

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

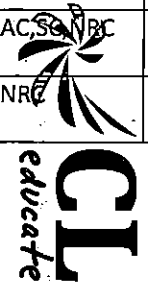
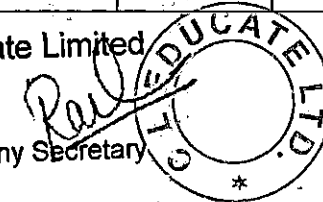
1. Name of Listed Entity - CL Educate Limited
2. Quarter ending - 30-Sep-2019

**i. Composition Of Board Of Director**

| Title (Mr./Ms) | Name of the Director | DIN      | PAN        | Category (Chairperson / Executive/ Non-Executive/ Independent / Nominee) | Sub-Category | Initial Date of Appointment | Date of Appointment | Date of cessation | Tenure | Date of Birth | No. of Directorship in listed entities including this listed entity | No of Independent 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   |              | 25-Apr-1996                 | 01-Apr-2017         |                   |        | 13-Jul-1970   | 1   | 0  | 0   | 0  |   |         |
| Mr.            | GAUTAM PURI          | 00033548 | AAHPP5688E | ED   | MD           | 25-Apr-1996                 | 01-Apr-2017         |                   |        | 13-Jan-1965   | 1   | 0  | 1   | 0  | SC                                      |         |
| Mr.            | NIKHIL MAHAJAN       | 00033404 | AAAPM2004J | ED   | CEO          | 12-Oct-2001                 | 01-Apr-2017         |                   |        | 06-Jul-1971   | 1   | 0  | 1   | 0  | SC                                      |         |
| Mr.            | VIRAJ TYAGI          | 01760948 | AEKPT2705H | ID   |              | 28-Apr-2008                 | 05-Sep-2019         |                   | 60     | 17-Apr-1970   | 1   | 1  | 1   | 0  | AC,NRC                                  |         |
| Ms.            | MADHUMITA GANGULI    | 00676830 | AAEPG7669R | ID   |              | 02-Jul-2017                 | 02-Jul-2017         |                   | 60     | 22-Sep-1956   | 2   | 1  | 1   | 0  | AC                                      |         |
| Mr.            | SUSHIL KUMAR ROONGTA | 00309302 | AAAPR4551P | ID   |              | 13-Mar-2018                 | 13-Mar-2018         | 26-Jul-2019       | 60     | 09-May-1950   | 5   | 3  | 5   | 1  |   |         |
| Mr.            | GIRISH SHIVANI       | 03593974 | AIDPS1148L | ID   |              | 30-Sep-2018                 | 30-Sep-2018         |                   | 60     | 04-Dec-1970   | 1   | 1  | 0   | 2  | AC,SC,NRC                               |         |
| Mr.            | IMRAN JAFAR          | 03485628 | AEQPJ9499E | NED  |              | 02-Nov-2018                 | 02-Nov-2018         |                   |        | 26-Feb-1975   | 1   | 0  | 0   | 0  | NRC                                     |         |

For CL Educate Limited

Company Secretary



|   |   |
|---|---|
| Company Remarks                             | Mr. Sushil Kumar Roongta, Non-Executive Independent Director of the Company has resigned from the Board of the Company on and with effect from July 26, 2019. |
| Whether Permanent chairperson appointed     | Yes   |
| Whether Chairperson is related to MD or CEO | No  |

ii. **Composition of Committees**

a. **Audit Committee**

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

|   |     |
|---|-----|
| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

b. **Stakeholders Relationship Committee**

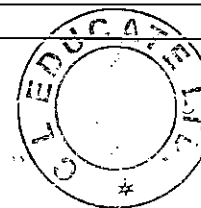
| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1       | GIRISH SHIVANI       | ID       | Chairperson            | 27-Nov-2018    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

|   |     |
|---|-----|
| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

c. **Risk Management Committee**

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
|---------|----------------------|----------|------------------------|------------------|----------------|

|   |    |
|---|----|
| Company Remarks                         |    |
| Whether Permanent chairperson appointed | No |



d. Nomination and Remuneration Committee

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

|   |     |
|---|-----|
| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

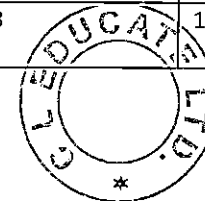
iii. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met | Number of Directors present | Number of Independent Directors present |
|---|---|-----------------------------------|-----------------------------|---|
| 29-May-2019   | 05-Aug-2019   | Yes                               | 6                           | 2                                       |
|   | 13-Sep-2019   | Yes                               | 3                           | 2                                       |

|   |    |
|---|----|
| Company Remarks   |    |
| Maximum gap between any two consecutive (in number of days) | 67 |

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 | Whether requirement of Quorum met (Yes/No) | Number of Directors present | Number of independent directors present |
|-------------------------------------|--|---|--|-----------------------------|---|
| Audit Committee                     | 29-May-2019  | 05-Aug-2019   | Yes  | 2                           | 2                                       |
| Nomination & Remuneration Committee | 29-May-2019  | 05-Aug-2019   | Yes  | 2                           | 1                                       |
| Stakeholders Relationship Committee | 29-May-2019  | 05-Aug-2019   | Yes  | 3                           | 1                                       |
| Stakeholders Relationship Committee |  | 05-Aug-2019   | Yes  | 3                           | 1                                       |



|  |  |
|--|--|
| Company Remarks  | Previous meeting of Share Transfer Committee was held on March 05, 2019. |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 67   |

v. **Related Party Transactions**

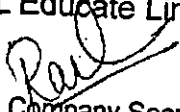
| <i>Subject</i>   | <i>Compliance status<br/>(Yes/No/NA)</i> | <i>Remark</i> |
|--|--|---------------|
| Whether prior approval of audit committee obtained   | Yes                                      |               |
| Whether shareholder approval obtained for material RPT   | Not Applicable                           |               |
| 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 |  |
|--|--|

VI. **Affirmations**

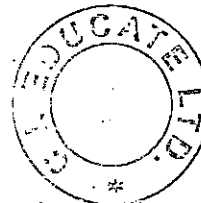
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - 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:

For CL Educate Limited

  
Company Secretary

Rachna Sharma

Company Secretary & Compliance Officer



Name :  
Designation :

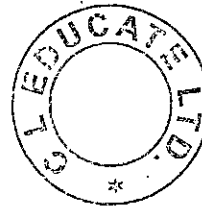
**ANNEXURE III  
Affirmations**

| <b>Broad Heading</b>   | <b>Regulation Number</b>             | <b>Compliance Status</b> | <b>Company Remark</b>  |
|--|--------------------------------------|--------------------------|--|
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | Yes                      |  |
| Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes                      |  |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)                                | No                       | Mr. Viraj Tyagi, Chairman of Nomination, Remuneration and Compensation Committee could not attend the meeting, he had nominated Mr. Girish Shivani, member of Nomination, Remuneration and Compensation Committee to respond to the members queries. |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting  | 20(3)                                | Yes                      |  |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes                      |  |

Note:

**For CL Educate Limited**

*Rachna*  
**Company Secretary**



Name :  
Designation :

Rachna Sharma  
Company Secretary & Compliance Officer