



NOTICE

NOTICE is hereby given that the 28th (Twenty Eighth) ANNUAL GENERAL MEETING ("AGM") of the Members of CL Educate Limited ("the Company") will be held through two-way Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") on Tuesday, the 17th of September, 2024 at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements for the Financial Year ended March 31, 2024:

- 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, 2024, 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, 2024, along with the Report of the Statutory Auditor thereon, be and are hereby considered, approved and adopted."

2. Retirement by Rotation:

To appoint a Director in place of Mr. Satya Narayanan Ramakrishnan (DIN: 00307326), Chairman and Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible has offered 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), the approval of the Members of the Company be and is hereby accorded to the re-appointment of **Mr. Satya Narayanan Ramakrishnan (DIN: 00307326)**,

Chairman and Executive Director of the Company, who retires by rotation, and being eligible has offered himself for re-appointment, as a Director liable to retire by rotation."

3. Retirement by Rotation:

To appoint a Director in place of Mr. Imran Jafar (DIN: 03485628), Non-Executive Non-Independent Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible has offered 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), the approval of the Members of the Company 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, as a Director liable to retire by rotation."

SPECIAL BUSINESS:

4. Ratification of remuneration payable to M/s. Sunny Chhabra and Co., (Firm Registration Number: 101544), Cost Auditor, for the Financial Year 2024-25:

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 Company hereby approves and ratifies a remuneration of up to ₹ 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket



expenses incurred in connection with the audit at actuals, payable to M/s. Sunny Chhabra and Co., Cost Accountants (Firm Registration No. 101544), who has been appointed as Cost Auditor of the Company to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the Financial Year ending March 31, 2025, and authorizes the Board of Directors to determine the actual payout within the afore-said limit.

RESOLVED FURTHER THAT the Individual Directors on Board, the Chief Financial Officer, and the Company Secretary of the Company, be and are hereby severally authorized, for and on behalf of the Company, to sign and file all such documents, e- forms, returns etc. as may be required, and to do all such acts, deeds, and things as they may deem necessary, proper or desirable for the purpose of giving effect to and in furtherance to the above resolution."

5. Approve the Re-appointment of Mr. Sanjay Tapriya (DIN: 00064703) as a Non-Executive Independent Director on the Board of the Company for a second term of five consecutive years:

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder read with Schedule IV to the Act and in compliance with the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to

the re-appointment of Mr. Sanjay Tapriya (DIN: 00064703) as a Non-Executive Independent Director on the Board of the Company, for a second term of five (5) consecutive years, commencing from October 24, 2024 up to October 23, 2029 (both days inclusive), with his period of office not liable to determination by retirement by rotation.

RESOLVED FURTHER THAT the Individual Directors on Board, the Chief Financial Officer, and the Company Secretary of the Company, be and are hereby severally authorized, for and on behalf of the Company, to sign and file all such documents, e- forms, returns etc. as may be required, and to do all such acts, deeds and things as they may deem necessary, proper or desirable for the purpose of giving effect to and in furtherance to the above resolution."

6. Grant approval to the request received from Mr. Sujit Bhattacharyya, one of the Promoter Shareholders of the Company, and his relatives, seeking reclassification from 'Promoter/Promoter Group Category' to 'Public Category':

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

"**RESOLVED THAT** in compliance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR)"] (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Stock Exchanges on which the securities of the Company are listed, namely the BSE Limited and National Stock Exchange of India Limited (hereinafter referred to as the "**Stock Exchanges**"), the approval of the Members be and is hereby accorded to reclassify the following Promoter/ Promoter Group Members (hereinafter jointly referred to as the "**Outgoing Promoters**") from 'Promoter' or 'Promoter Group' Category to 'Public' Category:

S. No.	Name of the persons seeking re-classification	Type	Relationship with the Promoter seeking Re-classification	Number of Shares held	Percentage (%) of Shares held
1.	Mr. Sujit Bhattacharyya	Promoter	Self	8,12,248	1.50%
2.	Mr. Abhijit Bhattacharyya	Promoter Group	Brother	12,000	0.02%
3.	Ms. Shefali Acharya	Promoter Group	Mother-In- Law	12,000	0.02%
4.	Mr. Abhirup Bhattacharyya	Promoter Group	Nephew	8,000	0.01%
5.	Mr. Abhishek Bhattacharyya	Promoter Group	Nephew	8,000	0.01%
6.	Ms. Sneha Krishnan	Promoter Group	Niece	8,000	0.01%
	Total	-	-	8,60,248	1.57%

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 31(A)(3)(b) of SEBI (LODR), each of the Outgoing Promoters have separately confirmed the following:

THAT they shall not, at all times from the date of such re-classification:

- (i) together, hold more than ten percent of the total voting rights in the Company;
- (ii) exercise control over the affairs of the Company directly or indirectly;
- (iii) have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements; and

THAT they shall not, for a period of not less than three years from the date of such re-classification:

- (iv) be represented on the Board of Directors (including not having a nominee director) of the Company;
- (v) act as Key Managerial Personnel in the Company;
- (vi) be 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- (vii) be fugitive economic offenders.

RESOLVED FURTHER THAT upon receipt of the necessary approval(s) from the Stock Exchange(s) for re-classification of the Outgoing Promoters, the Company shall effect such re-classification in the Statement of Shareholding Pattern from the immediate succeeding quarter under Regulation 31 of the SEBI (LODR), and shall ensure necessary compliance under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other laws, as may be applicable.

"RESOLVED FURTHER THAT the Individual Directors on Board, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized, for and on behalf of the Company, to do all such acts, deeds, matters and things and to sign all such papers, deeds, forms etc., as may be required in order to take the afore-said matter forward and in order to give effect to the above resolutions and to make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with the SEBI (LODR) and other applicable laws, if any and to settle all such questions, difficulties or doubts whatsoever which may arise in respect of the matter, in their absolute discretion, or to further delegate the powers herein conferred to any other competent person, in their absolute discretion."

7. Grant approval to increase the borrowing powers of the Board under Section 180(1)(c) of the Companies Act, 2013:

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this respect, and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the Members of the Company hereby authorize and empower the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to be able to borrow money, for and on behalf of the Company, where the money to be borrowed, together with the money already borrowed by the Company, apart from the temporary loans obtained from the Company's bankers in the ordinary course of business, does not exceed the higher of the following:

1. The limits specified under Section 180(1)(c) of the Companies Act, 2013, as may be amended from time to time, or
2. ₹ 4,00,00,00,000/- (Rupees Four Hundred Crores Only).

RESOLVED FURTHER THAT the Individual Directors on Board, the Chief Financial Officer, and the Company Secretary of the Company, be and are hereby severally authorised to finalise and settle the terms and conditions on which such moneys are borrowed as regards the rate of interest, repayment terms, security to be provided etc. and to do all such acts, deeds, matters and things as they may deem fit, in their absolute discretion, and/or to settle any question, difficulty or doubt that may arise in respect of the above matter, or to further delegate all or any of the afore-said powers to any Committee or to any competent person."

8. Authorize and empower the Board to create mortgage/ charge on the Company's assets/ properties etc. under Section 180(1)(a) of the Companies Act, 2013:

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this respect, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being



in force), the Members hereby authorize and empower the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to mortgage, hypothecate and/or create charge on the assets and properties of the Company, movable or immovable, tangible or intangible, present or future, wherever situated, in favour of the lender(s), for securing the Company’s borrowings, credit facilities, financial assistance by whatever name called, upto a limit of ₹ 4,00,00,00,000/- (Rupees Four Hundred Crores Only), taken/to be taken from any lender, such as Banks, Public Financial Institutions, Body(ies) Corporate etc.

RESOLVED FURTHER THAT the Individual Directors on Board, the Chief Financial Officer, and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may deem fit, in their absolute discretion, and/or to settle any question,

difficulty or doubt that may arise in respect of the above matter, or to further delegate all or any of the afore-said powers to any Committee or to any competent person.”

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

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

**Address: 445, Heritage Tower, Sawan C.G.H.S,
Plot- 1, Sector- 3, Dwarka, New Delhi- 110078**

Place: New Delhi
Date: August 07, 2024

NOTES:

1. AGM of the Company is being conducted through VC/OAVM in compliance with General Circular No. 09/2023 dated September 25, 2023 read with General Circular Nos. 14/2020, 17/2020 and 20/2020, dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India read with the circulars issued earlier on the subject (collectively referred to as "Circulars"), which details the procedure and manner of holding AGM through VC and provides certain relaxations from compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations" or "SEBI (LODR)"].

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

2. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM and hence the Proxy Form and the Attendance Slip are not annexed hereto.

However, the Institutional/ Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.

Institutional/ Corporate Members are required to send scanned certified true copy (PDF/ JPG Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: csllp108@gmail.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 abovementioned documents should be in the naming format "CL Educate AGM 2024".

3. Since the AGM will be held through VC / OAVM, the venue Route Map is not annexed to this Notice.
4. The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. Up to 1000 Members will be able to join on a FIFO basis in the e-AGM. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders' Relationship Committee, Auditors etc. who are

allowed to attend the AGM without restriction on account of first come first serve basis.

6. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Cut-off Date

The Company has fixed Tuesday, September 10, 2024, as the "Cut-Off Date" for remote e-voting. 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 i.e. Tuesday, September 10, 2024, only. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

8. Any person who acquires shares of the Company and becomes a Member of the Company post-sending of this Notice of the AGM but before the Cut-Off date may obtain the login ID and password by sending a request at evoting@kfintech.com.
9. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of each of the Special Businesses mentioned under Item Nos. 4 to 8 above, to be transacted at the AGM, is annexed hereto.
10. The Notice of AGM along with Annual Report for the Financial Year 2023-24, is available on the website of the Company at www.cleducate.com, on the website of Stock Exchanges- www.bseindia.com & www.nseindia.com and on the website of KFin Technologies Ltd. (agency providing the e-voting facility) www.kfintech.com.
11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company is providing facility of e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has appointed M/s. KFin Technologies Limited, Registrar and Share Transfer Agents ("RTA" or KFin"), to provide Video Conferencing facility for the Annual General Meeting and for conducting the e-AGM.
12. 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, Rangareddi, Hyderabad-500032, Telangana. Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).
13. 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.

14. SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that with effect from April 01, 2024, the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number; Bank Account Details and Specimen signature) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, **only through electronic mode.**

You may also refer to SEBI FAQs in this respect by accessing the link https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf (FAQ No 38 & 39)

Investors can download the below mentioned forms from the website of the Company <http://www.cleducate.com/investor-zone.html> or from the website of RTA of the Company <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

- a) Form ISR-1 for updation of KYC details, and sending duly filled in along with self-attested supporting documents.
- b) Form ISR-2 for banker attestation of signatures and sending duly filled in along with Original cancelled cheque with name(s) printed thereon or self-attested copy of bank passbook/ statement.
- c) Form SH-13 for updation of Nomination for their folios or ISR-3 for Opting-out of the Nomination.

15. Pursuant to Regulation 40 of the Listing Regulations, transfer of securities cannot be processed unless the securities are held in dematerialized form with a depository except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as henceforth it will not be possible to transfer shares held in physical mode.
16. The 'Register of Directors and Key Managerial Personnel and their shareholding' maintained under Section 170 of the Act and the 'Register of Contracts or arrangements in which Directors are interested' maintained under Section 189 of the Act will be made available electronically for inspection by the Members attending the AGM during the meeting through the VC/ OAVM facility.
17. Members desiring any additional information with regard to Accounts/ Annual Report or have any question or query are requested to write to the Company Secretary on the Company's compliance email-id compliance@cleducate.com from Thursday, September 12, 2024 (09:00 A.M.) upto Saturday, September 14, 2024 (05:00 P.M.) so as to enable the Management to keep the information ready. Please note that the Members' questions will be answered only if they continue to hold the Company's shares as of Tuesday, September 10, 2024, i.e. the 'cut-off' date for e-voting.
18. Members attending the AGM who have not already cast their vote by remote e-voting shall be able to cast their vote at the meeting. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.
19. Copies of all the documents mentioned herein above will be kept open for inspection at the Registered Office of the Company during normal business hours (09:00 A.M. to 05:00 P.M.) on all working days except Saturdays and Sundays, up to the date of the Annual General Meeting of the Company.
20. Additional Information, pursuant to Regulation 36(3) of the Listing Regulations, and Secretarial Standard 2 (SS- 2) as issued by the Institute of Company Secretaries of India ("ICSI") with respect to the Directors seeking appointment/ re- appointment is given below:

Particulars	Mr. Satya Narayanan R. (DIN: 00307326) (Re-appointment as Chairman and Executive Director 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)	Mr. Sanjay Tapriya (DIN: 00064703) (Re-appointment as Non-Executive Independent Director pursuant to the completion of his first term of 5 years on October 23, 2024)
Date of Birth (Age, as on current date)	July 13, 1970 (53 years)	February 26, 1975 (49 years)	June 27, 1961 (62 years)
Date of first appointment	April 25, 1996	November 02, 2018	October 24, 2019
Date of re-appointment	Mr. Satya was last re-appointed as the Chairman and Executive Director of the Company at the Annual General Meeting held on Tuesday, September 17, 2024. He retires by rotation at the ensuing AGM to be held on Tuesday, September 17, 2024, and being eligible has offered himself for re-appointment.	Mr. Imran was last re-appointed as a Non-Executive Non-Independent Director of the Company at the Annual General Meeting held on Tuesday, September 07, 2021. He retires by rotation at the ensuing AGM to be held on Tuesday, September 17, 2024, and being eligible has offered himself for re-appointment.	Mr. Sanjay was initially appointed as a Non-Executive Independent Director of the Company for 1 st term of 5 years at the Annual General Meeting held on Wednesday, September 30, 2020. He is proposed to be re-appointed for a Second term of 5 consecutive years with effect from October 24, 2024.
Qualifications	Bachelor's Degree in Computer Science from St. Stephen's College, University of Delhi and a Post Graduate Diploma in Management from IIM Bangalore.	Post Graduate Diploma in Business Administration from IIM-Bangalore and a Master's degree in software engineering from BITS-Pilani.	He is a Graduate in Commerce from Shri Ram College of Commerce (1981) and holds membership of the Institute of Chartered Accountants of India (1985) and the Institute of Company Secretaries of India (1985).
Expertise in specific functional areas	He has over 29 years of experience in the education sector.	He has over 20 years of experience in private equity, pharmaceuticals and technology service sector.	He has over 35 years of experience across multiple verticals and cross functional exposure in Management, Finance, Business restructuring, Corporate Strategy and Operations etc.
Directorships held in listed Companies (including in CL Educate Limited)	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	Chairman of Share Transfer Committee of CL Educate Limited. Member of Corporate Social Responsibility (CSR) 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.	Chairman of Nomination, Remuneration and Compensation (NRC) Committee of CL Educate Limited. Member of Audit 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, 2024	99,54,832 Equity Shares	Nil	2,100 Equity Shares
Disclosure of relationships between directors inter-se	None	None	None



Particulars	Mr. Satya Narayanan R. (DIN: 00307326) (Re-appointment as Chairman and Executive Director 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)	Mr. Sanjay Tapriya (DIN: 00064703) (Re-appointment as Non-Executive Independent Director pursuant to the completion of his first term of 5 years on October 23, 2024)
Remuneration last drawn	<p>Compensation pertaining to Financial Year 2023-24:</p> <p>Fixed Compensation- ₹ 106 Lacs</p> <p>Variable Compensation- ₹ 76 Lacs</p>	<p>Compensation pertaining to Financial Year 2023-24:</p> <p>Nil.</p> <p>(Mr. Imran Jafar has waived off all payments, present and future, due and payable, from the Company to him as a Non-Executive Non-Independent Director of the Company.)</p>	<p>Compensation pertaining to Financial Year 2023-24</p> <p>Sitting Fee: ₹ 4,80,000/-</p> <p>Profit based Commission: ₹ 2,67,643/-</p>
Remuneration sought to be paid	<p>Remuneration payable for the Financial Year 2024-25:</p> <p>Fixed Compensation- ₹ 114 Lacs</p> <p>Variable Compensation upto ₹ 108 Lacs</p> <p>Total Compensation upto ₹ 222 Lacs.</p> <p>This does not include the following:</p> <ol style="list-style-type: none"> Contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961; Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; Encashment of leave at the end of tenure as per the Leave Encashment Policy of the Company; Provision of Car for official purposes, as well as provision of telephone/ internet at residence; and Medical Insurance Premium as per the Company's Policy. 	<p>Remuneration payable for the Financial Year 2024-25:</p> <p>Nil.</p> <p>(Mr. Imran Jafar has waived off all payments, present and future, due and payable, from the Company to him as a Non-Executive Non-Independent Director of the Company.)</p>	<p>Remuneration sought to be paid for the Financial Year 2024-25 (Excluding Sitting Fee):</p> <p>In case of profits in any Financial year- Within the limits prescribed under Section 197 and 198 of the Act. and,</p> <p>In case of inadequate or no profits in any Financial Year- Within the limits prescribed under Schedule V of the Act.</p> <p>Within the aforesaid limits the actual remuneration shall be determined by the Board of Directors.</p>
Performance evaluation summary of Independent Director	Not applicable	Not applicable	Mr. Sanjay Tapriya's performance evaluation was carried out in accordance with the other adopted methodology by the other individual directors on the Board excluding him, keeping in view his active contribution to the Board and Committee Meetings, his preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. and was found satisfactory during his tenure.

Note: For other details such as the Directors' work experience, number of meetings of the Board attended during the year, etc., please refer to the Board's Report and the Corporate Governance Report.

21. The scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him in writing, after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting) but not later than two working days from the conclusion of the AGM. The voting results along with the Scrutinizer's Report shall be placed on the Company's website www.cleducate.com and on the Kfin's website <https://evoting.kfintech.com> and shall also be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).
22. Mr. Sachin Sharma (Membership Number: F12788, C.P. No.: 20423) or failing which, Mr. Dinesh Trivedi (Membership Number: A23841, C.P. No.: 22407) or failing which, Mr. Vishwanath (Membership Number: A14521, C.P. No.: 25099), Designated Partners of M/s Sharma and Trivedi LLP, Company Secretaries (LLPIN: AAW-6850), has been appointed as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
23. Subject to the receipt of requisite number of votes, the resolutions shall be deemed as passed on the date of the Meeting.
24. Pursuant to Section 91 of the Act and Regulation 42 of the Listing Regulations, the Register of Members and the share transfer books of the Company will remain closed from Wednesday, September 11, 2024, to Tuesday, September 17, 2024, (both days inclusive) for the purpose of the AGM of the Company.
25. A Certificate issued by the Secretarial Auditor of the Company, certifying that the current ESOP Scheme of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolution passed by the Members of the Company in the General Meeting, will be available for inspection at the AGM.
26. 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 10, 2024.

27. Instructions for the Members for attending the AGM through Video Conference:

1. Members may access the platform to attend the 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 AGM will be available in the Shareholder/ Members login where the "EVENT" and the "Name of the Company" can be selected. Please note that the Members who have not registered their e-mail address or 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. Further, Members can also use the OTP based login for logging into the e-meeting system.

In order to log in using the registered mobile number, Members should follow the instructions below.

- a.) On the eMeeting webpage, use the Mobile OTP option.
 - b.) Select the Meeting / Name of the Company
 - c.) Input the Registered Mobile Number
 - d.) Click on Send OTP
 - e.) Post validation, join by selecting the Folio.
2. Please note that the 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 the notice.
 3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
 4. Further Members will be required to allow Camera, if any, and use Internet with a good speed to avoid any disturbance during the meeting.
 5. Please note that 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 kind of aforesaid glitches.
 6. Members who need assistance before or during the AGM, can contact RTA on evoting@kfintech.com or Mr. Mohsin, Senior Manager, KFin at 040- 67161562.
 7. **AGM Questions prior to AGM:** Shareholders who would like to express their views/ ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on "Post your Questions" and post their queries/ views/ questions in the window provided by mentioning their name, demat account number/ folio number, email id, mobile number. Please note that Members' questions will be answered only if they continue to hold the shares as of cut-off date BENPOS. The facility of posting of questions shall commence on Thursday, September 12, 2024 (09:00 A.M.) and close on Saturday, September 14, 2024 (05:00 P.M.).
 8. **Speaker Registration during AGM session:** Members may log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/ folio number, city, email id, mobile number and submit. The speaker registration shall commence on Thursday, September 12, 2024 (09:00 A.M.) and close on Saturday, September 14, 2024 (05:00 P.M.).



28. Instructions for Members for e-Voting during the e-AGM session:

1. 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.
2. Members to click on the “Instapoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
3. 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 e-Voting system available during the e-AGM.

29. Remote e-voting through electronic means

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 Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice through electronic voting system, to Members holding shares as on Thursday, September 05, 2024 being the cut-off date fixed for determining voting rights of Members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin or to vote at the e-AGM.

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

A. The detailed process and manner for remote e-voting for individual shareholders holding securities in Demat mode are explained herein below:

Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/ Easiest are requested to visit CDSL website http://www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all ESPs, so that the user can visit the ESPs' website directly. 3. If the user is not registered for Easi/ Easiest, option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to 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. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen 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. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.
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Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

B. Login method for e-voting and joining virtual meetings for shareholders holding shares in physical mode and non- individual shareholders holding shares in demat form:

i. Shareholders should log on to the e-voting website: <https://evoting.kfintech.com>.

- Enter the login credentials i.e., user id and password mentioned below:

For Members holding shares in Demat Form :-

- For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- For CDSL: 16 digits beneficiary ID

For Members holding shares in Physical Form:

- Event no.** i.e. 8277, followed by Folio Number registered with the Company.
- Password:** If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using Kfin's e-Voting system for the first time, you will need to retrieve the 'initial password' communicated to you by e-mail. Shareholders who have not registered their email addresses can follow the steps provided at serial no xiii below to obtain the User ID and password.
- Captcha:** Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

ii. After entering the details appropriately, click on LOGIN.

iii. In case you are retrieving and using your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. Once you reach the Password change menu you will be required to mandatorily change your password. The new password shall comprise of 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. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

You need to login again with the new credentials.

iv. On successful login, the system will prompt you to select the EVENT i.e., 8277.

v. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution, then enter all shares and click "FOR"/"AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated



- as "ABSTAIN" and the shares held will not be counted under either head.
- vi. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
 - vii. Cast your vote 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.
 - viii. During the voting period, shareholders can login any number of times till they have voted on the resolution.
 - ix. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
 - x. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cutoff date i.e., Tuesday, September 10, 2024.
 - xi. Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Tuesday, September 10, 2024, may obtain the User ID and password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may:

 - a) Send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL:
MYEPWD <SPACE> IN12345612345678
Example for CDSL :
MYEPWD <SPACE> 1402345612345678
Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - b) On the home page of <https://evoting.kfintech.com>, click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com> or contact KFin Technologies Ltd. at 1800 309 4001 (toll free). It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

30. Process for registration of email address for obtaining Annual Report for e-voting and updation of bank account mandate for receipt of dividend:

Physical Holding	<p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023 and further circular issued in this behalf, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx</p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <ol style="list-style-type: none"> a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or b) Through hard copies which are self-attested, which can be shared on the address below; or <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Name</td> <td>KFIN Technologies Limited</td> </tr> <tr> <td>Address</td> <td>Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500032.</td> </tr> </table> <ol style="list-style-type: none"> c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx# <p>Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html</p>	Name	KFIN Technologies Limited	Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500032.
Name	KFIN Technologies Limited				
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500032.				
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>				

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Explanatory Statement given hereunder sets out all the material facts relating to the Special Business mentioned from Item No. 4 to 8 of the accompanying Notice convening the 28th Annual General Meeting of CL Educate Limited (“the Company”).

ITEM NO. 4

Ratification of remuneration payable to M/s. Sunny Chhabra and Co., (Firm Registration Number: 101544), Cost Auditor, for the Financial Year 2024-25:

Pursuant to the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the Board has, on the recommendation of the Audit Committee, 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 2024-25 at the following remuneration:

Name of the Cost Auditor	Financial Year for which appointed	Remuneration (in ₹) (Excluding out-of-pocket expenses & applicable taxes)
M/s. Sunny Chhabra & Co.	2024-25	Up to ₹ 1,50,000/-

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

Approve the Re-appointment of Mr. Sanjay Tapriya (DIN: 00064703) as a Non-Executive Independent Director on the Board of the Company for a second term of five consecutive years:

Mr. Sanjay Tapriya (DIN: 00064703) was initially appointed as a Non-Executive Independent Director on the Board of the Company on October 24, 2019, for a period of five (5) years, i.e. to hold office till October 23, 2024.

Mr. Sanjay Tapriya is the Chairman of the Nomination, Remuneration and Compensation (NRC) Committee, and is a Member of the Audit Committee of the Company.

Section 149(10) of the Act provides that an Independent Director can hold office for a term of up to five consecutive years on the Board of a Company, but is eligible for re- appointment for another

term of upto five (5) consecutive years on the passing of a Special Resolution by the Company, and disclosure of such appointment in the Board’s Report. Also, the office of an Independent Director is not liable to be determined by retirement by rotation.

The NRC Committee and the Board of Directors of the Company have approved the re-appointment of Mr. Sanjay Tapriya as an Independent Director for a second term of five (5) consecutive years, and recommend the same to the Members for their approval.

A brief profile of Mr. Sanjay Tapriya is given here-under:

‘Aged about 63 years, he is a Non-Executive Independent Director on the Board of the Company. He is a Graduate in Commerce from Shri Ram College of Commerce (1981) and holds membership of the Institute of Chartered Accountants of India (1985) and the Institute of Company Secretaries of India (1985). He has over 35 years of experience across multiple verticals and cross functional exposure in Management, Finance, Business Restructuring, Corporate Strategy and Operations etc. Since March 2023, he is engaged as a Director of Shakumbari Sugar and Allied Industries Limited and chalking out plans to restart the sugar and ethanol plants. Prior to that and from 2012-13 and upto 2022-23, he has been working as the CEO with Uniworld Sugars Private Limited and Secretary General of All India Sugar Trade Association (AISTA). He joined the Board of the Company on October 24, 2019.’

It is proposed to re-appoint Mr. Sanjay Tapriya as a Non-Executive Independent Director on Board for a second term of 5 (five) consecutive years, commencing from October 24, 2024 up to October 23, 2029 (both days inclusive), with his office not liable to determination by retirement by rotation.

Mr. Sanjay Tapriya has given his consent to act as a Director of the Company in form DIR- 2, along with a certificate in form DIR- 8 stating that he is not disqualified from being appointed as a Director in the Company in terms of Section 164 of the Act.

Further, he has submitted a declaration pursuant to Section 149(7) of the Act stating that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR). Mr. Sanjay Tapriya has declared that he is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

Mr. Sanjay Tapriya has confirmed that in compliance with the provisions contained under sub-rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, he is registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board considers it desirable to continue to avail the services of Mr. Sanjay Tapriya as an Independent Director and believes that his continued association would be of immense benefit to the Company.

In the opinion of the Board, Mr. Sanjay Tapriya fulfills all the conditions specified under the Act and Listing Regulations for such re-appointment.



The Board of Directors of the Company hereby recommends this Special Resolution set out in Item No. 5 of the notice for approval by Shareholders.

Except for Mr. Sanjay Tapriya, being the proposed appointee himself, none of the Directors or Key Managerial Personnel of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution at Item No. 5 of this Notice.

Additional Information, pursuant to Regulation 36(3) of the Listing Regulations, and Secretarial Standard 2 (SS- 2) as issued by Institute of Company Secretaries of India ("ICSI") has been provided elsewhere in this Notice.

ITEM NO. 6

Grant approval to the request received from Mr. Sujit Bhattacharyya, one of the Promoter Shareholders of the Company, and his relatives, seeking re-classification from 'Promoter/ Promoter Group Category' to 'Public Category':

The Company has received applications dated July 31, 2024 from Mr. Sujit Bhattacharyya, an erstwhile Promoter Shareholder of the Company, holding 8,12,248 equity shares of the Company (constituting 1.50% of the total Paid-up Share Capital), and from his relatives holding shares in the Company and categorized as Promoter Group (collectively referred to as the "Outgoing Promoters"), requesting for their re-classification from "Promoter/ Promoter Group Category" to "Public Category".

A brief profile of Mr. Sujit Bhattacharyya is given below:

'Mr. Sujit Bhattacharyya, one of the Promoters and an erstwhile Senior Management Personnel of the Company, holds a Bachelor of Technology (B.Tech.) degree in Electrical Engineering from the

Indian Institute of Technology, Kharagpur and a Post Graduate Diploma in Management from the Indian Institute of Management, Bangalore. He has more than 24 years of experience in the education sector. He has been associated with the Company since April 2000, in various roles and responsibilities. Till July 01, 2024, he was working as the Chief Innovation Officer of the Company (AI/Tech), heading the Technology and the AI teams. He has led the AI-first approach to developing products putting data at the forefront of all decisions. Under his mentorship CL's Generative AI solutions have driven the latest education practices (SOP Writing, Essay Analysis, Video Summarization pipelines). He has been instrumental in developing CL's in-house ERP system for over 20 years. He also created the Digital Marketing function within CL which is now a fully functional team driving online business. He also headed the HR Function for the past two decades and has been instrumental in building a very strong organization culture and highly cohesive teams.'

With an intent to pursue his other personal interests in his home-town Kolkata, Mr. Sujit Bhattacharyya, who was to superannuate in February 2025, decided to pre-transit from his current Full-Time role to a Part-Time Advisory role for Technology and Artificial Intelligence in the Company with effect from July 01, 2024.

Consequently, Mr. Sujit's relatives holding shares in the Company, namely Mr. Abhijit Bhattacharyya, Ms. Shefali Acharya, Mr. Abhirup Bhattacharyya, Mr. Abhishek Bhattacharyya and Ms. Sneha Krishnan, belonging to the Promoter Group Category, have also requested for their re-classification from "Promoter Group" Category to "Public" Category.

The shareholding of the afore-said Outgoing Promoters in the Company is given below:

S. No.	Name of the persons seeking re-classification	Type	Relationship with the Promoter seeking Re-classification	Number of Shares held	Percentage (%) of Shares held
1.	Mr. Sujit Bhattacharyya	Promoter	Self	8,12,248	1.50%
2.	Mr. Abhijit Bhattacharyya	Promoter Group	Brother	12,000	0.02%
3.	Ms. Shefali Acharya	Promoter Group	Mother-In- Law	12,000	0.02%
4.	Mr. Abhirup Bhattacharyya	Promoter Group	Nephew	8,000	0.01%
5.	Mr. Abhishek Bhattacharyya	Promoter Group	Nephew	8,000	0.01%
6.	Ms. Sneha Krishnan	Promoter Group	Niece	8,000	0.01%
	Total	-	-	8,60,248	1.57%

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR)"] provides the regulatory mechanism, conditions and procedure to be followed for re-classification of any person as promoter/ public, which requires the following:

1. Application to be made by the promoter seeking re-classification to the listed entity,
2. Analysis of the same by the Board of Directors,
3. Approval of the same by the Shareholders in a general meeting, and
4. Approval to the same by the Stock Exchanges at which the Company's securities are listed, on an application made by the listed entity.

Each of the Outgoing Promoters have, in their request letter(s), separately confirmed that they comply and will continue to comply with the provisions of Regulation 31A(3)(b) of the SEBI (LODR). Further they have also confirmed of the following:

THAT they shall not, at all times from the date of such re-classification:

- i. together, hold more than ten percent of the total voting rights in the Company;
- ii. exercise control over the affairs of the Company directly or indirectly;
- iii. have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements; and

THAT they shall not, for a period of not less than three years from the date of such re-classification:

- iv. be represented on the Board of Directors (including not having a nominee director) of the Company;
- v. act as Key Managerial Personnel in the Company;
- vi. be 'wilful defaulters' as per the Reserve Bank of India Guidelines; and
- vii. be fugitive economic offenders.

The above re-classification has the following impact on shareholding pattern of the Promoters/ and Promoter Group of the Company:

Pre Re-classification Equity Shareholding (as on March 31, 2024)

S. No.	Particulars	No. of Equity Shares of the Company held	Percentage (%) of Shareholding in the Company
1.	Promoters	2,89,27,932	53.52 %
2.	Public	2,51,24,461	46.48 %
Total Shareholding of the Company before the proposed re- classification		5,40,52,393	100 %

Post Re-classification Equity Shareholding

S. No.	Particulars	No. of Equity Shares of the Company held	Percentage (%) of Shareholding in the Company
1.	Promoters	2,80,67,684	51.95 %
2.	Public	2,59,84,709	48.05 %
Total Shareholding of the Company after the proposed re-classification		5,40,52,393	100 %

With respect to the pre-requisites in relation to the Company, the Board noted that as at the date of the approval, the Company was:

1. Compliant with the requirement of minimum public shareholding as required under Regulation 38 of SEBI (LODR),
2. not having trading in its shares suspended by the stock exchanges; and
3. not having any outstanding dues to the SEBI Board, the Stock Exchanges or to the Depositories.

In view of the explanation given by the applicants as detailed above and in consideration of the conditions as stipulated in Regulation 31A of SEBI (LODR), the Board of Directors of the Company, at

its meeting held on August 07, 2024, have analyzed the requests, while noting that with respect to the pre-requisites in relation to the Company, as at the date of the approval, the Company was:

1. Compliant with the requirement of minimum public shareholding as required under Regulation 38 of Listing Regulations instead of SEBI (LODR)
2. not having trading in its shares suspended by the stock exchanges; and
3. not having any outstanding dues to the SEBI Board, the Stock Exchanges or to the Depositories.

In this respect, the Board's view is that the Outgoing Promoters seeking reclassification are not, with effect from July 01, 2024,



directly or indirectly, associated with the business of the Company, and do not have any influence over the business and policy making decisions of the Company, and also do not have any right either to appoint any Director of the Company or have the ability to control the management of the Company in any manner whatsoever including by virtue of their shareholding, and that none of their acts would influence the decisions taken by the Company and they are not involved in the day to day activities of the Company, nor are they exercising control over the affairs of the Company. Hence the Board is of the opinion that it would be fair and equitable to approve the Outgoing Promoters' requests for reclassification from Promoter/ Promoter Group category to Public category.

The Board is placing the re-classification requests for the approval of the shareholders by way of an Ordinary Resolution. Once approved by the shareholders, an application shall be made by the Company to the Stock Exchanges namely BSE and NSE seeking approval to the re-classification.

The Board of Directors of the Company hereby recommends this Ordinary Resolution set out in Item No. 6 of the Notice for approval of 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. 6 of this Notice.

ITEM NO. 7

Grant approval to increase the borrowing powers of the Board under Section 180(1)(c) of the Companies Act, 2013:

Section 180(1)(c) of the Companies Act, 2013 ("the Act") prohibits the Board of Directors of a Company from borrowing money in excess of the aggregate of the Company's Paid Up Share Capital, Free Reserves and Securities Premium, unless authorized by the Members vide a Special Resolution.

At the Annual General Meeting of the Company held on September 07, 2015, the members authorized the Board of Directors of the Company to borrow money upto an amount not exceeding ₹ 1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only).

Keeping in view the Company's working capital requirements and future expansion plans, it is anticipated that the funds requirement of the Company may substantially grow in the times to come. Hence, it is considered necessary that the borrowing powers of the Board be increased from the erstwhile '₹ 150 Crores' to '₹ 400 Crores, or the limits prescribed under Section 180(1)(c) of the Act, as may be amended from time to time whichever is higher'. This matter requires the approval of the shareholders of the Company by way of a Special Resolution.

The Board of Directors of the Company hereby recommends this Special Resolution set out in Item No. 7 of this Notice for approval of 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. 7 of this Notice.

ITEM NO. 8

Authorize and empower the Board to create mortgage/ charge on the Company's assets/ properties etc. under Section 180(1)(a) of the Companies Act, 2013:

Section 180(1)(a) of the Companies Act, 2013 ("the Act") prohibits the Board of Directors of a Company from selling, leasing or otherwise disposing off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless authorized by the Members vide a Special Resolution.

At the Annual General Meeting of the Company held on September 07, 2015, the Members authorized the Board of Directors of the Company to create mortgage/ charge on the properties of the Company upto an amount not exceeding ₹ 1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only), from time to time.

It is found desirable that along with an increase in the Board's Power pertaining to the Company's borrowings as per Resolution No. 7 of this Notice, the Power of the Board to create charge or provide security on the assets/ properties of the Company which may be deemed as disposal of the whole or substantially the whole of one or more of the Company's undertaking should also be enhanced. Hence, it is considered necessary that the Charge/ Security (on Company's properties) creation powers of the Board be increased from the erstwhile '₹ 150 Crores' to '₹ 400 Crores'. This matter requires the approval of the shareholders of the Company by way of a Special Resolution.

The Board of Directors of the Company hereby recommends this Special Resolution set out in Item No. 8 of the Notice for approval by 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. 8 of this Notice.

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

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

**Address: 445, Heritage Tower, Sawan C.G.H.S,
Plot- 1, Sector- 3, Dwarka, New Delhi- 110078**

**Place: New Delhi
Date: August 07, 2024**