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: Dispatch of Notice convening the of 30th Annual General Meeting ("AGM") of CL Educate Limited ("the Company") and Annual Report for the Financial Year 2025-26 to the Shareholders

Ref.: Regulation 34 and Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Dear Ma'am/Sir(s),

In compliance with provisions of Regulation 34(1) read with Regulation 30 of the SEBI LODR, and in furtherance to our letter dated September 06, 2026 with regard to the submission of copies of the Public Notice (advertisements) prior to the dispatch of the Notice of AGM and Annual Report 2025-26 to the Members of the Company, we hereby submit a copy each of the following:

1. Notice of the 30th Annual General Meeting of the Company scheduled to be held on Tuesday, September 29, 2026 at 11.00 A.M. (IST) through Video Conferencing/Other Audio Visual Means; and

2. Annual Report of the Company for the Financial Year 2025-26, which inter-alia includes:

- Audited Financial Statements (On Standalone & Consolidated basis);
- Board's Report;
- Corporate Governance Report; and
- Management Discussion & Analysis Report.

The Notice of the AGM, together with the Annual Report for the financial year 2025-26, will be sent to the eligible shareholders of the Company only through electronic mode, at their e-mail IDs registered with the Company, or its Registrar and Transfer Agent (RTA), or their respective Depository Participants (DPs).

Further, in accordance with Regulation 36(1)(b) of the SEBI LODR, the Company will send letters to shareholders whose e-mail addresses are not registered with the Company/DPs, providing the weblink including the exact path, where complete details of the Annual Report is available.

The Annual Report and the AGM Notice are also available on the Company's website at www.cleducate.com and on the website of the e-voting agency, Kfin Technologies Limited, at https://evoting.kfintech.com/.

CL Educate Limited
Registered & Corporate Office : A-45, First Floor,
Mohan Co-operative Industrial Estate, New Delhi – 110044
www.cleducate.com
compliance@cleducate.com
+91-11-41281100/0800 +91-11-41281101
CIN: L74899DL1996PLC425162

Kindly take the above details on record.

Thanking you,

For CL Educate Limited

RACHNA SHARMA

Digitally signed by RACHNA SHARMA
DN: c=IN, o=Personal, postalCode=110078, st=Delhi, serialNumber=1b457ffbc471002febb6d029dc47f9ce1cc75ffb61243e5aac4874a3e73f3667, cn=RACHNA SHARMA
Date: 2026.09.06 16:04:57 +05'30'

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

Place: New Delhi
Date: September 06, 2026

Encl.: As above

AGM NOTICE

NOTICE is hereby given that the 30th (Thirtieth) ANNUAL GENERAL MEETING ("AGM") of the Members of CL Educate Limited ("the Company") will be 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") to transact the following businesses

ORDINARY BUSINESS:

1. **Adoption of Audited Financial Statements for the Financial Year ended March 31, 2026:**

   a) To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, along with the Reports of the Statutory Auditor and Board of Directors thereon, be and are hereby considered, approved and adopted."

   b) To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, along with the Report of the Statutory Auditor thereon, be and are hereby considered, approved and adopted."

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:**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**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. Nikhil Mahajan (DIN: 00033404), Executive Director and Group CEO- Enterprise Business of the Company, who retires by rotation, and being eligible has offered himself for re-appointment."

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:**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**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. Imran Jafar (DIN: 03485628), Non-Executive Non-Independent Director of the Company, who retires by rotation, and being eligible has offered himself for re-appointment."

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:**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "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 re-enactment(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 Rs. 1,40,000/- (Rupees One Lac Forty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit on actual basis, for 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 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, 2027, 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."

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:**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and applicable Regulations, if any, 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 the Articles of Association of the Company, the consent of the members be and is hereby accorded to the overall maximum remuneration that may be paid to the Non-Executive Directors of the Company for each Financial Year contained in the period of 3 financial years viz. 2027- 28 to 2029-30 in the following manner:

- **In case of adequate profits in any Financial Year**- The Non-Executive Directors collectively may be paid up to 1% of the Net Profits of the Company for that Financial Year, computed in the manner laid down in Section 198 of the Act, except that the remuneration of the directors shall not be deducted from the gross profits; or
- **In case of inadequate or no profits in any Financial Year**- Each Non-Executive Director may be paid remuneration not exceeding the applicable limits prescribed under Schedule V of the Act.

RESOLVED FURTHER THAT the afore-said remuneration shall be paid over and above the usual sitting fees and/ or reimbursement of expenses incurred by the Non-Executive Directors of the Company in relation to attending the Board and Committee Meetings as may be fixed by the Board of Directors, from time to time, within the limits prescribed under the Act.

RESOLVED FURTHER THAT within the afore-stated limit, the remuneration payable to each Non-Executive Director may be determined by the Board of Directors, on the basis of the recommendation of the Nomination, Remuneration and Compensation Committee ("NRC Committee"), 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 resolutions."

By Order of the Board of Directors
For CL Educate Limited

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

Place: New Delhi
Date: August 04, 2026

NOTES

1. The Ministry of Corporate Affairs **('MCA')** vide its various circulars issued from time to time, including circular No. 03/2025 dated September 22, 2025, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022, September 25, 2023 and September 19, 2024, and the Securities and Exchange Board of India **('SEBI')** circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, have permitted the holding of the Annual General Meeting **('AGM')** through VC/OAVM. Accordingly, the Company's AGM is being conducted through VC/OAVM, hereinafter called as **'e-AGM'**.

2. KFin Technologies Limited **('KFin')** will be providing facility for voting through remote e-voting, participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 25 below and is also available on the website of the Company at www.cleducate.com.

3. In terms of sections 101 and 136 of the Companies Act, 2013 **(the 'Act')** read with the rules made thereunder, regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 **(the 'Listing Regulations')** and in terms of MCA circular, the listed companies may send the notice of e-AGM and the annual report, including financial statements, board's report, etc. by electronic mode in case the meeting is conducted through VC/OAVM. Accordingly, notice of e-AGM along with the Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent/ Depositories Participants/Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where the Annual Report for the Financial Year 2025-26 is available, is being sent to those members whose e-mail address is not registered. Members may note that the Notice of the e-AGM and Annual Report for the Financial Year 2025-26 will also be available on the Company's website at www.cleducate.com, website of the stock exchanges viz., BSE Ltd. **('BSE')** at https://www. bseindia.com/ and National Stock Exchange of India Ltd. **('NSE')** at https://www.nseindia.com/ and on the website of KFin at https://evoting.kfintech.com In this notice, the term member(s) or shareholder(s) are used interchangeably.

4. The deemed venue for e-AGM shall be the Registered Office of the Company.

5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the e-AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this e-AGM is being held through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Institutional/Corporate Members are entitled to appoint their authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

6. Institutional/Corporate shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned certified true copy (PDF/JPG format) of its Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the Scrutinizer by e-mail at dpv@dpvassociates.com, with a copy marked to evoting@kfintech.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CL Educate AGM 2026'.

7. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Item no. 4 and 5 of the Notice forms part of this Notice.

8. Brief details of the directors who are seeking re-appointment at the AGM are annexed hereto as per requirements of regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings as **Annexure-A**.

9. The facility to join the e-AGM through VC/OAVM will be available from 30 minutes prior to the scheduled commencement of the e-AGM

10. The Company has fixed Tuesday, September 22, 2026, as the "Cut-Off Date" for determining shareholders eligible for e-voting. The remote e-Voting period will begin on Thursday, September 24, 2026 at 09:00 A.M. and will end on Monday, September 28, 2026 at 05:00 P.M. The remote e-voting/ voting rights of the shareholders/ beneficial owners shall be reckoned based on the equity shares held by them as at close of business hours on the Cut-Off Date only. person who is not a Member of the Company as on the Cut-Off Date should treat this Notice for information purposes only.

11. Members are requested to send all communication relating to shares to the Company's RTA, Unit: CL Educate Limited, Selenium, Tower- B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddy, Hyderabad–500032, Telangana, Toll Free No. 1800-309-4001, E-mail: einward.ris@kfintech.com. Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

12. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. Members are requested to submit Form ISR-1 duly filled and signed along with self-attested copy of the PAN card and such other documents as are prescribed in the Form, to register and update the following:

    a. PAN, KYC details and nomination.

    b. Particulars of bank account or change in their address, for receiving dividends directly in their account through electronic clearing service (ECS) or physical instrument such as banker's cheque or demand draft.

    c. E-mail address to receive communication through electronic means, including Annual report and notice.

    The said form is available on the website of the Company at http://www.cleducate.com/investor-zone.html and on the website of KFin at https://ris.kfintech.com/clientservices/investors/isrs.aspx

    Members have the option to submit duly filled Form ISR-1 in person at any of the branches of KFin, details of which are available at https://www.kfintech.com/contact-us/ or submit e-signed form online along with requisite documents by registering with PAN on the link https://kprism.kfintech.com/or physical forms can be sent through post at following address:

    KFin Technologies Ltd. Unit: CL Educate Limited

    Selenium Building, Tower-B,

    Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi Telangana-500 032

    Kindly note that the folios wherein any one of the said document/details are not updated shall be frozen by KFin. Further, the payment of dividend in respect of such frozen folios will be made only through electronic mode with effect from April 01, 2024.

    Members holding shares in dematerialised mode, who have not registered/updated their aforesaid details are requested to register/update the same with the respective depository participants ('DPs').

13. Pursuant to Regulation 40 of the SEBI Listing Regulations, transfer of securities cannot be processed unless the securities are held in dematerialised form with a depository, except in case of a request received for transmission or transposition of securities. Members holding shares in physical form are requested to dematerialise their holdings at the earliest as henceforth it will not be possible to transfer shares held in physical mode.

14. **Inspection of documents:** In accordance with the MCA circulars, following registers along with other documents referred to in the Notice will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

    a) Register of contracts or arrangements in which directors are interested under section 189 of the Act.

    b) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

    c) Certificate dated July 21, 2026 from the Secretarial Auditor of the Company certifying that the CL ESOP Plan 2014 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

15. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance by logging in to https://emeetings.kfintech.com/ and clicking on the tab 'Post your Queries' during the period starting from Wednesday, September 23, 2026 (09:00 A.M.) upto Saturday, September 26, 2026 (05:00 P.M.), mentioning their name, DP ID Client ID/Folio no., e-mail ID, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

16. Pursuant to section 72 of the Act read with SEBI circular dated November 3, 2021 (as amended), members holding shares in physical form are advised to update their nomination details in the prescribed Form SH-13 or Form ISR-3 (Declaration to Opt-out). The forms can be accessed from the website of the Company at http://www.cleducate.com/investor-zone.html and KFin at https://ris.kfintech.com/clientservices/investors/isrs.aspx In respect of shares held in electronic/demat form, the members may contact their respective DP.

17. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 (as amended) has specified that a Member shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the Member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the Member is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Members are requested to take note of the same.

18. Pursuant to Section 91 of the Act and Regulation 42 of the SEBI Listing Regulations, the Register of Members and the share transfer books of the Company will

remain closed from Tuesday, September 22, 2026, to Tuesday, September 29, 2026, (both days inclusive) for the purpose of the AGM of the Company.

19. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the Cut-Off Date, being Tuesday, September 22, 2026.

20. Members may note that dividends, if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, if remaining unclaimed or unpaid within the stipulated timeline. The details of the unpaid/ unclaimed amounts lying with the Company are available on the website of the Company www.cleducate.com and on the website of the IEPF Authority. Members whose dividend/shares are transferred to the IEPF Authority can claim their dividend/shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority. Members are requested to approach the Company/ KFin for claiming their unpaid dividends yet to be transferred to IEPF as early as possible.

21. Pursuant to the provisions of Sections 124(5) and 124(6) of the Companies Act, 2013, read with Rules 5, 6 and 7 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends remaining unpaid or unclaimed for a period of seven consecutive years from the date of their transfer to the Unpaid Dividend Account are required to be transferred to the Investor Education and Protection Fund ("IEPF"), together with the interest accrued thereon. Further, equity shares in respect of which dividends remain unpaid or unclaimed for seven consecutive years are also required to be transferred to the demat account of the IEPF Authority.

    In compliance with the aforesaid provisions, the Company sent individual communications to the Members concerned and published the requisite notices in newspapers, advising them to claim their unpaid/unclaimed dividends before the prescribed due date.

    After following the due procedure, the said unpaid/ unclaimed dividend amount and corresponding equity shares were transferred to IEPF in accordance with the provisions of Section 124(5) and 124(6) of the Act.

    Accordingly, during FY 2025-26, Rs. 1,09,443/- was transferred to the Bank Account of IEPF and 2,84,807 equity shares of Face Value Rs. 5/- each were transferred to Demat Account of IEPF, both pertaining to the unpaid/unclaimed for FY 2018-19, after following the due procedures. The details of the amounts so transferred are also available on the Company's website, www.cleducate.com.

22. For more details on shareholders' matters, please refer to the section on 'General Shareholders Information' included in the Annual Report.

23. Since the meeting will be conducted through VC/ OAVM facility, the route map is not annexed to this Notice.

24. In case a person becomes a member of the Company after dispatch of the e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Tuesday, September 22, 2026, such member may obtain the user ID and password from KFin by sending request on evoting@kfintech.com from registered e-mail ID. In case the e-mail ID is not registered, such members are requested to register/update the same with the respective depository participants.

25. General instructions for remote e-voting and joining e-AGM are as follows:

    A. Voting through electronic means:

    i. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called **'the Rules'** for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by KFin either remotely, or at the e-AGM.

    ii. The members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, September 22, 2026 (end of day), being the cut-off date fixed for determining voting rights of members are entitled to participate in the e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

    iii. Members can cast their votes online from Thursday, September 24, 2026 (9:00 A.M.) till Monday, September 28, 2026 (5:00 P.M.). Remote e-voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.

    iv. Alternatively, members holding securities in physical mode (excluding individual shareholders) and are KYC compliant, may reach out on toll free number 1800 309 4001 for obtaining User ID and password or may write to KFin at evoting@kfintech.com from their registered email ID.

    v. The details of the process and manner for remote e-voting are explained here in below:

I) *Login method for remote e-voting for Individual shareholders holding securities in demat mode.*

Pursuant to SEBI circular dated 9 December 2020 on 'e-voting facility provided by Listed Companies', e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ website of Depositories/ registered Depository Participants ('DPs') in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

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

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	**A. Users registered for NSDL IDeAS facility:** 1. Open web browser and type the following URL: https://eservices. nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under **"Login"** which is available under **"IDeAS"** section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on **"Access to e-voting"** under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - **KFintech** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period. **B. Users not registered for IDeAS e-Services:** Option to register is available at https://eservices.nsdl.com Select **"Register Online for IDeAS"** Portal or click at https:// eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote. **C. By visiting the e-voting website of NSDL:** 1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the **"Login"** icon, available under the **"Shareholder/Member"** section. 2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider - **KFintech** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period. **D. NSDL Speede**  Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience

<table>
<tr><th>Type of shareholders</th><th>Login method</th></tr>
<tr><td>Individual Shareholders holding securities in demat mode with CDSL Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)</td><td>A. Existing users who have opted for Easi/Easiest:
1. Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi
2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication.
3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote.
B. Users who have not opted for Easi/Easiest:
Option to register for Easi/Easiest is available at www.cdslindia.com, proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
C. By visiting the e-voting website of CDSL:
1. The user can directly access e-voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com The system will authenticate the user by sending OTP on registered Mobile and e-mail ID as recorded in the demat Account.
2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.</td></tr>
<tr><td>Type of shareholders
Individual shareholders holding securities in demat mode with NSDL</td><td>1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.
2. Once you click on e-voting option, you will be redirected to NSDL/ CDSL website after successful authentication, wherein you can see e-voting feature.
3. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</td></tr>
</table>

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

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

Members facing any technical issue - NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: (022) 4886 7000 and (022) 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33

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

i. Initial password is provided in the body of the e-mail.

ii. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.

iii. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

iv. After entering the correct details, click on LOGIN.

v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, $, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. You need to login again with the new credentials.

vii. On successful login, the system will prompt you to select the EVENT i.e. CL Educate Limited.

viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.

ix. Members holding multiple folios/demat accounts may choose to vote separately for each folio/ demat account.

x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through e-mail at dpv@dpvassociates.com, with a copy marked to evoting@kfintech.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CL Educate AGM 2026.'

xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at https://evoting.kfintech.com or call KFin on 1800 309 4001 (toll free).

B. Voting at e-AGM

i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.

ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.

iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

iv. The e-Voting 'Thumb sign' on the left-hand corner of the video screen shall be activated upon instructions of the Chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the 'Instapoll' page and follow the instructions to vote on the resolutions. Only those shareholders who are present in the e-AGM and have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system available during the e-AGM.

Instructions for members for attending the e-AGM

26. Members may access the platform to attend the e-AGM through VC/OAVM at https://emeetings.kfintech.com by using their remote e-Voting credentials or by using their Registered Mobile number and OTP. The link for the e-AGM will be available in members' login, where the EVENT and the name of the Company can be selected. In order to log in using the registered mobile number, Members should (a) use the Mobile OTP option on the e-Meeting webpage; (b) select the Meeting/Name of the Company; (c) input the Registered Mobile Number; (d) click on Send OTP; and (e) post validation, join by selecting the Folio.

27. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice. Members may join the meeting using headphones for better sound clarity.

28. Members are encouraged to join the Meeting through Laptops with Google Chrome for a better experience.

29. Members will be required to allow Camera, if any, and use internet with a good speed to avoid any disturbance during the meeting.

30. Participants connecting from mobile devices or tablets, or through laptop connecting via mobile hotspot, may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any such glitches.

31. Members who need technical assistance before or during the e-AGM can contact KFin at Helpline No.: 1800 309 4001, or write to RTA at evoting@kfintech.com, or contact Mr. Mohsin, Senior Manager, KFin at 040-67161562.

32. Members, who would like to express their views or ask questions during the e-AGM may register themselves as a speaker by logging in to https://emeetings.kfintech.com/ and clicking on the tab 'Speaker Registration' during the period starting from Thursday, September 24, 2026 (9:00 A.M.) upto Monday, September 28, 2026 (5:00 P.M.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.

33. Members who need technical assistance before or during the e-AGM can contact KFin at Helpline No.: 1800 309 4001.

34. Members may reach out at the contact details mentioned below for addressing e-voting related grievances:
Mr. Mohd. Mohsin Uddin, Senior Manager,
KFin Technologies Ltd. Unit: CL Educate Limited
Selenium Building, Tower-B,
Plot No 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddi Telangana-500 032
Toll free no.: 1800 309 4001
E-mail ID : einward.ris@kfintech.com

35. The Board of Directors has appointed CS Devesh Kumar Vasisht (holding CP No. 13700), Managing Partner, failing him, CS Parveen Kumar (holding CP No. 13411), Partner of M/s DPV & Associates LLP, Practicing Company Secretaries (CP No. 13700 / 13411) as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.

36. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairman of the Company, who shall countersign the same and declare the results.

37. The results declared along with the scrutinizer's report shall be placed on the Company's website at https://www.cleducate.com/agm-2026.html and on the website of KFin at https://evoting.kfintech.com/ and shall also be communicated to the stock exchanges. The resolutions shall be deemed to have been passed at the e-AGM of the Company.

Annexure-A

Additional Information, pursuant to Regulation 36(3) of the SEBI Listing Regulations, and Secretarial Standard- 2 (SS-2) as issued by the Institute of Company Secretaries of India ("ICSI") with respect to the director(s) seeking appointment/ re- appointment is given below:

Particulars	**Mr. Nikhil Mahajan (DIN: 00033404) (Re-appointment as Executive Director and Group CEO Enterprise Business, pursuant to his Retiring by Rotation at the AGM)**	**Mr. Imran Jafar (DIN: 03485628) (Re-appointment as Non-Executive Non-Independent Director pursuant to his Retiring by Rotation at the AGM)**
Date of Birth (Age, as on current date)	July 06, 1971 (55 Years)	February 26, 1975 (51 years)
Date of first Appointment	October 12, 2001	November 02, 2018
Date of Appointment/ re-appointment	Mr. Nikhil Mahajan retires by rotation at the ensuing AGM (2026), and being eligible has offered himself for re-appointment.	Mr. Imran retires by rotation at the ensuing AGM (2026), and being eligible has offered himself for re-appointment.
Qualifications	Bachelor's Degree in Electrical Engineering from IIT-BHU Varanasi and a Post Graduate Diploma in Management Administration from IIM-Bangalore	Post Graduate Diploma in Business Administration from IIM-Bangalore and a Master's degree in software engineering from BITS-Pilani.
Expertise in specific functional areas	He has over 33 years of experience in the education sector.	He has over 27 years of experience in private equity, pharmaceuticals and technology service sector.
Directorships held in listed Companies (including in CL Educate Limited)	CL Educate Limited	CL Educate Limited
Memberships/ Chairmanships of committees of other Listed Companies (including in CL Educate Limited), along with listed entities from which the person has resigned in the past three years	Member of the Stakeholders' Relationship Committee of CL Educate Limited. He has not resigned from any listed entity in the past 3 years.	Member of Nomination, Remuneration and Compensation (NRC) Committee of CL Educate Limited. He has not resigned from any listed entity in the past 3 years.
Number of shares held in the Company as on March 31, 2026	1,31,468	Nil
Disclosure of relationships between directors inter-se	None	None
Remuneration last drawn	Compensation pertaining to Financial Year 2025-26: Fixed Compensation- USD 1,36,080 Maximum Variable Compensation approved- USD 1,27,800. The actual variable payout for FY 2025-26 is yet to be determined by the Board of Directors on the recommendation of the NRC Committee.	Compensation pertaining to Financial Year 2025-26: Nil*
Remuneration sought to be paid	As may be approved by the Board of Directors on the recommendation of the NRC Committee, within the limit of the overall maximum managerial remuneration approved by the Shareholders of the Company.	Nil*
Performance evaluation summary of Independent Director	Not applicable	Not applicable

**Mr. Imran Jafar has voluntarily waived off all payments, present or future, due or payable, from the Company to him as a Non-Executive Non-Independent Director of the Company.*

Explanatory Statement

Explanatory Statement relating to the businesses mentioned in Item Nos. 4 to 5 in the accompanying Notice of the Annual General Meeting ("AGM"), pursuant to Section 102 of the Companies Act, 2013, is given below:

Item 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:

Pursuant to the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014 and based on the recommendation of the Audit Committee, the Board has appointed M/s. Sunny Chhabra and Co., Cost Accountants (Firm Registration No. 101544) as the Cost Auditor, to conduct audit of the Cost Records of the Company for the Financial Year 2026-27 at the following remuneration:

Name of the Cost Auditor	Financial Year for which appointed	Remuneration (Excluding out-of-pocket expenses & applicable taxes)
M/s. Sunny Chhabra & Co.	2026-27	Up to ₹ 1,40,000/-

As per Section 148 of the Act, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor of a Company is required to be approved/ratified by the Shareholders of the Company.

The Board of Directors hereby recommends this Ordinary Resolution set out in Item No. 4 of the notice for approval/ ratification by the Shareholders.

None of the Directors or Key Managerial Personnel of the Company either directly or through their relatives/ entities are, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution at Item No. 4 of this Notice.

Item No. 5

Grant approval to the overall maximum remuneration payable to the Non- Executive Director(s) of the Company over a period of three years from April 01, 2027 to March 31, 2030:

At the 27th Annual General Meeting of the Company held on August 03, 2023, the shareholders had inter-alia approved the overall remuneration that could be paid to the Non-Executive Director(s) of the Company over a period of three years with effect from April 01, 2024 till March 31, 2027. Accordingly, a fresh approval of the shareholders, pursuant to Sections 197 and 198 of the Act, read with Schedule V of the Act and Regulation 17(6) of the Listing Regulations is being sought for the overall remuneration, that may be paid to the Non-Executive Directors of the Company in any financial year, for the next three financial years i.e. April 01, 2027 till March 31, 2030, subject to their respective current tenures and subject to their re-appointment in the Company, if and where required. The Resolution sets out the upper limit of the remuneration that may be paid to the Non-Executive Directors for a period of 3 financial years, i.e., from the Financial Year 2027-28 to 2029-30, in the following manner:

- **In case of adequate profits in any Financial Year**- The Non-Executive Directors may collectively be paid up to 1% of the Net Profits of the Company for that Financial Year, computed in the manner laid down in Section 198 of the Act, except that the remuneration of the directors shall not be deducted from the gross profits; or
- **In case of inadequate or no profits in any Financial Year**- Each Non-Executive Director may be paid remuneration not exceeding the applicable limits prescribed under Schedule V of the Act.

Within the afore-stated limits, the actual payout to each Non-Executive Director shall be determined by the Board of Directors, on the basis of the recommendation of the Nomination, Remuneration and Compensation Committee ("NRC Committee").

The above-said remuneration shall be paid/ payable in addition to the fees payable to the Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board (Sitting Fee), and/ or reimbursement of expenses (on actuals basis) for participation in the Board and other meetings.

The Board of Directors of the Company hereby recommends this Ordinary resolution set out in Item No. 5 of the Notice for approval by shareholders.

Ms. Madhumita Ganguli, Mr. Girish Shivani, Mr. Sanjay Tapriya, Professor Piyush Sharma, Mr. Yatrik Vin and Mr. Imran Jafar, Non-Executive Directors on Board, and hence potential beneficiaries under the proposed resolution, could be considered to be interested or concerned financially or otherwise in the proposed Resolution (Item No. 5) of the Notice. Apart from them, no other Director, or KMP or their relatives or entities are concerned or interested directly or indirectly in the proposed resolution financially or otherwise.

Further, Ms. Madhumita Ganguli, Mr. Girish Shivani, Prof. Piyush Sharma, Mr. Yatrik Vin, and Mr. Imran Jafar do not hold any securities of the Company. Mr. Sanjay Tapriya holds 2,000 equity shares of the Company.

By Order of the Board of Directors
For CL Educate Limited

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

Place: New Delhi
Date: August 04, 2026