0.0288 | 0 | 0 |

CL EDUCATE LIMITED NEW DELHI 110044

| Resolution No. | 2 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Re-appointment of Mr. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO- Enterprise Business, who retires by rotation, and being eligible offers himself for re-appointment | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 28,078,684 | 28,022,400 | 99.7995 | 28,022,400 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 28,022,400 | 99.7995 | 28,022,400 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 4,230,068 | 4,230,068 | 100.0000 | 4,230,068 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 4,230,068 | 100 | 4,230,068 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Non Institutions | E-Voting | 21,984,195 | 3,451,593 | 15.7003 | 3,440,806 | 10,787 | 99.6874 | 0.3125 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,451,593 | 15.7003 | 3,440,806 | 10,787 | 99.6875 | 0.3125 | 0 | 0 |
| | Total | 54,292,947 | 35,704,061 | 65.7619 | 35,693,274 | 10,787 | 99.9698 | 0.0302 | 0 | 0 |

CL EDUCATE LIMITED NEW DELHI

| Resolution No. | 3 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Re-appointment of Mr. Imran Jafar (DIN: 03485628), Non-Executive Non-Independent Director, who retires by rotation, and being eligible offers himself for re-appointment | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 28,078,684 | 28,022,400 | 99.7995 | 28,022,400 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 28,022,400 | 99.7995 | 28,022,400 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 4,230,068 | 4,230,068 | 100.0000 | 4,230,068 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 4,230,068 | 100 | 4,230,068 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Non Institutions | E-Voting | 21,984,195 | 3,451,593 | 15.7003 | 3,440,806 | 10,787 | 99.6874 | 0.3125 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,451,593 | 15.7003 | 3,440,806 | 10,787 | 99.6875 | 0.3125 | 0 | 0 |
| | Total | 54,292,947 | 35,704,061 | 65.7619 | 35,693,274 | 10,787 | 99.9698 | 0.0302 | 0 | 0 |

CLEDUCATE LIMITED
NEW DELHI

| Resolution No. | 4 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Ratification of remuneration payable to M/s Sunny Chhabra and Co. (Firm Registration Number: 101544), Cost Auditor of the Company, for the Financial Year 2026-27 | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 28,078,684 | 28,022,400 | 99.7995 | 28,022,400 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 28,022,400 | 99.7995 | 28,022,400 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 4,230,068 | 4,230,068 | 100.0000 | 4,230,068 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 4,230,068 | 100 | 4,230,068 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Non Institutions | E-Voting | 21,984,195 | 3,451,593 | 15.7003 | 3,440,806 | 10,787 | 99.6874 | 0.3125 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,451,593 | 15.7003 | 3,440,806 | 10,787 | 99.6875 | 0.3125 | 0 | 0 |
| | Total | 54,292,947 | 35,704,061 | 65.7619 | 35,693,274 | 10,787 | 99.9698 | 0.0302 | 0 | 0 |

CL EDUCATE LIMITED
NEW DELHI

| Resolution No. | 5 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Grant approval to the overall maximum remuneration payable to the Non- Executive Directors of the Company over a period of three years from April 01, 2027 to March 31, 2030 | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 28,078,684 | 28,022,400 | 99.7995 | 28,022,400 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 28,022,400 | 99.7995 | 28,022,400 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 4,230,068 | 4,230,068 | 100.0000 | 4,230,068 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 4,230,068 | 100 | 4,230,068 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Non Institutions | E-Voting | 21,984,195 | 3,451,593 | 15.7003 | 3,440,806 | 10,787 | 99.6874 | 0.3125 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,451,593 | 15.7003 | 3,440,806 | 10,787 | 99.6875 | 0.3125 | 0 | 0 |
| | Total | 54,292,947 | 35,704,061 | 65.7619 | 35,693,274 | 10,787 | 99.9698 | 0.0302 | 0 | 0 |

CL EDUCATE LIMITED NEW DELHI

DPV
.Dynamic .Precise .Vigilant

DPV & ASSOCIATES LLP
COMPANY SECRETARIES, LLPIN: AAV-8350
Reg. Off: B-285, First Floor, Green Fields, Sector-43, Faridabad-121010
E-mail: dpv@dpvassociates.com / devesh@dpvassociates.com, Tele: 0129 4902641

**Consolidated Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 (**the "Act"**) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (**the "Rules"**) as amended]

To,
The Chairperson,
**CL Educate Limited**
(CIN: L74899DL1996PLC425162)
A-45, First Floor, Mohan Co-operative Industrial Estate,
Mathura Road, Badarpur (South Delhi),
New Delhi - 110044

**Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the 30th Annual General Meeting of the shareholders of CL Educate Limited (the "Company") held on Tuesday, the 29th day of September, 2026 at 11:00 A.M. (IST) through two-way Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")**

Dear Sir,

I, Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates LLP, Company Secretaries, bearing firm registration number L2021HR009500 having office at B-285, First Floor, Green Fields, Sector-43, Faridabad-121010, was appointed as Scrutinizer under the authority of Directors of **CL Educate Limited** ('**the Company**') on August 04, 2026, for the purpose of scrutinizing voting process i.e. remote e-voting and voting during the 30th Annual General Meeting ('AGM'), in a fair and transparent manner under the provisions of Section 108 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 10/2022, 09/2023, 09/2024 and 03/2025 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 respectively ("MCA Circulars"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021, SEBI/ HO/CFD/CMD2/CIR/P/ 2022/62 dated May 13, 2022 and 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 ('SEBI Circulars'), Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the resolutions mentioned in the Notice dated August 04, 2026 ("AGM Notice") for the 30th AGM of the Company held on Tuesday, the 29th day of September, 2026 at 11:00 A.M. (IST) through two-way Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

The Company has availed the services of KFin Technologies Limited ("**KFin**") for the purpose of convening the AGM through VC facility, voting through remote e-voting and e-voting at the AGM.

**I submit the report as under:**

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; (iii) SEBI Circulars and (iv) the Listing Regulations related to e-voting in respect of the resolutions contained in the Notice of AGM dated August 04, 2026 including the dispatch of notice to the shareholders and also to ensure a secured electronic voting system.

2. My responsibility as Scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the Notice of AGM, based on the report generated from the e-voting system provided by KFin.

3. The Company has published newspaper advertisement on September 7, 2026 confirming on the completion of dispatch of AGM Notice along with the Annual Report for FY 2025-26 to eligible members in "Financial Express" in English Language and "Dainik Bhaskar" in Regional Language (Hindi) as per Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations.

4. The Members of the Company as on the "Cut-off Date" i.e. Tuesday, September 22, 2026 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions as set out in the Notice of AGM.

5. The voting period for remote e-voting commenced on Thursday, September 24, 2026 at 09:00 A.M. (IST) and ended on Monday, September 28, 2026 at 05:00 P.M. (IST) and the Kfin Technologies Limited e-voting platform was disabled thereafter. The Company provided e-voting facility to the Members who participated / attended the AGM through VC facility and had not casted their vote earlier through remote e-voting. Further, the e-voting platform was opened during the AGM and remained open for the next 15 minutes from the conclusion of AGM for voting by the Members.

6. After completion of e-voting at the AGM, the e-votes cast by the Members were unblocked in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar who were not in the employment of the Company and who have signed below:

Mukesh Sharma                Parveen Kumar

7. The data of remote e-voting and e-voting at the AGM was diligently scrutinized and reconciled with the records maintained by KFin Technologies Limited, RTA of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.

8. There was no shareholder who opted for both the facilities, i.e. remote e-voting and e-voting at AGM. Further, the Members who voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered.

9. As on the cut-off date, the fully paid-up share capital of the Company was Rs. 27,14,64,735 (Rupees Twenty-Seven Crore Fourteen Lakh Sixty-Four Thousand Seven Hundred and Thirty-Five only) divided into 5,42,92,947 (Five Crore Forty-Two Lakh Ninety-Two Thousand Nine Hundred and Forty-Seven) Equity Shares of Rs. 5/- (Rupees Five only) each.

10. The consolidated summary of results of e-voting at AGM and remote e-voting are as under:

**Resolution No. 1** Adoption of Audited Financial Statements for the Financial Year ended March 31, 2026.

| Ordinary Resolution | | | | |
|---|---|---|---|---|
| **Particulars** | **Number of Valid Votes** | | | **Percentage** |
| | **E-votes during AGM** | **Remote E-votes** | **Total** | |
| **Assent** | 0 | 3,56,93,787 | 3,56,93,787 | 99.9712 |
| **Dissent** | 0 | 10,274 | 10,274 | 0.0288 |
| **Total** | **0** | **3,57,04,061** | **3,57,04,061** | **100** |

Therefore, the above-mentioned Resolution No. 1 has been approved with requisite majority. The detailed break up of e-voting at AGM and remote e-voting in respect of the above Resolution is attached to this report and marked as '**Annexure A**'.

**Resolution No. 2** Re-appointment of Mr. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO- Enterprise Business, who retires by rotation, and being eligible offers himself for re-appointment.

| Ordinary Resolution | | | | |
|---|---|---|---|---|
| **Particulars** | **Number of Valid Votes** | | | **Percentage** |
| | **E-votes during AGM** | **Remote E-votes** | **Total** | |
| **Assent** | 0 | 3,56,93,274 | 3,56,93,274 | 99.9698 |
| **Dissent** | 0 | 10,787 | 10,787 | 0.0302 |
| **Total** | **0** | **3,57,04,061** | **3,57,04,061** | **100** |

Therefore, the above-mentioned Resolution No. 2 has been approved with requisite majority. The detailed break up of e-voting at AGM and remote e-voting in respect of the above Resolution is attached to this report and marked as '**Annexure B**'.

**Resolution No. 3** Re-appointment of Mr. Imran Jafar (DIN: 03485628), Non-Executive Non-Independent Director, who retires by rotation, and being eligible offers himself for reappointment.

| Ordinary Resolution | | | | |
|---|---|---|---|---|
| **Particulars** | **Number of Valid Votes** | | | **Percentage** |
| | **E-votes during AGM** | **Remote E-votes** | **Total** | |
| **Assent** | 0 | 3,56,93,274 | 3,56,93,274 | 99.9698 |
| **Dissent** | 0 | 10,787 | 10,787 | 0.0302 |
| **Total** | **0** | **3,57,04,061** | **3,57,04,061** | **100** |

Therefore, the above-mentioned Resolution No. 3 has been approved with requisite majority. The detailed break up of e-voting at AGM and remote e-voting in respect of the above Resolution is attached to this report and marked as '**Annexure C**'.

**Resolution No. 4** Ratification of remuneration payable to M/s Sunny Chhabra and Co. (Firm Registration Number: 101544), Cost Auditor of the Company, for the Financial Year 2026-27.

| Ordinary Resolution | | | | |
|---|---|---|---|---|
| **Particulars** | **Number of Valid Votes** | | | **Percentage** |
| | **E-votes during AGM** | **Remote E-votes** | **Total** | |
| **Assent** | 0 | 3,56,93,274 | 3,56,93,274 | 99.9698 |
| **Dissent** | 0 | 10,787 | 10,787 | 0.0302 |
| **Total** | **0** | **3,57,04,061** | **3,57,04,061** | **100** |

Therefore, the above-mentioned Resolution No. 4 has been approved with requisite majority. The detailed break up of e-voting at AGM and remote e-voting in respect of the above Resolution is attached to this report and marked as '**Annexure D**'.

**Resolution No. 5** Grant approval to the overall maximum remuneration payable to the Non-Executive Directors of the Company over a period of three years from April 01, 2027 to March 31, 2030.

| Ordinary Resolution | | | | |
|---|---|---|---|---|
| **Particulars** | **Number of Valid Votes** | | | **Percentage** |
| | **E-votes during AGM** | **Remote E-votes** | **Total** | |
| **Assent** | 0 | 3,56,93,274 | 3,56,93,274 | 99.9698 |
| **Dissent** | 0 | 10,787 | 10,787 | 0.0302 |
| **Total** | **0** | **3,57,04,061** | **3,57,04,061** | **100** |

Therefore, the above-mentioned Resolution No. 5 has been approved with requisite majority. The detailed break up of e-voting at AGM and remote e-voting in respect of the above Resolution is attached to this report and marked as '**Annexure E**'.

11. The register containing the details of e-voting will be handed over to the Chairman of the Company, for preserving safely after the Chairperson considers, approves and signs the minutes of the AGM.

Thanking You,

**For DPV & Associates LLP**
**Company Secretaries**
Firm Reg. No.: L2021HR009500
Peer Review Certificate No. 6189/2024

Devesh Vasisht

**Devesh Kumar Vasisht**
Managing Partner
CP No.:13700 / Mem. No. F8488
UDIN: F008488H001656970
Date: September 29, 2026
Place: Faridabad

DPV & Associates LLP Company Secretaries CS

**Countersigned by**
**For CL Educate Limited**

CL EDUCATE LIMITED NEW DELHI 110044

**Satya Narayanan R**
**Chairman & Executive Director**
Date: September 29, 2026
Place: New Delhi

**<u>Annexure-A</u>**

**Item No. 1:**
**Type of Resolution:** Ordinary Resolution

| **Particulars** | **Votes in favour of resolution** | | **Votes against resolution** | | **Invalid Votes** | |
|---|---|---|---|---|---|---|
| | Number of members | Number of shares | Number of members | Number of shares | Number of members | Number of shares |
| Remote e-Voting | 106 | 3,56,93,787 | 27 | 10,274 | 0 | 0 |
| E-voting during AGM | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | **106** | **3,56,93,787** | **27** | **10,274** | **0** | **0** |

**<u>Annexure-B</u>**

**Item No. 2:**
**Type of Resolution:** Ordinary Resolution

| **Particulars** | **Votes in favour of resolution** | | **Votes against resolution** | | **Invalid Votes** | |
|---|---|---|---|---|---|---|
| | Number of members | Number of shares | Number of members | Number of shares | Number of members | Number of shares |
| Remote e-Voting | 101 | 3,56,93,274 | 32 | 10,787 | 0 | 0 |
| E-voting during AGM | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | **101** | **3,56,93,274** | **32** | **10,787** | **0** | **0** |

**<u>Annexure-C</u>**

**Item No. 3:**
**Type of Resolution:** Ordinary Resolution

| **Particulars** | **Votes in favour of resolution** | | **Votes against resolution** | | **Invalid Votes** | |
|---|---|---|---|---|---|---|
| | Number of members | Number of shares | Number of members | Number of shares | Number of members | Number of shares |
| Remote e-Voting | 101 | 3,56,93,274 | 32 | 10,787 | 0 | 0 |
| E-voting during AGM | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | **101** | **3,56,93,274** | **32** | **10,787** | **0** | **0** |

**Annexure-D**

**Item No. 4:**
**Type of Resolution:** Ordinary Resolution

| Particulars | Votes in favour of resolution | | Votes against resolution | | Invalid Votes | |
|---|---|---|---|---|---|---|
| | Number of members | Number of shares | Number of members | Number of shares | Number of members | Number of shares |
| Remote e-Voting | 101 | 3,56,93,274 | 32 | 10,787 | 0 | 0 |
| E-voting during AGM | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | **101** | **3,56,93,274** | **32** | **10,787** | **0** | **0** |

**Annexure-E**

**Item No. 5:**
**Type of Resolution:** Ordinary Resolution

| Particulars | Votes in favour of resolution | | Votes against resolution | | Invalid Votes | |
|---|---|---|---|---|---|---|
| | Number of members | Number of shares | Number of members | Number of shares | Number of members | Number of shares |
| Remote e-Voting | 101 | 3,56,93,274 | 32 | 10,787 | 0 | 0 |
| E-voting during AGM | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | **101** | **3,56,93,274** | **32** | **10,787** | **0** | **0** |

**-------end of report-------**