

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **CL Educate Limited**
2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	SATYA NARAYANAN .R	00307326	AFJPS7585N	C & ED		01-Apr-2017			1	0	0	RMC	
Mr.	GAUTAM PURI	00033548	AAHPP5688E	ED	MD	01-Apr-2017			1	1	0	SRC,RMC	
Mr.	NIKHIL MAHAJAN	00033404	AAAPM2004J	ED	CEO	01-Apr-2017			1	1	0	SRC,RMC	
Mr.	VIRAJ TYAGI	01760948	AEKPT2705H	ID		05-Sep-2014		60	1	1	0	AC,NRC	
Ms.	MADHUMITA GANGULI	00676830	AAEPG7669R	ID		02-Jul-2017		60	1	1	0	AC	
Mr.	SUSHIL KUMAR ROONGTA	00309302	AAAPR4551P	ID		13-Mar-2018		60	6	5	1		
Mr.	GIRISH SHIVANI	03593974	AIDPS1148L	ID		30-Sep-2018		60	1	0	2	AC,SRC,NRC	
Mr.	IMRAN JAFAR	03485628	AEQPJ9499E	NED		02-Nov-2018			1	0	0	NRC	

Company Remarks	
Whether Permanent chairperson appointed	Yes



ii. **Composition of Committees**

a. **Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	MADHUMITA GANGULI	ID	Member	24-Jul-2017	
2	VIRAJ TYAGI	ID	Member	29-Apr-2014	
3	GIRISH SHIVANI	ID	Chairperson	06-Oct-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	NIKHIL MAHAJAN	ED	Member	22-Jul-2014	
2	GAUTAM PURI	ED	Member	22-Jul-2014	
3	GIRISH SHIVANI	ID	Chairperson	27-Nov-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. **Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	NIKHIL MAHAJAN	ED	Member	11-Aug-2014	
2	GAUTAM PURI	ED	Member	11-Aug-2014	
3	SATYA NARAYANAN .R	C & ED	Chairperson	11-Aug-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes



d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	GIRISH SHIVANI	ID	Member	27-Nov-2018	
2	IMRAN JAFAR	NED	Member	02-Nov-2018	
3	VIRAJ TYAGI	ID	Chairperson	27-Aug-2008	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

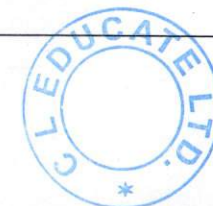
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
06-Oct-2018	31-Jan-2019
02-Nov-2018	
27-Nov-2018	

Company Remarks	
Maximum gap between any two consecutive (in number of days)	64

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	27-Nov-2018	31-Jan-2019	3	Yes
Nomination & Remuneration Committee		31-Jan-2019	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	64



v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:



Name :
Designation :

Rachna Sharma
Company Secretary & Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
Details of business	Yes		www.cleducate.com
Terms and conditions of appointment of independent directors	Yes		www.cleducate.com
Composition of various committees of board of directors	Yes		www.cleducate.com
Code of conduct of board of directors and senior management personnel	Yes		www.cleducate.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.cleducate.com
Criteria of making payments to non-executive directors	No	The same forms part of the Annual report for FY 2018-19	
Policy on dealing with related party transactions	Yes		www.cleducate.com
Policy for determining 'material' subsidiaries	Yes		www.cleducate.com
Details of familiarization programs imparted to independent directors	Yes		www.cleducate.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.cleducate.com
email address for grievance redressal and other relevant details	Yes		www.cleducate.com
Financial results	Yes		www.cleducate.com
Shareholding pattern	Yes		www.cleducate.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
New name and the old name of the listed entity	Not Applicable		

II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	



<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3), (4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6), (7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4) ,(5) & (6)	Yes	
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	



III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes



Name : Rachna Sharma
Designation : Company Secretary & Compliance Officer