To,
The BSE Limited
Listing Department,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

To,
The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1,
G Block, BandraKurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sir/Madam,

Sub.: **Annual Report for the financial year 2018-19 and Notice of 23rd Annual General Meeting**

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

Scrip Code: 540403, Scrip Symbol: CLEDUCATE

With reference to the captioned subject we wish to inform you that the 23rd Annual General Meeting (AGM) of the Company will be held on Saturday, September 28, 2019 at 11:00 A.M., at the Aravali Golf Course, New Industrial Town, Faridabad, Haryana - 121 001.

Further, Pursuant to Regulation 34 read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are submitting herewith Annual Report alongwith the Notice of 23rd AGM of the Company for the Financial Year 2018-19, which are being dispatched / sent to the members in the permitted mode.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing electronic voting ("remote e-voting") facility to the members through electronic voting platform of Karvy Fintech Private Limited on all the resolutions as set out in the notice of AGM to those members, who are holding shares either in physical or in electronic form as on the **cut-off date i.e. Friday, September 20, 2019. The remote e-voting will commence on Wednesday, September 25, 2019 at 9:00 AM and will end on Friday, September 27, 2019 at 5:00 PM.** The Members who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.

The Annual Report along with the Notice of the AGM is available on the website of the Company www.cleducate.com.

This is for your information and record.

Thanking you,

Yours faithfully,

For CL Educate Limited

CL EDUCATE LTD.

Gautam Puri
Vice Chairman & Managing Director

Place: New Delhi
Date: September 03, 2019

CL educate

THE FIRST 25 YEARS

ANNUAL REPORT 2018 - 19

CONTENTS

Forward-looking statement

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion on realized future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events, or otherwise.

CORPORATE **INFORMATION**

Board of Directors (as on March 31, 2019)

Mr. Satya Narayanan R
Chairman of the Board & Executive Director

Mr. Gautam Puri
Vice-Chairman & Managing Director

Mr. Nikhil Mahajan
Executive Director & Group CEO Enterprise Business

Mr. Imran Jafar
Additional (Non-Executive Non-Independent) Director

Mr. Girish Shivani
Additional (Non-Executive Independent) Director

Mr. Viraj Tyagi
Non-Executive Independent Director

Ms. Madhumita Ganguli
Non-Executive Independent Director

Mr. Sushil Kumar Roongta*
Additional (Non-Executive Independent) Director

Board Committees

Audit Committee

Mr. Girish Shivani
Chairman

Mr. Viraj Tyagi
Member

Ms. Madhumita Ganguli
Member

Nomination, Remuneration & Compensation Committee

Mr. Viraj Tyagi
Chairman

Mr. Girish Shivani
Member

Mr. Imran Jafar
Member

CSR Committee

Mr. Girish Shivani
Chairman

Mr. Satya Narayanan R
Member

Mr. Gautam Puri
Member

Stakeholders' Relationship Committee

Mr. Girish Shivani
Chairman

Mr. Gautam Puri
Member

Mr. Nikhil Mahajan
Member

Share Transfer Committee

Mr. Satya Narayanan R
Chairman

Mr. Gautam Puri
Member

Mr. Nikhil Mahajan
Member

CFO

Mr. Arjun Wadhwa

Company Secretary and Compliance Officer

Ms. Rachna Sharma

Bankers
HDFC Bank | ICICI Bank | Kotak Mahindra Bank | RBL Bank | State Bank of India | IndusInd

*Resigned on July 26, 2019

Registered Office:
Plot No. 9A, Sector-27A, Mathura Road,
Faridabad, Haryana-121003, India

Tel.: 011–4128 1100, Fax: 011-4128 1101
Website: www.cleducate.com,
E-mail: compliance@cleducate.com

CHAIRMAN'S Message

In 2018, I had the privilege of welcoming you to our first year as a "public start-up". As we moved into our new premises, and instituted an open-office culture, we have retained all the energy & excitement that accompany operating like a start-up, whilst, at the same time, benefiting from the wisdom of having done this for 25 years ... our *first 25 years*.

Having accelerated through our infancy, I invite you to be a part of our growing-up years, as we race into what is, undoubtedly, the digital age.

In our first 25 years, we have leveraged technology like no one else in our industry. From offering our first Mock CAT analysis online in 1999, to being lightyears ahead of our competitors in terms of tech-driven innovation, we were an Ed-tech company before the term even existed—leave alone became cool.

The environment could not be more pro-digital for the Indian youth today. From smartphones with ever-faster data connections, to consumption of electronic content in yottabytes, Young India is watching, shopping, pooling, and—most importantly, for us—**learning** their way into a world where content is at their fingertips. With the numbers now approaching 700 million, there could not be a more exciting opportunity for an organization as uniquely poised like ours, to wade into.

As an Ed-tech company, we are utilizing this opportunity in three unique ways:

1. Training Gen-Z for potential careers, using the multitude of data thrown their way — through courses on Machine Learning, Artificial Intelligence, Digital Marketing, etc.
2. Training organizations on how best to use the data they collect — by conducting workshops for CXOs to enable them to leverage AI-ML in the new world they find themselves a part of
3. Providing business solutions for corporates using Data Science

Our initiatives in this space have attracted the right kind of eyeballs; and with the blessings of AICTE, and through partnerships with Intel and Amazon, we hope to see this become a new & exciting first chapter of our next 25-year story.

I shall pause here before I get ahead of myself. After all, this is just one of the many exciting things CL has done over the last year, as we continue to stay committed to our focus of building a large respected company, one that our shareholders continue to be proud of investing in.

Some of the big rocks of 2018–19 were

Consumer Business: Our BAU (Business as Usual) products continued to show steady growth; with our CAT and Law students setting new benchmarks for CL with their results. Despite increasing competition in this space, CL continues to be the destination of choice for many students, thanks to the exceptional dedication of our teaching staff in our 200+ locations.

Over the last year (and a bit), we have added new Test-prep segments, like GATE, CA and Civil Services, which have opened up a market of 2 million+ aspirants for us that was previously not being catered to. After a year of integrating our acquisitions, the early signs are positive, yet come with their own set of challenges. The 100-pound-gorilla approach is a slow & steady solution to this segment; we hope to significantly accelerate this process with an O2O approach more befitting the times. Chances are you will hear more about these in the coming quarters. A similar approach might also work when we tackle other gorillas in the IIT & Medical Test-Prep space.

Corporate Business: For Kestone too, 2018-19 was an exciting year; wherein we established the aforementioned Data Science consulting practice. Kestone's revenues grew 24%; and we added to our presence in Singapore and Dubai by opening up a branch office in the US to grow our international business. Our 'integrated marketing solutions' approach, in addition to geographical expansion, should see margins in this business improve in the long-term.

Meanwhile, our investment in creating properties like Inquizitive Minds (quite possibly, India's largest quiz) and Melting Pot (an Innovation Summit, where industry meets academia) appears to be paying off. As does our investment in Accendere, whose innovation platform, WAINConnect.com now caters to 75,000+ innovators, and has garnered in excess of $1.5 million of funding.

The growth of WAIN, besides our exciting new projects like Data School, offers the bonus of developing a hard-to-replicate ecosystem, where colleges and schools chase us for partnership opportunities—rather than the other way around—making it potentially easier for our Test-Prep businesses, like CAT, GATE, etc., to flourish.

Peeping into Our Future

The coming year should see our back-end teams working hard on completing our merger. As you are probably aware, we are consolidating five of our subsidiaries into the parent entity. In addition to greater business synergies and operating efficiencies, this should also improve our RoCE. The Stock Exchanges and SEBI have approved the merger; the application will next move to NCLT in the coming weeks.

Meanwhile, our front-end teams will be engaging in their daily P&L battles, leveraging technology, content, and their unwavering desire to deliver nothing but the absolute best to our customers.

Knowing that our present is in excellent hands, a few of us will look further ahead into developing the next 100-crore product line for CL. Professional reskilling could well be that segment, using technologies like Cloud and Voice. Job-oriented, outcome-driven, sachet, customized ... for an audience of one.

With appreciation

Satya Narayanan R

Financial **Highlights**

STANDALONE (₹ In Lacs)

Particulars	FY 17	FY 18	FY 19
Total Income	15,246.06	16,865.63	18,511.80
EBITDA	1,735.45	893.98	2,444.98
EBITDA %	11.38%	5.30%	13.21%
PBT	714.47	-136.25	1,208.07
PBT%	4.69%	-0.81%	6.53%
Total Comprehensive Income	497.26	-185.25	987.22
Basic EPS (in ₹)	4.12	-1.40	6.92
Net Worth	**33,066.38**	**34,388.17**	**35,203.13**

CONSOLIDATED (₹ In Lacs)

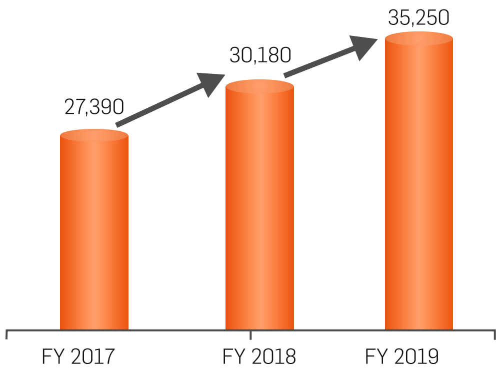
Particulars	FY 17	FY 18	FY 19
Total Income	27,390.02	30,180.20	35,249.61
EBITDA	3,417.64	2,280.12	4,017.18
EBITDA %	12.48%	7.56%	11.40%
PBT	1,965.36	790.61	2,448.97
PBT%	7.18%	2.62%	6.95%
Total Comprehensive Income	1,603.11	592.65	2,012.66
Basic EPS (in ₹)	11.34	2.29	12.50
Net Worth	**33,066.38**	**32,339.18**	**33,827.30**

SEGMENT REVENUE MIX (₹ In Lacs)

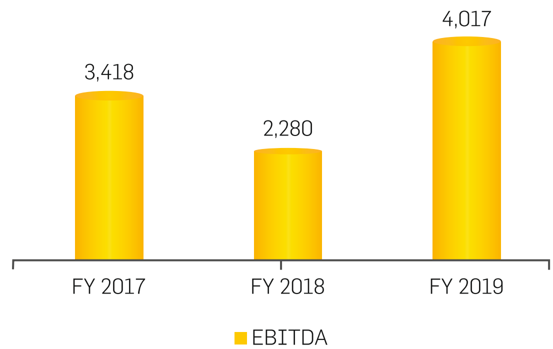
		FY 17	FY 18	FY 19
Consumer		18,585.85	20,209.29	22,105.83
	Consumer Test-Prep	14,047.41	15,826.82	18,208.02
Enterprise	Consumer Publishing	4,538.44	4,382.47	3,897.81
		10,476.92	11,963.56	15,085.43
	Enterprise Corporate	9,404.37	10,196.43	12,600.30
	Enterprise Institutional	1,072.55	1,767.13	2,485.13
Others		361.89	13.09	27.55
Inter-segment Revenue		(3,094.57)	(3,296.97)	(3,292.86)
Total Revenue from Operations		**26,330.09**	**28,888.97**	**33,925.95**

CL in **Charts**

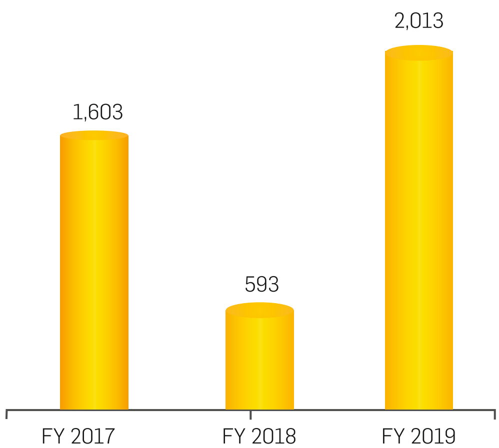
Total Income (₹ in Lacs)



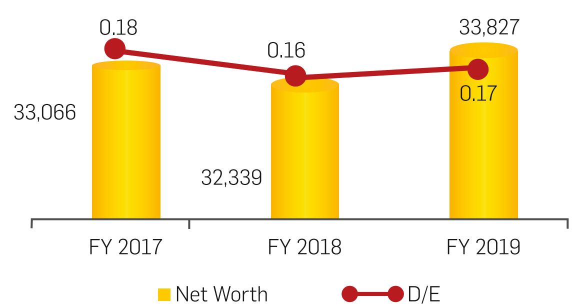
EBITDA (₹ in Lacs)



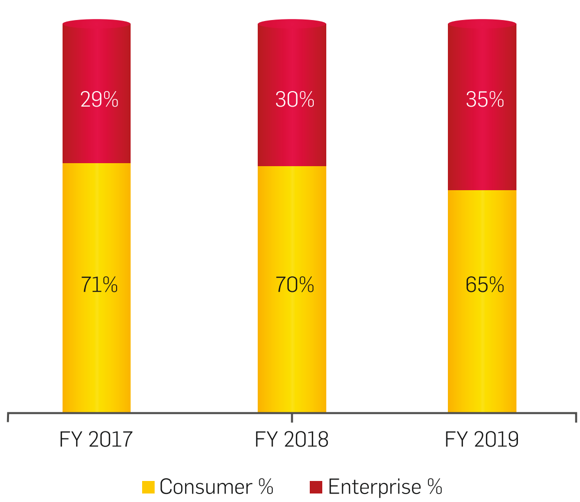
Total Comprehensive Income (₹ in lacs)



Networth (₹ in Lacs) & Debt/Equity



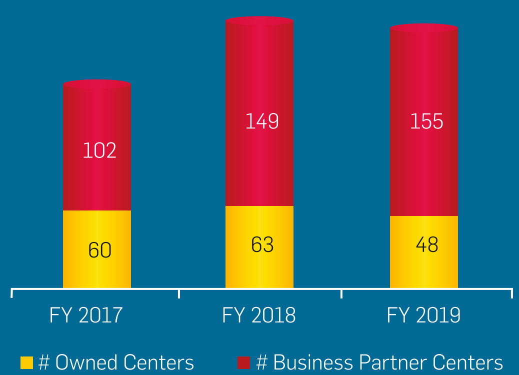
Revenue Mix



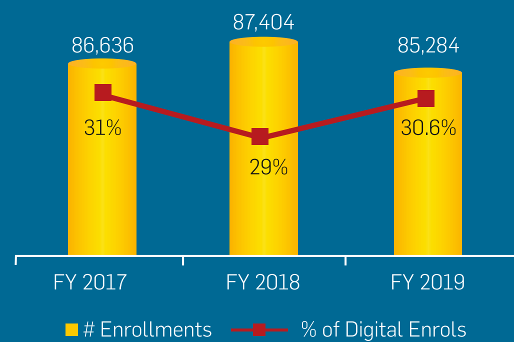
Operational **Highlights**

CONSUMER

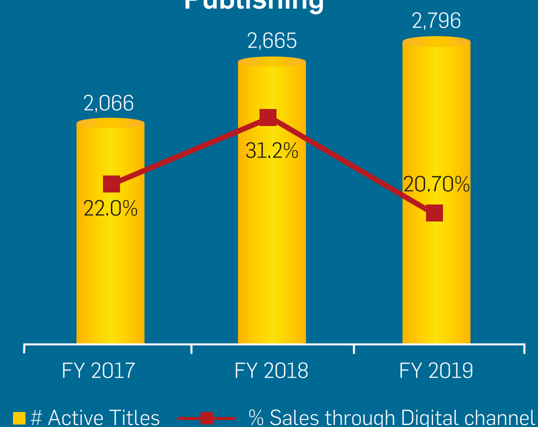
Test-Prep Centers



Enrollments

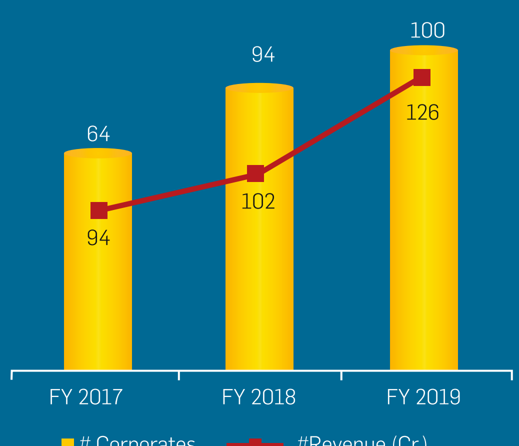


Publishing

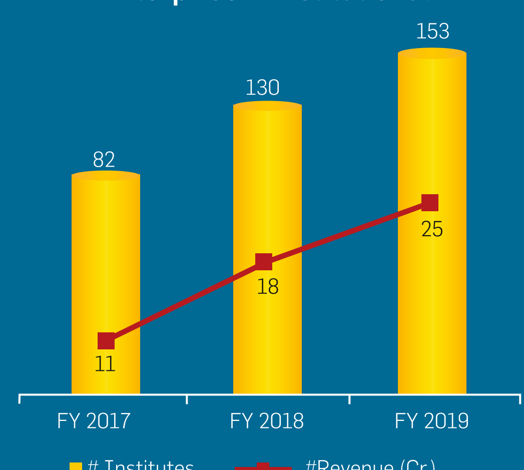


ENTERPRISE

Enterprise - Corporate



Enterprise - Institutional



Our Journey of **Growth...**

1996-2001

Foundation Years

1,500 **Enrolments**
24 **Locations**
2 **Products**
₹8 Cr **Revenue**

2002-2007

Rapid Expansion

47,000 **Enrolments**
72 **Locations**
6 **Products**
₹61 Cr **Revenue**

2008-2013

Re-Invention

67,000 **Enrolments**
73 **Locations**
10 **Products**
₹128 Cr **Revenue**

Each epoch of time or **Yuga** has been a journey. At CL Educate, we have always been aware that as we moved through these 'measures of time', we were evolving. Now, as we stride ahead towards our Vision 2021, let **the new journey gain momentum.**

85,000+ **Students**
95+ **Locations**
13 **Products**
₹155 Cr **Revenue**

Vision 2021

Accelerated Growth

Making our Mark

2013 onwards

The Future is our **Motivation**

Vision 2021

Vision 2021 for CL Educate in hinged on our singular focus on knowledge/career services that are Asset-light, Scalable & Technology-led. Resources are well in place to fund growth - organic, as well as inorganic. We will continue to pick the option that has a superior chance of success, in lesser time and that enhances growth and ROE.

Consumer

Knowledge Products esp. Engg. / Medical / CA / Civils

Geographical reach Franchising & Broadband

Cross Sell products

Increase Utilizations

Digital Expansion Master Class, Youtube, Portals

Enterprise

Increase Clientele

Expand Offerings

Cross-Leverage Knowledge assets & insights

Cross-sell between Industry & Academia

Inorganic

ETEN Integration & Scale Up / ICE GATE Scale up

Accendere Scale Up

Other Service Gaps Acquisitions Strategic & Partnerships

Core Values and **Core Purpose**

The acronym **ROOHI** sums up our DNA, our organization's soul which we follow in all aspects of our operating practices and at all our locations. Even as we have changed over the years growing larger, diversifying, acquiring and integrating other companies, and operating in a rapidly changing world, our core ideology has remain unchanged, defining the very structure of our organization. We believe this gives us longevity as an organization and will enable us to grow our corporate brand to greater heights.

R — **Risk Taking**: Acting decisively based on sound judgment and intuition.

O — **Ownership**: Accepting responsibility for actions and carrying the team forward in a crisis situation.

O — **Openness**: Regularly sharing experiences with team members and customers, and encouraging feedback and initiative from them.

H — **Honesty & comitment to customers**: Communicating clearly & honestly to customers, the deliverables and expectations from them.

I — **Innovation**: Creating products, systems, and processes with enhanced effectiveness to meet customer needs.

The Honor **ROLL**

Honor Roll
Consumer

Test-Prep

Career Launcher MBA

MBA ENTRANCE

28,655
IIM Calls – CAT'18

3,141
Students received calls from at least one IIM in CAT'18

650 Hr Personalized Residential Program enabling students to focus on their IIM Dream

LAW ENTRANCE

CL | LST Lawentrance.com

44
Out of 73 selections in AILET '19

69
Out of Top 100 in CLAT'19

24X7
Access to powerful tech platform called myLST

AFTER 12TH ENTRANCE

IPM EXAM

73
CL Students got shortlisted for final selections for IPM-IIM Indore

12
CL Students selected for IPM-IIM Rohtak

INORGANIC GROWTH

ETEN

I.C.E.™ Inspiring Creativity & Endeavour IES | GATE | PSU

Vista Mind® Learn. Compete. Succeed.

SCIENCE PARIVAR'S S. P. Classes® Referred by winners, preferred by champions.

Honor Roll
Enterprise

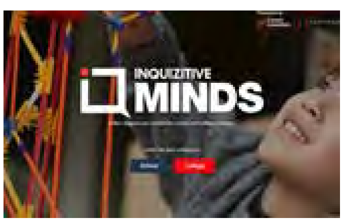
ENTERPRISE BUSINESS

100+	100+	150+	10+
Strong Reach and Infrastructure in Indian cities	Esteemed Corporate Clients	Renowned College and University Clients	Connect to International Destinations

INTELLECTUAL PROPERTIES

IQM (Inquizitive Minds):

Held in 84 cities across the country finale hosted by Quiz Master HARSHA BHOGLE



- Participation of 650+ schools and 400+ colleges
- ~2.70 Lac school participants & ~80,000 college participants

Melting Pot 2020: Linking Academia with Industry

- Pioneer in facilitating exchanges amongst stakeholders, quality presentations and demonstrations using prototypes

MELTINGPOT 2020
INNOVATION SUMMIT

- November 2017 edition held in Hyderabad saw participation, of 500+ well-regarded professionals
- May 2018 UAE edition was attended by 25+ CXOs & 75+ Chancellors

WAINCONNECT

WORLDWIDE ACADEMIA INDUSTRY NETWORK (WAIN)
t-hub

Wainconnect.com, India's first Industry-Academia Collaboration Platform

3-year MoU with T-Hub Education in Telangana for building a collaborative environment for start-ups; bringing industry and academia together on WAIN platform

Featured WAIN Challenges

Conceptual Research Experience for School Students

Initiator: CL Educate Ltd, Delhi
No. of Innovators: 35
Tags Innovation, K-12 Education

Toxicity of Nanoparticles

Initiator: Manav Rachna International University, Faridabad
No. of Innovators: 04
Tags: Nanotechnology, Biology

How Changes in Global Economy Affects Indian Rupee

Initiator: Institute of Finance and International Management, Beengaluru
No. of Innovators: 02
Tags: Economics, Monetary Policy

A Study of Distribution Strategies of ITC

Initiator: Institute of Computers and Business Management, Hyderabad
No. of Innovators: 04
Tags: Marketing, Strategy

ASPIRATION.AI

aspiration.ai

Your bridge to success

- Next generation product, developed in house, focused on providing and serving all education needs of a family
- Unified information portal built on leading-edge technology
- 360^0 view of educational needs of the family, including parental services
- Career exploration portal covering ~500 careers, parenting guidance lectures, parenting assessments
- Cutting-edge analytics to help students compare their progress with others, and create personalized learning paths for achieving their educational goals

Our **Directors**

as on March 31, 2019

MR. SATYA NARAYANAN R
Chairman and Executive Director

Aged 49 years, Satya is our Chairman and Executive Director. He holds a bachelor's degree in computer sciences from St. Stephen's College, University of Delhi and a post graduate diploma in management from the IIM-B. He has completed the program 'human interaction laboratory' from the NTL Institute for Applied Behavioural Sciences and has received various awards, including the Karamveer Puraskar in 2009-10 by iCONGO and the Most Promising Entrepreneur Award in the Asia Pacific Entrepreneurship Awards 2009. He has over 21 years of experience in the education sector. He has been a Director on our Board since incorporation and was last re-appointed as an Executive Director of our Company with effect from April 01, 2017 for a period of 3 years.

MR. GAUTAM PURI
Vice-Chairman & Managing Director

Aged 54 years, Gautam is our Vice-Chairman and Managing Director. He holds a bachelor's degree in chemical engineering from Punjab Engineering College, Chandigarh and a post graduate diploma in management administration from the IIM-B. He has over 21 years of experience in the education sector. He has been a Director on our Board since incorporation and was last re-appointed as the Vice-Chairman and Managing Director with effect from April 01, 2017 for a period of 3 years.

MR. NIKHIL MAHAJAN
Executive Director & Group CEO Enterprise Business

Aged 48 years, Nikhil is our Executive Director and Group CEO Enterprise Business. He holds a bachelor's degree in electrical engineering from IIT- BHU and a post graduate diploma in management administration from the IIM-B. He has over 20 years of experience in the field of finance and the education sector. He joined our Board on October12, 2001 and was last re-appointed as a whole-time director with effect from April 01, 2017 for a period of 3 years.

MS. MADHUMITA GANGULI
Non-Executive Independent Director

Aged 62 years, Madhumita is our Non-Executive Independent Director. She is a lawyer by qualification, with over 27 years of work experience and heads a large part of the core business of HDFC Ltd. She joined our Board on July 02, 2017 and hold office for a period of 5 years.

MR. VIRAJ TYAGI
Non-Executive Independent Director

Aged 49 years, Viraj is our Independent Director. He holds a post graduate diploma in management administration from the IIM-B. He is the co-founder and managing director of NettPositive Business Intelligence Solutions Private Limited. He has previously worked at Standard Chartered Bank, India, Halifax Bank of Scotland and American Express, Europe. He has over 23 years of experience in the financial services industry. He joined our Board on April 28, 2008 and was re-appointed on September 05, 2014 for a period of 5 years.

MR. GIRISH SHIVANI
Additional (Non-Executive Independent) Director

Aged 48 years, he is our Additional Director (Independent & Non-Executive). He holds a post graduate diploma in business management from IMT, Ghaziabad (1993) and B.Sc. (Computer Science) from St. Stephen's College, Delhi (1991). He has over 25 years of experience across multiple verticals and cross-functional exposure in IT consulting, Telecom, Media, Presales, Finance, Corporate Strategy and Operations. He amongst others, has been associated with companies such as Bennett Coleman and Company Limited as General Manager (Corporate), Bharti Televentures Ltd. (Deputy General Manager (Marketing), Dabur Finance Ltd. (as Fund Manager and Head of Equity Research). He joined our Board on September 30, 2018.

MR. IMRAN JAFAR
Additional (Non-Executive Non-Independent) Director

Aged 44 years, he is our Additional Director (Non-Executive & Non-Independent). He holds a post graduate diploma in management administration from the IIM-B and a master's degree in software engineering from BITS-Pilani. He is a co-founder and Managing Partner at Gaja Capital with over 18 years of experience in private equity, pharmaceuticals and technology services. Gaja Capital is a leading Indian mid-market private equity firm focused on high-growth opportunities. He has co-led investments in the education and consumer clusters. He joined our Board on November 02, 2018.

MR. SUSHIL KUMAR ROONGTA*
Additional (Non-Executive Independent) Director

Aged 69 years, Mr. Roongta holds a bachelor's degree in Electrical Engineering from BITS, Pilani, and a post graduate diploma in Business Management-International Trade, from the Indian Institute of Foreign Trade (IIFT), New Delhi. He has been Executive Chairman of Steel Authority of India Limited (SAIL) and amongst others, is also a Director in Jubilant Industries, Bharat Aluminium Company Limited, ACC Limited and Talwandi Sabo Power Limited. He joined our Board on March 13, 2018.

*Resigned on July 26, 2019

CL Educate - Management's Discussion and Analysis – Annual Report Financial Year 2018-19

Overview

Incorporated in 1996, CL Educate Ltd. (CL) is a well-diversified and technology-enabled provider of education products & marketing services across an individual's learning life cycle. The company has emerged as a market leader in its core consumer- and enterprise-focused businesses; and continues to entrench itself with multiple product offerings across physical and digital channels of delivery. During the year, CL continued to focus on knowledge and career services, with a clear asset-light, technology-driven business model, whilst also growing its corporate marketing and manpower services.

India has a multi-layered formal education system with ~260 million students enrolled in more than 1.5 million schools and ~39,000 colleges catering to 27.5 million undergraduate and ~4 million postgraduate students. Formal Education includes primary and secondary schools, graduation and postgraduation, and diploma courses. Schools are governed by state and central bodies, viz. CBSE, ICSE, and state & international boards. India has one of the largest education systems in the world, primarily dominated by the private sector. Higher education is governed by the UGC which has a 3-tier structure, comprising the university, college, and course. Different regulatory bodies, such as, the Medical Council of India (MCI), All India Council for Technical Education (AICTE), and the Bar Council of India (BCI), among others, manage the various professional courses. (source: KPMG: Online Education, 2021)

Informal education includes pre-primary, coaching classes, vocational education, and multi-media / technology-based educational courses aiding as a substitute for—or supplement to—formal education. India's informal education market is one of the largest in the world. The pre-primary market has low entry barriers; and has witnessed the emergence of a large number of players in the last few years. Presence of a sizeable working population and an increasing number of skilled workers are instrumental in the significant growth of vocational education in India.

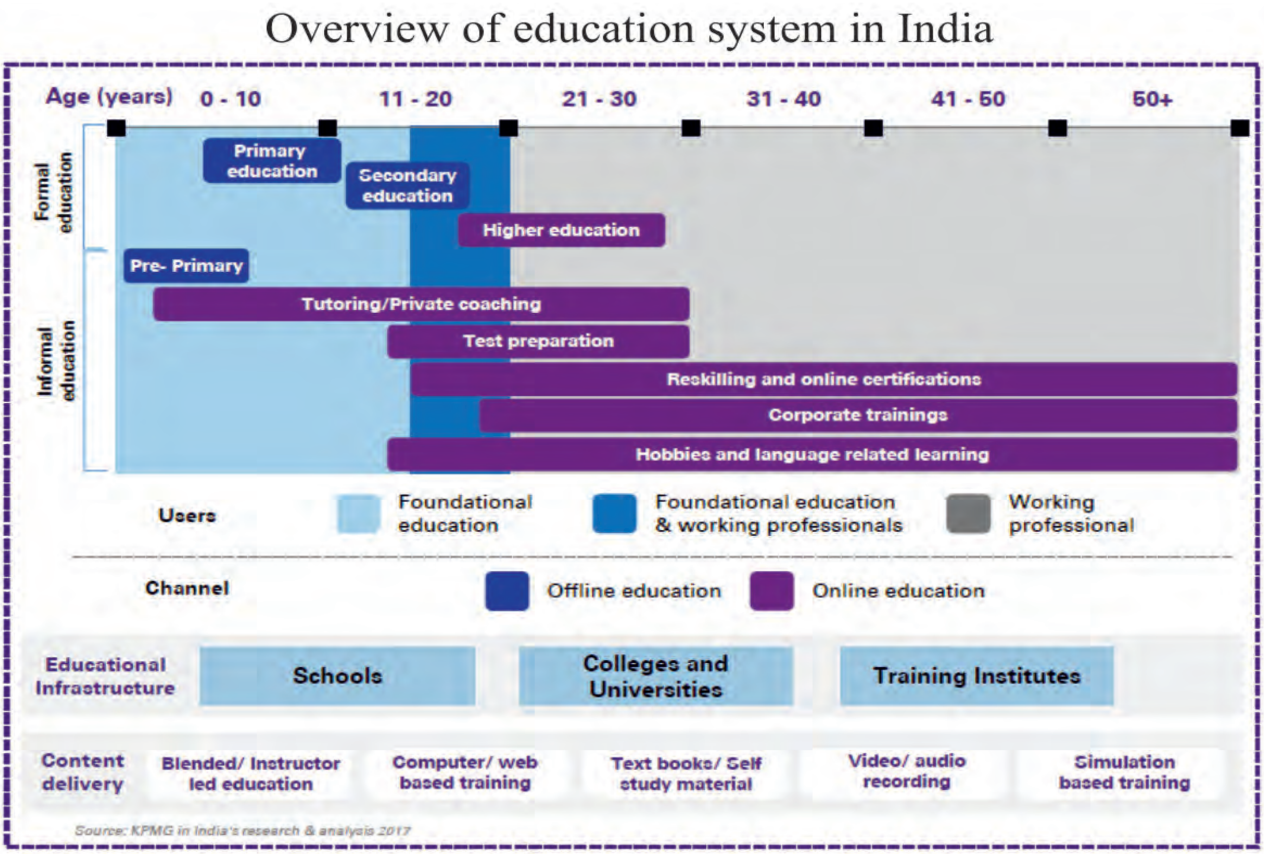
In recent times, the Indian education sector has witnessed a tectonic shift in its outlook. Certain institutions, like the Indian institutes of Technology (IITs) and the Indian Institutes of Management (IIMs), have constituted prominent parts of the Indian education sector. Accordingly, in the Budget 2019, INR 2030.85 Cr has been allocated through HEFA (Higher Education Financing Agency), out of which INR 676.95 Cr will be used in FY 2019–20 towards establishment of new IIMs.

Though the IITs & IIMs continue to be pivotal institutes, however, due to an increase in competition–coupled with the rising need to provide quality education and generate positive learning outcomes - the Indian education sector is moving on the reforms track slowly but steadily.

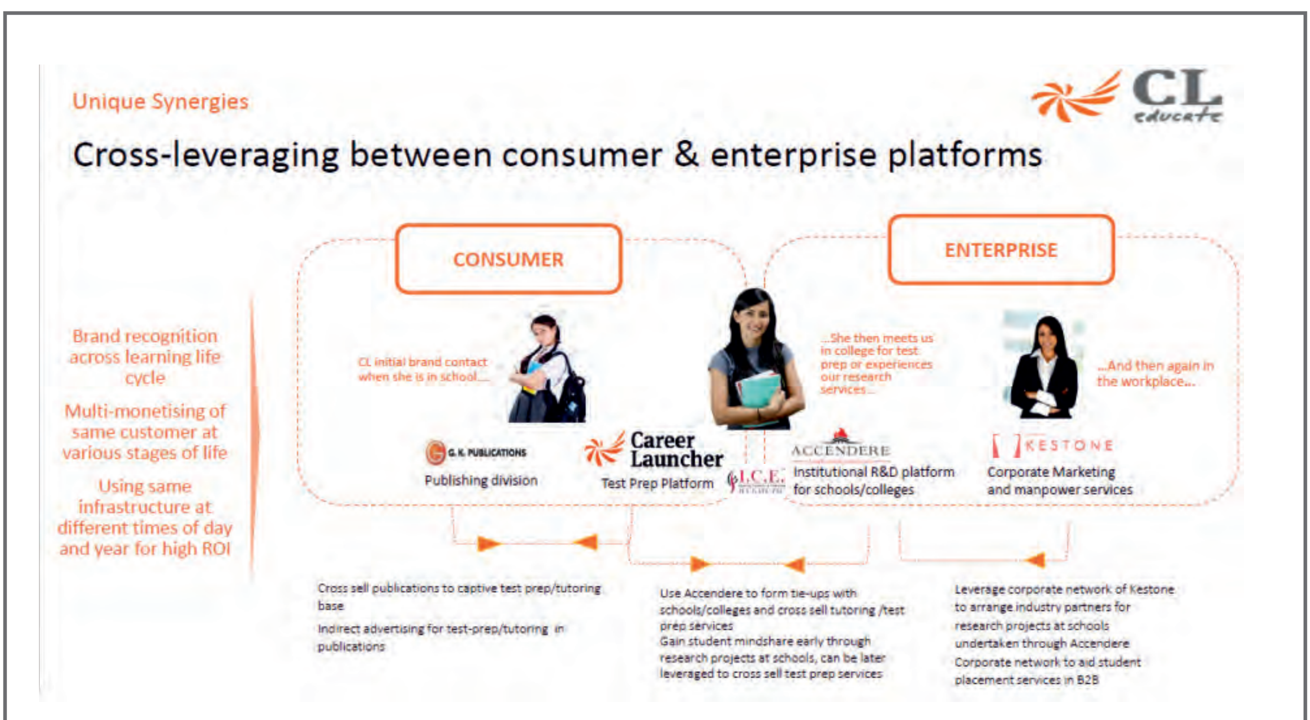
According to the India Brand Equity Foundation (IBEF), the education market in India is estimated to be valued at US$101.1 billion in FY'19. The Indian higher education system that targets ~13% of the country's population in the age group of 18–23 years has undergone rapid expansion. There are three levels of qualification within the higher education segment in the country: graduation, postgraduation, and doctoral degree. As per the All India Survey of Higher Education (AISHE), during the period FY'13–FY'18, there has occurred an increase in the number of universities and colleges listed with AISHE.

Year	No. of Universities	No. of Colleges
FY'13	667	35,525
FY'14	723	36,634
FY'15	760	38,498
FY'16	799	39,071
FY'17	864	40,026
FY'18	903	39,050

Source: KPMG Online Education 2021 Report



CL focuses on creating business opportunities at every stage of the consumer and enterprise life cycle through cross-leveraging of synergies between these platforms. With a wide range of coaching services—and headed by a team of highly qualified professionals, who are predominantly IIT-IIM alumni—CL Educate caters to the learning cycle of individuals of the age 14–60 years, via its Consumer and Enterprise Verticals. Through an established leadership, strong brand equity, and distinct competitive advantages, CL Educate has been revolutionizing the education lifecycle of individuals for over two decades.



Market Reach of CL Educate Ltd.

CL Educate has two main business segments, as under:

1. Consumer: Test-Prep and Publishing

- Market leader in Aptitude Products (AP) like MBA and Law Test-prep offerings
- Offering Knowledge Products (KP) like IIT-JEE/Medical/Tuition/GATE/Civils
- Proprietary content, complemented by experienced faculty members & trainers
- Integration of ETEN Centers in the Career Launcher offerings further strengthening CL's reach to Tier II & Tier III cities
- CL test-prep, as on March 31, 2019 had 203 centers, of which 155 were managed by Business Partners and 48 were company operated
- Publisher of physical & digital test-prep books for various competitive & job exams in India
- aspirations.ai has been developed in-house for providing services like parental service (career counselling, parental guidance lectures, parenting assessments), student services (K-12 content, guidance for Olympiads, competitive exams, new era hobbies like robotics, programming, etc.)

Consumer business contributed to 65% of the total revenue in FY'19, as compared to 70% in FY'18.

2. Enterprise: Corporates & Universities

- Unique, integrated, solution-driven services for corporates, comprising:
  - Go-to-Market & Capacity Building: Event management, marketing, training & research, improving sales channel efficiency, and customer loyalty programs,
  - Innovation: Funding, startup incubation, CSR projects, hackathons, etc.
- Solutions for institutions (Colleges & Universities):
  - Student enrolments: Focused & impactful targeting for quality international & domestic students
  - Capacity-building for reputation and benchmarking of best practices
  - Innovation: Ranking consultancy, incubation of startups, investments

Enterprise business contributed to 35% of total revenue in FY'19, as compared to 30% in FY'18.

Some of the key differentiators for CL Educate are:

1. Wide coverage: Pan India presence across 88 cities, with the most expansive product-geography offerings, while wholly owned subsidiary Kestone operates in 4 countries – India, Singapore, UAE and USA
2. Tech-enabled delivery: Online, mobile, and cutting-edge assessment
3. Increased focus on digitalized approach, including high-speed broadband, research-led knowledge repository: two decades of insights, strong team, majority content being proprietary and royalty free
4. Highly skilled in-house content development team with domain and subject-matter expertise
5. Integrated & wide spectrum of enterprise offerings
6. Extensive customer relationships
7. Professional & qualified entrepreneurial management team
8. High standards of corporate governance

During the previous year, the company successfully completed the integration of its acquisition of ETEN (Test-Preparation business division of Pearson's IndiaCan Education). The new & vastly improved service offers a wider array of products on a pan India basis to CL's multi-tier network, and has now been rebranded as MasterClass).

Accendere Knowledge Management Services (AKMS), a company specializing in incubating research programs for universities and corporates was acquired during FY'18. AKMS has shown promising growth, with its bottom line increasing by ~95% (as compared to the previous year).

ICE Gate Educational Institute Private Limited, a company that specializes in providing GATE coaching across India, was acquired by CL Educate Ltd during the financial year 2018, and it has grown multifold during the financial year 2019. Its revenue grew from ₹ 661 Lacs to ₹ 1,236 Lacs reflecting 87% growth.

India: Opportunities Abound

The Indian market continues to be an exciting space for corporates, especially on account of its high youth-centric nature. Some of the opportunities that India offers include:

a) **Robust Demand:** Not only does India have the largest population in the world in the age bracket of 5-24 years, but there is also a high demand-supply gap in the education sector in India.

b) **Competitive Advantage:** India has a huge English-speaking population, which facilitates delivery of educational products. In fact, India was ranked 28 out of 88 countries in the English Proficiency Index, 2017.

c) **Policy Support:** 100% FDI (Foreign Direct Investment) under the automatic route is allowed in the Indian education sector. The Indian Government has also undertaken initiatives like the National Accreditation Regulatory Authority Bill for Higher Education and the Foreign Education Institutions Bill.

d) **Increasing Investments:** During April 2000 and December 2018, an inflow of US$2.21 billion has been witnessed as FDI in the Indian education sector.

(Source: IBEF Report)

According to a Boston Consulting Group (BCG) report, India is expected to be the third-largest consumer economy, as its consumption may triple to US$4 trillion by 2024, owing to a shift in consumer behavior and expenditure pattern. It is estimated to surpass the USA to become the second-largest economy in terms of purchasing power parity (PPP) by 2040, as per a report by PricewaterhouseCoopers. A period of sustained & productive growth is expected in the medium term; and the per capita income is estimated to reach US$3,650 by 2025 (from US$1,975 presently). The World Bank has projected the Indian economy will grow at the rate of 7.5% for FY'20, reflecting robust domestic demand and strong trade investments.

The Government of India has taken relevant steps, such as allocating educational grants for research scholars in most government institutions. Furthermore, with online modes of education being used by various educational organizations, the higher education sector in India is set for some major changes and developments in the years to come.

With more and more students opting for industry-focused qualifications, the demand for specialized degrees is picking up. More Indian universities are offering MBA/Technical degrees that emphasize on specific sectors. In January 2019, US universities visited India for the first US-India Knowledge Exchange (USIKE); and interacted with institutions and government representatives to encourage collaborative research and innovation in various fields between the two countries.

As of March 2019, the Government of India had accepted seven research proposals under the Scheme for Promotion of Academic and Research Collaboration (SPARC). The SPARC grants will help IIT Mandi to collaborate with international universities in the US, France, Germany, the UK, and Taiwan to undertake joint research work and offer short-term courses to the students.

Rise of the Services Sector: Redefining the Narrative

The services sector is not only the dominant contributor to India's GDP, but it has also attracted significant foreign investment flows, contributed significantly to exports, as well as, provided large-scale employment. India's services sector covers a wide variety of activities, such as trade, hotel & restaurants, transport, storage & communication, financing, insurance, real estate, business services, community, social and personal services, and services associated with construction.

As the key driver of India's economic growth, the sector has contributed 54.17% of India's Gross Value Added at current price in 2018-19. Net service exports stood at US$ 60.25 billion in April-December 2018 (P).

India: The Population Factor

With approximately 134 crore people, India is the second-most populous country in the world. Although, the crown of the world's most populous country sits on China's (approximately 139 crore people) head for decades, India is all set to take the numero uno position by 2030. India is predicted to have more than 153 crore people by the end of 2030. This implies that the workforce, or available labor, is going to experience a massive rise. Growth in the manpower of the country, when channelized well, is an advantage to the services & manufacturing sectors. Not only does this mean an increase in the availability of young, skilled individuals, but also improved performance due to the rise in the level of competition. Moreover, the cost pressures are reduced, especially when it comes to wages, due to the abundance of labor. It is estimated that 25 crore people are set to join India's workforce by 2030. With a major segment of the population making the shift from non-working to working segment, the disposable income of the people will rise; which will, in turn, increase their spending capacity. All of these will eventually lead to a rise in demand of various products and services in the market.

Startup India Program

The Indian Government has undertaken several initiatives to promote development and change in this sector. One of the most significant and effective one till date has been the Startup India program. The current government's flagship initiative, it was launched in January 2016 to build a strong ecosystem to promote and nurture innovation and entrepreneurship across the country.

Startups are seen as a boon to the economy, as they are considered to be primary drivers towards a sustainable economic growth. They also contribute to the economy by generating large-scale employment opportunities. Under the Startup India Action plan, the government's focus is on simplification and handholding, funding support & incentives and industry-academia partnerships & Incubation.

Some key points for startups highlighted in Budget 2019 are:

- Exclusive TV program for startups on the state-owned bouquet of DD channels: This program will serve as a medium for encouraging startups to discuss various business aspects, like growth, mapping the venture capitalists, tax planning and funding, etc.

- Ease of doing business: India has massively gained in its rank (121, vis-à-vis 172 in 2017) in ease of doing business. Budget 2019 focused on using technology to make compliances easier.
- Incubator centers: Incubators are designed to help aspiring entrepreneurs bring their startup ideas to life. As many as 80 new livelihood and 20 technology incubators have been announced.
- Tax exemptions: Budget 2019 has specified extended timelines (up to 2021) to invest in the money received from the sale of house (or a piece of land) in the assets of a startup.
- Relaxing FDI norms: 100% FDI has been announced in insurances intermediaries—the category most digital insurance startups falls in. 100% FDI has also been allowed in single-brand retail; and it has been proposed that the local sourcing norm of 30% be removed.

The Government of India has also developed its own Innovation Index. The first-ever 'State Startup Ranking' was announced in December 2018 by the Department of Industry and Internal Trade. The criteria used in the rankings were policy awareness & outreach, venture funding support, seed funding support, incubation support, institutional support, simplifying regulations, and easing public procurement.

A. Business Environment- Consumer Segment

Overview

The Indian education industry is poised for growth. This sector is changing rapidly with more and more private players entering the domain. The government is also undertaking several measures to improve the quality of education in India. This industry is going to achieve its peak as the idea of business via education catches up.

With an increase in the average earning of the Indian household, more money is being kept aside for education purposes. Encouraged by the initiatives of the government, an increasing number of students are enrolling themselves for higher education. This means that more colleges are needed to cater to these students.

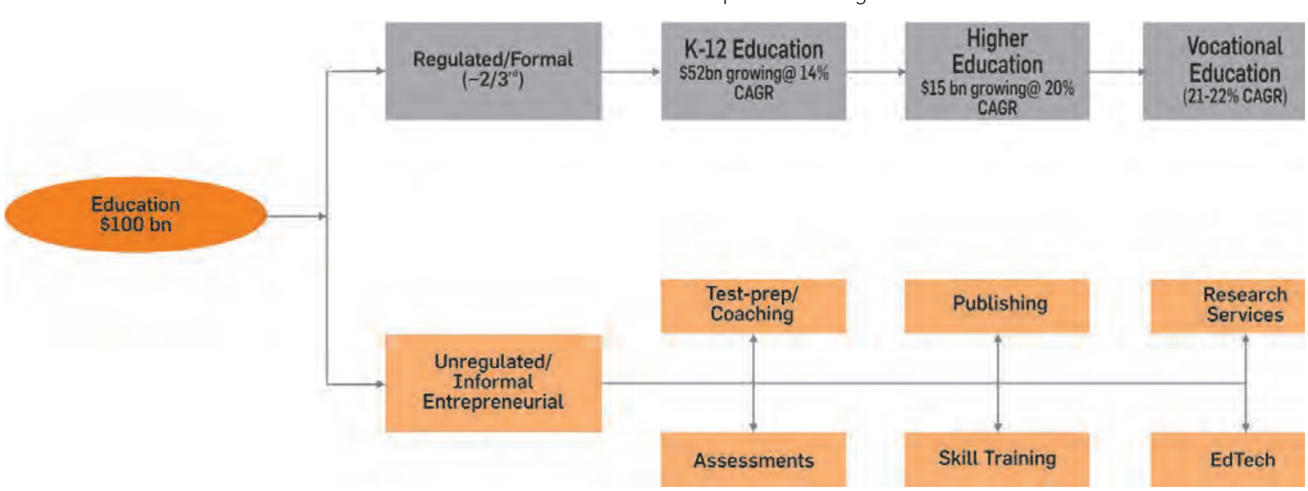
Technology-oriented courses are gaining in popularity due to the rising demand in these industries. The medical industry is also revamping itself. There is a need for more doctors and skilled professionals leading to engineering & medical colleges being in demand. The demand for management education is also rising. Many international management institutes are opting either for tie-ups with Indian colleges, or are setting up their own centers in India.

E-learning and distance learning programs are gaining in popularity, as well, among students and working professionals, who are drawn by the world-class curriculum, comfort, and lower costs.

The major education-seeking population lies between the age group of 5-24 years, which is an estimated ~40% of the total population. The education sector is well poised to take the advantage of this increasing population that falls in this category. The working population, which lies within the age group of 15 to 69 years, comprises a sizable ~64% of the population. According to a CARE report, education has the second-highest share in household expenses. Rapid urbanization and the world picking up on global trends have extensively helped growth of the education sector in India, with more & more people opting for graduate and postgraduate courses.

Segmentation of the Education Market

The education sector can be divided by the level of regulation into formal (~2/3rd) and informal, unregulated or entrepreneurial segments.



Formal Segment

The formal sector consists of K-12, higher education, and government-sponsored vocational education.

India's K-12 segment is the world's largest, consisting of more than 1.5 million schools with over 260 million students enrolled, and about 903 universities and 39,050 colleges. Around 36.64 million students were enrolled in higher education in India during 2017-18. The Gross Enrolment Ratio in higher education reached 25.8% in 2017-18. The country has become the second-largest market, after the US, for e-learning. The sector is expected to touch US$1.96 billion by 2021, with around 9.5 million users. Currently, the school segment is valued at US$52 billion; and accounts for 52% of the education market in India. Higher education contributes 15% of the market size. Textbooks, e-learning, and allied services contribute 28%; while vocational education in manufacturing & services contributes 5% (Source: IBEF).

The Government has taken a number of steps to encourage, promote, and develop the education sector. These include establishing new IITs & IIMs in different locations and allocating educational grants for research scholars in numerous government institutions.

In the Budget 2019, the Government of India has taken initiatives for transforming the country's higher education system to become one of the best education systems globally. The government has issued the draft National Education Policy, which lays emphasis on NHERA (National Higher Education Regulatory Authority) and establishment of new higher education institutes. Hundred per cent accreditation of all institutes by 2030 is being targeted, in which the NAAC (National Assessment and Accreditation Council) will play a critical role.

Informal Segment

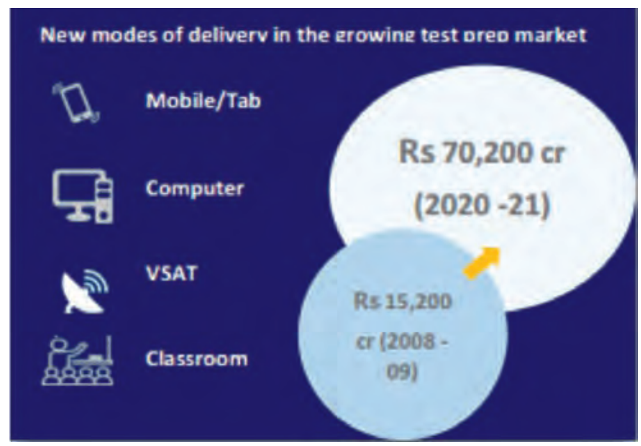
The non-formal, or non-regulated, sector consists primarily of knowledge-driven services, such as, test-prep (or coaching), academic publishing, assessments, skills training, research services, and EdTech services, including e-learning.

1. The Indian Test-Prep Market

The Indian test-prep industry has come a long way from being either a metro-focused 'star teacher', or largely unregulated home-tuition-driven delivery catering mostly to the creamy layer. An explosive growth in employment opportunities, increasing penetration of schools, higher-ed, and professional avenues fueled by rising focus & expenditure by the Government, increasing number of private institutions, as well as, corporate involvement, a burgeoning middle class, and, most importantly, technology-led blurring of geographical boundaries have changed the basic fabric of the industry.

"Once restricted to textbooks and printed study notes, the segment has evolved to a mix of classroom delivery, study material, live & pre-recorded video sessions delivered online, online dissemination & testing (where students can access course material via online portals), and smartphone applications."

-Nikhil Mahajan, Co-Founder of CL Educate



In today's highly competitive world, there are over 50 mainstream competitive exams conducted by a number of prestigious institutions for securing admissions to their programs. Starting from Standard XII till postgraduation, a student, on an average, prepares for a dozen exams at every stage of his/her academic career. With the introduction of a variety of courses, as well as a better-informed population, cross-pollination has been prevalent in India; wherein students pursuing one course appear for exams of other courses (both academic, as well as, professional). With the pressure surrounding these tests and admissions mounting, opting for a comprehensive test-prep course feels like an extremely viable and logical option.

According to CRISIL, the test-prep market in India is estimated to reach INR 70,200 crore by FY'21, thereby sustaining its double-digit growth.

Based on the objective of the exams, the test-prep market can be classified into Aptitude-Based Products (AP) and Knowledge-Based Products (KP). The fundamental point of difference between the two lies in the depth of core-subject-matter expertise being assessed.

Factor	**Aptitude Products**	**Knowledge Products**
Estimated Segment Size (FY'19)	**₹ 12,573 Cr**	**₹ 37,364 Cr**
Graduate Based Exams	BBA, Mass Comm., HM, Law	IIT-JEE/Medical/ CA/CPT, CA IPCC, CA Final
Postgraduate-based Exams	SSC/ Banking, MBA/ CAT/SAT/ GRE/GMAT	GATE, IAS
Key Assessment Objective	Logical Reasoning, Observation Skills – primarily for managerial roles	Subject-Matter Expertise – primarily for technical roles
Level of Concepts Tested	Typically, Classes VII to X	Classes XI, XII, or Core Subjects of graduation
Applicability of Elimination/ Standardization as Technique	Very High	Low
Faculty Members' Expertise	Lower	Higher, more 'star teachers'
Faculty Members' Availability	Higher	Lower
Technology as a Scalable Tool	Medium	High

Note: Segment size is an estimated figure derived by the Company

Aptitude-Based Test-Prep Products Market

The aptitude-based test-prep market had grown at a steady CAGR of 10% between FY'12 and FY'16; and is estimated to witness 10% CAGR growth between FY'16 and FY'21—mainly driven by strong growth in the SSC and Bank PO markets.

MBA Test-Prep Market (CAT)

In 2018, around 2,41,000 students registered for the management entrance exam CAT, of which around 2,09,405 students appeared for it. With 20 IIMs all over India, the number of candidates who apply and appear for CAT increases every year.

CAT is a highly competitive exam. The number of seats for IIMs countrywide are 4,576, which means that only a little over 2% of the total applicants have a shot at success. As per CRISIL, CAT is expected to witness a steady growth; and the total market value of MBA test-prep will reach INR 550 crore by FY'21. The popularity of the IIM brand, coupled with the rise in the postgraduation-pursuing population, are set to sustain CAT for years to come.

CL has shown its expertise in CAT, with 28,655 cumulative IIM calls being received by its students in CAT 2018. CL provides a bouquet of CAT-coaching programs, depending on the preferred style and stage of the student's preparation, through classroom and online coaching for CAT and other MBA entrances like XAT, SNAP, etc. We provide multiple mock tests which are closest to the actual MBA exams. We also offer AI-driven performance-analysis tools, which help students improve their overall performance.

Our Personality Development Programs are organized for preparing students for WAT (Writing Ability Test) and PI (Personal Interview). In-depth mock interviews with the founders of CL and IIM alumni are conducted to guide students in honing their personality skills, leadership qualities, strengths, and work on their weak areas.

Law Test-Prep Segment

The Common Law Admission Test (CLAT) is the entrance exam for 23 National Law Universities (NLUs) across India, which conduct the Test on a rotational basis. In 2019, about 60,000 students appeared for CLAT. Law test-prep for CLAT experienced significant growth (a CAGR of 19%) between FY'12 and FY'16, as compared to the other test categories; and is expected to grow at a CAGR of 16% between FY'16 and FY'21. The projected market size for CLAT test-prep segment is expected to touch INR 171.3 crore by FY'21.

"I am bereft of words to thank CL LST Andheri for helping me achieve this accolade. Teachers and staff were always eager to help aspirants. LST's study material, online mocks and Test Gym proved to be tremendously useful in my Law entrance preparation. CL LST Andheri has played a vital role in my success."

Dhanishta Mukesh Mittal

AIR-1, AILET 17

Graduate-Based Exams (BBA/IPM)

BMS, BBA, BBA in Financial Investment Analysis are management programs at the undergraduate level, which, regardless of the specialization, provides a student with conceptual, theoretical, and practical knowledge in various aspects of business (such as, finance, economics, operations, marketing, basic accounting, etc.).

Other than these, the 5-year Integrated Program in Management (IPM), launched by IIM Indore in 2011, has been accredited (4th and 5th year) by the Association of MBAs (AMBA), London. IIM-Rohtak too has recently announced its IPM course. IPM is specially designed for young students having managerial and leadership aspirations. In 2019, 17,550 students appeared for the exam to gain entry into the IPM 2019-24 batch as against 15,901 students in 2018.

International Education

International education has been gaining in popularity. The overseas test-prep market includes international exams to pursue graduate/postgraduate courses in the US & Canada, European countries, and the UK. SAT, GRE/GMAT, TOEFL, IELTS, etc., are some of the relevant exams. This sub-segment is poised to grow at a CAGR of 11% between FY'16 and FY'21; and its overall market value is estimated to be INR 690 crore by FY'21. The US is an extremely popular destination for postgraduate courses. But the United Kingdom is also gaining popularity. According to a recent report by Technavio, the test-prep market in the US is estimated to grow at a CAGR of 5.51% during the period FY'17–FY'21.

Knowledge-Based Test-Prep

The knowledge-based test-prep market stood at INR 28,100 crore in FY'16, registering an impressive growth rate of 16% CAGR between FY'12 and FY'16. It is estimated to grow its market value to reach INR 54,300 crore by FY'21.

This segment consists of the following exams:

a) Engineering (IIT-JEE, BITSAT, VITEEE, MH-CET, NATA and GATE)

b) Medical (NEET, AIIMS, JIPMER, CMC-Vellore)

c) Accounting (CA, CS)

d) UPSC

Engineering Test-Prep

The engineering entrance exam has been the most popular segment, registering a steady growth (CAGR of 9%) between FY'12 & FY'16. Owing to the immense popularity of these exams and increasing enrolments, the segment is estimated touch INR 29,200 crore by FY'21.

Medical Test-Prep

This segment has grown at an accelerated CAGR of 37% during FY'12–FY'16. This section saw a tremendous spike in revenue during FY'14 due to the introduction of a solitary exam for entrance into any medical and dental school all over India (the NEET-UG). This segment is estimated to reach a market value of INR 10,400 crore by FY'21. According to the statistics in public domain, the number of total registrations for the National Eligibility-cum-Entrance Test (NEET) this year stood at 1.51 million, up from 1.33 million in 2018. With a limited number of seats available, the competition is going to get tougher in the coming years.

CA/CS Test-Prep Market

With the pace of the economy picking up, demand for certified Chartered Accountants, Cost Accountants, and Company Secretaries has risen. CA/CS are the foundation of an economy, with their expertise in various financial- and economy-related measures that enhance industrial growth. The test-prep materials for CA (Foundation, Intermediate, and Final) market stood at INR 2,520 crore in FY'16, experiencing a growth of 15% CAGR between FY'12 and FY'16. The CA test-prep market is estimated to have a market value of INR 4,490 crore by FY'21.

GATE Test-Prep

Engineering entrance exam at postgraduate level includes GATE, whose test-prep market valuation for FY'16 stood at INR 1,680 crore. Due to immense popularity of IITs among Indian students, and the adoption of GATE scores by a rising number of PSUs for recruitment, this segment is expected to witness fast growth; and is estimated to reach a market value of INR 4,310 crore in FY'21.

IAS Test-Prep

UPSC CSE or the Union Public Service Commission Civil Services Exam is considered to be one of India's most prestigious exams. According to various sources, in 2018, around 10 lacs candidates applied for this exam out of which approximately 4.5 lacs actually appeared. One of the most complicated and intense exams involving an overwhelming curriculum, almost every applicant enrolls for test-prep centers specializing in IAS preparation. Hence, the customer base is sizable. This segment will continue to grow in size due to the incredible prestige, respect, and honor associated with these jobs.

The Indian Publishing Industry

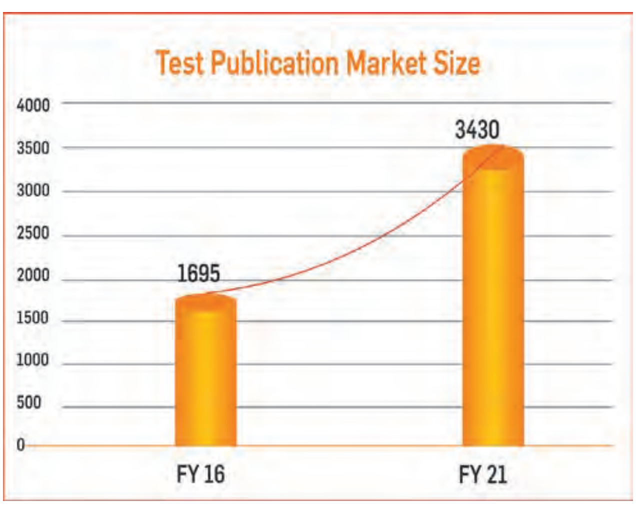
The Indian publishing industry is growing at an impressive pace; and is ranked among the top seven publishing nations in the world. The nature of the industry has changed with increasing digitization. The advancement in technology and India's skilled manpower resources make the nation a major outsourcing hub for print and pre-publishing services. The sector has tremendous potential, both in domestic, as well as export, markets. The industry was valued at INR 24,400 crore in FY'16 comprising 9,278 publishers worldwide.

Academic publishing, which includes publishing for K-12, higher-education, and test-prep consumers constitutes 83% of the market by value. Academic publishing is poised to grow at a CAGR of 11-12% by FY'21, with an estimated market value of INR 35,270 crore by FY'21. The major drivers of growth in this segment are increasing enrolment ratio and literacy level, and enhanced spending capacity of the Indian middle class.

Test-Prep Publishing

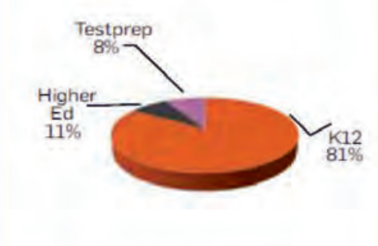
The test-prep publishing segment accounted for 8% of the academic publishing market in FY'16, at an estimated value of INR 1,695 crore. It is poised to grow at a CAGR of 15% between FY'16 and FY'21, driven mainly by growth in job-oriented exams, and exams for engineering and commerce. The overall test publication market and their market share are represented below:

Entrance Test Type	Market Share	Valued at FY'16 (Cr.)	CAGR	Estimated Value in FY'21 (In Cr.)
Job-Based Test-Prep	65.0%	1,100	15%	2,200
Accountancy (CA, CS)	14.4%	246	15%	497
Engineering	10.6%	181	19%	425
Medical Test-Prep	7.3%	125	13%	229
Management Entrance	2.0%	41	12%	72
Law	0.7%	2	28%	7
Total Market Size		**1695**		**3430**



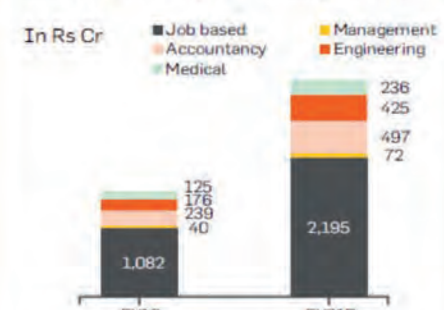
As per Nielsen estimates, the publishing sector is worth US$6.76 billion. India's K-12 book publishing market is highly fragmented, with ~5,000+ publishers currently operating in the country. A lot of the K-12 books are usually published by government-owned publishing houses, such as NCERT, SCERT, NBT, etc. These books are available in the market either free of cost, or at extremely subsidized rates; as the main objective of the government is to promote education, irrespective of financial status. The K-12 publishing market is set to grow at a CAGR of around 11–12% between FY'16 and FY'21, with its market value expected to increase up to INR 28,140 crore by FY'21. This growth will be driven by the improving literacy rate, higher-than-ever gross enrolment, increasing number of private schools, and rise in disposable income.

Chart 11: Academic Publishing Market (FY16)



Source: CRISIL

Chart 12: Test-Prep Publishing Market



Source: CRISIL

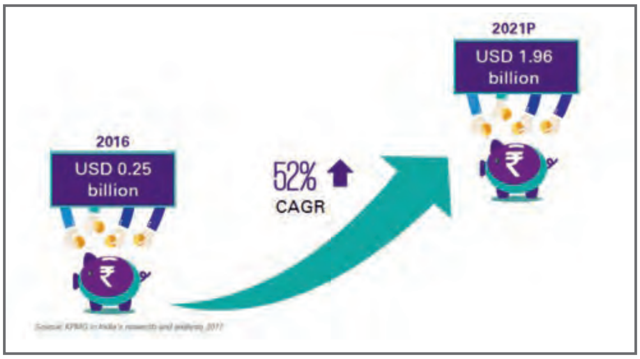
Chart 13: Internet Users in India

Source: Technopak

The publishing market for higher education in India has always been steady. Due to factors, such as rising literacy rate, increasing enrolment rate in higher education degrees and courses, the ability and willingness of the middle-income group to spend for educational purposes, and the introduction of a variety of new courses, this segment is estimated to register growth at a CAGR of 11–12% between FY'16 and FY'21; taking its market value to INR 3,700 crore by FY'21.

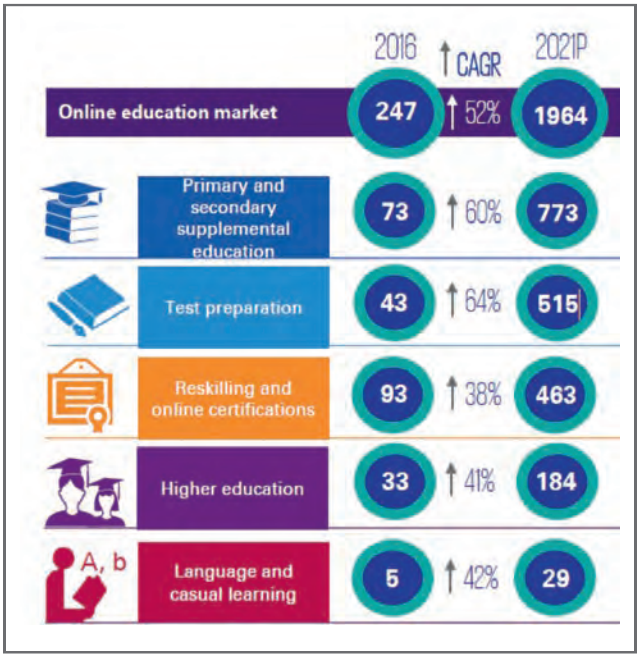
2. Digital Education

According to the KPMG Report on Online Education in India: 2021, the online education market in India is estimated to reach the $1.96 billion mark in 2021, at a CAGR of 52%, as against $0.25 million in 2016. The paid online user base is expected to increase to 9.5 million in 2021 (from 1.6 million users in 2016).



Online primary and supplementary education will be driven by the increased acceptance of the online channel among target customers, and increased Internet penetration in Tier-2 cities and beyond. Test-preparation will be the fastest-growing category in online education for the next five years. This growth will be an outcome of the high adoption by students of the online channel, and an increase in the number of competitive exams' aspirants. Key factors for the growth of online education in India are:

- Low-cost alternative, as compared to brick-and-mortar classrooms: Economies of scale being achieved by having a large student base and low cost of infrastructure.
- Job opportunities for job-seeking populations: ~280 million job seekers are expected to enter the market by 2015, which highlights the exponential growth for industry-specific online certifications. Ease of online access will help in educating aspirants and generating employability.
- Rapid growth in smartphones: The number of smartphone users in India is expected to touch ~859 million by 2022 from 468 million in 2017 as per joint study by Associated Chambers of Commerce and industry of India and PwC, Ease in availability of good-quality and reasonably-priced smartphones has led to growth in the education industry through app-based courses and certifications.



Category-wise Market Size (In USD Million)

(Source: KPMG Report – Online Education in India: 2021)

Synergy between the Online Education Market and Internet Users in India

Growth in market share and dependence on online education will be complemented by a rise in active number of Internet users, reducing pricing of smartphones, and easy availability of Internet access.

India's Internet users are expected to register double-digit growth, to reach 627 million in 2019, according to market research agency Kantar IMRB. Internet users in the country has exceeded half a billion people for the first time (pegged at 566 million as of December, 2018), driven by rural Internet growth and usage. In its ICUBE 2018 Report that tracks digital adoption and usage trends in India, it noted that the number of Internet users in India has registered an annual growth of 18%; while the overall Internet penetration stood at 40%.

Of the total user base, 87% (493 million Indians) are defined as regular users, having accessed the Internet in the last 30 days. Nearly 293 million active Internet users reside in urban India, while there are 200 million active users in rural India, as per the Report. It was also found that 97% of users use the mobile phone as one of the devices to access Internet. While Internet users grew by 7% in urban India (reaching 315 million users in

2018), digital adoption is now being propelled by rural India, registering a 35% growth in Internet users over the past year.

3. K-12 Assessment Market

India is witnessing a massive rise in demand for external assessment services in the K-12 segment. As per Technopak, India's K-12 Assessment market in FY'16 stood at USD 28 million, with a growth rate of 20%. International Assessment for Indian Schools, NTSE, Olympiad, and ASSET are a few examples of assessment tests conducted in India. With the world today becoming more and more competitive, tests have become an integral part of the system. Accordingly, the need for external assessment will always be high; and, therefore, the demand for test-preparation solutions will continue unabated.

B. Business Environment: Enterprise Business

Digital Marketing and Social Media

Digital advertising spend is about 16% of the total ad-spends in the country, which is estimated at around INR 59,000 crore per year. About 27% of total digital ad spend (INR 2,502 crore) is on search. This is followed closely by spends on video and mobile, which are around 19% with ad spends being INR 1,779 crore and INR 1,761 crore, respectively. Spends on social media stand at 18%, with the ad spend being ₹ 1,668 crore. The in-app advertising avenue is currently being explored; and is being used across various industry sectors since it is believed to fetch better monetization. All of these are a result of the rapid digital revolution and reduced data/Internet usage costs, increasing smartphone penetration, as well as the increase in time spent on smartphones and laptops.

Education Sectors' Spending: With growing competition, rising number of public—as well as private—schools, introduction of various courses, tests, and coaching services, the education sector spends significant amounts on advertising. In fact, it was one of the top three contributors to newspaper advertisements in 2018, with a 10% contribution.

Events Market

According to a report by EY-EEMA (Event and Entertainment Management Association), the organized events business grew 15.6% in 2018 to reach a market value of INR 7,500 Cr. It is estimated to surpass the INR 11,200 crore mark by 2020-21. Key growth drivers are digital activation, sports leagues, rural expansion, and government initiatives; followed by Intellectual Property (IP), personal events, and product launches. The events market is expected to grow exponentially due to its ability to adapt and grow with innovative technology.

As per EY-EEMA (Event and Entertainment Management Association) 2018, the Indian Media and Entertainment (M&E) sector was valued at around INR 1.67 trillion (US$23.9 billion) in 2018—registering a growth of 13% over 2017—led by digital, film, and animation segments. With its current trajectory, the M&E sector is expected to cross INR 2 trillion (US$34 billion) by 2021, at a CAGR of 12%. The sector continues to grow at a faster rate, reflecting the growing disposable income led by stable economic growth and changing demographics.

Corporate Training

Due to the inadequacies in the Indian education system, which is not known for endowing an individual with vocational and employment-ready skills, corporates have no other option but to spend a significant amount of financial resources on the proper training of employees. This is one of the main reasons that the Indian corporate training market is expected to experience a steady growth; and is estimated to touch INR 3,200 crore in valuation by FY'20, recording a CAGR of 11% (FY'16–FY'20). With the advent of a plethora of new, advanced technologies, and concepts such as Artificial Intelligence, the demand for training is not only going to increase but also be diversified.

Manpower Services

The Global Recruitment and Staffing Market is forecasted to grow at a CAGR of 8.50% during FY'16 – FY'21. As per a Staffing Industry Analysts (SIA) report, the industry generated US$428 billion in revenue worldwide in FY'16, with the US, Japan, and the UK remaining at the top. Currently, the UK has the highest level of flexible staff penetration (3.9%). The average global flexi-staffing penetration is 1.6%. India is currently having a penetration of 0.5%. According to a report by the Indian Staffing Federation (ISF), by 2025, the Indian flexible staffing industry is expected to grow from 1.3 million to 9 million, thereby representing 10% of the organized workforce in the country.

The Indian Staffing industry was estimated to be worth INR 70,000 crore in 2018 contributing around 68% to the overall HR solutions industry. General staffing contributes 75% to the staffing industry. It is further expected to grow by 16.8% to be a 1.1 trillion industry by 2021.

Research & Incubation Services

In 2019, India was ranked 54th (out of 60 economies) in the Bloomberg Innovation Index, with a score of 47.93 out of 100. South Korea topped the Index for the sixth time in a row, with a total score of 87.38, followed by Germany, Finland, Switzerland, Israel, Singapore, Sweden, the US, Japan, and France making up the top 10. The Innovation Index usually considers the following criteria, while rankings the countries:

a) R & D intensity (India's Rank: 47)

b) Manufacturing value added (India's Rank: 54)

c) Productivity (India's Rank: 58)

d) High-tech density (India's Rank: 29)

e) Tertiary efficiency (India's Rank: 51)

f) Researcher concentration (India's Rank: 59)

g) Patent activity (India's Rank: 36)

R&D and innovation have not really been India's strong suit. Despite being one of the world's largest startup hubs, around 77% of Indian venture capitalists believe that almost 90% of Indian startups fail to capitalize on their foundation due to lack of innovation and innovative technology, and absence of a unique business model.

Industry-Academia Collaboration

According to the Industry Academia Partnership and Incubation, the HRD Ministry has announced the development of 'Research parks'. An initial fund of INR 100 crore has been earmarked for the same. The objective is to provide students with access to funds and mentorship for startups.

The Innovation in Mobile App Development Ecosystem (I-MADE) program was rolled out in February, 2016. An initiative developed in partnership with The Department of Telecommunications (Govt of India), Telecom Centres of Excellence (TCOE), EVC Ventures, and Unified, it aims to help Indian entrepreneurs come up with mobile app startups.

NIRF Ranking

With the Government focusing extensively on enhancing the importance of R&D skills, as well as the overall innovative and creative drive of the current population, a new ranking index for Indian educational institutions, called NIRF (National Institutional Ranking Framework), was launched in 2016. It is a methodology adopted by the Ministry of Human Resource Development (MHRD), the Government of India to rank institutions of higher education in the country.

Rankings have been playing a vital role in identifying top universities and institutions in areas like Engineering, Management, Pharmacy, and General Degree Colleges. Recently, the MHRD has also included new disciplines, including Law, Medicine, and Architecture. These rankings play a vital role in the decision a student makes, while choosing an institution for further studies, thus making them equally, or more, important for the institutions concerned.

NIRF ranks institutes in five broad generic groups of parameters, namely - Teaching, Learning and Resources; Research and Professional Practice; Graduation Outcomes; Outreach and Inclusivity; and Perception. Certain sub-parameters (such as, public perception, earnings from patents, etc.) have been dropped due to serious questions about reliability or consistency of data provided by the participating institutes. In 2018, 3,954 institutes participated in the ranking process.

This process has increased demand for quality research in higher educational institutions along with successful research incubation centers.

Business Overview

CL Educate Limited has established its footprint across most of the education value chain. It operates in two main segments - Consumer Services and Enterprise Services.

Consumer Services includes the businesses of Test-Preparation & Training (Test-Prep), Publishing & Content Development, and Campus Recruitment Training (CRT) program; whereas Enterprise Services includes integrated solutions for corporates and educational institutions & universities.

As a part of Consumer Services

1. The Test-Prep segment offers the following products under the well-recognized brand 'Career Launcher':
   a) Aptitude Products, such as CAT, CLAT, Bank, SSC, etc.
   b) Knowledge Products, such as Engineering exams (IIT-JEE, NATA, GATE, etc.), Medical exams (NEET, AIIMS, JIPMER, etc.), UPSC, CA, CS, etc.
   c) FinSchool (CFA and FRM)
   d) Data School (Machine Learning and Artificial Intelligence)

With its integration of ETEN, the company has now launched its other products, such as MBA, Law, and Engineering, on the MasterClass platform thereby further increasing its reach to Tier II & Tier III cities while maintaining the quality of education being imparted to students.

2. The Publishing segment operates under the brand G.K Publications; and distributes titles under three categories:
   a. Technical (comprising titles for GATE, technical vacancies in Central Public Works Department, etc.)
   b. Nontechnical (comprising titles for CAT, Bank/SSC examinations, Civil Services examination, etc.)
   c. School Business (comprising titles relevant for students preparing for their Board exams)

The company has also been empaneled in TEQIP III (Technical Education Quality Improvement Project) as a service provider. Under the aegis of TEQIP-III, the Government of India and World Bank have signed a US$ 201.50 million (appx. ₹ 1300 crore) credit agreement to enhance the quality and equity of engineering education in several focus states of India. CL Educate Limited has been empaneled to impart pre-test, module-wise test and post-test course work. The course work shall include Quantitative Aptitude, Logical Reasoning, Verbal Aptitude, along with résumé writing, and developing communication skills to make graduating students industry ready.

Under Enterprise Services, CL Educate offers the following:

1. Integrated Solutions to Educational Institutions & Universities across India
2. Student Recruitment Services
3. Research & Incubation Services (through its brands CL Media and Accendere)
4. Career Development Center

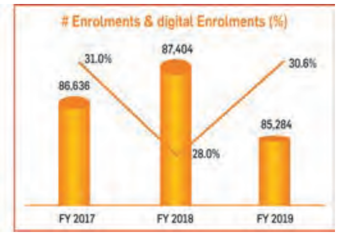
As part of the same segment, under the brand Kestone Integrated Marketing Services, the company offers the following services to corporates:

1. Experiential Marketing and Event Management Solutions
2. Digital & MarComm Services
3. Customized Engagement Programs (CEPs)
4. Manpower Management & Training Services
5. Strategic Business Solutions

Additionally, as an implementation agency, the Company used to undertake vocational training programs, under project tenders issued by the Central and various State Governments in India. While not taking up any new project in this business, the company remains committed to completing projects that are at a partial stage of existence.

Test-Preparation and Training

CL is one of the leading test-prep players at the national level. Through its network of 203 centers (48 owned and 155 under partnership, as on March 31, 2019), it offers a portfolio of 14 test-prep products, including those for MBA, Law, Banking, SSC, GATE, Civil Services (IAS), International Education (Admission consulting for GRE, GMAT, and SAT), BBA/Hospitality, IPM (Management), IIT, Medical, CA and CS, among others.



CL is keen on adding new centers to spread its offering to a wider population; and is focused on an asset-light approach towards delivery via online, mobile, and high-speed broadband.

In FY'19, the test-prep enrolments exceeded 85,000 (including ICE-GATE enrolments), of which 30.6% students were enrolled online. The number of test-prep centers was reduced from 212 to 203, since many ETEN centers were merged with the existing CL centers in those cities towards achieving greater business synergy. While the growth in enrollment numbers on an aggregate level was fairly muted, the average test-preparation fees realized per student increased by 16%. Given the challenges faced in scaling the ETEN business last year, there was no growth in enrollment numbers in its related segments. The decline in number of enrollments at the overall level was mainly due to the absence of Banking & SSC (Staff Selection Commission) exams notifications; and a few of these exams getting deferred to the next year. As a result of the above, and on account of the nature of the Banking – SSC market, which is dominated by low average student fees, CL opted to reduce its focus on this product on a pan-India level in its present design and delivery format.

New Products

ETEN Acquisition

In April 2017, CL Educate acquired ETEN, which offers CA and Civil Services coaching. It is now fully integrated with CL Educate. With significant rationalization of centers having taken place, the Company has rebranded and restructured this business model as MasterClass through centralized delivery through a Direct-to-Home and Direct-to-Centre Business.

Data School

The promise and potential of Artificial Intelligence (AI) and Machine Learning (ML) are immense. As these domains keep developing, we can no longer simply appreciate them from afar. AI and ML are now an integral part of our day-to-day lives. The more immediate impact is in its ability to analyze and bring meaningful insights & predictions from the vast stockpiles of data available to companies today. Going forward, the biggest differentiator for businesses will be in their mastery of the possibilities and limitations of AI & ML.

"I learnt new skills which I expect will allow me to apply to my business through outside agencies, it will help me ask the right questions to move from "brick and mortar" to "click and muster."

Alok Shriram
Joint MD, DCM Shriram

"We can split AI and ML as a very important course in our curriculum; and this type of workshop is just a start. If we have this type enthusiastic workshop and create similar culture among our other faculties, students, etc., then India will become No.1 in AI & ML very soon."
Prof. Anil D Sahasrabudhe
(Chairman, AICTE)

Considering the age and profile mix of the target audience, a variety of programs has been launched for providing training and certification in Machine Learning and Artificial Intelligence, which range from internships for school and college students to corporate programs for leadership team of companies to training program for faculty members of colleges, and online training and workshops. The framework for the same is highlighted below: -

1. Students:

- o Partnered with AICTE to provide internships to thousands of students across India
- o Online training on data sciences and machine learning being imparted to students
- o Workshop conducted for teachers / trainers in AICTE to educate them on Machine Learning and Artificial Intelligence

2. Corporate

Customized workshops conducted for a corporate teams on AI and ML

3. Professionals:

CXO machine learning retreats: Targeted for CXOs, business owners and heads of departments to get a hands-on experience in machine learning and familiarize themselves on tools, technologies, and on how to enable and make data-driven decisions.

Intel is our partner for our data science programmes. Intel provides several optimized libraries, including special distributions of Python, Keras, and Tensor flow for machine learning algorithms.

Workshop at All India Council for Technical Education (AICTE)

AICTE and CL Educate jointly organized a two-day workshop on Machine Learning at the AICTE Head Office in New Delhi for the faculty members of AICTE-affiliated colleges. The workshop was inaugurated by Dr. M P Poonia (Vice-Chairman, AICTE), Dr. Elangovan Kariappan (Assistant Innovation Director, AICTE), and Mr. Satya Narayanan R (Founder, CL Educate).

Participants included faculty members (Professors) and nominated management representatives from across the country. The foremost misconception that was addressed by the workshop was that ML is only for those from a Computer Science background. CL's Chief Innovation Officer, Mr. Sujit Bhattacharyya and his team had planned the workshop in such a way so as to ensure there was a judicious mix of theoretical knowledge and hands-on training.

FinSchool

The Company has also launched programs like CFA, FRM® and NSE exam-training courses under the aegis of its new product basket, FinSchool. These products complement its existing offerings for CA and CS exam preparation.

- **Chartered Financial Analyst (CFA)**

  Chartered Financial Analyst (CFA) is one of the revered and valuable certifications in the field of Finance. It is a globally-recognized professional credential in Financial Management & investment offered by CFA Institute. It provides expertise to students in the area of asset management, risk management, capital market, investment banking, equity research and many more finance-related areas. As per ET reports, during 2018, approximately 20,000+ students appeared for CFA-Level I, II and III exams in India, marking a 30% year-on-year growth. As per the CFA Institute, currently there are more than 150,000 CFA charter holders worldwide in 165+ countries and territories.

- **Financial Risk Management (FRM®)**

  Financial Risk Management deals with quantifying & managing the risks associated with a firm, such as credit risk, market risk, operational risk, enterprise risk, investment risk, etc. Risk management is very important in all the sectors owing to the necessity of taking calculated risks in any business. There are as many as 48,000 FRM® qualified professionals around the world who are employed by top financial institutions, such as ICBC, Bank of China, HSBC, etc. It is a globally accepted certification; and assessed to be equivalent to a master's degree program. The curriculum of FRM® is designed in a way that it reflects the latest skills used by practising risk managers; and it is updated annually by an FRM® committee.

Publishing & Content Development

Under its brand GK Publications, CL Educate publishes niche test-prep titles for popular professional & entrance examinations in India, including Engineering, GATE, Civil Services, and Bank entrances. The Company seeks to leverage GK Publications' brand image and reputation to reach out to what it believes to be a significant student population currently relying on self-study, to cross-sell its test-prep courses. In FY'19, there were 2,796 active titles; and over 1.15 million copies of books sold under the GKP brand.

The publishing industry has gone through a downturn due to change in online selling policies by the government. Consequently, there was a decline in sales through digital partners (from 31% to 20% of the total volume of books sold) like Amazon and Flipkart. To a large extent, the company was able to nullify the impact of the decline in sales through digital media by the changes made on the ground to our product portfolio. The Company has been gradually adding dual language titles (in Hindi and regional languages), for different examinations, with the objective of strengthening its presence in regional markets, thus leveraging its physical sales network more aggressively. During the previous year, the Company also witnessed good traction in its school books segment. This is expected to grow further with the implementation of the new National Education Policy (NEP).

We have established an in-house content development team, with domain and subject expertise, with a view to continuing to grow and enhance the quality of our content library. Further, we engage faculty members, trainers, and content developers, who have years of experience in their specialized fields, as well as students who have enjoyed success in their respective professional or entrance examinations in the past. The company conducts continuous training programs, including refresher guidance programs for faculty members throughout the year on teaching subjects, personality development, attitude development, presentation, communication and leadership skills, and time management, in order to better equip our content team to adapt to our students' changing needs in competitive environment and changing examination trends, academic syllabi, and increasing career options.

Future Outlook

In 2030, it is estimated that India's higher education sector will:

- Adopt transformative and innovative approaches
- Have an augmented Gross Enrolment Ratio (GER) of 50%
- Reduce state-wise, gender-based, and social disparity in GER to 5%
- Emerge as a single-largest provider of global talent, with one in four graduates in the world being a product of the Indian higher education system
- Be among the top five countries in the world in terms of research output, with an annual R&D spent of US$ 140 billion
- Have more than 20 universities among the global top 200.

Furthermore, with online modes of education being used by several educational organizations, the higher education sector in India is set for some major changes in the years to come.

Given the above macro-economic conditions, CL Educate will continue to focus on its core Consumer and Enterprise business to grow, both organically and inorganically.

In terms of organic growth, the Company will be expanding its offerings through:

1. New Products

a) Increased focus on Knowledge Products (KP) portfolio – Engineering & Medical, GATE, Civils (IAS), CA

b) Data School & FinSchool products to be a major focus area

2. Digital Expansion

a) Introducing live/recorded online classes through high-speed broadband for existing products

b) Tapping multiple media – YouTube, mobile apps, and portals

3. Growth in Geographical Test-Prep Network

a) Expansion of business partners network

b) Leveraging existing Business Partner network for new products

c) High-speed broadband, as multiplier for existing products

d) Cross-sell ETEN MasterClass through expanded Career Launcher network

4. International Expansion

a) Overseas expansion, particularly in the Middle East & North America (MENA), along with tapping Singapore markets.

Inorganic Growth Success Story in Consumer Segment

The company has been successful in selectively identifying strategic acquisition targets in the past; and in integrating, developing, synergizing, and leveraging existing businesses and brand equity of our past acquisitions to grow our business across the education value chain.

One of our acquisitions in the Test preparation segment included Law School Tutorials ("LST") in 2004, which was undertaken to bolster the product portfolio via the addition of a new product. The no. of students under LST has grown from a few hundred enrollments at the time it was brought into the Career Launcher fold to nearly 15,000 enrollments in FY2019.

The company made further inroads in the education value chain by acquiring G K Publications in 2011. This enabled the Company to develop synergies between its test preparation and publishing segment by cross leveraging its products across the two verticals.

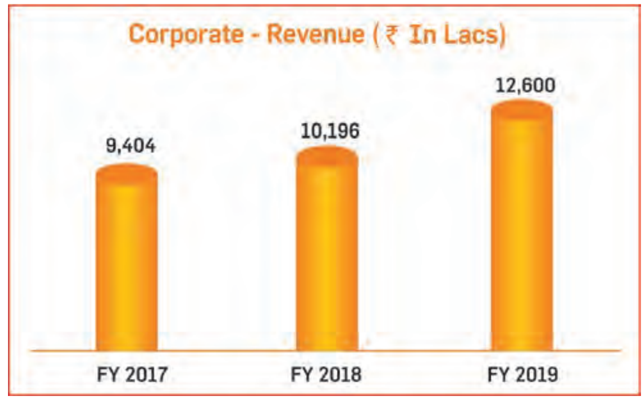
Keeping in-line with the Company's asset-light model, CL acquired the test preparation business division of Pearson IndiaCan Education – ETEN–in 2017. The company has started cross–selling its products on the centralized delivery platform across the country.

The company continued its inorganic growth story by further acquiring a majority stake in ICE GATE Institute which caters to GATE aspirants. This will further increase the company's market share in the GATE segment while enhancing its product portfolio.

Enterprise Segment

Integrated Business, Marketing, and Sales Services for Corporates

Another highly successful acquisition and integration story for CL Educate has been that of Kestone Integrated Marketing Services, a company CL acquired in 2008. Doing a business of around INR 12Cr at that point in time, Kestone has grown into CL's most successful acquisition till date, contributing revenues in excess of INR 127crore in FY 2019.



Kestone's set of offerings include:

1. Experiential Marketing and Event Management
2. Digital & MarComm Services
3. Customized Engagement Programs (CEP)
4. Manpower Management & Training
5. Strategic Business Solutions

It has strong reach with on-ground projects executed in 250+ cities in India and abroad. Last year Kestone served more than 80 clients across multiple locations, including industry leaders like Google, Facebook, Amazon, Dell, SAP, Britannia, etc.

The services provided by Kestone to its clients, include:

Experiential Marketing and Event Management

- **Product Launches:** Product launches and brand activations are about giving our clients the ideas and platform needed to showcase their products, in order to propel them into the market in an effective manner.

- **Dealer Meet/Sales Conferences/Seminars:** In addition to flawlessly-run conferences, Kestone brings vision, flair, and 20 years' of experience to the creation of genuinely inspiring meetings.

- **Exhibitions:** Dynamic, successful marketing events, whether in networking hubs of a client's conference, or a standalone trade fair.

- **MICE:** Tailor-made MICE (Meetings, Incentives, Conferences, and Exhibitions) strategically planned and beautifully executed, designed to build relationships, motivate, and inspire.

Kestone at ACEF Global Customer Engagement Awards 2019

Happy to share that Kestone has won awards in Digital Marketing and Experiential Marketing for NowConfer for campaign effectiveness and AWS GELF 2019 for successful use of technology.

Digital & Marketing Communication (MarComm) Services

Web Design & Development

Collaboration of best digital designs, front-end UI & CSS, and back-end programming minds in the region. Kestone designs websites that convert visitors into customers; and a user experience (UX) that is engaging enough to ensure multiple visits over time.

Content Marketing

The team defends the written word to the end, crafting content that is in sync with the brand, relevant, and that people want to share – be it in print, online, or via social media.

Social Media Marketing

We put in place a pioneering combination of traditional marketing, search marketing, and social media to work for a client's brand, to improve direct website traffic, brand buzz, and search engine rankings.

E-Mail Marketing

We have honed our email marketing process to ensure a results-driven approach to messaging, Call to Action (CTA), lead capture, and conversion metrics.

Digital Advertising & Media Buying

We make sure companies get the best ROI in social advertising through strategic planning, top quality ad creatives, and ongoing campaign measurement and optimization.

Manpower Services and Sales Management

We study the business of the client and develop a keen understanding of their business goals, talent-related needs; and deliver the best package to achieve their targets. The bouquet of services provided are as follows: -

- **Enterprise Sales Program:** We provide the best manpower services to take the need of clients to newer heights.
- **Retail Sales Program:** Our manpower services offer resources who have mastered the art of sales.
- **Seller Enrollment Program:** We design exclusive enrollment programs to build relationships with vendors; and achieve sales targets of our clients businesses.
- **Direct Sales Program:** We work with organizations of all sizes to build teams that not only meet, but exceed, a company's goals.

Customized Engagement Programs (CEP)

Loyalty Programs

Designing relevant loyalty programs for a client's products & services for customer retention, taking care of registrations, and validations of client's service offerings.

Rewards Programs

Recommending an impeccable rewards program plan, especially for those customers making frequent purchases from a client; and get them hooked to the brand.

Audience Generation and Management

Giving the best audience definition for a client's business plan & program, along with the optimum audience generation possible with audience management for live events.

Pipeline Management

Laying down an approach, both systematic and visual, for a client to sell their products and services to the target audience, while generating the maximum ROI.

Lead Generation Activity

Initiating the maximum customer interest through optimum lead generation activities; and getting the best potential leads in the market.

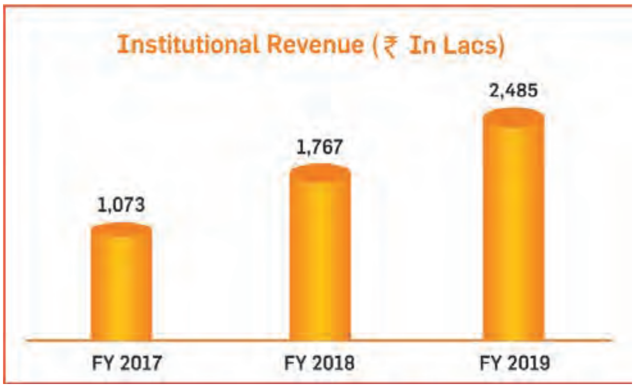
Some of the exciting events that Kestone helped organize over the last decade include Britannia's 100 year celebration, and their Britannia Khao World Cup Jao campaign, Dell's CIO Forum: Michael Dell Show and DevFest Bangalore 2018 – Google's largest-ever Developer Show.

Other innovative client associations made by Kestone this financial year included relationships with Amazon, Oracle, Facebook, and OLA, to name a few.

Integrated Solutions to Educational Institutions and Universities

Under its subsidiary CL Media Private Ltd. CL Educate offers the following services to educational institutions across India:

1. Integrated solutions
2. Student recruitment services
3. Research & incubation services
4. Career Development Center



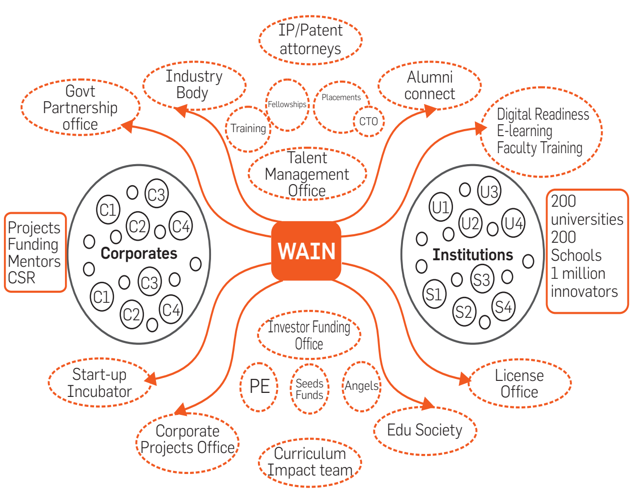
CL Media facilitates universities in reaching out to the right student set and improving their quality of intake. It offers the following services & benefits:

Business Solutions	Benefits extended to the universities
Project Consultancy	Attract Better Students
Student Outreach Services	Improved Research Output & Publishing
Digital Marketing and Social Media Campaigns	Seed Funding and CSR Projects
Print Media Campaigns	Attract Research Funds from Government & Industry
Events	NIRF, NAAC, QS, and the Consultancy

Research and Innovation

Under its subsidiary, Accendere Knowledge Management Services Private Ltd., CL Educate provides the services of research and innovation. It facilitates universities in improving their rankings through research and start-up incubation. The introduction of the NIRF Ranking framework by the MHRD, which emphasizes on innovation, has provided a huge fillip to Accendere's offerings.

It offers the following services to educational institutions:



Research and Innovation

- Research Incubation Services
- Start-up Incubation Services
- Worldwide Academia-Industry Network
- Corporate Research Incubation and IP Management

WAINConnect Platform: Change is the only constant; and is what fuels evolution in all aspects of the economy. In the past couple of years, focus has been renewed on Research and Development, which has subsequently brought about a lot of challenges in terms of scalability. Industry and Academia are two of the biggest contributors to the innovation quotient of an economy. They work in tandem to achieve the collective objective of new innovations and technological improvements.

The objective of the WAIN platform is to provide interlinked opportunities for both Academic Institutions and Companies to work together.

Some of the collaboration opportunities through the WAIN platform are as follows:

Academia-Industry Collaboration

- Fundamental / Open research in Institutions – General Areas
- Corporate-Sponsored Research in Institutions/ Collaborative Research – Specific Areas
- Corporate-Funded Research Fellowships for Bright Students
- Talent Sourcing: Selection and Training of Bright Students
- Knowledge/Skill Sharing between Academia and Industry
- Corporate-Sponsored Labs/Center of Excellence in Institutions

In addition, Accendere deals with branding through various edu-properties, such as Young India Challenge, Campassador Program, Hackathons, Melting Pot Innovation Summit, Young India Fellowships, etc.

Collaboration in these areas not only create great success stories, but also help stakeholders in commercial terms, as well as in achieving their desired quality output.

Benefits for Academia and Industry from WAIN are:

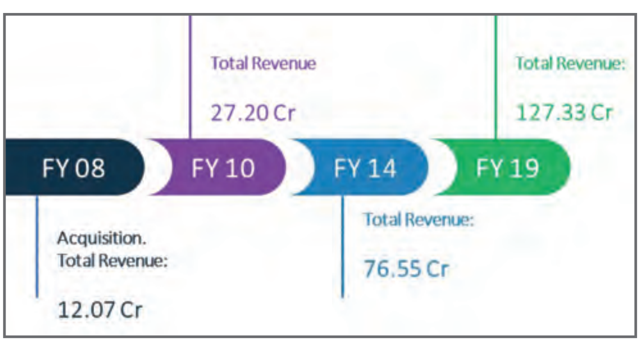
Academia	Industry
Exposure to real research problems	Greater access to young researchers with multiple capabilities to facilitate R&D
Improved research output and publications - Higher standing in various global ranking frameworks	Greater exposure to academic research; high visibility

Ability to attract research funds from government, corporates and other organizations	Branding
Improved employability prospects of students	CSR initiatives
Improved student & faculty uptake	New innovation & technology improvements
Improvement in infrastructure through new-age technologies and learning mechanisms	Publication credit & intellectual property ownership
Identify and support young start-ups on campus	Expand scale of R&D and get first-hand access to new disruptions
Develop a culture of innovation on campus	Wider choice of students (PPO/PPI) for the companies (expanding the pool).
	Opportunity to invest in young start-ups

Inorganic Growth in Enterprise Segment

In the Enterprise segment, the company caters to the B2B market, dealing with corporates and universities, providing Integrated Marketing Solutions and Integrated Research Solutions, respectively.

One of the Key acquisitions made in the Enterprise segment is that of Kestone Integrated Marketing Services Pvt Ltd. in 2008 which provides Integrated Marketing Solutions to corporates, including Event Management, Digital Marketing, Customized Engagement Programs (CEPs), Manpower Services & Marketing Communications (MarCom). The company has grown leaps and bounds since then, showing a CAGR of 24% from 2008 to 2019 in terms of total income.



With the introduction of the National Institutional Ranking Framework (NIRF), the government has adopted a methodology to rank institutions of higher education in the country. These rankings play a vital role in the decision that students make while choosing an institution for further studies, thus making them equally, or more important for the institutions. This process has created fresh demand for quality research in higher educational institutions, along with the desire to setup successful research incubation centers.

The company in 2015 acquired Accendere Knowledge Management Services Pvt Ltd. (AKMS), which specializes in incubating research programs for universities and corporates, and consulting for admissions abroad. The company has more than doubled its total income in the past two years. Along with the growth in revenue it has also enhanced its relationship with Universities, allowing the company to cross leverage and sell its Consumer Test-Prep programs in these universities.

Financial Highlights

Particulars	FY 2019 (₹ in lacs)	FY 2018 (₹ in lacs)
Revenue from Operations	33,925.95	28,888.97
Total Income	35,249.61	30,180.20
EBITDA	4,017.18	2,280.12
EBITDA Margin (%)	11.40%	7.56%
PBT - Continuing Operations	2,448.97	790.61
PAT	1,997.63	573.94
Total Comprehensive Income	2,012.66	592.65
Basic EPS (In ₹) - Continued & Discontinued Operations	14.21	4.18
Net Worth	33,827.30	32,339.18

1. Revenue:

Revenue from Operations increased by 17.44% to ₹ 33,925.95 lacs in FY 2019 as compared to ₹ 28,888.97 lacs in FY 2018 primarily on the account of an increase in sale of services by 24.33% to ₹ 27,625.70 lacs in FY 2019 as compared to ₹ 22,219.36 lacs. Sale of Services increased due to:

1. Increase in revenue from Education and training program grew by 21.98% to ₹ 15,015.20 lacs in FY 2019 as compared to ₹ 12,309.83 lacs in FY 2018. This increase was mainly seen due to the following factors:
    a. Introduction of New product lines – Data School & FinSchool, XI, XII, Tuition products by integration of Science Parivar (SP) Classes.
    b. Introduction of conventional products on MasterClass platform
    c. Successful completion of full year ICE GATE operations
    d. Moving from GST inclusive pricing model on Test-Prep products to GST-Exclusive model thereby improving the average price realized
2. Increase in revenue from Integrated Marketing Solutions business by 37.92% to ₹ 11,150.85 lacs in FY 2019 as

compared to ₹ 8,084.79 lacs in FY 2018. This increase was mainly due to the following factors:

a. Increase in number of international corporate clients to 23 in FY 2019, as compared to 14 in FY 2018

b. Increase in average revenue per corporate client by 16.69% in FY 2019, as compared to FY 2018

c. Advertisement income also increased by 6.79% to ₹ 1,462.46 lacs in FY 2019 from ₹ 1,369.53 lacs in FY 2018

Other operating revenue increased by 16.41% to ₹ 1,903.37 lacs in FY 2019 from ₹ 1,635.07 lacs in FY 2018. This was mainly due to increase in startup fees collection on account of signing new franchise partners, by 64.84% to ₹ 413.46 lacs in FY 2019 from ₹ 250.77 lacs in FY 2018. In part this was influenced by the conversion of some company operated centers to Franchise centers.

The total income also increased consequently by 16.80% to ₹ 35,249.61 lacs in FY 2019 from ₹ 30,180.20 lacs in FY 2018.

Our revenues are segmented into Consumer and Enterprise. The Consumer segment consists of business revenue from the Test -Prep business and sale of books from our publishing business, whereas in the Enterprise segment, revenue flows from corporate and institutes for handling their events, digital marketing, managed manpower services, and marketing services.

The revenue break up for the same is as follows: -

Particulars	FY 2019 (₹ in lacs)	FY 2018 (₹ in lacs)
Consumer (A=1+2)	**22,105.83**	**20,209.29**
Consumer Test-Prep (1)	18,208.02	15,826.82
Consumer Publishing (2)	3,897.81	4,382.47
Enterprise (B=3+4)	**15,085.43**	**11,963.56**
Enterprise Corporate (3)	12,600.30	10,196.43
Enterprise Institutional (4)	2,485.13	1,767.13
Others (C)	27.55	13.09
Inter-Segment Revenue (D)	(3,292.86)	(3,296.97)
Total Revenue from Operations (A+B+C+D)	**33,925.95**	**28,888.97**

- Consumer revenue grew by 9.4% — from INR 20,209.29 lacs in FY 2018 to INR 22,105.83 lacs in FY 2019 — driven mainly by test-prep, which grew by 15.0% (from INR 15,826.82 lacs in FY 2018 to INR 18,208.02 lacs in FY 2019) during the year under review.

- Enterprise revenue grew by 26.1%—from INR 11,963.56 Lacs in FY 2018 to INR 15,085.43 Lacs in FY 2019) driven by growth in both Corporate and Institutional segments (by 23.6% and 40.6%, respectively) during the year under review.

- The Company has seen a change in its revenue mix as well on account of growth in corporate and institutional segments. The new revenue mix is as follows:

Revenue Mix	FY 18	FY 19
Consumer %	70%	65%
Enterprise %	30%	35%

- The Company has also seen its average revenue per student grow by 18%. Average revenue per student rose to ₹ 21,325 in FY 19 from ₹ 18,108 during the previous year. There was also a dip in the number of students enrolled primarily on account of conscious decision to reduce our focus on the Banking – SSC segment because of the delay in exam notifications, and the considerably lower profit margins in this business. This segment is currently offered only in select cities where economies of scale make it a viable business option.

Particulars	FY 18 (₹ in lacs)	FY 19 (₹ in lacs)
Revenue	18,208.02	15,826.82
# of students enrolled	85,284	87404
Revenue per student	₹ 21,350	₹ 18,108

2. Expenses

Cost of Material Consumed:

Cost of Material consumed decreased by 8.87% to ₹ 1,172.61 lacs in FY 2019 from ₹ 1,286.76 in FY 2018 due in part to an increase in online enrolments. 30.60% of total enrolments were done through the online mode, thereby optimizing the material cost, wherein a number of students use E-books backed by the aspiration.ai platform.

Employee Benefit Expense

Employee Benefit Expense decreased by 4.85% to ₹ 5,813.21 lacs in FY 2019 from ₹ 6,109.56 lacs in FY 2018. A lot of technology deployment in delivery helped lower cost of delivery and increase efficiency. The company also converted some company operated centers to franchise centers. Individuals who were deployed at such locations were given the option to continue to work on the rolls of the new business partner.

Finance Cost:

Finance cost of the company decreased by 3.59% to ₹ 619.88 lacs in FY 2019 from ₹ 642.98 lacs in FY 2018. The company has repaid its term loan in the parent company and has repaid several unsecured loans in subsidiaries.

Depreciation & Amortization

Depreciation and amortization expense increased by 12.03% to ₹ 948.33 lacs in FY 2019 from ₹ 846.53 lacs in FY 2018. This was mainly due to an increase in internally generated intangible assets, like content development.

Franchise Expense

Franchise expense increased by 13.44% to ₹ 6,944.48 lacs in FY 2019 from ₹ 6,121.53 lacs in FY 2018 due to the company opening many new franchise centers, whilst also converting some of its company-owned centers to franchise centers during the year.

Other Expense

Other Expenses increased by 21.73% to ₹ 17,371.88 lacs in FY 2019 from ₹ 14,271.32 lacs in FY 2018 due to

1. Increase in Event Consultancy by 45.22% to ₹ 1,979.44 lacs in FY 2019 from ₹ 1,363.10 lacs in FY 2018 which is in sync with increase in Event Management Services revenue
2. Increase in Business Promotion and Advertisement expenses by 63.56% and 85.50%, respectively. Business promotion expenses grew to ₹ 2,034.07 lacs in FY 2019 from ₹ 1,243.59 lacs in FY 2018 and advertisement expenses grew to INR 910.89 Lacs in FY 2019 from INR 491.04 in financial year 2018. They increased in both the enterprise and consumer businesses, with the former based on client-related expenses, while on the consumer side, the company invested in a TV Commercial in addition to spends on the radio, print, and in digital media.

3. Improvement in Operating Income and Margins (on consolidated basis)

Particulars	FY 19 (₹ in lacs)	FY 18 (₹ in lacs)	% Change
PBT from continuing operations (A)	2,448.97	790.61	**210%**
Interest (B)	619.88	642.98	**-4%**
Operating Income (C=A+B)	3,068.85	1,433.59	**114%**
Total Income (D)	35,249.61	30,180.20	**17%**
Operating Margin (C/D) %	8.71%	4.75%	**83%**
EBITDA	4,017.18	2,280.12	**76%**
EBITDA %	11.40%	7.56%	

Operating Margin increased by 396 bps to 8.71% in FY 2019 as compared to 4.75% in FY 2018. The increase in operating margin can be attributed to the following factors:

1. Increase in income from Educational & Training program and from Event Management Services
2. Better cost optimization by:

a. Converting company-owned centers to franchise centers

b. Implementing technology-based solutions to improve operating efficiency

4. Key Ratio Analysis

Interest Coverage Ratio

Particulars	FY 19 (₹ in lacs)	FY 18 (₹ in lacs)
PBT	2,448.97	790.61
Interest	619.88	642.98
EBIT	3,068.85	1,433.59
Interest Coverage Ratio (on EBIT)	4.95	2.23

Our interest coverage ratio has significantly improved by 122%, from 2.23 times to 4.95 times driven by increase in Operating income by 114% and reduction in Interest cost by 4%. This reflects that the company's operating income is enough to meet the interest liabilities on borrowings.

Profitability Ratios

Particulars	FY 2019 (₹ in lacs)	FY 2018 (₹ in lacs)
Total Income	35,249.61	30,180.20
EBITDA	4,017.18	2,280.12
EBITDA Margin (%)	11.40%	7.56%
PBT - Continuing Operations	2,448.97	790.61
PBT - Continuing Operations Margin (%)	6.95%	2.62%
Total Comprehensive Income	2,012.66	592.65
Total Comprehensive %	5.71%	1.96%
PAT	1,997.63	573.94
PAT Margin (%)	5.67%	1.90%

- EBITDA on a consolidated basis grew from INR 2,280.12 lacs in FY 2018 to INR 4,017.18 lacs (11.4% of revenue) in FY 2019; predominantly due to an increase in Consumer Segment revenues by 9.4% and Enterprise Segment revenues by 26.1%
- Total Comprehensive Income stood at INR 2,012.66 lacs, as compared to INR 592.65 lacs (an increase of 239.60%).

5. Movement in Net Worth

On a consolidated basis, the net worth of the company stood at ₹ 33,827.30 lacs as compared to ₹ 32,339.18 lacs during the previous year.

General Reserves

During the year, an amount of ₹ 136.67 lacs were transferred from the ESOP reserves to General reserves, and an interim dividend was distributed worth ₹ 170.77 lacs from the general reserves. Net utilization of the general reserve amounted to ₹ 34.09 lacs, resulting in a year-end balance of ₹ 30.60 Lacs (as against ₹ 64.70 lacs in the previous year).

Surplus in Statement of Profit and Loss

During the year, the Company earned a net profit of ₹ 1,997.63 lacs and defined benefit obligations was re-measured at ₹ 18.85 lacs, share of non-controlling interest stood at ₹ 2.97 lacs, resulting in a net movement of ₹ 2,013.51 lacs.

On a consolidated basis primarily due to the reasons cited above, retained earnings of the company stood at ₹ 32,426.15 lacs as compared to ₹ 30,935.01 lacs during the previous year.

The company has significantly improved its return on net worth from 1.77% in FY 18 to 5.91% in FY 19. Company is continuing its efforts to boost return on net worth by increasing its revenue whilst leveraging technology to boost cost optimization.

Net Worth and Net Profit were as follows: -

Particulars	FY 19	FY 18	% Change
Net Profit	1,997.63	573.94	248.06%
Net Worth	33,827.30	32,339.18	4.60%
Return on Net Worth %	5.91%	1.77%	

Strategy and Roadmap Ahead:

Continue to develop and implement innovative business initiatives.

aspiration.ai: aspiration is a gen-next in-house developed product focused on providing and serving all education needs of a family courtesy a unified portal of information, built on a foundation of leading technologies. The Aspiration stack offers cutting-edge analytics, which help students compare their progress with others and create personalized learning paths for achieving their education goals. Gamification and other engagement features have been developed within this stack to have interactions with students which are motivational and exciting at the same time.

Real-time integration of aspiration with Alexa has also been achieved, which further enhances the learning of students.

New Product Launch: Other than the conventional test preparation segment, the company also launched Technological Skill enhancement courses. These include programs which focus on developing skills related to Machine Learning and Artificial Intelligence. These courses are being marketed both to the student community with which CL is already so well connected, and also to CXO-level professionals, some of which are clients of Kestone.

Along with technological-skill-enhancement courses, the company has also introduced several finance related professional courses under its "Fin-School" category. Markets for programs such as CFA, FRM & CFT have seen good growth in past few years. The company has launched preparation programs for those seeking CFA & FRM certification.

Wainconnect: The Company has launched a platform which enables top universities and corporations to work together to emerge a leader in the Industry4.0 era in areas including 3D printing, computer vision, ML-AI, RPA, bio-engineering, security, and so on. The platform has seen a great response from academia and industry, with 75,000+ innovators being connected on the platform. The Company has further enhanced its reach by partnering with a university in Taiwan, opening the doors for WainConnect to be a global platform.

Continued Network Expansion

The Company undertakes a systematic selection process to ensure business partners' compatibility with the Company's Core Values. In addition to evaluating people based on their cultural fit, we typically look for partners with a strong academic inclination in addition to having good business skills.

Every once in a while we come across such people in cities where the Company may already be running its operations. After a thorough vetting process that involves interactions with key stakeholders, this year the Company accepted offers to franchise out our Bangalore, Chennai and Chandigarh operations.

Additionally, the Company optimized both our on-ground and in-center teams across acquisitions that were undertaken in the previous financial year to improve business and operational synergies. The businesses of several erstwhile ETEN centers were merged into CL Centers, wherein both were operating in the same city. This has led to a higher realization per center, improving the unit economics of the business.

Going forward, network expansion will continue to play a key role in CL's growth strategy as we take our multi-product basket to new and exciting channel partners in Tier-II and Tier-III cities across the country.

Technology Driven Solutions:

The Company has implemented several technology-driven -solutions to maximize the efficiency of its employees and further enhance the real-time reporting of key data which is further utilized to drive the strategy of the company.

In addition to setting up its own Data Science division to tackle real world problems, the Company has used tools such as Metabase, Tableau, UI Path, etc. to continue to leverage technology in the best possible way to improve business processes and give business heads access to mission critical information for better decision making.

Merger

CL Educate Ltd has undertaken the process to merge five (5) of its subsidiaries with the parent company: namely CL Media Pvt. Ltd., G K Publications Private Ltd, Accendere Knowledge Management Services Pvt Ltd., Kestone Integrated Marketing Services Pvt. Ltd. and Career Launcher Education Infrastructure & Services Ltd will all merge into CL Educate. The Company expects the following benefits to derive from the merger:

1. Derive greater business synergies between Enterprise and Consumer Businesses
2. Improve Return on Capital Employed (RoCE)
3. Operating efficiencies due to elimination of Related Party Transactions, and tax & regulatory compliances for amalgamated entities
4. Lower tax payout due to existing tax refunds and goodwill arising that will be eligible for tax depreciation

International Expansion

The Company, having successfully established its foothold in India is further seeking to add its footprints in international markets. As a part of this vision, Kestone Asia PTE ltd. (Singapore based subsidiary of Kestone Integrated Marketing Services Pvt. Ltd) has established its subsidiary Kestone CL US Ltd to tap into North America markets, primarily for the Enterprise business.

Additionally, Kestone Asia PTE Ltd has also recently started its operations in the Middle East to provide integrated marketing solutions to corporates.

In-Focus Marketing

The Company undertakes specific target-audience-based marketing campaigns to enhance its reach to potential customers. Over the course of FY 2019, the Company increased its marketing spends significantly using Digital Media, with considerable success. Being a youth-centric brand, and given the Indian youth's current affinity with the digital medium, CL deepened its roots on media such as Instagram, Facebook, YouTube, Twitter, etc. to get a lot closer to Gen-Z.

In addition to the personalized marketing that digital media offers, the Company also made necessary investments to provide better aerial coverage to the brand through regular radio campaigns on multiple networks, and also launched a TV Commercial campaign on various television channels and selected multiplexes across the country.

Along with this the Company also launched its 2018 version of Inquisitive Minds (IQM) – a pan – India quiz event for school and colleges students whose participant base crossed 400,000 in its last avatar.

Customer Satisfaction Mechanism

The Company sets high customer satisfaction standards for itself, and has, over the years, modernized its CSI measurement processes, whilst also improving its responsiveness to customer queries and requests. A team of specialists has been set up at the head office which entertains customer queries and issues by way of 4 platforms - through email (support@careerlauncher.com), IVR-Toll free number (888-2-120-120) and 2 new platforms of chat box and Telegram, which are in the development stage.

We target to resolve customer queries in less than 24 hours. During the previous year, nearly 28,000 student queries were resolved in a timely, accurate, and efficient fashion.. The bulk of these were done by providing a 'first contact solution' to customers.

Opportunities and Threats

Opportunities

Technology Adoption - Ahead of the curve

The Company is making dedicated efforts to take advantage of rapidly changing technology and staying ahead of the curve. The objective is to align our strategies and take advantage of cutting-edge technology like Artificial Intelligence and Machine Learning. Adoption of such technology has become a pre-requisite for business growth, productivity and efficiency. From an internal benchmarking or business process definition perspective, we are continuously looking at a technology first approach to solving both business and customer problems.

International Expansion

CL Educate Limited established its footprint in the Middle East over a decade ago and presently operates 5 centers that cater to its Consumer business. The Enterprise segment meanwhile has a presence in Singapore to cater to Asia Pac, Dubai for the Middle East and now has an office in the US that was opened last year. We believe that international markets will provide a crucial impetus to both Consumer and Enterprise businesses over the coming decade with the former likely to continue to expand in the MENA (Middle East & North Africa) region, while the latter leverages its new spokes to generate more business from international clients.

Integration of Consumer and Enterprise Business

The Company has initiated its merger process to integrate its Consumer and Enterprise businesses and bring them under one umbrella. It is expected that this strategy will help the company in unlocking the full potential of the Enterprise Business, and bring about significant synergies that will help the business grow.

Threats

Market and Competition

CL Educate Limited operates mainly in the unregulated segment of the Education industry and is exposed to risk of low barriers of entry. It is common in this industry for a faculty to attempt to start his / her own coaching set-up, and hence there is always a threat that an emerging local player could temporarily capture market share.

CL's success in growing the Law segment of test takers and her excellent track record of sending students to NLUs has also not gone unnoticed by the industry, and this segment specifically is seeing a large number of regional players emerging in pockets of Rajasthan, UP, Tamil Nadu, etc.

The exam markets have largely been stable over recent years, but there is always a risk that changing trends in the education industry, driven by nature of jobs, technology proliferation, etc. could affect a particular exam category.

Government Policies and Structures

Changes in Central (or State) legislation tend to temporarily disrupt day-to-day functioning of business, and recent years have seen this happen often, whether because of the introduction of GST, or Demonetization. This year a new policy issued by the Department of Industrial Policy & Promotion for inventory holding norms by e-commerce players impacted our online sales of books in publishing segment.

Higher Paper Prices

A key raw material for our publishing business is paper; and its pricing fluctuates often in the market. An increase in the price of paper can impact the costs of the publishing segment. However, the company is making adequate efforts to mitigate this threat.

Internal Financial Control Systems and their Adequacy

As a diversified enterprise, CL Educate continues to focus on a systems-based approach to business risk management. The management of risk is embedded in the corporate strategies of developing a portfolio of world-class businesses that best match organizational capabilities with market opportunities, focusing on building distributed leadership and succession planning processes, nurturing all-round skills, and enhancing organizational capabilities through timely developmental inputs. Accordingly, management of risk has always been an integral part of the Company's 'Strategy of Organization'; and straddles its planning, execution, and reporting processes and systems. The company's internal control system is commensurate with its nature, size, and complexities of operations.

The Audit Committee and CFO actively review the risk control mechanism and suggest control strengthening norms, where required. Respective business heads and the CFO are regularly apprised of Internal Audit findings and take corrective action based on the same.

Enterprise Risk Management

The Company has a robust risk management system. It is illustrated as follows:

Risk Identification (Context)

Risk context sets the criteria against which risks are identified and assessed, defining the external and internal parameters to be considered. The risk management policy, framework, and supporting guidance set out how to manage risks, such as how to determine probability and impact, as well as instructions on how to translate these into an overall risk level.

Assessment

We facilitate a risk assessment process through discussions with leadership, senior management, and key stakeholders from each business area. For each risk identified, the risk level is rated. The adequacy of action plans to address any remaining control gaps is then assessed. We do this for both new risks identified, as well as those already being monitored. Horizon scanning also takes place throughout the year to aid in the identification of new risks.

Treatment and Mitigation

Once assessed, the most appropriate course of action for each risk is decided, taking into account the size of the gap between its current risk status against its risk appetite target. This can include 'avoid' (i.e., not doing something); implementing mitigation or contingency plans to change the probability or reduce the impact of a risk; accepting increased risk in order to pursue an opportunity, or sharing the risk with another party or parties.

Monitoring and Review

The Board, Audit Committee, and Risk Management Committee meet on a periodic basis. This gives them the opportunity to review, challenge, and validate the ERM process and key risks. The discussion revolves around the key risks identified, mitigation plans finalized, owners of risk identified, and progress monitoring.

With company operations in many different industry segments, CL Educate Ltd is exposed to internal and external risks.

The Company has in place a structured, robust, and well-documented risk-management policy, which lists the identified risks, their impact, and the mitigation strategy. The risks faced by CL under Key Risk Categories are:

a) Strategic Risks

- Significant operating revenues from a business segment; and, consequently, any failure to sustain, expand, and scale the revenues in that segment
- Limited operating history to new businesses/products; and lack of experience to address risks frequently encountered in these businesses
- Seasonality of different products/businesses
- Brands are important in its business; and dilution of the same

b) Industry-Related Risks

- Significant changes in test patterns and/or number of competitive exams
- Significant changes in delivery mechanism due to technology changes (or innovations)
- Significant change in raw material cost in publishing

c) Market and Competition

- Entry of new players with substantial financial muscle in the test-prep domain and competition from other existing players may lead to market share loss & lowered prices
- IPR plagiarizing /Conflicts could result in loss of business
- Change in local market conditions impacting a specific product or market segment

d) Resources

- Loss of (or competition from) any key member of the management team
- Inability to attract/hire and retain new, young, and aspiring talent
- Failure to raise additional capital in the future
- Success of technology-driven products being dependent on student acceptability and / or ability to prevent any disruption of the equipment (or systems) required to deliver the service

e) Operations

- Inability to effectively advertise in the market; and subsequently, attract & enroll students
- Difficulty in introducing new courses, expanding network, continuing partnerships
- Inability to obtain statutory & regulatory licenses and permits required to operate
- Cost overruns and payment delays in case of fixed-price contracts
- Inability to establish new distribution channels in the publishing industry
- Operations primarily concentrated in North India; and the inability to retain and grow subscribers in the region
- Inability to attract and retain quality business partners and faculty members

f) Regulatory Environment

- Changes in Central (or State) Government policies, or legislation
- Increase in interest rate & raw material costs may adversely impact the Company's operations
- Volatility in political, economic, and social dynamics in India
- Instability in Indian financial markets
- Civil disturbances, regional conflicts, and other violent acts in India and abroad that may disrupt (or otherwise adversely affect) the Indian economy

Material Development in Human Resources

The efforts for development of human resources have been continued with greater emphasis through training and development programs. The Company enjoys healthy and cordial relations with employees. A detailed performance evaluation system is in place, and remuneration and rewards are strongly linked to performance indicators. The Company has laid down various plans to attract and retain skilled manpower at all levels. The Company has a process for providing Rewards and Recognition made by veteran CLites for the efforts and contribution of employees.

Human resources are highly valued at CL Educate Ltd. The Company seeks to attract, retain, and nurture qualified, technical & managerial talent across its operations; and continues to create and sustain an environment that brings out the best in our people with emphasis on training, learning & development, with the aim being career progression. Being a youth-centric brand, the company also invests in recruiting and developing the best available talent from top managerial and technical institutes like IITs, IIMs, NID, etc.

The Company has put in place an HR Development Framework to ensure employees' career progression and greater connect with the company. Inbound and Outbound training sessions are taken by the senior leadership team of CL Educate on topics like Personal Effectiveness, Personality Development Programs and Communication. In order to upgrade the tech skills of the employees, sessions on Artificial Intelligence (AI) and Machine Learning (ML) are organized at regular intervals to help them adapt to the latest technological innovations.

A major thrust is laid on two-way communication; led by the leadership team, across all the verticals of company through initiatives like 'Namastey-Anna', 'Breakfast with the Leaders', 'Personal Growth Labs', etc.

Report on Corporate Governance for the Financial Year ended March 31, 2019

Your Directors present the Corporate Governance Report of CL Educate Limited ("Company" or "CL") for the Financial Year ended March 31, 2019, in terms of Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"SEBI (LODR) Regulations, 2015" or "Listing Regulations"}.

I. Company's Philosophy on Corporate Governance

The Company's Corporate Governance framework is guided by its Core Values – 'ROOHI' and is based on the following principles:

- **Risk Taking:** Acting decisively based on sound judgment and intuition.
- **Ownership:** Accepting responsibility for actions and carrying the team forward in a crisis situation.
- **Openness:** Regularly sharing experiences with team members and customers and encouraging feedback and initiative from them.
- **Honesty & commitment to customers:** Communicating clearly to the customer's deliverables and expectations from them.
- **Innovation:** Creating products, systems and processes with increased effectiveness to meet customer needs.

The Board of Directors of the Company ("Board") is responsible for and is committed to establish sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short term and long term interests of shareholders and other stakeholders associated with the Company. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices.

The Company has a strong legacy of fair, transparent and ethical governance practices.

a. Code of Conduct:

The Company has adopted a Code of Conduct - applicable to all the Directors & Senior Management Personnel which includes Code for Independent Directors which suitably incorporates the roles and duties of Independent Directors as laid down under the provisions of the Companies Act, 2013 (hereinafter referred as the "Act"). The Code of Conduct is displayed on the website of the Company (www.cleducate.com). All Directors and Senior Management Personnel of the Company have affirmed compliance with the above Code of Conduct for the Financial Year 2018-19.

A declaration signed by Mr. Gautam Puri (Vice Chairman and Managing Director) dated April 23, 2019 to this effect is given below.

To
The Board of Directors
CL Educate Limited
A-45, First Floor,
Mohan Cooperative Industrial Estate,
New Delhi-110044

Sub: Declaration confirming compliance with the Code of Conduct

I, Gautam Puri, Vice Chairman and Managing Director of CL Educate Limited, hereby certify that the Directors of the Company and the Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2019.

sd/-
Name: Gautam Puri
Designation: Vice Chairman and Managing Director

Place: New Delhi
Date: April 23, 2019

b. Code of Conduct for Prevention and Prohibition of Insider Trading

In order to comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the "PIT Regulations") and to preserve the confidentiality and prevent misuse of Unpublished Price Sensitive Information, the Company has adopted the following:

i. Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information, containing therein:

   a. Policy for determination of legitimate purposes; and

   b. Policy and procedures for inquiry in case of leak of unpublished price sensitive information.

ii. Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons.

The copies of the aforesaid Codes/polices are available on the website of the Company (www.cleducate.com) at the web link
http://www.cleducate.com/policies/Code_of_Conduct_CLEducate.pdf,
http://www.cleducate.com/policies/code-of-conduct-to-report-trading-by-designated-person.pdfand
http://www.cleducate.com/policies/code-of-practices-and-procedures-for-fair-disclosure-of-upsi.pdf.

The Company has adhered to the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, as applicable, with regard to Corporate Governance.

II. Board of Directors

An active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance and to bring objectivity and transparency in the management of the Company. A quality Board, being at the core of its Corporate Governance practices, plays the most pivotal role in overseeing how the management serves and protects the long term interests of all the stakeholders. The Board of Directors, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing stakeholders' value.

In terms of the requirements of the Act and provisions of the SEBI (LODR), Regulations, 2015, the Nomination, Remuneration and Compensation Committee has been designated to evaluate the need for change in the composition and size of the Board of the Company and to select members to fill the vacancies in the Board and nominating candidates for election by the shareholders at the Annual General Meeting.

Composition of the Board

The composition of the Board is in conformity with Regulation 17 of the SEBI (LODR), Regulations, 2015 read with Section 149 of the Act.

The Chairman of the Board, Mr. Satya Narayanan R is an Executive Director. As March 31, 2019, the Board had 8 (Eight) Directors of which 4 (Four) Directors were Non-Executive Independent Directors (including a woman Independent Director), 1 (One) was Non-Executive Non Independent Director and 3 (Three) were Executive Directors. None of the Directors were related to each other.

Composition of the Board of Directors as on March 31, 2019 and the number of equity shares of the Company held by them:

Name of the Director with DIN	Designation on the Board	Category	No. of equity shares held as on March 31, 2019
Mr. Satya Narayanan R (00307326)	Chairman and Executive Director	Promoter	2280579
Mr. Gautam Puri (00033548)	Vice Chairman and Managing Director	Promoter	2270351
Mr. Nikhil Mahajan (00033404)	Executive Director and Group CEO Enterprise Business	Promoter	29817
Mr. Viraj Tyagi (01760948)	Non-Executive Independent Director	Non-Promoter	3200
Ms. Madhumita Ganguli (00676830)	Non-Executive Independent Director	Non-Promoter	Nil

Mr. Girish Shivani (03593974)[1]	Additional (Non-Executive Independent) Director	Non-Promoter	Nil
Mr. Imran Jafar (03485628)[2]	Additional (Non-Executive Non Independent) Director	Non-Promoter	Nil
Mr. Sushil Kumar Roongta (00309302)[3]	Non-Executive Independent Director	Non-Promoter	Nil

[1] Mr. Girish Shivani has been appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from September 30, 2018.
[2] Mr. Imran Jafar has been appointed as an Additional (Non-Executive Non Independent) Director on the Board of the Company on and with effect from November 02, 2018.
[3] 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.

As on March 31, 2019 and as on the date of this report, no Director(s) on the Board:

(i) Held directorship in more than twenty companies, out of which public companies* were not more than ten; and listed entities were not more than eight.

(ii) Served as an Independent Director in more than seven listed entities.

(iii) Who is serving as a Whole Time Director/ Managing Director in any listed Company, served as an Independent Director in more than three listed entities.

(iv) Was a member in more than ten committees, and/or acted as Chairperson of more than five committees across all Public Limited Companies in which he/she was a Director (Private Ltd Cos, Foreign Companies and Companies under Section 8 of the Companies Act 2013 excluded. Audit Committee and Stakeholders' Relationship Committee alone have been considered for the purpose of determination of limit as per Regulation 26(1) of Listing Regulations).

(v) Had attained the age of seventy five years.

(vi) Was debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

** For reckoning the limit of public companies directorship in private companies that are either holding or subsidiary company of a public company have been included.*

Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority, is as below:

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
CL Educate Limited
A-45, First Floor,
Mohan Co-operative Industrial Estate,
New Delhi - 110044

We have examined the relevant registers, records, forms, returns and disclosures relating to the Directors of CL Educate Limited having CIN:L74899HR1996PLC076897 and having Registered Office at Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana - 121003 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications {including Directors Identification Number (DIN) status at the portal www.mca.gov.in} as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2019 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Nikhil Mahajan	00033404	October 12, 2001
2.	Mr. Gautam Puri	00033548	April 25, 1996
3.	Mr. Satya Narayanan Ramakrishnan	00307326	April 25, 1996
4.	Mr. Sushil Kumar Roongta	00309302	March 13, 2018
5.	Ms. Madhumita Ganguli	00676830	July 02, 2017
6.	Mr. Viraj Tyagi	01760948	April 28, 2008
7.	Mr. Imran Jafar	03485628	November 02, 2018
8.	Mr. Girish Shivani	03593974	September 30, 2018

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S. Anantha & Ved LLP
Company Secretaries

Sd/-
Ved Prakash
Designated Partner
ACS: 36837
CP No.: 16986

Place: Mumbai
Date: July 03, 2019

Other Directorships and Committee Chairmanships/ Memberships of the Directors

The number of Directorships and Committee Chairmanships / Memberships held by the Directors of your Company in other public limited companies, as on March 31, 2019, is given herein below.

Other Directorships do not include Directorships of private limited companies, foreign companies and companies under Section 8 of the Act. For the purpose of determination of limit of the Board Committees, chairpersonship and membership held only in the Audit Committee and Stakeholders' Relationship Committee (SRC) have been considered in accordance with Regulation 26(1)(b) of the SEBI (LODR), Regulations, 2015.

Name of the Director	Designation	No. of Directorships in other entities including CL	No. of memberships in Audit/ SRC Committee(s) including CL	No. of Chairmanship in Audit/ SRC Committee held in other entities including CL
Mr. Satya Narayanan R	Chairman and Whole Time Director	2	0	0
Mr. Gautam Puri	Vice Chairman and Managing Director	2	1	0
Mr. Nikhil Mahajan	Executive Director and Group CEO Enterprise Business	1	1	0
Mr. Viraj Tyagi	Non-Executive Independent Director	1	1	0
Ms. Madhumita Ganguli	Non-Executive Independent Director	3	1	0
Mr. Girish Shivani[1]	Additional (Non-Executive Independent) Director	3	0	2
Mr. Imran Jafar[2]	Additional (Non-Executive Non-Independent) Director	2	0	0
Mr. Sushil Kumar Roongta[3]	Non-Executive Independent Director	10	5	1

[1]Mr. Girish Shivani has been appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from September 30, 2018.

[2]Mr. Imran Jafar has been appointed as an Additional (Non-Executive Non Independent) Director on the Board of the Company on and with effect from November 02, 2018.

[3]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.

Names of the listed entities where the Director of your Company is a director (including CL) and the category of directorship:

S. No.	Name of Director	Name of listed company	Category of Directorship
1	Mr. Satya Narayanan R	CL Educate Limited	Chairman and Whole Time Director
2	Mr. Gautam Puri	CL Educate Limited	Vice Chairman and Managing Director
3	Mr. Nikhil Mahajan	CL Educate Limited	Executive Director and Group CEO Enterprise Business
4	Mr. Viraj Tyagi	CL Educate Limited	Non-Executive Independent Director
5	Ms. Madhumita Ganguli	CL Educate Limited	Non-Executive Independent Director
6	Mr. Girish Shivani[1]	CL Educate Limited	Additional (Non-Executive Independent) Director
7	Mr. Imran Jafar[2]	CL Educate Limited	Additional (Non-Executive Non-Independent) Director
8	Mr. Sushil Kumar Roongta[3]	CL Educate Limited	Non-Executive Independent Director
		Jubilant Industries Limited	Non-Executive Independent Director
		Jubilant Life Sciences Limited	Non-Executive Independent Director
		ACC Limited	Non-Executive Independent Director
		Talwandi Sabo Power Limited	Non-Executive Director
		JK Paper Limited	Non-Executive Director

[1]Mr. Girish Shivani has been appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from September 30, 2018.

[2]Mr. Imran Jafar has been appointed as an Additional (Non-Executive Non Independent) Director on the Board of the Company on and with effect from November 02, 2018.

[3]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.

Independent Director(s)

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI (LODR), Regulations, 2015 read with Section 149(6) of the Act. Independent Directors play a critical role in improving the Board's effectiveness with their judgment on issues of strategy, performance, resources, standards of conduct, etc. besides providing valuable inputs to the Board.

The maximum tenure of Independent Directors is in compliance with the Act and the rules made thereunder. All the Independent Directors have confirmed that:

a. They meet the criteria of independence as provided in Regulation 16(1)(b) of the SEBI (LODR), Regulations, 2015 read with Section 149(6) of the Act;

b. They are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

As on March 31, 2019, there were 4 Independent Directors on the Board out of a total strength of 8 members, i.e., one-half of the Board of Directors of the Company comprised of Non-Executive Independent Directors. In relation to such Independent Directors, it is hereby confirmed that:

i. The Independent Directors of the Company hold office for a term of up to 5 consecutive years and are eligible for re-appointment for another term of up to 5 consecutive years on passing of a special resolution by the Company. The notice of the 23rd Annual General Meeting of the Company contains separate resolutions seeking members' approval to the regularization of the appointment of Mr. Girish Shivani for a period of 5 years and re-appointment of Mr. Viraj Tyagi as a Non-Executive Independent Director on the Board of the Company for a period of 5 years.

ii. The Company has issued formal letter of appointment to all the Independent Directors in the manner provided under the Companies Act, 2013.

iii. The Nomination, Remuneration and Compensation Committee of the Board has laid down the evaluation criteria for the performance evaluation of the Independent Directors, which is based on the Guidance Note on Board Evaluation dated January 05, 2017 issued by SEBI. The procedure followed by the Company for the performance evaluation of the Board, Committees and Individual Directors is detailed in the Board's Report.

iv. During the Financial Year 2018-19, the Independent Directors of the Company held one separate meeting, on January 31, 2019, without the presence of Non- Independent Directors and members of the Management, wherein only the Independent Directors of the Company were present. At this meeting, the Independent Directors;

   a. Reviewed the performance of Non-Independent Directors and the Board as a whole for the Financial Year 2017-18;

   b. Reviewed the performance of the Chairperson of the Company for the Financial Year 2017-18, taking into account the views of Executive Directors and Non-Executive Directors;

   c. Assessed the quality, quantity and timeliness of flow of information between the Management of the Company and the Board of Directors that is necessary for the Board to effectively and reasonably perform their duties.

v. In the opinion of the Board, the Independent Directors of the Company fulfill the conditions specified in the SEBI (LODR), Regulations, 2015 and are independent of the management.

Appointment and Resignation of Independent Director(s) during the Financial Year 2018-19:

S.No.	Name of the Independent Director	Whether Appointment/ Resignation	Date of Appointment/ Resignation	Reason
1.	Mr. Girish Shivani	Appointment	September 30, 2018	Not Applicable
2.	Mr. Sridar Iyengar	Resignation	September 30, 2018	Personal Reasons*
3.	Mr. Paresh Surendra Thakker	Resignation	November 15, 2018	Personal Reasons*

Appointment and Resignation of Independent Director(s) from the end of the Financial Year i.e. March 31, 2019 till the date of this Report i.e. August 05, 2019:

S.No.	Name of the Independent Director	Whether Appoint-ment/ Resignation	Date of Appointment/ Resignation	Reason
1.	Mr. Sushil Kumar Roongta	Resignation	July 26, 2019	Personal Reasons*

** Mr. Sridar Iyengar, Mr. Paresh Surendra Thakker and Mr. Sushil Kumar Roongta have confirmed that there are no other material reasons, apart from their own personal reasons, for their resigning as Non-Executive Independent Directors from the Board.*

Meetings of the Board

The Board met 8(Eight) times during the Financial Year 2018-19 and there has not been a time gap of more than 120 days between any two meetings of the Board. Attendance of each Director at the meeting of the board of directors held during the Financial Year 2018-19 and at the last Annual General Meeting (AGM 2018) is given herein below:

S. No	Member Name	Designation	Q1		Q2		Q3			Q4	AGM
			Apr 30, 2018	May 23, 2018	Jul 06, 2018	Aug 07, 2018	Oct 06, 2018	Nov 02, 2018	Nov 27, 2018	Jan 31, 2019	AGM 2018
1	Mr. Satya Narayanan R (00307326)	Chairman and Whole Time Director (Promoter)	P	P	P	P	P	P	P	P	P
2	Mr. Gautam Puri (00033548)	Vice Chairman and Managing Director (Promoter)	P	P	P	P	P	P	P	P	P
3	Mr. Nikhil Mahajan (00033404)	Executive Director and Group CEO Enterprise Business (Promoter)	P	P	P	P	P	P	P	P	P
4	Mr. Sridar Iyengar[1] (00278512)	Non-Executive Independent Director (Non-Promoter)	LOA	P	LOA	P	NA (Resigned on Sep 30, 2018)				P
5	Mr. Viraj Tyagi (01760948)	Non-Executive Independent Director (Non-Promoter)	LOA	LOA	LOA	P	LOA	LOA	LOA	P	P
6	Mr. Gopal Jain[3] (00032308)	Non-Executive Non-Independent Director (Non-Promoter)	P (V.C)	LOA	LOA	P	LOA	NA (Resigned on Nov 02, 2018)			LOA
7	Mr. Paresh Surendra Thakker[5] (00120892)	Non-Executive Independent Director (Non-Promoter)	LOA	P	LOA	LOA	LOA	P	NA (Resigned on Nov 15, 2018)		LOA
8	Ms. Madhumita Ganguli (00676830)	Non-Executive Independent Director (Non-Promoter)	LOA	LOA	LOA	P	P	LOA	P (V.C)	P	LOA
9	Mr. Sushil Kumar Roongta[6] (00309302)	Non-Executive Independent Director (Non-Promoter)	LOA	P	P	P	LOA	P	P	LOA	LOA
10	Mr. Girish Shivani[2] (03593974)	Additional (Non-Executive Independent) Director (Non-Promoter)	NA (Appointed on Sep 30, 2018)				P	P	P	P	NA
11	Mr. Imran Jafar[4] (03485628)	Additional (Non-Executive Non-Independent) Director (Non-Promoter)	NA (Appointed on Nov 02, 2018)					P	LOA	P	NA
	Board Strength	-	**9**	**9**	**9**	**9**	**9**	**9**	**8**	**8**	**9**
	Total Present	-	**4**	**6**	**4**	**8**	**5**	**7**	**6**	**7**	**5**
	Leave of Absence	-	**5**	**3**	**5**	**1**	**4**	**2**	**2**	**1**	**4**

[1]Mr. Sridar Iyengar, Non-Executive Independent Director of the Company has resigned from the Board of the Company on and with effect from September 30, 2018.
[2]Mr. Girish Shivani has been appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from September 30, 2018.
[3]Mr. Gopal Jain, Non-Executive Non-Independent Director of the Company has resigned from the Board of the Company on and with effect from November 02, 2018.
[4]Mr. Imran Jafar has been appointed as an Additional (Non-Executive Non Independent) Director on the Board of the Company on and with effect from November 02, 2018.
[5]Mr. Paresh Surendra Thakker, Non-Executive Independent Director of the Company has resigned from the Board of the Company on and with effect from November 15, 2018.
[6]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.

Notes:
This includes the meeting(s) attended by the Director(s) through audio-video conferencing facility as extended by the Company.
The Attendance at the Board Meetings as given hereinabove does not consider/include the attendance of Directors participating in the meeting through tele-conferencing facility.
The necessary quorum was present at all the meetings.
P=Present, LOA=Leave of Absence, V.C.= Video Conferencing, NA- Not Applicable

Disclosure of relationships between Directors inter-se

None of the Directors of the Company are related to each other.

Convertible Instrument

The Company has not issued any convertible instruments during the Financial Year under review.

Number of shares and convertible instruments held by non-executive directors

Names of the Director with DIN	Designation on the Board	No. of equity shares held as on March 31, 2019	No. of convertible instruments held as on March 31, 2019
Mr. Viraj Tyagi (01760948)	Non-Executive Independent Director	3200	Nil
Ms. Madhumita Ganguli (00676830)	Non-Executive Independent Director	Nil	Nil
Mr. Girish Shivani (03593974)[1]	Additional (Non-Executive Independent) Director	Nil	Nil
Mr. Imran Jafar (03485628)[2]	Additional (Non-Executive Non Independent) Director	Nil	Nil
Mr. Sushil Kumar Roongta (00309302)[3]	Non-Executive Independent Director	Nil	Nil

[1]Mr. Girish Shivani has been appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from September 30, 2018.
[2]Mr. Imran Jafar has been appointed as an Additional (Non-Executive Non Independent) Director on the Board of the Company on and with effect from November 02, 2018.
[3]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.

Skills/Expertise/Competence of the Board of Directors

The list of core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board are as following:

- Leadership experience in managing companies including general management.
- Industry experience including its entire value chain and in-depth experience in corporate strategy and planning.
- Expertise in the field of education , Knowledge services and Technology
- Experience in finance, tax, risk management, legal, compliance and corporate Governance, human resources and communication
- Relevant experience and knowledge in the matters of Safety and Corporate Social Responsibility including environment, sustainability, community and values.
- Having multiple geography and cross-cultural experience

The Board as a whole possesses the identified skills, expertise and competencies as are required in the context of the business of the Company.

Familiarization Programmes imparted to Independent Directors

The Board of Directors conducted regular familiarization programmes for its Independent Directors during Financial Year 2018-19, in accordance with Regulation 25 of the SEBI (LODR), Regulations, 2015. The programmes aimed to provide them with an insight into the Company to enable the Independent Directors to understand the Company's business in-depth and contribute significantly to the strategic development of the Company. On a regular basis, the Company educates them regarding their roles, responsibilities and duties under the Act and the SEBI (LODR), Regulations, 2015.

During the Financial Year under review, the Company familiarized the Directors on the Company's policies and procedures on a regular basis. Presentations/briefings were made at the meetings of the Board of Directors and Committees by the senior executives of the Company, covering areas such as nature of the industry in which the Company operates, business model of the Company, Company's operating and financial performance, industrial relations status, marketing strategies, risk management etc.

The details of the familiarization programmes during the financial year 2018-19 for the Independent Directors are available on the website of the Company at the web link http://www.cleducate.com/policies/Familiarization-Programme-Imparted-2018-19.pdf.

III. Audit committee

The primary objective of the Audit Committee is to act as a catalyst in helping the Company to achieve its objectives by overseeing:

- The Integrity of the Company's Financial Statements;
- Adequacy & reliability of the Internal Control Systems of the Company;
- Compliance with legal & regulatory requirements and the Company's Code of Conduct;
- Performance of the Company's Statutory & Internal Auditors.

Audit Committee monitors & supervises the financial reporting process of the Company with a view to ensure accurate and timely disclosures with the highest level of transparency, integrity and quality.

Composition, Meetings & Attendance during the Financial Year

The Board has constituted an Audit Committee in compliance with the provisions of the SEBI (LODR), Regulations, 2015 and Section 177 of the Act. As on March 31, 2019, the Audit Committee comprised of 3 (Three) members, all being Independent Directors. The Chairman of the Audit Committee is a Non-Executive Independent Director.

During the Financial Year under review, 5 (Five) meetings of the Audit Committee were held and the time gap between any two meetings did not exceed 120 days. The details of the Audit Committee meetings held during 2018-19 are given as under:

S. No.	Name of Director	Designation on Committee	Designation on Board	Q1	Q2	Q3		Q4
				May 23, 2018	Aug 07, 2018	Nov 02, 2018	Nov 27, 2018	Jan 31, 2019
1	Mr. Sridar A. Iyengar[1]	Former Chairman	Non-Executive Independent Director	P	P	NA (Resigned on Sep 30, 2018)		
2	Mr. Girish Shivani[2]	Now Chairman	Additional (Non-Executive Independent) Director	NA (Appointed on Oct 06, 2018)		P	P	P
3	Mr. Viraj Tyagi	Member	Non-Executive Independent Director	LOA	P	P(V.C)	LOA	P
4	Mr. Gopal Jain[3]	Member	Non-Executive Non-Independent Director	LOA	P	LOA	NA (Resigned on Nov 02, 2018)	
5	Ms. Madhumita Ganguli	Member	Non-Executive Independent Director	P	P	P(V.C)	P(V.C)	P
	Total no. of Members			**4**	**4**	**4**	**3**	**3**
	Total Present			**2**	**4**	**3**	**2**	**3**
	Absent			**2**	**0**	**1**	**1**	**0**

[1]*Mr. Sridar Iyengar, Non-Executive Independent Director of the Company has resigned from the Board (and from the Audit Committee) of the Company on and with effect from September 30, 2018.*
[2]*Mr. Girish Shivani, Additional (Non-Executive Independent) Director of the Company has been appointed as the Chairman of the Audit Committee on and with effect from October 06, 2018.*
[3]*Mr. Gopal Jain, Non-Executive Non-Independent Director of the Company has resigned from the Board and its Committees on and with effect from November 02, 2018.*

Notes:
The necessary quorum was present for all the meetings.
P=Present, LOA=Leave of Absence, VC= Video Conferencing, NA= Not Applicable

In addition to the members of the Audit Committee, these meetings were attended by the Chief Financial Officer, Statutory Auditors, Internal Auditors, Tax Auditors and/or their representatives, with the Company Secretary in presence, wherever necessary, and by such executives of the Company as were considered necessary for providing inputs to the Committee.

Terms of Reference for the Audit Committee

"The Audit Committee is responsible for, among other things, as may be required by the Act, SEBI (LODR), Regulations, 2015, and any other law/regulations, as may be applicable, from time to time, the following:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
    b. Changes, if any, in accounting policies and practices and reasons for the same;
    c. Major accounting entries involving estimates based on the exercise of judgment by management;
    d. Significant adjustments made in the financial statements arising out of audit findings;
    e. Compliance with listing and other legal requirements relating to financial statements;
    f. Disclosure of any related party transactions; and
    g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval of any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Reviewing the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
22. Reviewing the financial statements, in particular, the investments made by the unlisted subsidiary (ies).

23. Reviewing annually the compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations 2015, and verifying that the systems for internal control under SEBI (Prohibition of Insider Trading) Regulations 2015 are adequate and are operating effectively.
24. Review the report by the Compliance Officer on the trading by the designated persons and immediate relatives of such designated persons under the provisions of the SEBI (Prohibition of Insider Trading) Regulations 2015.
25. Review of the following information:
    - Management discussion and analysis of financial condition and results of operations;
    - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
    - Management letters / letters of internal control weaknesses issued by the statutory auditors;
    - Internal audit reports relating to internal control weaknesses;
    - Appointment, removal and terms of remuneration of the Chief internal auditor.
    - Statement of Deviations:

    (i) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

    (ii) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The Company Secretary of the Company shall act as the Secretary to the Audit Committee. As required under the SEBI (LODR), Regulations, 2015, the Audit Committee shall meet at least four times in a year, and not more than 120 days shall elapse between two meetings. The quorum shall be two members present, or one third of the members, whichever is greater, provided that there should be a minimum of two Independent Directors present at the meeting."

IV. Nomination, Remuneration and Compensation Committee

Composition, Meetings & Attendance during the Financial Year

The Board has constituted a Nomination Remuneration and Compensation Committee (hereinafter referred to as the "NRC Committee") under the SEBI (LODR), Regulations, 2015 which is in line with Section 178 of the Act. As on March 31, 2019, the NRC Committee comprised of 3 (Three) members all being Non-Executive Directors, with majority of them being Independent Directors. The Chairman of the NRC Committee is a Non-Executive Independent Director.

During the Financial Year under review, 2 (Two) meetings of the NRC Committee were held. The details of the composition of the NRC Committee and of its meetings held during the Financial Year 2018-19 are as under:

S.No	Member Name	Designation on Committee	Designation on Board	Attendance (May 23, 2018)	Attendance (Jan 31, 2019)
1	Mr. Viraj Tyagi	Chairman	Non-Executive Independent Director	P (V.C)	P
2	Mr. Gopal Jain[1]	Member	Non-Executive Non-Independent Director	LOA	NA (Resigned on Nov 02, 2018)
3	Mr. Paresh Surendra Thakker[3]	Member	Non-Executive Independent Director	P	NA (Resigned on Nov 15, 2018)
4	Mr. Girish Shivani[4]	Member	Additional (Non-Executive Independent) Director	NA (Appointed on Nov 27, 2018)	P
5	Mr. Imran Jafar[2]	Member	Additional (Non-Executive Non-Independent) Director	NA (Appointed on Nov 02, 2018)	P
	Total No. of Members			**3**	**3**
	Total Present			**2**	**3**
	Leave of Absence			**1**	**0**

[1]Mr. Gopal Jain, Non-Executive Non-Independent Director of the Company resigned from the Board and its Committees on and with effect from November 02, 2018.
[2]Mr. Imran Jafar, Additional (Non-Executive Non-Independent) Director of the Company was appointed as member of NRC Committee on and with effect from November 02, 2018.
[3]Mr. Paresh Surendra Thakker, Non-Executive Independent Director of the Company resigned from the Board and its Committees on and with effect from November 15, 2018.
[4]Mr. Girish Shivani, Additional (Non-Executive Independent) Director of the Company was appointed as member on the NRC Committee on and with effect from November 27, 2018.

Notes:

The necessary quorum was present for all the meetings.
P=Present, LOA=Leave of Absence, V.C.= Video Conferencing, NA = Not Applicable

Terms of Reference for the NRC Committee

"The NRC Committee shall be responsible inter alia, for, the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the Board of Directors;
- Devising a policy on diversity of board of directors;
- Implementation and administration of the Amended and Restated Career Launcher Employee Stock Options Plan 2014;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of directors their appointment and removal; and
- Recommend to the board, all remuneration, in whatever form, payable to the senior management personnel.

The NRC Committee shall meet at least once in a year and the quorum shall be either two members or one third of the members of the NRC Committee, whichever is greater, including at least one independent director in attendance."

Performance evaluation criteria for Independent Directors

The NRC Committee of the Board has laid down the evaluation criteria for performance evaluation of the Independent Directors. The performance evaluation of independent directors is carried out by the entire Board of Directors which includes:

- performance of the directors; and
- fulfillment of the independence criteria and their independence from the management.

In the above evaluation, the directors who are subject to evaluation did not participate.

V. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee has been constituted to look into various aspects of interest of shareholders and other security holders, if any. The Committee considers and resolves the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of Balance Sheet or non- receipt of declared dividends.

Composition, Meetings & Attendance during the Financial Year

The Board has constituted a Stakeholders' Relationship Committee (the "SRC Committee") in accordance with the SEBI (LODR), Regulations, 2015 which is in line with Section 178 of the Act. As on March 31, 2019, the SRC Committee comprised of 3 (Three) members. Mr. Girish Shivani, Additional (Non-Executive Independent Director) is the Chairman of the SRC Committee

During the Financial Year under review, 1 (One) meeting of the SRC Committee was held. The details of its composition and meeting held during the Financial Year 2018-19 is as under:

S.No	Member Name	Designation on Committee	Designation on Board	Attendance (Nov 02, 2018)
1	Mr. Paresh Surendra Thakker[1]	Former Chairman	Non-Executive Independent Director	P
2	Mr. Gautam Puri	Member	Vice Chairman and Managing Director	P
3	Mr. Nikhil Mahajan	Member	Executive Director and Group CEO Enterprise Business	P
4	Mr. Girish Shivani[2]	Now Chairman	Additional (Non-Executive Independent) Director	NA (Appointed on Nov 27, 2018)
	Total No. of Members			**3**
	Total Present			**3**
	Leave of Absence			**0**

[1]Mr. Paresh Surendra Thakker, Non-Executive Independent Director of the Company resigned from the Board (and hence from the SRC Committee) of the Company on and with effect from November 15, 2018.
[2]Mr. Girish Shivani, Additional (Non-Executive Independent) Director of the Company was appointed as the Chairman of the SRC Committee on and with effect from November 27, 2018.
Notes:
P=Present, LOA=Leave of Absence, V.C= Video Conferencing, NA= Not Applicable

Terms of Reference for the SRC Committee

"The SRC Committee shall be responsible inter alia, for the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Ms. Rachna Sharma, Company Secretary, acts as the secretary to the Committee.

The SRC Committee shall meet at least once in a year and the quorum shall be two members present."

Details of investors' complaints received and redressed during the Financial Year 2018-19 are as follows:

Opening Balance	Received during the FY	Resolved during the FY	Closing Balance
0	0	0	0

VI. Corporate Social Responsibility

The Board has constituted a Corporate Social Responsibility Committee ("CSR Committee") to assist the Board in setting the Company's Corporate Social Responsibility Policy and assessing its Corporate Social Responsibility performance.

Composition, Meetings & Attendance during the Financial Year

The Board has constituted a CSR Committee pursuant to Section 135 of the Act. As on March 31, 2019, the CSR Committee comprised of 3 (Three) members and the Chairman of the CSR Committee was a Non-Executive Independent Director.

During the Financial Year under review, 2 (Two) meetings of the CSR Committee were held. The details of the composition of the CSR Committee and of its meetings held during the Financial Year 2018-19 are as under:

S.No.	Name of Director	Designation on Committee	Designation on Board	Attendance	
				Nov 02, 2018	**Jan 31, 2019**
1	Mr. Paresh Surendra Thakker[1]	Former Chairman	Non-Executive Independent Director	P	NA (Resigned on Nov 15, 2018)
2	Mr. Satya Narayanan R	Member	Chairman and Whole Time Director	P	P
3	Mr. Gautam Puri	Member	Vice Chairman and Managing Director	P	P
4	Mr. Girish Shivani[2]	Now Chairman	Additional (Non-Executive Independent) Director	NA (Appointed on Nov 27, 2018)	P
	Total no. of Members			**3**	**3**
	Total Present			**3**	**3**
	Absent			**0**	**0**

[1] Mr. Paresh Surendra Thakker, Non-Executive Independent Director of the Company resigned from the Board (and hence from the CSR Committee) of the Company on and with effect from November 15, 2018.
[2] Mr. Girish Shivani, Additional (Non-Executive Independent) Director of the Company was appointed as the Chairman of the CSR Committee on and with effect from November 27, 2018.
Notes:
P=Present, LOA=Leave of Absence, V.C.=Video Conferencing, NA= Not Applicable

Terms of Reference for the CSR Committee

"The CSR Committee shall be responsible for, inter alia, the following:

- Formulating and recommending to the Board, a corporate social responsibility policy which will indicate the activities to be undertaken by the Company, in accordance with Schedule VII of the Companies Act, 2013;
- Recommending the amount of expenditure to be incurred on such activities; and
- Monitoring the corporate social responsibility policy of the Company.

VII. Risk Management Committee*

The Board of Directors has voluntarily constituted an Internal Risk Management Committee and the details of its composition are as under:

S.No.	Name of Director	Designation on Committee	Designation on Board
1.	Mr. Satya Narayanan R	Chairman	Chairman and Whole time Director
2.	Mr. Gautam Puri	Member	Vice Chairman and Managing Director
3.	Mr. Nikhil Mahajan	Member	Executive Director and Group CEO Enterprise Business

******The Committee has been dissolved with effect from August 05, 2019.*

VIII. Remuneration of Directors

(a) All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the listed entity

Apart from payment of commission, sitting fees and/or out of pocket expenses incurred for attending the Meetings, there are no other pecuniary relationships or transactions of Non– Executive Directors of the Company vis-à-vis the Company.

The annual remuneration payable to a single Non-Executive Director did not exceed fifty per cent of the total annual remuneration payable to all the Non-Executive Directors of the Company.

The details pertaining to commission, sitting fees payable to the Non-Executive Directors for the Financial Year 2018-19 forms part of the Board's Report.

(b) Criteria of making payments to Non-Executive Directors

Non-Executive Directors are paid sitting fees (of upto Rs. 20,000/- Rupees Twenty Thousand Only), for every meeting of the Board of Directors and Committees thereof, attended by them in person. The Company also reimburses expenses incurred by the directors for attending the meetings. The remuneration by way of commission to the independent directors is decided, keeping in view the recommendations of the NRC Committee, based on number of factors including number of meetings attended by the director during the year, contribution to the Board and Committees and participation in the decision making.

(c) All elements of remuneration package of individual Directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc.

The required information for the Financial Year 2018-19 forms part of the Board's Report.

(d) The Details of fixed component and performance linked incentive, along with the performance criteria

The required information forms part of the Board's Report.

(e) Service contracts, notice period, severance fees

The Company does not enter into service contracts with the Directors as they are appointed/re-appointed with the approval of the shareholders for the period permissible under the applicable provisions of the Act and/or the SEBI (LODR), Regulations, 2015.

Independent Directors have been issued appointment letter which prescribes that any Independent Director may resign from Company by giving a notice in writing to the Company stating the reasons for resignation and also to the Registrar of Companies (RoC). The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Independent Directors in the notice, whichever is later.

The Company does not pay any severance fees or any other payment in lieu of severance to the Directors.

(f) Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable

The required information is disclosed on the company's website at the web link http://www.cleducate.com/policies/CL-Educate-ESOP-Disclosure-for-year-ended-31-03-2019.pdf.

IX. Material Subsidiaries

The Company is in compliance with the provisions in relation to its material subsidiaries, wherever applicable.

The Company's Policy for determining 'material' subsidiary is available on the website of the Company at the web link http://www.cleducate.com/policies/Policy_for_Determining_Material_Subsidiary_CLEdcuate.pdf.

X. Management

(a) Management Discussion and Analysis report

The Management Discussion and Analysis Report is given separately and forms part of this Annual Report.

(b) Disclosures on Related Party Transactions

In compliance with the requirements of the SEBI (LODR), Regulations, 2015, the Board of Directors has adopted a 'Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions to ensure proper approval and reporting of such transactions. The policy is available on the website of the Company at the web link, http://www.cleducate.com/policies/RPT_Policy_CLEdcuate.pdf

The details of the Related Party Transactions are disclosed under Note no. 45 to the Standalone Financial Statements 2018-19, which forms part of the Annual Report.

During the year under review, there was no materially significant related party transaction that could have potential conflict with the interests of the Company at large.

(c) Disclosure of accounting treatment in preparation of financial statements

Changes in Accounting Policies and Practices

Effective April 01, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. The Standard requires apportioning revenue earned from contracts to individual promises, or performance obligations, on a relative stand-alone selling price basis, using a five-step model. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contract. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognized at the date of initial application (i.e. April 01, 2018) and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18.

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Companies Act, 2013.

(d) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years

The equity shares of the Company got listed on the stock exchange(s) i.e. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") on March 31, 2017. Since the date of the listing, and till the date of this Report, there have been no instances of non–compliance by the Company on any matter related to the capital markets and no penalty has been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority.

(e) CEO/CFO certification

Mr. Gautam Puri, Vice Chairman and Managing Director and Mr. Arjun Wadhwa, Chief Financial Officer of the Company have provided the Compliance Certificate under Regulation 17(8) and Regulation 33(2) of the SEBI (LODR) Regulations, 2015, inter alia, certifying that the Financial Results of the Company for the Financial Year ended March 31, 2019 do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

(f) Policy on Prevention, Prohibition, Redressal of Sexual Harassment of Women at Workplace

Your Company is committed to creating and maintaining a secure work environment where its employees, agents, vendors and partners can work and pursue business together in an atmosphere free of harassment, exploitation and intimidation. In order to empower women, and protect women against sexual harassment, your Company has adopted a policy on prevention, prohibition and redressal of sexual harassment of Women at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder. The Company has constituted Internal Complaints Committee and complied with provisions in this respect as applicable under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. This policy allows employees to report instances of sexual harassment at the workplace. The Internal Complaints Committee is empowered to look into all complaints of sexual harassment and facilitate free and fair enquiry process with clear timelines. During the Financial Year 2018-19, the Company did not receive any complaint relating to sexual harassment at workplace. There is no complaint pending or outstanding for redressal as on March 31, 2019.

In order to make the employees aware of the provisions under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and of the Company Policy in this respect, the Company has adopted following means:

a) An abstract of the policy along with the names and email addresses of the members of the Internal Complaints Committee has been displayed in a conspicuous position in the office premises of the Company.

b) The Employees are informed of the Policy being in place, and of its salient features by way of e-mails sent by the HR Department from time to time and the Company conducts awareness programs at regular intervals.

c) Newly inducted employees are made aware of the provisions of the policy as a part of their Induction programme.

d) The policy against Sexual Harassment has been made available on the Company's intranet (CL Zone) as well as on the website of the Company at the web link http://www.cleducate.com/policies/Policy-against-Sexual-Harassment.pdf.

(g) Vigil mechanism and whistle blower policy

The Company has established a Vigil Mechanism/ Whistle Blower Policy to enable stakeholders (including Directors, Employees, retainers, franchisees) to report instances of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The policy provides adequate safeguards against victimization of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The protected disclosures, if any, reported under this policy are to be appropriately and expeditiously investigated by the Ethics Committee. Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the Financial Year under review. The Vigil Mechanism/Whistle Blower Policy is available on the website of the Company at the web link http://www.cleducate.com/policies/Vigil_Mechanism_Policy_CLEducate.pdf.

XI. Compliance

(a) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all the applicable mandatory requirements contained in Regulation 17 to 27, and clause (b) to (i) of Regulation 46(2) of the SEBI (LODR), Regulations, 2015.

(b) The Company has duly fulfilled the following discretionary requirements as prescribed in Part E of Schedule II of the SEBI (LODR), Regulations, 2015:

- Reporting of Internal Auditors: The Internal Auditor reports directly to the Audit Committee.
- The Company has appointed separate persons to the post of Chairperson and Managing Director.

XII. Shareholders

(a) Means of communication

Based on the recommendations of the Audit Committee, the Quarterly/Half-yearly/ Annual financial results of the Company are approved and taken on record by the Board of Directors and submitted to the Stock Exchange(s) as per the requirements of the SEBI (LODR), Regulations, 2015.

The Company's website www.cleducate.com contains a separate dedicated section "Investors" where information relevant to the shareholders is available. Disclosures and filings with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) by the Company are also posted on the website of the Company. Quarterly and Annual Financial Results, as well as the Annual reports of the Company are also available on the website. Press releases made by the Company from time to time are also displayed on the website.

(b) Annual Report

Annual reports are sent in electronic form via e-mail to the members and stakeholders whose e-mail IDs are registered with their Depository Participants; and physical copies of the Annual Reports are sent to the shareholders who have not registered their e-mail addresses.

Note: Members holding shares in demat form should strive to register their email addresses with their Depository Participants. Members holding shares in physical form should get their email IDs registered with Karvy Fintech Private Limited, the Registrar and Share Transfer Agent of the Company. This would facilitate receipt of the annual report and other Company communications through email, thereby also supporting the Company's green initiative.

(c) Publication of Financial Results

The Quarterly/Half-yearly/Annual financial results of the Company are usually published in (1) Financial Express, the leading newspaper in India and in (2) Jansatta at regional level. The results are also displayed on the Company's website (www.cleducate.com).

(d) News Releases, Presentations etc.

Press releases, Official news releases and official media releases are submitted to the Stock Exchanges and are also posted on the website of the Company (www.cleducate.com).

(e) Presentations made to Analysts / Investors

Detailed Analysts' Conference calls are held with the financial analysts on the quarterly, half-yearly and annual results of the company and the transcripts of such conference calls are uploaded on the website of the Company (www.cleducate.com). Presentations made to the Institutional Investors/ other Analysts are uploaded on the Company's website from time to time.

(f) Reminders to the Shareholders

Vide its circulars dated April 20, 2018 and July 16, 2018, SEBI has advised all the listed Companies to seek PAN & Bank details from its shareholders holding shares in physical form and update the same in their records. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, effective April 01, 2019, any requests for effecting transfer of securities held in physical form shall not be processed unless the securities are held in the dematerialized form with a Depository Participant.

In this respect, regular letters and reminders regarding updation of PAN/Bank details and compulsory dematerlisation of physical shares have been sent to the shareholders of the Company.

(g) Grievances of the Shareholders

The Company has a dedicated e–mail ID compliance@cleducate.com for investors to register their grievances, if any. The Company has displayed the said e–mail ID on its website for the information of investors.

(h) General Body Meetings

- No Extra Ordinary General Meeting was held during the Financial Year under review.
- Annual General Meeting ("AGM"): The location of last three AGMs of the Company and the details of the special resolutions passed thereat are mentioned below:

Financial Year	Date	Time	Location	Special Resolution Passed
2015-16	21.09.2016	5.00 PM	The Park Hotel, 10th Floor, Board Room, 15, Parliament Street, Connaught Place , New Delhi–110001	1. Re-appointment of Mr. Satya Narayanan R (DIN: 00307326) as the Chairman, Whole time Director of the Company for a period of 3 (three) years commencing from April 01, 2017, being the last date of his current tenure; 2. Re-appointment of Mr. GautamPuri (DIN: 00033548) as the Vice- Chairman, Managing Director of the Company for a period of 3 (three) years commencing from April 01, 2017, being the last date of his current tenure; 3. Re-appointment of Mr. Nikhil Mahajan (DIN: 00033404) as a Whole time Director & Chief Financial Officer of the Company for a period of 3 (three) years commencing from April 01, 2017, being the last date of his current tenure; 4. Approval to the overall maximum managerial remuneration that may be paid to the Executive Director(s) of the company over a period of 3 years, commencing from April 01, 2017, i.e. For Financial Year 2017-18 till Financial Year 2019-2020.

2016-17	24.08.2017	11:00 AM	PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi 110016	1. Adoption of new set of Articles of Association of the Company; 2. To ratify the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' (hereinafter "ESOP Scheme"), and grant approval to the renewal of the ESOP Scheme for a period of 1 (one) year commencing from September 05, 2017; 3. Ratification of the Related Party Transactions under Section 188 of the Companies Act, 2013; 4. Change in Designation of Mr. Gopal Jain (DIN: 00032308) as a Non-Executive Non-Independent Director of the Company.
2017-18	07.08.2018	02.30 PM	PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi 110016	1. Approval to the renewal of the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' (hereinafter "ESOP Scheme"), for a period of 3 (three) years commencing from September 05, 2018; 2. Approval to the shifting of Registered office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana" and consequential amendment in the Memorandum of Association of the Company.

(i) Resolutions passed through Postal Ballot

During the Financial Year under review, no resolution has been passed through postal ballot. Further, no special resolution is being proposed to be passed through Postal Ballot.

(j) Additional Shareholder Information

i. **Financial Year:** April 01 to March 31.

ii. **Annual General Meeting (Financial Year 2019-20):**

Date: September 28, 2019 Time: 11:00 AM Venue: The Aravali Golf Course, New Industrial Town, Faridabad, Haryana- 121001

iii. **Financial Calendar (Financial Year 2018-19):**

Quarterly Results for the:	Date of Results declaration
Quarter ended on June 30, 2018	August 07, 2018
Quarter ended on September 30, 2018	November 02, 2018
Quarter ended on December 31, 2018	January 31, 2019
Quarter ended on March 31, 2019	May 29, 2019

iv. Financial Calendar (Financial Year 2019-20):

Quarterly Results for the:	Tentative Schedule
Quarter ended on June 30, 2019	On or before August 14, 2019
Quarter ending on September 30, 2019	On or before November 14, 2019
Quarter ending on December 31, 2019	On or before February 14, 2020
Quarter ending on March 31, 2020	On or before May 30, 2020

v. Dividend Payment date

During the Financial Year under review, the Board of Directors of the Company, declared an interim dividend of Re. 1/- per equity share of face value of Rs. 10/- per share. The interim Dividend, declared on August 07, 2018, was paid on August 28, 2018.

vi. Stock Exchanges and Stock Codes/Symbol

The equity shares of the Company are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") with the following Stock Codes/Symbol:

Name of the Stock Exchange	Address of the Stock Exchange	Stock Codes/Symbol
NSE	C-1, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	CLEDUCATE
BSE	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	540403

vii. Annual Listing fees

The Company has duly paid the Annual Listing Fee to BSE and NSE for the Financial Years 2018-19 as well as 2019-20.

viii. Corporate Identity Number (CIN) of the Company: L74899HR1996PLC076897

ix. ISIN of the Company.: INE201M01011

x. Company's Recommendations to the Shareholders: The Company recommends the following to the members to mitigate/avoid risks while dealing with shares and related matters:

a. **Dematerialisation (demat) of shares:** Members are requested to dematerialise their physical shares through any of the Depository Participants (DPs) to avoid the problems associated with holding shares in physical form, such as the possibility of loss, mutilation, etc. which would also ensure safe and speedy transactions in shares. Holding shares in dematerialised form would enable members to transfer their shareholding on an immediate basis. No stamp duty is payable on transfer of shares held in dematerialised form and risks associated with physical certificates such as forged transfers, fake certificates and bad deliveries are avoided.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, effective April 01, 2019, any request for effecting transfer of securities held in physical form shall not be processed by the Company unless the securities are held in the dematerialized form. Hence, the members who have not yet got their shares dematerialized, are requested to get their physical holding converted into demat form.

b. **Register your National Electronic Clearing Service (NECS) Mandate:** Members are encouraged to register NECS mandate with the Company or Registrar/ Share Transfer Agent in case of shares held in physical form.

Ensure that correct and updated particulars of your bank accounts are registered with the DPs in case of shares held in dematerialised form.

This would facilitate receiving direct credits of dividends etc. from Company and avoiding instances of postal delays and loss in transit.

c. **Encash your Dividends on time:** Members who have not registered their bank details with Company or DP are requested to encash their dividend warrants promptly in order to avoid problems of revalidation/losing their right of claim owing to the Company's obligation to transfer the unclaimed dividends to Investor Education and Protection Fund after the specified period.

d. **To support the 'Green Initiative':** Members holding shares in dematerialised form are requested to register their email addresses with their Depository Participants and members holding shares in physical form are requested to register their email addresses with Karvy Fintech Private Limited, the Registrar and Share Transfer Agent of the Company. This would facilitate receipt of the annual report and other communications from the Company through email thereby supporting the Company's green initiative.

(k) Book Closure

The dates of book closure are from September 22, 2019 to September 28, 2019 (both days inclusive).

(l) Dividend policy

The Dividend policy of the Company (voluntarily adopted by the Board of Directors) is available on the website of the Company at the web link http://www.cleducate.com/policies/Dividend-Policy.pdf.

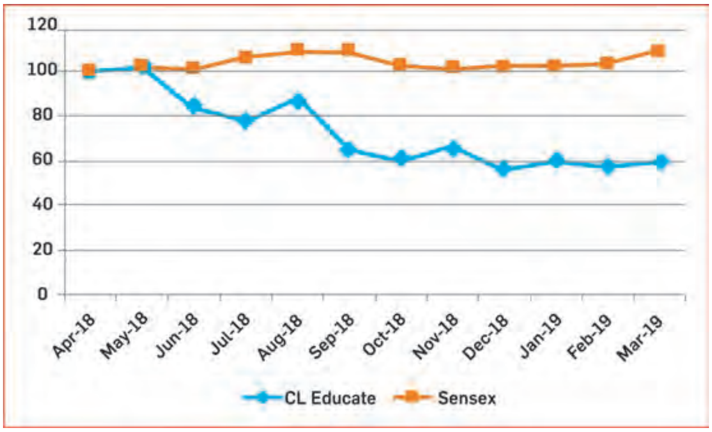
(m) Market price data- high, low during each month in last Financial Year

High, Low (based on daily closing prices) and number of equity shares traded during each month in the Financial Year 2018-19 on NSE and BSE;

Month	NSE			BSE		
	High Price (In ₹)	Low Price (In ₹)	Total Traded Quantity	High Price (In ₹)	Low Price (In ₹)	Total Traded Quantity
Apr-18	223.70	161.10	316,740	220.95	164.00	146,243
May-18	230.95	181.65	280,390	230.00	185.00	99,390
Jun-18	188.90	141.00	149,204	198.95	137.15	5,865
Jul-18	174.80	131.80	166,613	173.70	131.50	76,976
Aug-18	194.90	129.20	124,287	187.00	131.10	24,182
Sep-18	145.00	121.65	45,085	146.50	120.00	58,699
Oct-18	137.00	103.90	130,134	136.00	106.60	77,788
Nov-18	147.70	111.25	506,520	147.00	112.05	24,286
Dec-18	126.00	116.05	43,682	137.60	115.25	6,717
Jan-19	135.00	112.40	407,606	138.60	111.00	10,182
Feb-19	129.95	113.05	173,317	130.90	114.90	11,101
Mar-19	135.00	115.40	242,319	140.00	116.05	185,468

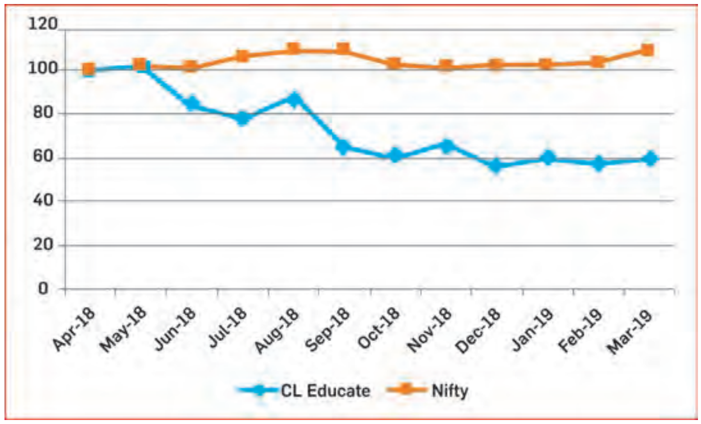
(n) Performance in comparison to broad-based indices such as BSE Sensex, and Nifty:

CL Educate share performance versus the BSE Sensex



Note: The Monthly High share price of CL Educate and index value of BSE Sensex have been indexed to 100 as on April, 2018.

CL Educate share performance versus the Nifty



Note: The Monthly High share price of CL Educate and index value of NSE Nifty have been indexed to 100 as on April, 2018.

(o) Distribution of Shareholding

Following is the distribution of the shareholding of the equity shares of the Company by size and by ownership class as on March 31, 2019:

Distribution by size as on March 31, 2019

SNo	Category	Cases	% of Cases	No. of Shares	% of Shares
1	1-5000	20,404	98.01	7,726,130	5.45
2	5001- 10000	148	0.71	1,085,340	0.77
3	10001- 20000	99	0.48	1,449,390	1.02
4	20001- 30000	54	0.26	1,354,460	0.96
5	30001- 40000	27	0.13	927,320	0.65
6	40001- 50000	11	0.05	518,220	0.37
7	50001- 100000	23	0.11	1,470,740	1.04
8	100001 and Above	53	0.25	127,125,180	89.74
	Total	**20,819**	**100**	**141,656,780**	**100.00**

Distribution of shareholding as on March 31, 2019

S. No.	Category of shareholder	No. of share holders	Total nos. shares held	Shareholding as a % of total no. of shares	Number of Locked in shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dema-terialized form
					No.	As a % of total Shares held	As a % of total Shares held	
(A)	Promoter & Promoter Group	22	6,809,518	48.07	2,854,307	20.15*	0	6,809,518
(B)	Public	20,797	7,356,160	51.93	0	0	0	7,270,965
(C)	Non Promoter- Non Public	0	0	0	0	0	0	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0
	Total	**20,819**	**14,165,678**	**100**	**2,854,307**	**20.15***		**14,080,483**

*as a percentage of 100% paid-up capital of the Company.

STATEMENT SHOWING SHAREHOLDING OF PERSONS BELONGING TO THE CATEGORY "PROMOTER & PROMOTER GROUP" AS ON MARCH 31, 2019:

S. no	Name of the Shareholder	Category	Total no. of Shares Held	Shareholding (%)	Number of Locked in Shares		Number of equity shares held in dematerialized form
					No.	%	
1	Satya Narayanan R	Promoter	2,280,579	16.10	1,200,000	8.47*	2,280,579
2	Gautam Puri	Promoter	2,270,351	16.03	1,200,000	8.47*	2,270,351
3	Nikhil Mahajan	Promoter	29,817	0.21	0	0.00	29,817
4	Sujit Bhattacharyya	Promoter	203,062	1.43	0	0.00	203,062
5	R Sreenivasan	Promoter	349,698	2.47	0	0.00	349,698
6	R Shivakumar	Promoter	349,698	2.47	0	0.00	349,698
7	Bilakes Consulting Private Limited	Promoter	1,255,460	8.86	454,307	3.21*	1,255,460
8	Shefali Acharya	Promoter Group	3,000	0.02	0	0.00	3,000
9	Sapna Puri	Promoter Group	1,800	0.01	0	0.00	1,800
10	Abhijit Bhattacharyya	Promoter Group	3,000	0.02	0	0.00	3,000
11	Samita Bhalla	Promoter Group	1,262	0.01	0	0.00	1,262
12	Parul Mahajan	Promoter Group	10,000	0.07	0	0.00	10,000
13	Uma Ramachandran	Promoter Group	1,800	0.01	0	0.00	1,800
14	Indira Ganesh	Promoter Group	1,800	0.01	0	0.00	1,800
15	Abhishek Bhattacharyya	Promoter Group	2,000	0.01	0	0.00	2,000
16	Seshadry Parvathy	Promoter Group	3,572	0.03	0	0.00	3,572
17	Rajlakshmi Ganesh Sonone	Promoter Group	134	0.00	0	0.00	134
18	Katyaini Mahajan	Promoter Group	13,500	0.10	0	0.00	13,500
19	Vitasta Mahajan	Promoter Group	13,500	0.10	0	0.00	13,500
20	Abhirup Bhattacharyya	Promoter Group	2,000	0.01	0	0.00	2,000
21	Sneha Krishnan	Promoter Group	2,000	0.01	0	0.00	2,000
22	Career Launcher Employees Welfare Society	Promoter Group	11,485	0.08	0	0.00	11,485
	Total	**22**	**6,809,518**	**48.07**	2,854,307	20.15*	6,809,518

*as a percentage of 100% paid-up capital of the Company.

STATEMENT SHOWING SHAREHOLDING OF PERSONS BELONGING TO THE CATEGORY "PUBLIC" AND HOLDING MORE THAN 1% OF THE TOTAL NUMBER OF SHARES AS ON MARCH 31, 2019:

S. no	Name	No. of Shares	%	Category
1	GPE (India) Ltd	946,473	6.68	FB
2	Sundaram Mutual Fund A/C Sundaram Tax Saver (Open-Ended) Fund	921,623	6.51	MUT
3	Arjuna Fund Pte. Ltd	709,780	5.01	FPC
4	Housing Development Finance Corporation Limited	594,233	4.19	LTD

5	DSP Blackrock Small Cap Fund	521,692	3.68	MUT
6	Principal Trustee Company Pvt Ltd A/C Principal Mutual Fund	426,878	3.01	MUT
7	Gaja Trustee Company Private Limited	251,409	1.77	VCF
8	BNP Paribas Arbitrage	247,800	1.75	FPC
9	Madhavan Kunniyur	225,504	1.59	PUB
10	Ashoka Pte Ltd	188,457	1.33	FPC

(p) Dematerialization of shares and liquidity

As on March 31, 2019, 1,40,80,483 equity shares of the Company equivalent to 99.40% of total shares were held in electronic form. The equity shares of the Company are traded on BSE and NSE in electronic form.

(q) Outstanding GDRs or ADRs or warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2019, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

(r) Registrar to the Issue and Share Transfer Agents

Name and Address	:	Karvy Computershare Private Limited Karvy Selenium Tower B Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad 500 032, Telangana, India
Telephone	:	+91 (40) 6716 2222
Fax	:	+91 (40) 2343 1551
E-mail	:	einward.ris@karvy.com
Website	:	http://karisma.karvy.com
Investor Grievance E-mail	:	support@karvy.com
Contact Person	:	Mr. Mohd Mohsin Uddin
SEBI Registration Number	:	INR000000221

(s) Share Transfer System

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, effective April 01, 2019 requests for effecting transfer of securities held in physical form shall not be processed by the Company/ RTA till the time the securities are held in dematerialized form. Hence, the members who have not yet got their shares dematerialized, are requested to get their physical holding converted into dematerialised form. In this respect, the members are requested to contact any of the Depository Participants (DPs).

(t) Registered and Corporate Office address

Registered Office Address: Plot No.9A, Sector- 27A, Mathura Road, Faridabad, Haryana-121003

Tel: +91 129-2273242

Corporate/Head/Correspondence Office Address: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi-110044

Tel: +91 (11) 4128 1100

Fax: +91 (11) 4128 1101

E-mail for Investors: compliance@cleducate.com

Website: www.cleducate.com

(u) Plant locations

In view of the nature of the Company's business viz. Educational Services, the Company operates from various centers in India and abroad.

(v) Confirmation of Compliance with the Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation 2 of Regulation 46, during the Financial Year 2018-19:

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meetings of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meetings of Audit Committee	18(2)	Yes
Role of Audit Committee	18(3)	Yes
Composition & Role of Nomination, Remuneration and Compensation Committee	19(1), (2) & (4)	Yes
Composition & Role of Stakeholders Relationship Committee	20(1), (2) & (4)	Yes
Composition and Role of Risk Management committee	21(1),(2),(3), (4)	Not Applicable*
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6), (7) & (8)	Yes
Prior and/or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable**
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4) ,(5) & (6)	Yes
Secretarial Audit of Listed entity	24A	Yes
Alternate Directorship & Tenure of Independent Directors	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization programmes for the independent directors	25(7)	Yes
Membership in Committees	26(1) & (2)	Yes
Affirmation of compliance with code of conduct from Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Disclosures by Senior Management on material, financial and commercial Transactions	26(5)	Yes
Agreement with regard to compensation or profit sharing in connection with dealings in securities of the Company	26(6)	Not applicable***
Maintenance of a functional Website containing basic information about the Company	46(2) (b) to (i)	Yes

** The requirement of having a Risk Management Committee, (applicable to top 500 listed entities, determined on the basis of market capitalisation, as at the end of the immediate previous Financial Year) was not applicable to the Company. However, the Company had voluntarily constituted an Internal Risk Management Committee and the same has been dissolved with effect from August 05, 2019.*

*** There was no material Related Party Transaction during the Financial Year 2018-19, as no Transaction(s), individually or taken together with previous transactions during the financial year, exceeded 10% of the annual consolidated turnover of the Company as per the audited financial statements for the Financial Year 2018-19*

**** The Company does not have any such agreement.*

XIII. Other Disclosures

(a) Name and Designation of Compliance Officer

Ms. Rachna Sharma,
Company Secretary & Compliance Officer
Tel: +91 (11) 4128 1100 Fax: +91 (11) 4128 1101
E-mail: compliance@cleducate.com

(b) Disclosure of Commodity Price risk or Foreign Exchange Risk and Hedging Activities

Commodity price risk is the possibility of impact from changes in the prices of raw materials, such as paper etc. While we seek to pass on commodity price increases to students enrolled in (all our courses offered across all group entities) our test prep courses, vocational training courses, as well as to our corporate customers, we may not be able to achieve this at all times or to the fullest extent.

The Company has limited Foreign Exchange exposures and the transactions in foreign currency are recorded at the exchange rate prevailing at the date of the transaction. Exchange differences arising on foreign currency transactions settled during the period/year are recognized in the statement of profit and loss.

(c) The Company does not have any debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad. Accordingly, the requirement of credit ratings is not applicable.

(d) The Securities of the Company have never been suspended from trading.

(e) During the Financial Year under review, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the SEBI (LODR), Regulations, 2015.

(f) The total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part

This information forms part of the Board's Report.

(g) Disclosures by Senior Management Personnel pursuant to Regulation 26(5) of the SEBI (LODR), Regulations, 2015

The designated senior management personnel of the Company have disclosed to the Board that they did not have personal interest in any material, financial and commercial transactions entered during the Financial Year under review, which might have a potential conflict with the interest of the Company at large.

(h) Disclosures with respect to Equity shares in suspense account/ unclaimed suspense account

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI (LODR), Regulations, 2015, the Company reports that there are no equity shares lying in the suspense account which were issued in dematerialised form pursuant to the public issue of the Company.

(i) The Company has complied with all the requirements of corporate governance report as mentioned in sub-paras (2) to (10) of Para C of Schedule V of the SEBI (LODR), Regulations, 2015.

XIV. Other Disclosures and Certificates

Corporate Governance Certificate

A certificate issued by M/s. S. Anantha & Ved LLP, Company Secretaries, Mumbai (LLP IN: AAH-8229) certifying compliance with the conditions of Corporate Governance under SEBI (LODR), Regulations, 2015, for the Financial Year ended March 31, 2019 is as below:

Corporate Governance Certificate

To
The Members of
CL EDUCATE LIMITED
A-45, First Floor,
Mohan Co-operative Industrial Estate,
New Delhi - 110044

We have examined the compliance of conditions of Corporate Governance by CL EDUCATE LIMITED ("the Company"), for the year ended on March 31, 2019, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Company with stock exchange(s).

The compliance of conditions of corporate governance is responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **S. Anantha & Ved LLP.,**

Company Secretaries

sd/-
Ved Prakash
Designated Partner
C.P. No. 16986

Place: Mumbai
Date: July 03, 2019

Board's Report 2019

Dear Member(s),

The Board of Directors of your Company take pleasure in presenting the Twenty Third Annual Report on the business and operations of CL Educate Limited (hereinafter referred to as the "Company" or "CL") together with the Company's Audited Standalone & Consolidated Financial Statements and the Independent Auditor's Report thereon for the Financial Year ended March 31, 2019.

1. Financial Summary and Highlights

(₹ in Lacs)

S No.	Particulars	Standalone		Consolidated	
		FY 2019	FY 2018	FY 2019	FY 2018
I	Revenue From operations	17,000.96	15,521.39	33,925.95	28,888.97
II	Other income	1,510.84	1,344.24	1,323.66	1,291.23
III	Total income (I+II)	18,511.80	16,865.63	35,249.61	30,180.20
IV	Expenses				
	(a) Cost of material consumed	-	-	1,172.61	1,286.76
	(b) Purchases of Stock-in-Trade	1,107.21	1,091.87	32.90	104.22
	(c) Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	(8.93)	10.38	(98.07)	13.49
	(d) Employee benefits expense	2,569.72	3,213.37	5,813.21	6,109.56
	(e) Franchisee expenses	6,088.99	5,877.89	6,944.48	6,121.53
	(f) Other expenses	6,309.84	5,778.14	17,371.88	14,271.32
V	Total Operating expenses	16,066.84	15,971.65	31,237.01	27,906.88
	EBITDA (III-V)	2,444.96	893.98	4,012.60	2,273.32
	(g) Finance costs	428.74	340.10	619.88	642.98
	(h) Depreciation and amortization expense	808.16	690.13	948.33	846.53
VI	Total Expenses	17,303.73	17,001.88	32,805.22	29,396.39
	Profit before tax (III-VI)	1,208.07	(136.25)	2,444.39	783.81
	Share of profit of equity accounted investees	-	-	4.58	6.80
VII	Profit before tax	1,208.07	(136.25)	2,448.97	790.60
VIII	Tax expense:	227.95	62.34	678.09	466.25
IX	Profit from continuing operations for the period (VII-VIII)	980.12	(198.59)	1,770.88	324.36
X	Profit from discontinued operations	-	-	226.75	249.58
XI	Tax expenses of discontinued operations	-	-	-	-
XII	Profit from Discontinued operations (after tax)	-	-	226.75	249.58
XIII	Net Profit for the period (IX+XII)	980.12	(198.59)	1,997.63	573.94
XIV	Other Comprehensive Income	7.10	13.34	15.03	18.71
XVII	Total Comprehensive Income for the period (Comprising Profit and Other comprehensive Income for the period) (XIII+XIV)	987.22	(185.25)	2,012.66	592.65
XIX	Earnings per equity share (for continuing operation), excluding Other Comprehensive Income				
	(a) Basic	6.92	(1.40)	12.50	2.29
	(b) Diluted	6.92	(1.40)	12.50	2.28
XX	Earnings per equity share (for discontinued operation):				
	(a) Basic	-	-	1.60	1.76
	(b) Diluted	-	-	1.60	1.76

2. Review of Market, Business and Operations

An in-depth analysis of Markets in which CL operates along with its businesses is a part of the Management, Discussion & Analysis section.

3. Segment Reporting & Operational Overview

Standalone:

Of the total revenue for the year ended March 31, 2019, on a standalone basis, approx. 91.84% came from Operations, while 8.16% came from Other Income.

The company operates in two primary segments: Consumer Test Prep and Vocational Training. The segment have been identified and reported taking into account the nature of products, the differing risks and returns, the organization structure and the internal financial reporting systems.

The Consumer division mainly consists of Test Prep which includes coaching for higher education entrance exams like MBA, BBA, Law, Bank, SSC, Civil Services, GATE, CA-CPT, IAS, etc. Vocational training includes specific state and central government projects undertaken.

The revenue from operations was solely earned from the Consumer Test Prep segment. This was primarily due to the conscious decision of the company to reduce its exposure to government vocational projects due to its working capital-intensive nature and slow recovery of receivables from the government. The company is at present taking no new projects in the Vocational training space.

The segmentation of revenues by business segments on a standalone basis is as follows:

(₹ in Lacs)

Segment	FY 2019	% of Total	FY 2018	% of Total
Consumer test-prep	17,000.96	100%	15,521.39	100%
Vocational Training	-	0%	-	0%
Total Revenue from Operations	**17,000.96**	**100%**	**15,521.39**	**100%**

Our revenue from Consumer Test Prep segment increased by 9.53% from Rs. 15,521.39 Lacs in FY 2018 to Rs. 17,000.96 Lacs in FY 2019 primarily on the account of:

1. Introduction of New product lines – Data School, FinSchool, and integration of products of Science Parivar (SP) Classes.
2. Introduction of conventional products on MasterClass platform
3. Successful completion of full year ICE GATE operations
4. Moving from GST inclusive pricing model on Test Prep products to GST Exclusive model thereby improving the average price realized

The Company has identified Geographical as a Secondary Segment. The segmentation of revenues by geography on a standalone basis is as follows:

(₹ in Lacs)

Segment	FY 2019	% of total	FY 2018	% of total
Within India	16,328.48	96.04%	15,000.10	96.64%
Overseas	672.48	3.96%	521.29	3.36%
Total Revenue from Operations	**17,000.96**	**100.00%**	**15,521.39**	**100.00%**

Consolidated:

Of the total revenues for the year ended March 31, 2019, on a consolidated basis, approx. 96.24% came from Operations while just 3.76% came from Other Income.

The group has identified the following reportable business segments as primary segments:

1. Consumer Business

a. **Consumer Test-Prep –** Includes coaching for higher education entrance exams like MBA, Law, BBA, RBI Grade B, GRE, GMAT under the brand Career Launcher and GATE coaching under the brand ICE GATE Institute Pvt. Ltd.

b. **Consumer Publishing –** Includes publishing and sale of educational books to related and third parties under the brand GK Publications

2. Enterprise Business

a. **Enterprise Corporate –** The company provides the following services to Corporate clients under the brand Kestone Integrated Marketing Services:

i. Experiential Marketing and Event Management
ii. Digital & MarComm Services
iii. Customized Engagement Programs (CEP)
iv. Manpower Management & Training
v. Strategic Business Solutions

b. **Enterprise Institutional –** The company provides the following services to Institutional Clients under the brand CL Media Pvt Ltd. and Accendere Knowledge Management Services Pvt. Ltd. :

i. Integrated solutions to Universities
ii. Student recruitment services
iii. Research & incubation services
iv. Career Development Center

Other business segments include; reduced Vocational training and discontinued K-12 Operations.

The segments have been identified and reported taking into account the nature of products, the differing risks and returns, the organization structure and the internal financial reporting system.

(₹ in Lacs)

	FY 2019	% of Total Revenue	FY 2018	% of Total Revenue
Consumer Test-Prep	18,208.02	53.67%	15,826.82	54.78%
Consumer Publishing	3,897.81	11.49%	4,382.47	15.17%
Enterprise Corporate	12,600.30	37.14%	10,196.43	35.30%
Enterprise Institutional	2,485.13	7.33%	1,767.13	6.12%
Other segment	27.55	0.08%	13.09	0.05%
Inter-Segment Revenue	(3,292.86)	-9.71%	(3,296.97)	-11.41%
Total Revenue from Operations	**33,925.95**	**96.24%**	**28,888.97**	**95.72%**

♦ Our revenue from the Consumer Test Prep segment increased by 15.05% from Rs.15,826.82 Lacs in FY 2018 to Rs.18,208.02 Lacs in FY 2019 primarily on account of:

- o Increase in sale of Education & training programs by 21.98% from Rs. 12,309.83 lacs in FY 2018 to Rs. 15,015.20 lacs in FY 2019
- o Our revenue from the Consumer Publishing segment decreased by 11.06% from Rs. 4382.57 Lacs in FY 2018 to Rs.3,897.81 Lacs in FY 2019 due to deferment of certain exams and change in government policy for Online distributors. The implementation of the new Accounting Standard, Ind AS 115, also affected the revenues for this segment.
- o Our revenue from the Enterprise Corporate segment increased by 23.58% from Rs.10,196.43 Lacs in FY 2018 to Rs.12,600.30 Lacs in FY 2019 due to an increase in revenue from the Integrated Marketing Solutions by 36.75% to Rs. 11,054.75 lacs in FY 2019 as compared to Rs. 8,084.79 lacs in FY 2018 mainly due increase in no of international clients and a hike in the average revenue per customer
- o Our revenue from Enterprise Institutional segment increased by 40.63% from Rs.1,767.13 Lacs in FY 2018 to Rs.2,485.13 Lacs in FY 2019 primarily due to a higher revenue from existing clients, whilst also growing the client base.

♦ Others includes revenue from discontinued operations and vocational training.

The Company has identified Geographical as a Secondary Segment. The segmentation of revenues by geographical segment on a consolidated basis is as follows:

(₹ in Lacs)

Segment	FY 2019	% of total	FY 2018	% of total
Within India	32,511.80	95.83%	27,674.43	95.80%
Overseas	1,313.58	4.17%	1,214.54	4.20%
Total Revenue from Operations	**33,925.95**	**100.00%**	**28,888.97**	**100.00%**

Detailed analysis of the performance of the company and its businesses has been presented in the Management Discussion and Analysis section which forms a part of this report.

4. Change in the nature of business, if any

There was no change in the nature of business of the Company during the year under review.

5. Scheme of Amalgamation

Pursuant to the recommendations/approval of the Audit Committee and the Board of Directors of the Company, both dated November 27, 2018, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") for the proposed Amalgamation of 5 wholly owned subsidiary Companies of CL Educate Limited - Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited with CL Educate Limited.

The scheme has been approved by the NSE & BSE. The Company shall file the first motion petition with the Honorable NCLT Chandigarh shortly.

The rationale for the scheme and likely benefits accrued has been discussed in the Management Discussion and Analysis section which forms a part of this report.

6. Details of Subsidiaries/Joint Ventures/Associate Companies as on the date of this Report

As on date, CL Educate Limited has 9 (nine) subsidiaries (including 3 (three) indirect subsidiaries) and 2 (two) associate companies to carry on its business activities such as imparting education and training programmes, publishing, digital marketing, providing research related services to Institutions and Universities etc. A brief profile of our subsidiaries and associate companies is given hereunder:

a. Kestone Integrated Marketing Services Private Limited (Kestone)

Kestone was acquired as a wholly owned subsidiary of the Company on April 01, 2008. Under our brand Kestone, we enjoy strong relationship with corporates to whom we provide our integrated business, marketing and sales services. Kestone focuses on a wide variety of Corporates, across various segments and industries.

Kestone provides integrated business, marketing and sales services to our corporate customers, including event management, marketing support (including digital marketing support in the form of online marketing initiatives, to support offline marketing campaigns), customer engagement (including audience generation, lead generation, loyalty and reward programs and contest management), managed manpower and training services.

The total income of Kestone was INR 12,126 Lacs in Financial Year 2019 as against INR 9,815 Lacs in Financial Year 2018, recording an increase by 23.54 % over the previous Financial Year. The growth in business was driven in part by additional revenues from Britannia, who had engaged with the group for its 100 year celebration.

a.1. Kestone CL Asia Hub PTE. Ltd., Singapore (Kestone CL Asia)

Kestone CL Asia Hub Pte. Ltd. (Previously Known as 'Kestone Asia Hub Pte. Ltd'), Singapore is a Step-Down Subsidiary of the Company. Kestone CL Asia started doing business in Singapore from Financial Year 2016-17. It is currently engaged in providing integrated marketing solutions for products and services, to conduct educational & consulting programs, research related services etc. for and on behalf of inland and overseas clients and customers. Kestone CL Asia has also started a branch office in Dubai, inter alia, to provide integrated sales & marketing service to corporates & institutions in Middle East.

The total income of Kestone CL Asia has declined from INR 694.80 Lacs in Financial Year 2018 to about INR 641.09 Lacs in Financial Year 2019 thus reflecting a decline of 8.83%. The dip in revenues is on account of a contract in the previous financial which was awarded to the Singapore subsidiary, which this year grew in scope and was handed over to the parent entity for execution in India. Revenue net of the aforementioned transaction grew substantially from FY 2018 to FY 2019.

a.2. Kestone CL US Limited, Delaware, USA (Kestone CL US)

Kestone CL Asia has incorporated a wholly owned subsidiary in USA on March 22, 2018, in the name of Kestone CL US Limited with an objective to provide integrated sales & marketing services to corporates & institutions in USA. Over the course of the Financial Year, Kestone CL US earned revenues of $28,416.15.

b. CL Media Private Limited (CL Media)

CL Media, as a wholly owned subsidiary of CL, was incorporated on February 01, 2008. CL Media provides integrated solutions to educational institutions and universities including business advisory and outreach support services.

CL Media is currently engaged in the business of content development for study material, publishing study material and books and providing sales & marketing services and research related services to Institutions and Universities.

The business has shown growth and the total income of CL Media was INR 4,598 Lacs in Financial Year 2019 as against INR 4,084 Lacs in Financial Year 2018, an increase of 12.58% over the previous Financial Year.

c. G.K. Publications Private Limited (GKP)

GKP was acquired as a subsidiary of the Company on November 12, 2011. GKP is now a wholly owned subsidiary of the Company. GKP is currently engaged in the business of distribution of test preparation guides, books and other academic material.

The total income of GKP has decreased from about INR 1,884 Lacs in Financial Year 2018 to about INR 1,488 Lacs in Financial Year 2019, thus reflecting a 21.02% decline. This is predominantly on account of adoption of IND AS 115 for sales return and increased provisioning of expected credit loss. If one were to negate the impact of the two aforementioned accounting standards, the business did not decline over the course of the year.

d. Accendere Knowledge Management Services Private Limited (AKMS)

AKMS was incorporated under the Companies Act, 1956 on September 19, 2008. It became a wholly owned subsidiary of the Company on April 12, 2017. AKMS is currently engaged in the business of facilitating educational institutions and establishing their institutional credibility, international presence and thought leadership by improving their research output in terms of both the quality and quantity of research articles published by them.

The business of AKMS has shown significant growth and the total income has increased from about INR 278 Lacs in Financial Year 2018 to about INR 382 Lacs in Financial Year 2019, thus reflecting a 37.64% growth.

e. Career Launcher Education Infrastructure and Services Limited (CLEIS)

Incorporated on June 16, 2005, CLEIS is a wholly owned subsidiary of the Company as on date. Engaged in the business of providing various infrastructure facilities, soft skills, educational and consulting programs, the business of CLEIS has since been transferred, details of which are given below.

Pursuant to a Business Transfer Agreement dated March 16, 2017, amended on July 18, 2017, executed amongst CLEIS and B&S Strategy Services Private Limited, with CL as a confirming party, the business of running and operating pre-schools and providing school management services carried on by CLEIS has since been sold off.

e.1. Career Launcher Infrastructure Private Limited (CLIP)

CLIP, a wholly owned subsidiary of CLEIS, and hence an indirect subsidiary of CL, was incorporated on February 20, 2008. CLIP is engaged in the business of providing infrastructure facilities for K-12 schools operating under the brand Indus World School.

In March 2017, the group had entered into a Business Transfer Agreement with I-Take Care Private Limited for the sale of its K-12 infrastructure services business carried on by CLIP. The K-12 business operations are disclosed as discontinued operations in the Financial Statements. However the transaction is pending closure. Your management intends to sell the assets and is in discussion with parties for the same.

e.2. B&S Strategy Services Private Limited, (B&S), Associate Company of CLEIS

B&S was incorporated under the Companies Act, 1956 on April 09, 2009. B&S is mainly engaged in the business of rendering consulting services in the education sector and managing schools. As on March 31, 2019, CL Educate Limited, through its wholly owned subsidiary company, CLEIS, held 44.18% of the voting rights in B&S Keeping in mind Company's significant stake in B&S, an associate company of CLEIS, the details of B&S are being shared at the relevant places in this Annual Report.

The business of B&S has shown a decline over the current financial year with the total income having decreased from about INR 331 Lacs in Financial Year 2018 to about INR 302 Lacs in Financial Year 2019, thus reflecting an 8.65% decline. The drop in revenues is on account of a decline in student admissions as a result of the company discontinuing its unprofitable chain of feeder playschools.

f. ICE GATE Educational Institute Private Limited (ICE GATE)

ICE GATE was incorporated under the Companies Act, 2013 on August 12, 2015. ICE GATE is engaged in the business of providing education for students preparing for Graduate Aptitude Test in Engineering (GATE) and related exams. Pursuant to the Share Purchase cum Shareholders Agreement entered into amongst CL, ICE GATE and its Promoters dated October 18, 2017, CL acquired 50.70% stake (5070 equity shares) in ICE GATE for an aggregate purchase consideration of 623.61 Lacs. ICE GATE became a subsidiary of the Company with effect from October 31, 2017. The Company has agreed to acquire remaining 49.3% shareholding in ICE GATE over a period of 60 months from the date of the above Agreement.

The total income of ICE GATE was INR 1,236 Lacs in Financial Year 2019 as against INR 661 Lacs in Financial Year 2018, recording an increase of 86.89% over the previous Financial Year.

g. Threesixtyone Degree Minds Consulting Private Limited (361DM), Associate Company

361DM, incorporated under the Companies Act, 1956 on July 06, 2006, delivers large scale yet effective learning and education solutions to individuals, organizations and educational institutions. Pursuant to the Investment cum Shareholders Agreement dated August 03, 2017 entered into amongst the Company, 361DM and its Promoters, the Company holds 500,000, 5% Compulsorily Convertible Preference Shares of 361DM of INR 10 each issued at a premium of INR 90/- per share. The Company also holds 909 Equity shares of 361DM aggregating to 4.41% of paid-up equity share capital of 361DM.

The total income of 361DM was INR 636 Lacs in Financial Year 2019 as against INR 458 Lacs in Financial Year 2018, thereby increasing by 38.88% over the previous Financial Year.

Change in the status of subsidiaries/associate companies/joint venture during the Financial Year:

There was no change in the status of subsidiaries/associate companies/joint ventures during the Financial Year 2018-19. No Company became or ceased to be the Company's subsidiary, joint venture or associate company during the year.

Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the Financial Statements of the Company's Subsidiaries and Associate companies in **Form AOC-1** is attached to this report as **Annexure-I**.

Pursuant to the provisions of Section 136 of the Act, the Audited Standalone & Consolidated Financial Statements of the

Company along with the Audited Financial Statements of its Subsidiaries and Associates are available on the website of the Company at the web link http://www.cleducate.com/financial.html.

Shareholding in Subsidiary Companies

As on March 31, 2019, the Company's shareholding in its direct subsidiaries was as follows:

a. 10,00,000 Equity Shares of ₹ 10 each comprising of 100% Equity Share Capital in Kestone Integrated Marketing Services Private Limited;

b. 1,90,000 Equity Shares of ₹ 10 each comprising of 100% Equity Share Capital in G. K. Publications Private Limited;

c. 10,000 Equity Shares of ₹ 10 each comprising of 100% Equity Share Capital in CL Media Private Limited;

d. 12,000 Equity shares of ₹ 10 each comprising of 100% Equity Share Capital in Accendere Knowledge Management Services Private Limited;

e. 94,47,606 Equity Shares of ₹ 10 each comprising of 100% Equity Share Capital in Career Launcher Education Infrastructure and Services Limited; and

f. 5,070 Equity Shares of ₹ 10 each comprising of 50.70% Equity Share Capital in ICE GATE Educational Institute Private Limited.

Shareholding in Associate Companies

As on March 31, 2019, the Company's holding in its Associate Companies was as follows:

a. 5,00,000, 5% Convertible Preference Shares of ₹ 10 each comprising of 80.65% of Preference Share Capital in Threesixtyone Degree Minds Consulting Private Limited;

b. 909 Equity shares of ₹ 10 each comprising of 4.41% of Equity Share Capital in Threesixtyone Degree Minds Consulting Private Limited; and

c. 44.18% of the voting rights in B&S Strategy Services Private Limited, through its wholly owned subsidiary company, Career Launcher Education Infrastructure and Services Limited (CLEIS).

7. Corporate Governance

Pursuant to applicable provisions of the SEBI (LODR) Regulations, 2015, a detailed report on Corporate Governance forms part of this Annual Report. A certificate from M/s. S. Anantha & Ved LLP, Company Secretaries, (LLP IN: AAH-8229) confirming compliance of the conditions of Corporate Governance as stipulated under the Listing Regulations forms part of this Report.

8. Management Discussion & Analysis

Management Discussion and Analysis (MDA) Report for the Financial Year 2018-19 on the operations and state of affairs of your Company, as stipulated under Regulation 34 of SEBI (LODR) Regulations, 2015 is given in a separate section forming part of this Annual Report.

9. Dividend

During the Year under review, the Board of Directors declared an interim dividend @ 10% (Re. 1/- per equity share of face value of Rs. 10/- each). The interim dividend, declared on August 07, 2018, was paid on August 28, 2018.

Considering the business growth plans, the Board of Directors does not recommend any further Dividend for the Financial Year 2018-19.

The Dividend policy of the Company (voluntarily adopted by the Board of Directors) is available on the website of the Company at the web link http://www.cleducate.com/policies/Dividend-Policy.pdf.

10. Transfer of unclaimed dividend to Investor Education and Protection Fund

There is no amount which is required to be transferred to the Investor Education and Protection Fund as per the provisions of Section 125(2) of the Act.

11. Transfer to Reserves

The Board of Directors has decided to retain the entire amount of profits for Financial Year 2018-19 in the Profit and Loss Account.

12. Capital and Finance

The paid up Equity Share Capital of the Company as on March 31, 2019 was INR 1416.57 Lacs. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares, and does not have any scheme to fund its employees to purchase shares of the Company.

During the Financial Year 2018-19, Kestone obtained long term borrowings from Tata Capital of INR 750 lacs bearing 12% interest rate to meet its increasing Working Capital requirements on account of the business having grown nearly 24%. This changes the Debt to Equity ratio of the company from 0.16 to 0.17. The aforementioned loan will be repaid through an equal monthly payout scheme of INR 20.83 lacs over a three (3) year period.

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2019 has been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "The Act") read with the Companies (Accounts) Rules, 2014 as amended from time to time. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2019. The Notes to the Financial Statements adequately cover the standalone and consolidated Audited Statements and form an integral part of this Report.

13. Material changes and commitments

No material changes and commitments affecting the financial position of the Company have occurred between end of Financial Year and the date of this report.

14. Material and Significant Orders Passed By Regulators & Courts

There are no significant material orders passed by any Regulators or Courts or Tribunals against the Company which would impact the going concern status of the Company and its future operations.

15. Internal Financial Control Systems

The Company has aligned its current system of Internal Financial Controls with the requirements of the Companies Act, 2013. The Internal Control Systems are intended to increase transparency and accountability in an organisation's process of designing and implementing a system of internal control. The framework requires a company to identify and analyse risks and manage appropriate responses. The Company has successfully laid down the framework and ensured its effectiveness. The Company's internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies. CL has a well-defined delegation of power with authority limits for approving revenue as well as expenditure. Processes for formulating and reviewing annual and long term business plans have been laid down. CL uses a state-of-the-art enterprise resource planning (ERP) system to record data for accounting, consolidation and management information purposes and connects to different locations for efficient exchange of information. It has continued its efforts to align all its processes and controls with best practices.

Your management assessed the effectiveness of the Company's internal control over financial reporting as of March 31, 2019. The assessment involved management review, internal audit and statutory audit.

The Internal Controls over Financial Reporting are routinely tested and reported by Statutory as well as Internal Auditors, in a process that involves a review of the internal controls and risks in its operations and processes such as IT and general controls, accounting and finance, procurement, employee engagement, etc.

During the year under review, the internal audit was conducted based on the risk-based internal audit plan approved by the Audit Committee. Significant audit observations and follow up actions thereon were reported to the Audit Committee.

Pursuant to Section 143 of the Act, the Statutory Auditor has issued an attestation report on our Internal Financial Controls over financial reporting.

Qualified opinion by Statutory Auditors on adequacy and operating effectiveness of Internal Financial Controls over Financial Reporting for CL on a Standalone basis:

a) The company's internal financial control in respect of authorisation of purchase of goods and services was not operating effectively, which could potentially result in the Company procuring unnecessary goods and services, or procuring goods of lower quality, or procure goods and services at higher prices.

Management Response:

A revised procurement policy has been implemented and approved by the Directors, the same includes a built-in authority matrix which is being followed through a completely automated system. Purchase requisition, purchase order and receipt of material are recorded in the ERP module and bills linked to such purchase order are marked and approved as per the authority matrix. However, the new online system experienced some teething troubles which have since been rectified.

b) The company's internal financial controls in respect of obtaining periodic balance confirmation and preparation of reconciliation of receivables/payables were not operating effectively during the year, which may result in unwarranted disputes and over/ understatement of party balances.

Management Response:

The company is following the Pareto principle of getting balance confirmations and reconciling accounts from those vendors / customers who account for the bulk of the business. This typically used to be an annual exercise, which has since been migrated to a quarterly progress. The company will work towards automating this process over the course of this financial year.

Qualified opinion by Statutory Auditors on adequacy and operating effectiveness of Internal Financial Controls over Financial Reporting for CL on a Consolidated basis:

a) The company's internal financial control in respect of authorisation of purchase of goods and services was not operating effectively, which could potentially result in the Company procuring unnecessary goods and services, or procuring goods of lower quality, or procure goods and services at higher prices.

Management Response:

A revised procurement policy has been implemented and approved by the Directors, the same includes a built-in authority matrix which is being followed through a completely automated system. Purchase requisition, purchase order and receipt of material are recorded in the ERP module and bills linked to such purchase order are marked and approved as per the authority matrix. However, the new online system experienced some teething troubles which have since been rectified.

b) The company's internal financial controls in respect of obtaining periodic balance confirmation and preparation of reconciliation of receivables/payables were not operating effectively during the year, which may result in unwarranted disputes and over/ understatement of party balances.

Management Response:

The company is following the Pareto principle of getting balance confirmations and reconciling accounts from those vendors / customers who account for the bulk of the business. This typically used to be an annual exercise, which has since been migrated to a quarterly progress. The company will work towards automating this process over the course of this financial year.

c) In case of one of its subsidiaries, Kestone Integrated Marketing Services Private Limited, Comprehensive procurement policies for purchase of goods and services have not been documented, which could potentially result in the aforesaid Company procuring unnecessary goods and services, or procuring goods of lower quality, or procure goods and services at higher prices.

Management Response:

A separate procurement policy is used by Kestone Integrated Management Services Private Limited for goods and services. For services, quotations are taken from empanelled vendors before selection, and this is done by the relevant divisional head with the approval of the President. For goods, procurement is primarily done in the events management business. A budget is defined for every event within the APEX ERP and any spends are done within said budget.

16. Public Deposits

Your Company has not invited or accepted any deposits from the public/members and there are no outstanding deposits as on March 31, 2019.

17. Auditors and Auditors' Report

Re-appointment of Statutory Auditor

At the AGM held in the year 2014, M/s Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. – 103523W), was appointed as the Statutory Auditor of the Company for a term of five years, i.e. till the conclusion of the 23rd AGM to be held in the year 2019.

Looking at the provisions of the Companies Act, 2013, M/s. Haribhakti & Co. LLP, Chartered Accountants, is eligible to be re-appointed as the Statutory Auditor of the Company for a second and last term of 1 (One) year i.e. for the Financial Year 2019-20. Pursuant to the recommendation of the Audit Committee, and subject to the approval of the shareholders, the Board of Directors has, at its meeting held on May 29, 2019, re-appointed M/s. Haribhakti & Co. LLP, Chartered Accountants as the Statutory Auditor of the Company for the Financial Year 2019-20.

The Company has received written consent and a certificate from the Statutory Auditor stating that they satisfy the eligibility criteria provided under Section 141 of the Act read with the rules made thereunder and that the appointment, if approved by the members of the Company, shall be within the prescribed limits, and confirming that they are not disqualified for such appointment pursuant to the applicable provisions of the Act and the rules made thereunder.

M/s. Haribhakti & Co. LLP, Chartered Accountants, has confirmed that it has been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and it holds a valid certificate issued by the Peer Review Board of the ICAI.

In this respect, the Members are requested to approve the re-appointment of M/s Haribhakti & Co. LLP, Chartered Accountants, as the Statutory Auditor of the Company for a further term of 1 (One) year, to hold office from the conclusion of the 23rd Annual General Meeting until the conclusion of the 24th Annual General Meeting of the Company (to be held in the year 2020) and to fix their remuneration in this regard.

In this connection, the attention of the members is invited to item number 4 of the Notice convening the 23rd Annual General Meeting of the Company.

Fees paid/payable to Statutory Auditors

The Total Fee (Excluding other expenses and taxes, if any), for all services, paid /payable by CL Educate Limited and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part, for the Financial Year 2018-19, is mentioned below:

(₹ in Lacs)

S. No.	Particulars	CL Educate	Kestone	GKP	CL Media	CLEIS	CLIP
a.	Statutory Audit Fees	23.00	9.00	4.00	4.50	1.25	1.25
b.	Audit of Consolidated Financials	4.00	-	-	-	-	-
c.	Limited Review Fees (for three quarters)	18.00	-	-	-	-	-

d.	Other assignments Fees (Special Audit for the half year ended September 30, 2019)	-	4.00	1.75	1.75	0.50	-
	Total	**45.00**	**13.00**	**5.75**	**6.25**	**1.75**	**1.25**

Statutory Auditor's Report

The qualification contained in the Statutory Auditor's report/CARO Report and the management's response thereon, is given below:

Qualification on Consolidated Financial Statements:

a) Qualified Opinion

We refer to the qualification which is included by the other statutory auditor of ICE Gate Educational Institute Private Limited in the Basis of Qualification paragraph in their audit report: The Company has more than 10 employees on its roll as at March 31, 2019. However, the Company has not registered itself under the provisions of The Employees Provident Fund & Miscellaneous Provisions Act, 1952 and The Employees State Insurance Act, 1948. The impact of such non-compliance, if any, is not ascertainable.

Management Response:

This was on account of the Company adding additional employees late in the Financial Year which took it over the registration threshold. The above matter has been subsequently rectified and company has obtained relevant registrations under EPF & Miscellaneous Provisions Act 1952 and The Employee State Insurance Act, 1948.

b) CARO Qualification(s)

i. According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of loans granted by the Company to a parties covered in the register maintained under Section 189 of the Act, (total loan amount granted Rs. 12.13 Lacs and balance outstanding as at balance sheet date Rs.542.43 Lacs) are prejudicial to the Company's interest on account of the fact that the Company is not charging any interest on such loan.

ii. According to the information and explanations given to us in respect of loans, investments, guarantees, and securities, the Company has complied with the provisions of Section 185 and 186 of the Act, except for the details given below:

(₹ in Lacs)

Nature of Non-Compliance	Name of company/party	Amount Involved	Balance as at March 31, 2019
Interest is not charged on loan	Career Launcher Education Foundation	12.13	542.43

Management Response:

In view of there being no current operations of CLEF (one Party), the loan amount remained dormant during this Financial Year and, for the interest of CL, the outstanding loan amount has been guaranteed by our Promoter entity, Blakes Consulting Private Limited.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (LODR) Regulations, 2015 your Directors have on the recommendation of the Audit Committee appointed M/s. S. Anantha & Ved LLP, Company Secretaries, Mumbai (LLP IN: AAH-8229) as the Secretarial Auditor of the Company for the Financial Year 2018-19 and 2019-20. The Secretarial Audit Report for the Financial Year 2018-19 issued by the Secretarial Auditor does not contain any qualification, reservation or adverse remark. The same is annexed as **Annexure II A**.

Secretarial Audit of Material Unlisted Subsidiaries:

The Secretarial Audit Report for the Company's material unlisted subsidiaries, i.e. Kestone Integrated Marketing Services Private Limited (Kestone) and Career Launcher Education Infrastructure and Services Limited (CLEIS), for the financial year ended March 31, 2019, has been issued by M/s. Jain D & Co., Company Secretaries, (C.P No.: 11434) and the same is annexed as **Annexure II B**.

Internal Auditor

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014, on the recommendation of the Audit Committee, Value Square Advisors Private Limited, Business Advisors and Chartered Accountants have been appointed by the Board of Directors to conduct internal audit for the Company.

Cost Auditor

Pursuant to the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 and the Notification dated December 31, 2014 issued by the Ministry of Corporate Affairs, your Company is required to get its cost records audited by a cost auditor.

Your Directors have on the recommendation of the Audit Committee appointed M/s. Sunny Chhabra & Co., Cost Accountants as the Cost Auditor of the Company. The Cost Audit Report 2018-19 issued by the Cost Auditor does not contain any qualification, observation or adverse remark. The same shall be placed before the members at the ensuing AGM.

On the recommendation of the Audit Committee, M/s. Sunny Chhabra & Co., Cost Accountants, has been appointed as the Cost Auditor of the Company for the Financial Year 2019-20 by the Board. The remuneration payable to the cost auditor is subject to ratification/approval by the members of the Company. Accordingly a resolution seeking members' ratification/ approval for the remuneration payable to the Cost auditor is included in the Notice convening the 23rd Annual General Meeting, along with the relevant details, including the proposed remuneration.

Reporting of fraud by Auditors

During the year under review no instance of fraud has been reported by the Statutory Auditor, Cost Auditor, Internal Auditor or the Secretarial Auditor.

18. Directors and Key Managerial Personnel

a. Appointments & Cessations during the Financial Year 2018-19:

i. Mr. Sridar Iyengar, Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from September 30, 2018.

ii. Mr. Girish Shivani was appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from September 30, 2018.

iii. Mr. Sudhir Bhargava, a Key Managerial Personnel of the Company resigned from the position of Chief Financial Officer on and with effect from October 13, 2018.

iv. Mr. Arjun Wadhwa was appointed as the Chief Financial Officer, a Key Managerial Personnel of the Company, on and with effect from October 15, 2018.

v. Mr. Gopal Jain, Non-Executive Non-Independent Director of the Company resigned from the Board of the Company on and with effect from November 02, 2018.

vi. Mr. Imran Jafar was appointed as an Additional (Non-Executive Non-Independent) Director on the Board of the Company on and with effect from November 02, 2018.

vii. Mr. Paresh Surendra Thakker, Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from November 15, 2018.

b. Appointments & Cessations from the end of Financial Year i.e. March 31, 2019 till the date of this Report i.e. August 05, 2019:

Mr. Sushil Kumar Roongta, Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from July 26, 2019.

The Directors placed on record their appreciation for the valuable contribution made by Mr. Sridar Iyengar, Mr. Gopal Jain, Mr. Paresh Surendra Thakker and Mr. Sushil Kumar Roongta as Directors on the Board of the Company and by Mr. Sudhir Bhargava as the Chief Financial Officer of the Company, during their association with the Company.

c. Retirement by Rotation:

Mr. Satya Narayanan R (DIN: 00307326), Chairman and Executive Director, retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment. A resolution seeking members' approval to the appointment of Mr. Satya Narayanan R has been incorporated in the notice convening the 23rd Annual General Meeting (AGM 2019) of the Company.

d. Proposed Re-appointments at the ensuing AGM:

i. Mr. Girish Shivani who was appointed as an Additional (Non-Executive Independent) Director by the Board of Directors of the Company holds office till the date of the ensuing AGM, unless appointed thereat. The proposal to appoint Mr. Girish Shivani as a Non-Executive Independent Director forms part of the Notice of the AGM 2019.

ii. Mr. Imran Jafar who was appointed as an Additional (Non-Executive Non Independent) Director by the Board of Directors of the Company, holds office till the date of the ensuing AGM, unless appointed thereat. The proposal to appoint Mr. Imran Jafar as a Non-Executive Non Independent Director forms part of the Notice of the AGM 2019.

iii. The First Term of 5 years of Mr. Viraj Tyagi as an Independent Director expires on September 04, 2019. On the recommendation of the NRC Committee, the Board has approved the re-appointment of Mr. Viraj Tyagi as an Independent Director for a 2nd term of 5 years, commencing from September 05, 2019 up to September 04, 2024. The proposal to re-appoint Mr. Viraj Tyagi forms part of the Notice AGM 2019.

iv. At the Annual General Meeting of the Company held on September 21, 2016, the members of the Company had approved the appointments of, and the overall maximum managerial remuneration payable to Mr. Satya Narayanan R, Mr. Gautam Puri, and Mr. Nikhil Mahajan as Executive Directors of the Company for a period of 3 years i.e. from April 01, 2017 to March 31, 2020.

   On the recommendation of the NRC Committee, and subject to the approval of the members, the Board has approved the re-appointment of Mr. Satya Narayanan R, Mr. Gautam Puri, and Mr. Nikhil Mahajan as the Executive Directors of the Company, for a further period of 3 (three) years beginning April 01, 2020 till March 31, 2023, as well as the overall maximum remuneration that may be paid to them for these 3 years. The proposal seeking approval of the shareholders to the same forms part of the Notice AGM 2019.

In the opinion of the Board, Mr. Girish Shivani, Mr. Viraj Tyagi, Mr. Imran Jafar, Mr. Satya Narayanan R, Mr. Gautam Puri and Mr. Nikhil Mahajan possess the requisite qualifications and experience, to enable them to contribute effectively to the growth of the Company. Hence the Board recommends their appointment/re-appointment.

e. Declaration by Independent Directors

Pursuant to sub-section (7) of Section 149 of the Act, the Company has received declaration from the Independent Directors that they meet the criteria of independence laid down in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015, and that there was no change in their status as Independent Directors during the Financial Year 2018-19.

A brief profile of each Independent Director on Board of the Company, along with the terms and conditions of appointment of Independent Directors are available on the website of the Company at the web link http://www.cleducate.com/advisory-board.html and http://www.cleducate.com/policies/Draft-Appointment-Letter.pdf.

f. Separate Meeting of Independent Directors

Pursuant to the requirements of Schedule IV of the Act, during the Financial Year 2018-19, the Independent Directors of the Company met separately on January 31, 2019, to inter-alia;

a. Review the performance of Non-Independent Directors and the Board as a whole;

b. Review the performance of the Chairperson of the Company; and

c. Assess the quality, quantity and timeliness of flow of information between the Company, Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

g. Disclosure of Interest in other concerns

The Company has received the Annual disclosure(s) from all the Directors, disclosing their Directorship/Interest in other concerns in the prescribed format, for the Financial Years 2018-19 and 2019-20.

The Company has received confirmation from all the Directors that as on March 31, 2019, none of the Directors were disqualified to act as Directors by virtue of the provisions of Section 164(2) of the Act, or were debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

h. Details of Board & Committee Meetings held during the Financial Year 2018-19

The Board of Directors of the Company met 8 (Eight) times during the Financial Year under review. The details of the meetings of the Board including those of its Committees and of the Independent Directors are given in the Report on the Corporate Governance forming part of this Annual Report.

i. Annual Evaluation by the Board

The Nomination, Remuneration and Compensation Committee (NRC Committee) and the Board has adopted a methodology for performance evaluation of the Board, committees, independent directors and non- independent directors of the Company, which includes criteria, manner and process for performance evaluation. Criteria in this respect includes; the Board composition and structure, effectiveness of board processes, information and functioning, contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

Evaluation of Performance of the Board, its committees, every director and Chairperson, for the Financial Year 2018-19 has been done as per the adopted methodology which includes review, discussion and feedback from directors.

j. Key Managerial Personnel

As on March 31, 2019, the following persons were the designated Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the rules made thereunder:

a. Mr. Satya Narayanan R, Chairman & Executive Director,

b. Mr. Gautam Puri, Vice Chairman & Managing Director,

c. Mr. Nikhil Mahajan, Executive Director and Group CEO Enterprise Business,

d. Ms. Rachna Sharma, Company Secretary and Compliance Officer, and

e. Mr. Arjun Wadhwa, Chief Financial Officer (with effect from October 15, 2018).

19. Composition of Audit Committee

Audit Committee of the Board is duly constituted in accordance with the provisions of Section 177 (8) of the Act read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015. The details of its composition, powers, functions, meetings held during the Financial Year 2018-19 etc. are given in the Report on Corporate Governance forming part of this Annual Report. All recommendations of the Audit Committee were accepted by the Board during the Financial Year 2018-19.

20.Vigil Mechanism / Whistle Blower Policy

Your Company has established a Vigil Mechanism/ Whistle Blower Policy in compliance with the provisions of Section 177(9) and (10) of the Act, read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015 and Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations 2015 to enable stakeholders (including Directors, Employees, retainers, franchisees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or instances of leak of unpublished price sensitive information. The Policy provides adequate safeguards against victimization of Director(s)/ employee(s) and provides for direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any, reported under this Policy are to be appropriately and expeditiously investigated by the Ethics Committee. Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the Financial Year under review. The Vigil Mechanism/ Whistle Blower Policy is available on the website of the Company at the web link http://www.cleducate.com/policies/Vigil_Mechanism_Policy_CLEducate.pdf.

21.Corporate Social Responsibility

Pursuant to Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company has constituted a Corporate Social Responsibility Committee (the "CSR Committee"). The Composition and the terms of reference of the CSR Committee are provided in the Report on Corporate Governance forming part of this Annual Report. The CSR Policy is available on the website of the Company at the web link http://www.cleducate.com/policies/CL%20Educate%20Limited_CSR%20Policy.pdf.

CSR Funds (Past & Present):

Particulars	Amount (₹ in Lacs)
CSR Funds required to be spent during Financial Year 2018-19	**7.10**
Accumulated CSR Funds since the date of applicability of CSR provisions on the Company:	**53.41**
CSR amount spent in the Financial Year 2018-19	21.20
CSR Amount pending to be spent (on a cumulative basis) (as on March 31, 2019)	32.21

The Company spent the CSR amount directly, without any external agency involved.

During the Financial Year 2018-19, the CSR spend of the Company was more than the amount due to be spent, calculated as per the provisions of Section 135 of the Companies Act, 2013.

Further projects are being undertaken by the Company to spend the allocated funds in line with the policy approved by the CSR Committee.

The Annual report on CSR Activities is annexed as **Annexure- III**.

22.Risk Management Policy

Although there was no mandatory requirement of having a Risk Management Committee in the Company, (applicable to top 500 listed entities, determined on the basis of market capitalisation, as at the end of the immediate previous Financial Year) however the Company has voluntarily constituted an Internal Risk Management Committee to identify and assess the key risk areas, oversee the risk mitigation strategies and implementation thereof.

The Risk Management Committee has been dissloved with effect from August 05, 2019.

23.Directors' Nomination and Remuneration

The Nomination Remuneration and Compensation Committee (NRC Committee) of the Company formulates the criteria for determining qualifications, positive attributes and independence of a director, and recommends to the Board the criteria for determining the remuneration for the Directors, key managerial personnel and/or other senior level employees of the Company.

The process of determining the Remuneration of the Directors is initiated with the general body of shareholders approving the overall maximum managerial remuneration that may be paid to the Directors, generally over a period of 3 years. Within this overall limit, the actual payout is decided by the Board, on the specific recommendation of the NRC Committee (comprising of all Non-Executive Directors, with majority of them being independent), while keeping the provisions of the Companies Act, 2013 in mind.

Details of the Remuneration Recommended by NRC Committee for the Financial Year 2018-19:

(₹ in Lacs)

S. No.	Executive Director	Fixed Compensation	Variable Compensation	Total Compensation
1	Mr. Satya Narayanan R	81.90	41.00	122.90
2	Mr. Gautam Puri	81.90	41.00	122.90
3	Mr. Nikhil Mahajan	79.70	39.70	119.40

Details of the Remuneration paid/payable to Executive Directors for the Financial Year 2018-19:

(₹ in Lacs)

S. No.	Executive Director	Fixed Compensation	Variable Compensation[1]	Total Compensation[3]
1	Mr. Satya Narayanan R	74.63	41.00	115.63
2	Mr. Gautam Puri	70.91	41.00	111.91
3	Mr. Nikhil Mahajan[2]	76.79[2]	39.70	116.49

[1]Variable part of compensation pertaining to FY 2018-19 shall be paid to the Directors in the Financial Year 2019-20.

[2]Includes an amount equivalent to 120,000 AED that is the remuneration payable to Mr. Nikhil Mahajan out of Company's Dubai business operations. Out of this, an amount equivalent to 90,000 AED (9 months' compensation) was paid to Mr. Nikhil Mahajan during the Financial Year 2018-19. The remaining amount (equivalent to 30,000 AED, pertaining to 3 months' compensation) shall be paid to him during the financial year 2019-20.

[3] Includes Variable part of compensation pertaining to Financial Year 2018-19, that shall be paid to the Directors in the Financial Year 2019-20.

Commission payable to Non-Executive Directors for the Financial Year 2018-19:

(₹ in Lacs)

S. No.	Non-Executive Independent Directors	Commission 2018-19	
		Recommended (% of Net Profits)	Amount to be Paid (on a pro-rata basis)
1	Mr. Girish Shivani[1]	0.15% of the net profits	0.95
2	Mr. Viraj Tyagi	0.15% of the net profits	1.89
3	Ms. Madhumita Ganguli	0.15% of the net profits	1.89
4	Mr. Sridar Iyengar[2]	0.25% of the net profits	1.57
5	Mr. Paresh Thakker[3]	0.15% of the net profits	1.18
6	Mr. Sushil Kumar Roongta[4]	0.15% of the net profits	1.89

[1]Mr. Girish Shivani was appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect September 30, 2018.

[2]Mr. Sridar Iyengar, Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from September 30, 2018 and he has waived off his commission payment (as well as sitting fee) for the Financial Year 2018-19.

[3]Mr. Paresh Surendra Thakker, Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from November 15, 2018 and he has waived off all monetary benefits (commission as well as sitting fee) arising from CL Educate Limited.

[4]Mr. Sushil Kumar Roongta, Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from July 26, 2019.

The Remuneration policy (Recommendation report of NRC Committee for the Financial Year 2018-19) is available on the website of the Company at the web link http://www.cleducate.com/policies/recommendation-report-of-nrc-committee-2018-19.pdf. Salient features of the process of determination of the Remuneration of Directors are mentioned below:

i. Approval of the Shareholders:

The general body of shareholders approves the overall maximum managerial remuneration that may be paid to the Directors (Executive as well as Non-Executive), generally over a period of 3 years.

ii. Recommendation to the Board by the NRC Committee:

Within the overall limit approved by the shareholders, the remuneration payable for a particular year is recommended by the NRC Committee (comprising of all non-executive Directors, with majority of them being independent) to the Board, taking into account the following key considerations:

a. For Executive Directors:

i) The provisions of Companies Act, 2013 and any other law for the time being in force relating to Companies;

ii) Market factors;

iii) The executive and operational responsibilities carried out by the Directors for the Company;

iv) Market salary of people with similar background/educational qualification/ experience, to ensure that Directors receive a fair compensation and there is "headroom" to pay competitive salaries to the Director's direct reports and for attracting new talent in the Company;

v) Compensation trends for the past years; and

vi) Inflation index;

The NRC Committee recommends the split between fixed and variable salaries payable to the Executive Directors of the Company for any Financial Year.

For calculating the variable compensation to be actually paid to the Executive Directors for any Financial Year, NRC Committee considers the % achievement vs. budget on two metrics- Total Revenue and Total EBIDTA, giving equal weightage (50% each) to the two metrics, according to a pre-decided formula. Audited results are used for all actual performance metrics. If audited results are not available then latest interim results are used.

b. For Non-Executive Directors:

i) The provisions of Companies Act, 2013 and any other law for the time being in force relating to Companies;

ii) Number of meetings attended by the director during the year,

iii) Contribution to the Board and Committees and

iv) Participation in the Board matters.

iii. Approval by the Board:

Based on the recommendation of the NRC Committee, the Board approves the remuneration, in whatever form, payable to the Directors for the year.

iv. Ensuring Compliance with the Companies Act, 2013

At the year end, the Remuneration paid/payable during/for the year is checked against the provisional profitability position of the Company, in order to comply with the relevant provisions of the Companies Act, 2013 and the Rules made thereunder.

24. Particulars of Employees

People are our most valuable asset and your Company places the engagement, development and retention of talent as its highest priority, to enable achievement of organizational vision.

The relevant information required to be provided under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given in **Annexure - IV**.

The relevant information required to be provided under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, is given in **Annexure - V**.

25. Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace

The Company has a policy against sexual harassment at workplace and has constituted Internal Complaints Committee and complied with provisions in this respect as applicable under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. There was no complaint received from any employee during the year, nor is any complaint pending or outstanding for redressal as on March 31, 2019.

The Company's Policy on sexual harassment at workplace is available on the website of the Company at the web link http://www.cleducate.com/policies/Policy-against-Sexual-Harassment.pdf.

26. Particulars of Loans, Guarantees and Investments

Details of loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

27. Particulars of Contracts or Arrangements with Related Parties

All arrangements or transactions entered by the Company with Related Parties during the Financial Year 2018-19 were in the Ordinary Course of Business and on an Arm's Length pricing basis. All Related party transactions are placed for approval before the Audit Committee and are brought to the notice of the Board on a periodic basis.

During the year under review, the Company has not entered into any contracts/arrangements/transactions with related parties which could be considered as material in accordance with the policy of the Company on material related party transactions or under Section 188(1) of the Act. Accordingly, there are no particulars to report in Form AOC-2.

Details of the Related Party Transactions, as required under Listing Regulations and the relevant Accounting Standards are given in note no. 45 to the Standalone Financial Statements.

The Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions is available on the website of the Company at the web link http://www.cleducate.com/policies/RPT_Policy_CLEdcuate.pdf.

28. Extract of Annual Return

Pursuant to Section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in prescribed Form MGT-9 is attached as Annexure - VI to this Report.

The extract of Annual Return is also available on the website of the Company at the web link http://www.cleducate.com / pdf/agm/2019/CL-Educate-MGT-9_Extract-of-Annual-Report_2018-19.pdf.

29. Details of the Amended and Restated CL ESOP Plan 2014 (Formerly known as CL ESOP Plan 2008)

The Company's ESOP Plan - Career Launcher Employee Stock Options Plan 2014 ("CL ESOP Plan 2014" or "ESOP Scheme") is administered and monitored by the Nomination, Remuneration & Compensation Committee of the Board.

During the Financial Year 2018-19;

- The Company renewed its ESOP Scheme for a period of 3 years, i.e. from September 05, 2018 to September 04, 2021;

- No fresh grants were made under the ESOP Scheme; and
- No material change was made to the ESOP Scheme.

The Scheme is in compliance with the SEBI (Share Based Employees Benefits) Regulations, 2014. A certificate from the Statutory Auditor of the Company with regard to the implementation of the CL ESOP Plan 2014 being in line with the SEBI (Share Based Employees Benefits) Regulations, 2014 would be placed at the ensuing Annual General Meeting.

The details as required to be disclosed under the Act and SEBI (Share Based Employee Benefits) Regulations, 2014 are available at the website of the Company at the following web link http://www.cleducate.com/policies/CL-Educate-ESOP-Disclosure-for-year-ended-31-03-2019.pdf.

30. Disclosure of Energy conservation, Technology Absorption & Foreign Exchange Earnings & Outgo

The Company does not carry any manufacturing activity. However, wherever possible and feasible, continuous efforts have been made for conservation of energy and to minimize energy costs and to upgrade the technology with a view to increase the efficiency and to reduce cost of operations.

At CL, our aim is to transform the way students learn. With the advent of artificial intelligence and industry 4.0 technologies which promise to transform our everyday lives, it becomes imperative for us to utilize them to significantly impact learning outcomes.

In this pursuit of transforming the way our students learn every year, we developed our AI-enabled platform christened as Aspiration.ai. This platform brings together various intuitive features that come together to make this a truly smart experience.

1. **CAT Percentile Predictor (CAT PP):** Take, for example, the CAT percentile predictor which has, over the years, correctly predicted the CAT percentiles of many students up to the second digit after the decimal point. CAT PP works on a model that takes into account a student's performance in the mocks. That coupled with the database of students we have accumulated over the years gives the model the desired accuracy.

2. **IIM Profilizer:** It is one of our most important efforts to add value to the students' preparation. IIM Profilizer helps the students by giving them a true picture of which IIMs and B-schools can they really make it to and at what percentile. This is a tool that is AI-driven and has been patented by CL a few years ago and has continued to make students more focused in their preparation since then.

3. **Support Chatbot:** In order to improve the user experience and quick resolution of queries, a chatbot is deployed in our aspiration.ai dashboard. This is currently in its Beta state and, over the course of its existence, garnered a user-rating of 3.8/5 which is a result of continuous improvements in our technological systems.

4. **Identity Stitching:** With the help of a 3rd party tool, Snowplow, today we are able to stitch the user identity and the behavior coming in from various sources. The result of this is our DMP data which gives the complete and exact picture of the user journey on our digital property. It includes crucial things right from the user source up till the purchase and post-purchase stages.

5. **AI-driven Digital Marketing:** While the DMP data gives our marketing efforts a big boost, we utilize AI algorithms to deploy the outcomes of the user analysis. For example, we utilize the user experience (depicted through the Lead Score) to algorithmically decide which advertorial banner to show to the user on the website. This has taken our marketing to an extremely personalized level.

6. **Sales and Academic Nudges:** Basis the analysis of the user intent, we show our online e-store visitor relevant nudges. These nudges improve the users' confidence in the product. This is a result of our analysis of the user-intent so that relevant nudges can be shown to the audience.

These and other such efforts continue to serve students who are our paramount importance.

During the Financial Year under review, the Foreign Exchange earnings and outgo were as follows:

The foreign exchange earnings (on Standalone basis):

(₹ in Lacs)

Particulars	FY 2019	FY 2018
Test preparation training services	253.41	228.74
Sale of study material	419.06	288.02
Other income	11.56	4.54
Total	**684.03**	**521.30**

The foreign exchange outgo (on accrual basis) (on Standalone basis):

(₹ in Lacs)

Particulars	FY 2019	FY 2018
Travelling and conveyance	9.17	9.41
Bank charges	10.72	7.77
Rent	116.26	106.93
Salary and wages	75.52	259.45
Faculty expenses	84.58	61.91
Others	440.32	380.11
Total	**736.57**	**825.58**

31. Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI)

Your Company complies with the mandatory Secretarial Standards issued by the ICSI.

32. Statement of Deviation(s) or Variation(s), if any, in the Projected Utilization of Net Proceeds

The Audit Committee as well as the Board of Directors of the Company review and monitor the utilization of the Proceeds from the IPO on a quarterly basis at their respective quarterly meetings.

There has been no deviation in the use of the IPO proceeds from the objects stated in the Offer Document. Neither has there been any deviation between the actual expenditure and the projected utilisation of funds made by the Company in its Offer Document.

The statement indicating utilization of funds raised from the Company's Initial Public Offering (IPO), as on March 31, 2019 is given hereunder:

(₹ in Lacs)

Objects	Amount as per prospectus	Utilised till March 31, 2019
Repayment of loan taken by Career Launcher Infrastructure Private Limited (a stepdown subsidiary) from HDFC Limited	1,860.40	1,860.40
Meeting the working capital requirements of CL Educate and its subsidiaries namely Kestone Integrated Marketing Services Private Limited and GK Publications Private Limited	5,250.00	5,250.00
Funding acquisitions and other strategic initiatives	2,000.00	2,000.00
General corporate purposes	*1,010.25	1,010.25
Total	**10,120.65**	**10,120.65**

*Post Finalization of IPO Expenses

The details of utilisation against the IPO proceeds for Funding acquisition and other strategic initiatives is as below:

(₹ in Lacs)

Name of Companies	
Accendere Knowledge Management Services Private Limited	661.50
ICE Gate Educational Institute Private Limited	623.61
Indiacan Education Private Limited	300.00
Three Sixty One Degree Minds Consulting Private Limited (361 DM)	414.89
Total	**2000.00**

The Company has fully utilised the IPO proceeds against objects stated in the Offer document, without there being any deviation between the actual expenditure and the projected utilisation of funds made by it in its Offer Document.

The aforesaid statement, as reviewed by the Audit Committee and the Board of Directors of the Company, is also available on the website of the Company at the web link http://www.cleducate.com/pdf/Statement-of-Utilisation-of-IPO-Proceeds-as-on-March-31-2019.pdf..

33. Directors' Responsibility Statement

To the best of our knowledge and belief and according to the information and explanations obtained by us, the Board of Directors make the following statements in terms of Section 134(3)(c) of the Act:

a. in the preparation of the Annual Accounts for the Financial Year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the Financial Year ended March 31, 2019 and of the Profits of the Company for that period;

c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the Directors have prepared the Annual Financial Statements/Annual Accounts on a 'going concern' basis;

e. the Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and are operating effectively; and

f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

34. Acknowledgement

Your Directors take this opportunity to thank the Company's customers, shareholders, vendors and bankers for their support and look forward to their continued support in the future.

Your Directors also place on record their appreciation for the excellent contribution made by all employees who are committed to strong work ethics, excellence in performance and commendable teamwork and have thrived in a challenging environment.

For and on behalf of Board of Directors of
CL Educate Limited

sd/-
Gautam Puri
Vice Chairman & MD
DIN: 00033548
Address: R-90, Greater Kailash-I,
New Delhi – 110 048

sd/-
Nikhil Mahajan
Executive Director & Group CEO Enterprise Business
DIN: 00033404
Address: House No. 457, Sector – 30,
Faridabad - 121 003, Haryana

Place: New Delhi
Date: August 05, 2019

Annexures to Board's Report 2019

Annexure I

Form AOC – I Features of Financial Statement of Subsidiaries

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

PART "A": Subsidiaries

(₹ in Lacs)

S. No.	Particulars	1	2		3		4	5	6	7	8	9
1	Name of the Subsidiary	Kestone Integrated Marketing Services Private Limited	Kestone CL Asia Hub Pte. Ltd., Singapore[1]		Kestone CL US Limited[2]		G K Publications Private Limited	CL Media Private Limited	Accendere Knowledge Management Services Private Limited	Career Launcher Education Infrastructure and Services Limited	Career Launcher Infrastructure Private Limited[3]	ICE Gate Educational Institute Private Limited
2	Financial Period Ended	31.03.2019	31.03.2019		31.03.2019		31.03.2019	31.03.2019	31.03.2019	31.03.2019	31.03.2019	31.03.2019
3	Reporting Currency and Exchange Rate	INR	SGD	INR	USD	INR	INR	INR	INR	INR	INR	INR
4	Share Capital (Nos. of Equity & Preference shares) (In No.)	1,000,000	514,001	514,001	1,000,000	1,000,000	190,000	10,000	12,000	9,447,606	248,468	10,000
5	Reserves & Surplus	3,471.93	(2.73)	(130.53)	(0.17)	(11.82)	(510.40)	5,371.16	17.10	7,403.50	2,002.13	30.28
6	Total Assets	8,917.10	9.78	495.99	0.20	13.81	4,166.38	7,590.26	238.26	10,379.33	4,386.78	753.83
7	Total Liabilities	5,345.17	7.37	373.82	0.36	24.96	4,657.78	2,218.10	219.96	2,031.07	2,374.80	722.55
8	Investments	255.07	0.01	0.70	-	-		-	-	8,132.71	-	-
9	Turnover	11,976.17	12.39	622.00	0.28	19.10	1,488.14	4,597.86	382.39	250.79	34.61	1,236.20
10	Profit / (Loss) Before Taxation (PBT)	404.85	1.16	54.97	(0.17)	(11.82)	(256.04)	1,115.63	93.58	(72.73)	29.27	6.01
11	Provisions for Taxation	124.22	-	-	-	-	(48.60)	337.62	23.80	21.64	-	(0.02)
12	Profit/ Loss from Discontinued operations	-	-	-			-	-	-	-	64.90	-
13	Tax expenses of Discontinued operations	-	-	-			-	-	-	-	-	-
14	Profit for the Year from discontinuing operations	-	-	-			-	-	-	-	64.90	-
15	Profit / (Loss) After Taxation (PAT)	280.63	1.16	54.97	(0.17)	(11.82)	(207.44)	778.01	69.78	(94.37)	94.17	6.03
16	Dividend	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
17	% of share Holding	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	50.70%

[1]Wholly owned subsidiary of Kestone Integrated Marketing Services Private Limited.
[2] Subsidiary of Kestone CL Asia Hub Pte. Ltd.
[3]Wholly owned subsidiary of Career Launcher Education Infrastructure and Services Limited

Notes:

1. Names of subsidiaries which are yet to commence operations: None
2. Names of subsidiaries which have been liquidated or sold during the year: None

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

NAME OF THE ASSOCIATES/JOINT VENTURES	Threesixtyone Degree Minds Consulting Private Limited		B&S Strategy Services Private Limited
1. Latest audited Balance Sheet Date	March 31, 2019		March 31, 2019
2. Shares of Associate / Joint Ventures held by the Company on the year end	March 31, 2019		March 31, 2019
No.	909 Equity shares	5,00,000 5% Compulsorily Convertible Preference Shares (CCPS)	8,817 Equity shares
Amount of Investment in Associate/ Joint Venture	₹ 49,99,500/-	₹ 5,00,00,000/-	₹ 474,473,992/-
Extend of Holding %	4.41%	80.65%	44.18%
3. Description of how there is significant influence	361DM is an Associate Company of CL Educate. CL has representation on the board of 361DM and it also participates in all significant financial and operating decisions.		The Company through its Wholly Owned Subsidiary Company, Career Launcher Education Infrastructure and Services Limited (CLEIS) held 44.18% of the voting rights in B&S Strategy Services Private Limited ("B&S or Eduvisors").
4. Reason why the associate/joint Venture is not consolidated	NA		NA
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	₹ 37.28 Lacs		₹ 2,227.38 Lacs
6. Profit / Loss for the year	₹ 35.03 Lacs – Profit for the year ₹ 53.10 Lacs – Profit after period of acquisition ₹ 2.35 Lacs – Groups Share in Profit		₹ 6.85 Lacs – Profit for the year ₹ 20.66 Lacs Profit after period of acquisition ₹ 9.02 Lacs – Groups Share in profit
i. Considered in Consolidation	Yes		Yes
ii. Not Considered in Consolidation	NA		NA

Notes:

1. Names of associates or joint ventures which are yet to commence operations: None
2. Names of associates or joint ventures which have been liquidated or sold during the year: None

For and on behalf of Board of Directors of
CL Educate Limited

sd/-	sd/-	sd/-	sd/-
Satya Narayanan R	**Nikhil Mahajan**	**Rachna Sharma**	**Arjun Wadhwa**
Chairman	Executive Director	Company Secretary	Chief Financial Officer
DIN: 00307326	DIN: 00033404	ICSI M. No.: A17780	

Place: New Delhi
Date : August 05, 2019

Annexure II A

Form No. MR-3
SECRETARIAL AUDIT REPORT
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

To
The Members
CL Educate Limited
A-45, First Floor
Mohan Co-operative Industrial Estate
New Delhi - 110044

We have conducted the Secretarial Audit of the Compliance of Applicable Statutory provisions and the adherence to good corporate practices by CL Educate Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the Corporate Conducts/Statutory Compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment; and

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable for the year under review);

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable for the year under review); and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable for the year under review).

(vi) There are no laws that are specifically applicable to the company based on their sector/industry except The Trade Marks Act, 1999.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India; and

(ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by the respective Department Heads / Company Secretary / CFO / KMP taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like labour laws, competition law, environmental laws and all other applicable laws, rules, regulations and guidelines. The Company has responded to compliance requirements, notices for demands, claims, penalties etc. levied, by statutory/regulatory authorities and initiated actions for corrective measures and compliance thereof.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, and Labour Law Compliances have not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that

Adequate notice is given to all directors to schedule the Board Meetings along with the agenda generally at least seven days in advance and detailed notes on agenda were sent well in advance before the meeting and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that during the audit period, the following is the major event carried out by the Company and complied with the necessary requirements:

a) Shifting of Registered office of the Company from the “National Capital Territory (NCT) of Delhi” to the “State of Haryana”;

b) Pursuant to the recommendations/approval of the Audit Committee and the Board of Directors of the Company, both dated November 27, 2018, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) for the proposed Amalgamation of 5 wholly owned subsidiary Companies of CL Educate Limited - Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited with CL Educate Limited. The scheme has been approved subsequently by the NSE & BSE. The Company is in the process of filing the first motion petition with the Honorable NCLT Chandigarh shortly.

We further report that during the year under review, there were no events viz.

i) Public/Right/Debenture/Sweat Equity Shares;

ii) Redemption/Buy-back of securities.

iii) Major decisions taken by the members pursuant to Section 180 of the Companies Act, 2013;

iv) Merger / amalgamation / reconstruction, etc., except the one mentioned above; and

v) Foreign technical collaborations; or such other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having any bearing on the Company's affairs.

For S. Anantha & Ved LLP
Company Secretaries

Sd/-
Ved Prakash
Designated Partner
ACS: 36837
CP No.: 16986

Place: Mumbai
Date: July 03, 2019

Note: This report should be read with letter of even date by the Secretarial Auditors.

Annexure

To
The Members
CL Educate Limited
A-45, First Floor,
Mohan Co-operative Industrial Estate,
New Delhi - 110044

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S. Anantha & Ved LLP
Company Secretaries

Sd/-
Ved Prakash
Designated Partner
ACS: 36837
CP No.: 16986

Place: Mumbai
Date: July 03, 2019

Annexure II B

FORM NO. MR 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31STMARCH, 2019
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Career Launcher Education Infrastructure And Services Limited
Reg Office:- Plot No. 9A, Sector-27A, Mathura Road
Faridabad Haryana 121003

I have conducted the Secretarial Audit of the compliance of all applicable statutory provisions and the adherence to good corporate practices by **Career Launcher Education Infrastructure And Services Limited** (hereinafter called 'the Company'). The Company is Material unlisted subsidiary of Listed Company (CL Educate Limited).

Based on my verification of the books, papers, minute books, forms and returns etc of **Career Launcher Education Infrastructure And Services Limited** filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives and going through them during the conduct of Secretarial Audit covering the financial year ended on 31st March, 2019, We hereby report that in our opinion, the Company has, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place, to the extent and in the manner and subject to the reporting made hereinafter. Other material Compliances are listed in Annexure A attached to this report.

I have examined the books, papers, minute books, registers, forms and returns filed and other records maintained by **Career Launcher Education Infrastructure And Services Limited** for the financial year ended on **31st March, 2019**, according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; To the extent applicable;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; To the extent applicable

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:- The Company is filing FLA timely.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') which may be complied to the extent applicable to the material subsidiary of listed Co. Most of the SEBI guidelines are not applicable to the Co. However, those are applicable to the Company, may be complied by the Company.

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,1992;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

   e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities)Regulations, 2008;

   f) The Securities and Exchange Board of India (Registrars to an Issue and Share TransferAgents) Regulations, 1993 regarding the Companies Act and dealing with client;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,2009; and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the followings:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the extent applicable to the Company;

I further report that;

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. The Changes made in the composition of the Board of Directors of the Company are as follows:

    a. Appointment of Mr. Girish Shivani as the Additional Non-executive Independent Director of the Company in the Board Meeting dated 6th October 2018.

    b. Re-Appointment of Mr. Gautam Puri and Mr. Sujit Bhattacharyya as Directors liable to retire by rotation in the Annual General Meeting dated 8th August 2018.

2. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

3. Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

4. The Auditors of the Company has submitted financial statement with statutory Auditor's report for the FY 2018-19. The Auditors has submitted their statements accordingly.

5. I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

6. **I further report that** during the audit period:

    Pursuant to the approval of the Board of Directors of the Company dated November 27, 2018, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") by CL Educate Limited, 100% holding company, for the proposed Amalgamation of Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited with CL Educate Limited. The scheme has been approved subsequently by the NSE & BSE. CL Educate Limited is in the process of filing the first motion petition with the Honorable NCLT Chandigarh shortly.

For Jain D & Co.
Company Secretaries

Sd/-
Deepak Jain
Proprietor
ACS – 24308;
CP No: 11434
Place: New Delhi
Date: July 26, 2019

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To

The Members
Career Launcher Education Infrastructure And Services Limited
Reg Office:- Plot No. 9A, Sector-27A, Mathura Road
Faridabad Haryana 121003

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, Regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Jain D & Co.**
Company Secretaries

Sd/-
Deepak Jain
Proprietor
ACS – 24308;
CP No: 11434

Place: New Delhi
Date: July 26, 2019

Annexure II B

FORM NO. MR 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31STMARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

Kestone Integrated Marketing Services Private Limited

Reg Office:- Plot No. 9A, Sector-27A, Mathura Road

Faridabad Haryana 121003

I have conducted the Secretarial Audit of the compliance of all applicable statutory provisions and the adherence to good corporate practices by **Kestone Integrated Marketing Services Private Limited** (hereinafter called 'the Company'). The Company is Material unlisted subsidiary of Listed Company (CL Educate Limited).

Based on my verification of the books, papers, minute books, forms and returns etc of **Kestone Integrated Marketing Services Private Limited** filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives and going through them during the conduct of Secretarial Audit covering the financial year ended on 31STMarch, 2019, We hereby report that in our opinion, the Company has, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place, to the extent and in the manner and subject to the reporting made hereinafter. Other material Compliances are listed in Annexure A attached to this report.

I have examined the books, papers, minute books, registers, forms and returns filed and other records maintained by **Kestone Integrated Marketing Services Private Limited** for the financial year ended on **31st March, 2019**, according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; To the extent applicable;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; To the extent applicable

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:- The Company is filing FLA timely.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') which may be complied to the extent applicable to the material subsidiary of listed Co. Most of the SEBI guidelines are not applicable to the Company under review. However, those are applicable to the Company, may be complied by the Company.

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,1992;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2009;

d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

f) The Securities and Exchange Board of India (Registrars to an Issue and Share TransferAgents) Regulations, 1993 regarding the Companies Act and dealing with client;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the followings:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, to the extent applicable to the Company;

I further report that;

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. The Changes made in the composition of the Board of Directors of the Company are as follows:

   a. Appointment of Mr. Girish Shivani as the Additional Non-executive Independent Director of the Company in the Board Meeting dated 6th October 2018.

   b. Re-Appointment of Mr. Gautam Puri as Directors liable to retire by rotation in the Annual General Meeting dated 8th August 2018.

2. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

3. Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

4. The Auditors of the Company has submitted financial statement with statutory Auditor's report for the FY 2018-19. The Auditors has submitted their statements accordingly.

5. I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

6. **I further report that** during the audit period:

Pursuant to the approval of the Board of Directors of the Company dated November 27, 2018, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") by CL Educate Limited, 100% holding company, for the proposed Amalgamation of Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited with CL Educate Limited. The scheme has been approved subsequently by the NSE & BSE. CL Educate Limited is in the process of filing the first motion petition with the Honorable NCLT Chandigarh shortly.

For Jain D & Co.

Company Secretaries

Sd/-
Deepak Jain
Proprietor
ACS – 24308;
CP No: 11434
Place: New Delhi
Date: July 26, 2019

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To

The Members
Kestone Integrated Marketing Services Private Limited
Reg Office:- Plot No. 9A, Sector-27A, Mathura Road
Faridabad Haryana 121003

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, Regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Jain D & Co.
Company Secretaries

Sd/-
Deepak Jain
Proprietor
ACS – 24308;
CP No: 11434

Place: New Delhi
Date: July 26, 2019

Annexure III

Annual Report on Corporate Social Responsibility (CSR) Activities for the Financial Year 2018-19

S. No.	Particulars	Remarks
1.	A Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and project or programs.	Pursuant to Section 135(1) of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014, the Board of Directors has constituted a CSR Committee. The Board has framed a CSR Policy in compliance with the provisions of Section 135 of the Companies Act, 2013. The said policy is placed on the website of the Company and is available on the web link:http://www.cleducate.com/policies/CL%20Educate%20Limited_CSR%20Policy.pdf. In line with its CSR Policy and in accordance with Schedule VII to the Act, the Company has identified the following key areas to undertake CSR projects: •Education •Skill & Livelihood Development •Sustainability & Environment •Research & Incubation
2.	The Composition of the CSR Committee.	Members of the committee are: a) Mr. Girish Shivani, Chairman (Additional (Non-Executive & Independent) Director), b) Mr. Satya Narayanan R, Member (Chairman & Whole time Director) and c) Mr. Gautam Puri, Member (Vice Chairman & Managing Director)
3.	Average net profit of the Company for last three financial years.	Rs. 3,55,18,200/-
4.	Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above).	Rs. 7,10,364/-
5.	Details of CSR spent during the financial year: a) Total amount spent for the financial year b) Amount unspent, if any; c) Manner in which the amount spent during the financial year is detailed below	 a) Rs. 21,20,000/- b) Nil c) Manner in which the amount is spent is detailed in the Table A below.

Table A

(Amount in ₹)

1	2	3	4	5	6	7	8
S. No.	**CSR Project or activity identified**	**Sector in which the project is covered**	**Projects or programmes (1) Local area or other (2) Specify the State and district where projects or programs was undertaken**	**Amount outlay (budget) project or program wise**	**Amount spent on the projects or programs Sub- heads (1) Direct expenditure on projects or programs (2) Overheads**	**Cumulative expenditure upto the Reporting period**	**Amount spent Direct or through implementing agency**
1.	Scholarship program under CL Educate Scholarship of Excellence in Academics (CLESEA)	Promoting Education	University of Kerala	1,80,000	1,05,000	1,05,000	Direct
2.	Sponsorship program / support to promote Swachh Bharat Abhiyan	Promotion of healthcare (including preventive healthcare) and sanitation	Delhi	1,00,000	1,00,000	1,00,000	Implementation
3.	Grants given for pursuing the promotion of research and innovation	Promoting of research and innovation	Faridabad, Haryana	19,15,000	19,15,000	19,15,000	Direct Implementation
	Total			**21,95,000**	**21,20,000**	**21,20,000**	

During the Financial Year 2018-19, the CSR spend of the Company was more than the amount due to be spent, calculated as per the provisions of Section 135 of the Companies Act, 2013. However, the Company has followed the practice of carrying forward the CSR funds remaining unspent in any particular year. On this basis, the cumulative amount that remained to be spent on CSR activities, as on March 31, 2019 was Rs. 32.21 Lacs. The Company intends to spend the said amount on the identified projects, over the coming years.

The Company has determined the CSR activities/projects in the areas of Education, Skill & Development, Sustainability & Environment, Research & Incubation etc. and the Company will continue to implement the same over coming years.

As a socially responsible person, the Company is committed to increase its CSR impact and spend over the coming years with the aim of playing a larger role in India's sustainable development, and thereby fulfilling its Corporate Social Responsibility.

The CSR Committee hereby confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and policy of the Company.

Girish Shivani
Additional (Non-Executive Independent) Director
Chairman – CSR Committee

Gautam Puri
Vice Chairman & Managing Director
Member – CSR Committee

Place : New Delhi
Dated : August 05, 2019

Annexure IV

Particulars of Employees and Related Disclosure

S. No.	Particulars	Remarks		
1.	**The ratio of the remuneration/commission of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the Financial Year 2018-19**	**Name of the Directors/KMP**	**Ratio to median remuneration**	**% increase in remuneration in the Financial Year 2018-19**
		Non-Executive Directors		
		Mr. Sridar Iyengar[1]	NA	Nil[2]
		Mr. Viraj Tyagi	0.38	Nil[2]
		Mr. Gopal Jain[3]	NA	NA
		Mr. Paresh Surendra Thakker[4]	NA	Nil[2]
		Ms. Madhumita Ganguli	0.38	Nil[2]
		Mr. Girish Shivani[5]	0.19	NA
		Mr. Imran Jafar[6]	NA	NA
		Mr. Sushil Kumar Roongta[7]	0.38	Nil[2]
		Executive Directors		
		Mr. Satya Narayanan R	23.45	Nil[2]
		Mr. Gautam Puri	22.69	Nil[2]
		Mr. Nikhil Mahajan	23.62	Nil[2]
		Chief Financial Officer		
		Mr. Sudhir Bhargava[8]	-	NA
		Mr. Arjun Wadhwa[9]	-	19.57%
		Company Secretary and Compliance Officer		
		Ms. Rachna Sharma	-	10.86%
2.	**The percentage increase in the median remuneration of employees in the Financial Year**	The percentage increase in the median remuneration of employees in the Financial Year as compared to the median remuneration of employees in the immediate preceding financial year was 5.86%. Median remuneration of employees in the year under review was Rs. 4.93 Lacs approx.		
3.	**The number of permanent employees on the rolls of Company**	As on March 31, 2019, there were 266 employees on the rolls of the Company.		
4.	**Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**	Average percentile increase in the salaries of employees other than the managerial personnel in the last financial year was approx. 9.2% whilst the percentile increase in the managerial remuneration was NIL. In case of managerial personnel, the percentile increase has been calculated on the basis of the remuneration approved by the NRC Committee and Board. There was no change in the salary approved by the NRC Committee and Board for the Financial Years 2017-18 and 2018-19. The salaries actually received by the managerial personnel during these years differ from the salaries approved by the NRC Committee/ Board, largely because the payout of the variable component of salary is dependent, inter alia, on the financial performance of the company during any particular year. As the Company incurred losses during the Financial Year 2017-18, the managerial personnel did not receive any variable component. However, they are eligible to receive the variable component pertaining to the Financial Year 2018-19, which shall be paid to them in the next Financial Year.		

5.	**Affirmation that the remuneration is as per the remuneration policy of the Company**	The Company affirms that the remuneration is as per the remuneration policy (Recommendation Report of NRC Committee) of the Company

[1]Mr. Sridar Iyengar, Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from September 30, 2018. He has waived off his commission payment (as well as sitting fee) for the Financial Year 2018-19.

[2]In case of directors, the percentage increase in remuneration has been calculated on the basis of the remuneration approved by the NRC Committee and Board. There was no change in the remuneration approved by the NRC Committee and Board for the Financial Years 2017-18 and 2018-19.

[3]Mr. Gopal Jain, Non-Executive Non-Independent Director of the Company resigned from the Board of the Company on and with effect from November 02, 2018.

[4]Mr. Paresh Surendra Thakker, Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from November 15, 2018. He has waived off all monetary benefits (commission as well as sitting fee) arising from CL Educate Limited.

[5]Mr. Girish Shivani was appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from September 30, 2018.

[6]Mr. Imran Jafar was appointed as an Additional (Non-Executive Non-Independent) Director on the Board of the Company on and with effect from November 02, 2018.

[7]Mr. Sushil Kumar Roongta, Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from July 26, 2019.

[8]Mr. Sudhir Bhargava resigned from the post of Chief Financial Officer, a Key Managerial Personnel of the Company on and with effect from October 13, 2018.

[9]Mr. Arjun Wadhwa was appointed as the Chief Financial Officer, a Key Managerial Personnel of the Company, on and with effect from October 15, 2018.

For and on behalf of Board of Directors of

CL Educate Limited

sd/-
Gautam Puri
Vice Chairman & MD
DIN: 00033548
Address: R-90, Greater Kailash-I,
New Delhi – 110 048

sd/-
Nikhil Mahajan
Executive Director & Group CEO Enterprise Business
DIN: 00033404
Address: House No.457, Sector–30,
Faridabad - 121 003, Haryana

Place: New Delhi
Date: August 05, 2019

Annexure V:

Information as per Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Top 10 employees in terms of remuneration during the financial year 2018-19

(₹ in Lacs)

S. No.	Name of the Employee	Designation	Remuneration applicable for the Financial Year 2018-19	Nature of employment	Educational Qualification	Experience (in years)	Date of Joining	Age	Previous employment	Equity holding in the Company as on March 31, 2019	Name of director or manager who is the relative of Employee
1	Nikhil Mahajan[1 & 2]	Executive Director and Group CEO Enterprise Business	116.49	Whole Time Employee	B.Tech (Elect.), IIT-BHU, PGDM, IIM (Bangalore)	20	28.12.1998	48	AF Ferguson and Modipon Ltd.	29,817	None
2	Satya Narayanan R[2]	Chairman and Whole-Time Director	115.63	Whole Time Employee	B.Sc (Computer Science), St. Stephen's College- DU, PGDM, IIM (Bangalore)	21	25.04.1996 (Since Incorporation)	49	Ranbaxy Laboratories Limited	22,80,579	None
3	Gautam Puri[2]	Vice Chairman and Managing Director	111.91	Whole Time Employee	B.E. (Chem.), Punjab Engineering College, Chandigarh, PGDB, IIM (Bangalore)	21	25.04.1996 (Since Incorporation)	54	Vam Organics Chemicals Limited	22,70,351	None
4	Arjun Wadhwa[3 & 4]	Chief Financial Officer	55.00	Whole Time Employee	B.Sc (H). Statistics- DU, Advanced Diploma Software Technology, PGPM (MDI)	17	12.04.2017	39	Goals for Souls	627	None

5	Sujit Bhattacharyya[2]	Chief Digital Officer	50.62	Whole Time Employee	B.Tech (Elect.) IIT Kharagpur, PGDM, IIM (Bangalore)	17	01.04.2015	52	Wipro and Dharma Systems	2,03,062	None
6	Akkapeddi Ramakrishna Satyasrinivas[4]	President - BD	51.00	Whole Time Employee	B.E (E & C)- Osmania Unv, MBA, IIM (Calcutta)	20	21.07.2017	45	Vistamind Education Pvt Ltd	40	None
7	Himanshu Jain[4]	President & Chief Operating Officer - Network	46.79	Whole Time Employee	B.Com, DU	20	28.09.2011	46	KarROX Technologies Ltd, iProf Learning Solutions India Ltd, Sri Sidharth Industries and STG International Ltd	596	None
8	Gopalakrishnan Rengan	President - Marketing	45.00	Whole Time Employee	B.Sc (Physics), Madurai Kamaraj University, PGDM, IIM (Bangalore)	24	11.12.2017	47	Walmart india Pvt Ltd	0	None
9	Sanjeev Srivastava[4]	President- EBG	37.50	Whole Time Employee	B.A. (Economics) DU, M.A. Sociology	22	01.10.2010	58	Allahabad Bank, Bank of Punjab, The Times Bank, HDFC Bank and Kotak Mahindra Bank	30,450	None
10	Ashish Bahri[4]	Senior Vice President- BD	37.30	Whole Time Employee	B.Com, DU & Dip. in Management (All India Management Association)	24	07.11.2014	45	NIIT Limited	0	None

[1] Includes an amount equivalent to 120,000 AED that is the remuneration payable to Mr. Nikhil Mahajan out of Company's Dubai business operations. Out of this, an amount equivalent to 90,000 AED (9 months' compensation) was paid to Mr. Nikhil Mahajan during the Financial Year 2018-19. The remaining amount (equivalent to 30,000 AED, pertaining to 3 months' compensation) shall be paid to him during the Financial Year 2019-20.
[2] It includes Variable part of compensation pertaining to Financial Year 2018-19, that shall be paid in the Financial Year 2019-20.
[3] Mr. Arjun Wadhwa was appointed as the Chief Financial Officer, a Key Managerial Personnel of the Company, on and with effect from October 15, 2018.
[4] It includes Variable part of compensation pertaining to Financial Year 2018-19, that has been paid to the employees in the Financial Year 2019-20.

For and on behalf of Board of Directors of CL Educate Limited

sd/-
Gautam Puri

Vice Chairman & MD
DIN: 00033548
Address: R-90, Greater Kailash-I,
New Delhi – 110 048

sd/-
Nikhil Mahajan

Executive Director & Group CEO Enterprise Business
DIN: 00033404
Address: House No. 457, Sector – 30,
Faridabad - 121 003, Haryana

Place: New Delhi

Date: August 05, 2019

Annexure VI

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on the Financial Year ended on 31.03.2019
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L74899HR1996PLC076897
2.	Registration Date	April 25, 1996
3.	Name of the Company	CL Educate Limited
4.	Category/Sub-category of the Company	Listed Public Limited Company / Limited by Shares
5.	Address of the Registered office & contact details Address of the Corporate/Head office & contact details	Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana-121003 Tel. No.: +91 129-2273242 A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi-110044 Tel. No.: +91 11 – 4128 1100, Fax No.: +91 11 - 4128 1101
6.	Whether listed company	Yes, Listed on BSE Limited & National Stock Exchange of India Limited.
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Fintech Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal , Hyderabad – 500 032, Telangana, India, Tel. No.: +91 (40) 6716 1562, Email Id: support@karvy.com Website: karisma.karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service*	% (approximately) to total turnover of the company
1	Education	8550 - Educational Support Services	100%

*As per National Industrial Classification 2008

III. PARTICULARS OF HOLDING /SUBSIDIARY AND ASSOCIATE COMPANIES (as on March 31, 2019)

S. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
1	Kestone Integrated Marketing Services Private Limited (Kestone India)	U73100HR1997PTC076900	Subsidiary	100.00%	2(87)(ii)
2	Kestone CL Asia Hub Pte. Ltd. (Singapore)	Registration Number : 200715067R	Indirect Subsidiary	100.00% by Kestone India	2(87)(ii)
3	Kestone CL US Limited	File Number : 6810719	Indirect Subsidiary	100.00% by Kestone CL Asia	2(87)(ii)
4	G. K. Publications Private Limited	U22110HR2001PTC076979	Subsidiary	100.00%	2(87)(ii)

5	CL Media Private Limited	U74300HR2008PTC077265	Subsidiary	100.00%	2(87)(ii)
6	Accendere Knowledge Management Services Private Limited	U74900HR2008PTC077200	Subsidiary	100.00%	2(87)(ii)
7	Career Launcher Education Infrastructure and Services Limited (CLEIS)	U70101HR2005PLC076899	Subsidiary	100.00%	2(87)(ii)
8	Career Launcher Infrastructure Private Limited	U45200DL2008PTC174240	Indirect Subsidiary	100.00% by CLEIS	2(87)(ii)
9	ICE Gate Educational Institute Private Limited	U80300GJ2015PTC084170	Subsidiary	50.70%	2(87)(ii)
10	Threesixtyone Degree Minds Consulting Private Limited	U74910TN2006PTC060463	Associate	4.41% Equity shares 80.65% CCPS	2(6)
11	B&S Strategy Services Private Limited	U80904HR2009PTC038966	Associate of CLEIS	44.18% Equity shares by CLEIS	2(6)

IV. SHARE HOLDING PATTERN (Equity & Preference Share Capital Breakup as percentage of Total Equity & Preference)

(i) (a) Category-wise Equity Share Holding

CATE-GORY CODE	CATEGORY OF SHARE HOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2018				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(A)	PROMOTER AND PROMOTER GROUP									
1	INDIAN									
(a)	Individual /HUF	5,516,801	0	5,516,801	38.94	5,542,573	0	5,542,573	39.13	0.18
(b)	Central Government/ State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	1,264,575	0	1,264,575	8.93	1,266,945	0	1,266,945	8.94	0.02
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1) :	**6,781,376**	**0**	**6,781,376**	**47.87**	**6,809,518**	**0**	**6,809,518**	**48.07**	**0.20**
2	FOREIGN									
(a)	Individuals (NRIs/ Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2) :	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
	Total A=A(1)+A(2)	**6,781,376**	**0**	**6,781,376**	**47.87**	**6,809,518**	**0**	**6,809,518**	**48.07**	**0.20**
(B)	**PUBLIC SHAREHOLDING**									

CATEGORY CODE	CATEGORY OF SHARE HOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2018				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
1	INSTITUTIONS									
(a)	Mutual Funds /UTI	1,735,387	0	1,735,387	12.25	1,870,193	0	1,870,193	13.20	0.95
(b)	Financial Institutions /Banks	1,599	0	1,599	0.01	0	0	0	0.00	-0.01
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	251,409	0	251,409	1.77	251,409	0	251,409	1.77	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	1,153,737	0	1,153,737	8.14	1,238,337	0	1,238,337	8.74	0.60
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1) :	**3,142,132**	**0**	**3,142,132**	**22.18**	**3,359,939**	**0**	**3,359,939**	**23.72**	**1.54**
2	**NON-INSTITUTIONS**									
(a)	Bodies Corporate	1,492,668	12,843	1,505,511	10.63	889,689	239	889,928	6.28	-4.35
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.1 lac	1,021,122	96,867	1,117,989	7.89	1,205,521	74,913	128,0434	9.04	1.15
	(ii) Individuals holding nominal share capital in excess of Rs.1 lac	550,328	79,156	629,484	4.44	791,566	0	791,566	5.59	1.14
(c)	Others									
	CLEARING MEMBERS	12,466	0	12,466	0.09	8,448	0	8,448	0.06	-0.03
	DIRECTORS	1,600	4,800	6,400	0.05	800	2,400	3,200	0.02	-0.02
	FOREIGN BODIES	946,473	0	946,473	6.68	946,473	0	946,473	6.68	0.00
	NBFC	68	0	68	0.00	0	0	0	0.00	0.00
	NON RESIDENT INDIANS	7,165	7,643	14,808	0.10	16,801	7,643	24,444	0.17	0.07
(d)	NRI NON-REPATRI ATION	8,971	0	8,971	0.06	51,728	0	51,728	0.37	0.30
	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2) :	4,040,861	201,309	4,242,170	29.95	3,911,026	85,195	3,996,221	28.21	-1.74
	Total B=B(1)+B(2) :	7,182,993	201,309	7,384,302	52.13	7,270,965	85,195	7,356,160	51.93	-0.20
	Total (A+B) :	13,964,369	201,309	14,165,678	100.00	14,080,483	85,195	14,165,678	100.00	0.00
(C)	**Shares held by custodians, against which**									
	Depository Receipts have been issued	0	0	0	0.00	0	0	0	0.00	0.00
1	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
2	Public	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A+B+C) :	13,964,369	201,309	14,165,678	100.00	14,080,483	85,195	14,165,678	100.00	

(i) (b) Category-wise Preference Share Holding

There is no preference shareholding of Company as on March 31, 2019.

(ii) Shareholding of Promoter-

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Mr. Satya Narayanan R	2,262,579	15.97	0.00	2,280,579	16.10	0.00	0.13
2	Mr. Gautam Puri	2,262,579	15.97	0.00	2,270,351	16.03	0.00	0.06
3	Mr. Sreenivasan .R	349,698	2.47	0.00	349,698	2.47	0.00	0.00
4	Mr. Shiva Kumar Ramachandran	349,698	2.47	0.00	349,698	2.47	0.00	0.00
5	Mr. Sujit Bhattacharyya	203,062	1.43	0.00	203,062	1.43	0.00	0.00
6	Mr. Nikhil Mahajan	29,817	0.21	0.00	29,817	0.21	0.00	0.00
7	Bilakes Consulting Private Limited	1,253,090	8.85	0.00	1,255,460	8.86	0.00	0.01

(iii) Change in Promoters' Shareholding (please specify, if there is no change):

S.No.	Particulars	Shareholding		Date	Increase / Decrease In Share Holding	Reason	Cumulative Shareholding During The Year	
		No. of shares at the beginning	% of total shares of the company				No. of shares	% of total shares of the company
1	Mr. Satya Narayanan R	2,262,579	15.97	02.04.2018	5,000	Purchase from open market	2,267,579	16.01
				10.04.2018	2,000		2,269,579	16.02
				19.04.2018	2,000		2,271,579	16.04
				25.07.2018	3,000		2,274,579	16.06
				03.10.2018	2,000		2,276,579	16.07
				05.11.2018	4,000		2,280,579	16.10
2	Mr. Gautam Puri	2,262,579	15.97	03.04.2018	3,126	Purchase from open market	2,265,705	15.99
				04.04.2018	2,000		2,267,705	16.01
				13.04.2018	553		2,268,258	16.01
				16.04.2018	1,659		2,269,917	16.02
				26.04.2018	434		2,270,351	16.03
3	Mr. Sreenivasan .R	349,698	2.47	-	-	-	349,698	2.47
4	Mr. Shiva Kumar Ramachandran	349,698	2.47	-	-	-	349,698	2.47
5	Mr. Sujit Bhattacharyya	203,062	1.43	-	-	-	203,062	1.43

6	Mr. Nikhil Mahajan	29,817	0.21	-	-	-	29,817	0.21
7	Bilakes Consulting Private Limited	1,253,090	8.85	03.01.2019	2,370	Off market Purchase	1,255,460	8.86

(iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

S.No	Particulars	Shareholding		Date	Increase / Decrease in Shareholding
		No. of shares at the beginning /end of the year	% of total shares of the company		
1	GPE (India) Ltd	946,473	6.68	01.04.2018	-
		946,473	6.68	31.03.2019	
2	Sundaram Mutual Fund A/C	787,229	5.56	01.04.2018	134,394
		921,623	6.51	31.03.2019	
3	Arjuna Fund Pte. Ltd	120,543	0.85	01.04.2018	589,237
		709,780	5.01	31.03.2019	
4	Housing Development Finance Corporation Limited	594,233	4.19	01.04.2018	-
		594,233	4.19	31.03.2019	
5	DSP Blackrock Small Cap Fund	521,692	3.68	01.04.2018	-
		521,692	3.68	31.03.2019	
6	Principal Trustee Company Pvt Ltd A/C Principal Mutual Fund	154,543	1.09	01.04.2018	272,335
		426,878	3.01	31.03.2019	
7	Gaja Trustee Company Private Limited	251,409	1.77	01.04.2018	-
		251,409	1.77	31.03.2019	
8	BNP Paribas Arbitrage	68,000	0.48	01.04.2018	179,800
		247,800	1.75	31.03.2019	
9	Madhavan Kunniyur	0	0.00	01.04.2018	225,504
		225,504	1.59	31.03.2019	
10	Ashoka Pte Ltd	534,515	3.77	01.04.2018	-346,058
		188,457	1.33	31.03.2019	

(v) Shareholding of Directors and Key Managerial Personnel (as on March 31, 2019):

S.No.	Particulars	Shareholding		Date	Increase / Decrease in Share holding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning /end of the year	% of total shares of the company				No. of shares at the beginning /end of the year	% of total shares of the company
1	Mr. Satya Narayanan R	2,262,579	15.97	01.04.2018	18,000	Purchase from open market	2,262,579	15.97
		2,280,579	16.10	31.03.2019			2,280,579	16.10
2	Mr. Gautam Puri	2,262,579	15.97	01.04.2018	7772	Purchase from open market	2,262,579	15.97
		2,270,351	16.03	31.03.2019			2,270,351	16.03
3	Mr. Nikhil Mahajan	29,817	0.21	01.04.2018	-	-	29,817	0.21
		29,817	0.21	31.03.2019			29,817	0.21
4	Mr. Viraj Tyagi	3,200	0.02	01.04.2018	-	-	3,200	0.02
		3,200	0.02	31.03.2019			3,200	0.02
5	Ms. Madhumita Ganguli	0	0.00	01.04.2018	-	-	0	0.00
		0	0.00	31.03.2019			0	0.00
6	Mr. Sushil Kumar Roongta	0	0.00	01.04.2018	-	-	0	0.00
		0	0.00	31.03.2019			0	0.00
7	Mr. Girish Shivani	NA	NA	01.04.2018	-	-	NA	NA
		0	0.00%	31.03.2019			0	0.00
8	Mr. Imran Jafar	NA	NA	01.04.2018	-	-	0	0.00
		0	0.00	31.03.2019			0	0.00
9	Mr. Arjun Wadhwa, CFO, KMP	627	0.00	01.04.2018	-	-	627	0.00
		627	0.00	31.03.2019			627	0.00
10	Ms. Rachna Sharma, Company Secretary, KMP	29	0.00	01.04.2018	-	-	29	0.00
		29	0.00	31.03.2019			29	0.00

Notes:

- *Mr. Girish Shivani was appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from September 30, 2018.*
- *Mr. Imran Jafar was appointed as an Additional (Non-Executive Non-Independent) Director on the Board of the Company on and with effect from November 02, 2018.*
- *Mr. Arjun Wadhwa was appointed as Chief Financial Officer, a Key Managerial Personnel of the Company on and with effect from October 15, 2018.*
- *Mr. Sushil Kumar Roongta, Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from July 26, 2019.*

V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(₹ in Lacs)

S. No.	Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
1	Indebtedness at the beginning of the Financial Year (01.04.2018)				
	i) Principal Amount	824.89	-	-	824.89
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	824.89	-	-	824.89
	Change in Indebtedness during the				
	Financial Year		-	-	
	* Addition	31.39	-	-	31.39
	* Reduction	(365.30)	-	-	(365.30)
	Net Change	(333.91)			(333.91)
2	Indebtedness at the end of the				
	Financial Year (31.03.2019)				
	i) Principal Amount	490.98	-	-	490.98
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	0.18	-	-	0.18
	Total (i+ii+iii)	**491.15**	**-**	**-**	**491.15**

The above details do not include the amount of OD limit of ₹ 3,041.45 Lacs availed by the Company as on March 31, 2019.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Lacs)

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Satya Narayanan R	Mr. Gautam Puri	Mr. Nikhil Mahajan	
1	Gross salary*				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	74.63	70.91	53.86	199.40
	(b) Value of perquisites u/s 17(2) Income- tax Act, 1961	0.40	0.40	0.40	1.20
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
-	- as % of profit	-	-	-	-
-	- others, please specify	-	-	-	-
5	Others[1]	-	-	22.78	22.78
6	Variable Compensation[2]	41.00	41.00	39.70	121.70
	Total (A) [3]	**116.03**	**112.31**	**116.74**	**345.08**

	Ceiling as per the Act	₹ 120.00 Lacs per person may be paid with the approval of the NRC Committee, Board and the members (by way of an Ordinary Resolution). Remuneration in excess of Rs. 120 Lacs per person may be paid if the resolution passed by the shareholders is a special resolution. (as per Part A of Section II of Schedule V of the Companies Act, 2013)

[1] *Includes an amount equivalent to 120,000 AED that is the remuneration payable to Mr. Nikhil Mahajan out of Company's Dubai business operations. Out of this, an amount equivalent to 90,000 AED (9 months' compensation) was paid to Mr. Nikhil Mahajan during the Financial Year 2018-19. The remaining amount (equivalent to 30,000 AED, pertaining to 3 months' compensation) shall be paid to him during the Financial Year 2019-20.*

[2] *Variable part of compensation pertaining to Financial Year 2018-19 shall be paid to the Directors in the Financial Year 2019-20.*

[3] *Includes Variable part of compensation pertaining to Financial Year 2018-19, that shall be paid to the Directors in the Financial Year 2019-20.*

B. Remuneration of other directors

(₹ in Lacs)

S. No.	Particulars of Remuneretion	Name of Directors								Total Amount
		Mr. Sridar Iyengar[1]	**Mr. Viraj Tyagi**	**Mr. Sushil Kumar Roongta[6]**	**Mr. Paresh Surendra Thakker[3]**	**Ms. Madhumita Ganguli**	**Mr. Gopal Jain[2]**	**Mr. Girish Shivani[4]**	**Mr. Imran Jafar[5]**	
1	Independent Directors									
	Fee for attending board & committee meetings	0.80	0.90	1.00	0.70	1.20	-	1.60	-	6.20
	Commission	1.57	1.89	1.89	1.18	1.89	-	0.95	-	9.37
	Others, please specify	-	-	-	-	-	-	-	-	-
	Total (1)	2.37	2.79	2.89	1.88	3.09	-	2.55	-	15.57
2	Other Non-Executive Directors									
	Fee for attending board & committee meetings	-	-	-	-	-	0.40	-	0.50	0.90
	Commission	-	-	-	-	-	-	-	-	-
	Others, please specify									
	Total (2)	-	-	-	-	-	0.40	-	0.50	0.90
	Total (B)=(1+2)	2.37	2.79	2.89	1.88	3.09	0.40	2.55	0.50	16.47
	Total Managerial Remuneration (A+B)									361.55
	Overall Ceiling as per the Act	1. Sitting fees - ₹ 100,000 per Board Meeting or Committee thereof. 2. Commission - 1% of the Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013.								

1 Mr. Sridar Iyengar, Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from September 30, 2018. He has waived off his commission payment (as well as sitting fee) for the Financial Year 2018-19.

2. Mr. Gopal Jain, Non-Executive Non-Independent Director of the Company resigned from the Board of the Company on and with effect from November 02, 2018.

3. Mr. Paresh Surendra Thakker, Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from November 15, 2018. He has waived off all monetary benefits (commission as well as sitting fee) arising from CL Educate Limited.

4. Mr. Girish Shivani was appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from September 30, 2018.

5. Mr. Imran Jafar was appointed as an Additional (Non-Executive Non-Independent) Director on the Board of the Company on and with effect from November 02, 2018.

6. Mr. Sushil Kumar Roongta, Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from July 26, 2019.

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

(₹ in Lacs)

S. No.	Particulars of Remuneration	CFO (Mr. Arjun Wadhwa)	CS (Ms. Rachna Sharma)	Total
1	Gross salary	43.00	23.03	66.03
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option (Exercised)	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit			
	Others, please specify	-	-	-
5	Others	12.00	2.83	14.83
6	Variable Compensation[1]	55.00	25.86	80.86
	Total[2]			

1Variable part of compensation pertaining to Financial Year 2018-19 has been paid to the KMPs in the Financial Year 2019-20.

2Includes Variable part of compensation pertaining to Financial Year 2018-19 that has been paid to the KMPs in the Financial Year 2019-20.

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES.

There were no penalties / punishment / compounding of offences under any sections of the Companies Act, 2013 against the Company or its Directors or other Officers in default, if any, during the year.

For and on behalf of Board of Directors of
CL Educate Limited

sd/-
Gautam Puri
Vice Chairman & MD
DIN: 00033548
Address: R-90, Greater Kailash-I,
New Delhi – 110 048

sd/-
Nikhil Mahajan
Executive Director & Group CEO Enterprise Business
DIN: 00033404
Address: House No. 457, Sector – 30,
Faridabad - 121 003, Haryana

Place: New Delhi
Date: August 05, 2019

Standalone Financial Statements

Independent Auditor's Report

To the Members of CL Educate Limited

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of CL Educate Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the standalone Ind AS financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS"), of the state of affairs of the Company as at March 31, 2019, its profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
Revenue Recognition (Refer Note 2(i) and Note 33 to the accompanying standalone Ind AS financial statements)	
Revenue is one of the key profit driver and is therefore susceptible to misstatement. Cut off is the key assertion in so far as revenue recognition is concerned. The revenue is also deferred for part of services which have not been rendered. Revenue is measured net of discounts and amounts collected on behalf of third parties (such as goods and services tax). There is a risk that these discounts are incorrectly recorded, resulting in understatement of the associated expenses and accrual. Additionally, the application of new revenue accounting standard - Ind AS 115 'Revenue from contracts with customers' involves reassessment of revenue recognition policy and collation of information like disaggregated revenue for the disclosure purpose.	Our audit procedures included the following: • Assessed the Company's revenue recognition policy prepared as per Ind AS 115 'Revenue from contracts with customers. • Understood, evaluated and tested the key controls implemented by the Company in relation to revenue recognition and discounts. • Performed sample tests of individual service transaction and verified services invoices and other related documents of such samples. Further, in respect of such samples checked that the revenue has been recognized as per the accounting policy.

Considering the significant risk associated with revenue recognition, it was determined to be a key audit matter in our audit of the standalone Ind AS financial statements.	• Performed cut off procedures on sample basis for revenue transactions made to ensure correctness of period of revenue recognition. • Tested the calculations related to discounts and other supporting documents on test check basis. • Verified the relevant disclosures made in the financial statements in accordance with Ind AS 115.
Impairment testing of Trade Receivables (Refer Note 2(ix)(v) and Note 15 to the accompanying standalone Ind AS financial statements)	
For the purpose of impairment assessment of trade receivable, significant judgments and assumptions, including the timing and amount of realization of these receivables, are required for the determination of the impairment charge. We have identified valuation of trade receivables as a key audit matter on account of the significant management judgment involved with respect to the realisation of trade receivables and the provisions for impairment of receivables.	Our audit procedures included the following: • Understanding the trade receivables process with regards to valuation and evaluation of controls designed and implemented by the management. • Assessment of the appropriateness of the Company's credit risk policy and obtaining an understanding on management of credit risk. • Testing the accuracy of ageing of trade receivables at year end on sample basis. • Obtained a list of outstanding receivables, identified significant long outstanding receivables and discussed plan of recovery with management including, if applicable, review of recent correspondences with the customers. • Verified the appropriateness of judgments regarding provisions for trade receivables and assess as to whether these provisions were calculated in accordance with the Company's provisioning policies. • Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis, as applicable.

Emphasis of Matter

We draw attention to Note 49 of accompanying standalone Ind AS financial statements, wherein the Management has explained the reasons for considering old vocational outstanding receivables as recoverable.

Our opinion is not modified in respect of this matter.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, Report on Corporate Governance and Annexures to Board's Report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this standalone Ind AS financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

(1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give

in "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(2) As required by section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c. The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;

d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with relevant rules issued thereunder;

e. The matter described under the Emphasis of Matter section of our report, in our opinion, may have an adverse effect on the functioning of the Company;

f. On the basis of the written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of section 164(2) of the Act;

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, we give our separate report in "Annexure 2".

h. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act;

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 42 on Contingent Liabilities and Contingent Assets to the standalone Ind AS financial statements; and

(ii) The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;

(iii) There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.103523W/W100048

sd/-
Raj Kumar Agarwal
Partner
Membership No.:074715

Place: New Delhi
Date : May 23, 2019

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of CL Educate Limited ("the Company") on the Standalone financial statements for the year ended March 31, 2019]

(i)

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) During the year, the fixed assets of the Company have been physically verified by the management and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) It was informed to us that the title deeds of immovable properties recorded as fixed assets in the books of account of the Company are mortgaged with the banks/ financial institutions for availing the secured loan. Hence, we are unable to verify the original deed of immovable property held in the name of the Company.

(ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As informed, no material discrepancies were noticed on physical verification carried out during the year.

(iii) The Company has granted unsecured loans to companies and other parties covered in the register maintained under Section 189 of the Act.

(a) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of loans granted by the Company to a party covered in the register maintained under Section 189 of the Act, (total loan amount granted Rs. 1,213,064 and balance outstanding as at balance sheet date Rs. 54,243,016) are prejudicial to the Company's interest on account of the fact that the Company is not charging any interest on such loan.

(b) The schedule of repayment of principal and payment of interest in respect of such loans has not been stipulated, thus we are unable to comment whether the repayments or receipts are regular and report amounts overdue for more than ninety days, if any, as required under paragraph 3(iii)(c) of the Order.

(c) In respect of the aforesaid loans, as the schedule of repayment of principal has not been stipulated, we are unable to comment whether there is any overdue amount of loan granted to companies and other parties listed in the register maintained under Section 189 of the Act.

(iv) According to the information and explanations given to us in respect of loans, investments, guarantees, and securities, the Company has complied with the provisions of Section 185 and 186 of the Act, except for the details given below:

Nature of non-compliance	Name of Company/party	Amount Involved	Balance as at March 31, 2019
Interest is not charged on loan	Career Launcher Education Foundation	1,213,064	54,243,016

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of sections 73 to 76 of the Act and the rules framed there under.

(vi) We have broadly reviewed the books of account maintained by the Company in respect of products where the maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Act and the rules framed there under and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vii)

(a) The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, however, there have been slight delays in few cases.

According to the information and explanations given to us, no undisputed dues in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, which were outstanding, at the year end for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, the dues outstanding with respect to, income tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount ₹(in Lacs)	Amount paid under protest	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service tax	166.36	-	October 2010 to September 2011	Commissioner of Service Tax, New Delhi
Finance Act, 1994	Service tax	125.53	-	October 2011 to June 2012	Commissioner of Service Tax, New Delhi
Finance Act, 1994	Cenvat Credit reversal	46.54	-	September 2004 to March 2007	Central Excise and Service Tax Appellate Tribunal, New Delhi
Finance Act, 1994	Cenvat Credit reversal	15.69	-	October 2007 to March 2008	Commissioner of Service Tax, New Delhi
Finance Act, 1994	Cenvat Credit reversal	400.97	-	April 2008 to March 2012	Commissioner of Service Tax, New Delhi
Income Tax Act, 1961	Income Tax	607.96	-	AY 2013-14	Commissioner of Income tax (Appeals), New Delhi
Income Tax Act, 1961	Income Tax	718.32	-	AY 2011-12	Income tax Appellate Tribunal, New Delhi
Income Tax Act, 1961	Income Tax	501.44	-	AY 2012-13	Income tax Appellate Tribunal, New Delhi
Income Tax Act, 1961	Income Tax	49.39	-	AY 2014-15	Income tax Appellate Tribunal, New Delhi

(viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institution and bank. The Company has neither taken any loans or borrowings from government nor has it issued any debentures.

(ix) In our opinion and according to the information and explanations given to us, the Company has fully utilized the money raised by way of IPO and the term loans during the year for the purposes for which they were raised (refer note no. 50).

(x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.

(xi) According to the information and explanations given to us, managerial remuneration has been paid provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanation given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

(xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, paragraph 3(xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year.

(xvi) According to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

sd/-
Raj Kumar Agarwal
Partner
Membership No.:074715

Place: New Delhi
Date : May 29, 2019

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of CL Educate Limited on the standalone Ind AS financial statements for the year ended March 31, 2019]

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of CL Educate Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that;

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2019:

a) The Company's internal financial control in respect of authorisation of purchase of goods and services was not operating effectively, which could potentially result in the Company procuring unnecessary goods and services, or procuring goods of lower quality, or procure goods and services at higher prices.

b) The Company's internal financial controls in respect of obtaining periodic balance confirmations and preparation of reconciliations of receivables / payables were not operating effectively during the year, which may result in unwarranted disputes and over/ understatement of party balances.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial controls with reference to financial statements, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as of March 31, 2019, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2019 standalone Ind AS financial statements of the Company, and these material weaknesses do not affect our opinion on the standalone Ind AS financial statements of the Company.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

sd/-
Raj Kumar Agarwal
Partner
Membership No.:074715

Place: New Delhi
Date : May 29, 2019

Balance Sheet as at March 31, 2019

Amount in Rupees lacs

		As at March 31, 2019 Amount in ₹	As at March 31, 2018 Amount in ₹
Assets			
Non-current assets			
Property, plant and equipment	3	3,434.27	3,803.30
Investment property	4	305.67	108.78
Goodwill	5	212.38	212.38
Other intangible assets	6(a)	1,950.77	1,984.33
Intangibles under development	6(b)	174.45	117.74
Investment in subsidiaries and associates	7	19,655.87	19,429.86
Financial assets			
(i) Loans	8	100.80	217.22
(ii) Other financial assets	9	1,476.47	1,474.15
Deferred tax assets (net)	10	376.69	485.24
Non-current tax assets (net)	11	1,151.01	1,034.18
Other non-current assets	12	55.43	54.42
Total non-current assets		**28,893.81**	**28,921.60**
Current assets			
Inventories	13	493.99	462.91
Financial assets			
(i) Investment	14	2,743.09	-
(ii) Trade receivables	15	4,835.88	5,942.98
(iii) Cash and cash equivalents	16	691.03	1,158.92
(iv) Bank balances other than (ii) above	17	30.55	2,615.82
(v) Loans	18	4,923.43	4,327.98
(vi) Other financial assets	19	284.51	867.22
Other current assets	20	1,843.81	1,373.35
Total current assets		**15,846.29**	**16,749.18**
Total assets		**44,740.10**	**45,670.78**
Equity and liabilities			
Equity			
Share capital	21	1,416.57	1,416.57
Other equity	22	33,786.56	32,971.60
Total equity		**35,203.13**	**34,388.17**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	23	278.86	490.09
Provisions	24	258.00	272.46
Other non-current liabilities	25	208.88	246.93
Total non-current liabilities		**745.74**	**1,009.48**
Current liabilities			
Financial liabilities			
(i) Borrowings	26	3,041.45	3,148.91
(ii) Trade payables	27		
- total outstanding dues of micro and small enterprises; and		921.26	19.80
- total outstanding dues of creditors other than micro and small enterprises		2,805.43	3,900.73
(iii) Other financial liabilities	28	1,009.08	1,460.67
Other current liabilities	29	551.94	1,299.21
Provisions	30	15.34	16.22
Current tax liabilities (net)	31	446.73	427.59
Total current liabilities		**8,791.23**	**10,273.13**
Total liabilities		**9,536.97**	**11,282.61**
Total equity and liabilities		**44,740.10**	**45,670.78**

Summary of significant accounting policies 2

The accompanying notes 1 to 60 are an integral part of these financial statements.

As per report of even date.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.:103523W/W100048

For and on behalf of the Board of Directors of

CL Educate Limited

sd/-
Raj Kumar Agarwal
Partner
Membership No.:074715
Place: New Delhi
Date : May 29, 2019

sd/-
Satya Narayanan .R
Chairman
DIN: 00307326

sd/-
Nikhil Mahajan
Executive Director and Group CEO Enterprise Business
DIN: 00033404

sd/-
Rachna Sharma
Company Secretary and Compliance Officer
ICSIM. No.: A17780

sd/-
Arjun Wadhwa
Chief Financial Officer

Place: New Delhi
Date : May 29, 2019

Statement of Profit and Loss for the year ended March 31, 2019

Amount in Rupees lacs

Particulars	Notes	March 31, 2019	March 31, 2018
		Amount in ₹	Amount in ₹
Income			
Revenue from operations	33	17,000.96	15,521.39
Other income	34	1,510.84	1,344.24
Total income		18,511.80	16,865.63
Expenses			
Purchases of stock in trade	35	1,107.21	1,091.87
Changes in inventories of stock in trade	36	(8.93)	10.38
Employee benefit expense	37	2,569.72	3,213.37
Finance costs	38	428.74	340.10
Depreciation and amortisation expense	39	808.16	690.13
Franchisee expenses		**6,088.99**	**5,877.89**
Other expenses	40	6,309.84	5,778.14
Total expenses		17,303.73	17,001.88
Profit/(Loss) before tax		1,208.07	(136.25)
Tax expense/(benefit)	32		
- Current tax		122.14	-
- Deferred tax		105.81	62.34
Total tax expense		227.95	62.34
(Loss)/Profit for the year		**980.12**	**(198.59)**
Other comprehensive income			
Items that will not be reclassified to statement of profit and loss			
Remeasurement of defined benefit plans		9.84	20.40
Income tax relating to these items		(2.74)	(7.06)
Total other comprehensive income for the year		**7.10**	**13.34**
Total comprehensive income/(expense) for the year		**987.22**	**(185.25)**
Earnings per equity share	41		
Basic		6.92	(1.40)
Diluted		6.92	(1.40)

Summary of significant accounting policies 2

The accompanying notes form an integral part of the Financial Statements.

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

For and on behalf of the Board of Directors of
CL Educate Limited

sd/-
Raj Kumar Agarwal
Partner
Membership No.:074715
Place: New Delhi
Date : May 29, 2019

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Rachna Sharma
Company Secretary and Compliance Officer
ICSIM. No.: A17780

sd/-
Arjun Wadhwa
Chief Financial Officer

Place: New Delhi
Date : May 29, 2019

Cash Flow Statement for the year ended March 31, 2019

Amount in Rupees lacs

	March 31, 2019	March 31, 2018
A. Cash flow from operating activities	**Amount in ₹**	**Amount in ₹**
Net Profit before tax	1,208.07	(136.25)
Adjustment for:		
Depreciation and amortisation	808.16	690.13
Depreciation on investment property	5.96	2.06
Loss /(Gain) on sale of property, plant and equipment	(8.08)	-
Provision for obsolescence of inventory	(22.15)	12.78
Finance cost	428.74	319.71
Rent income on investments property	(18.66)	(23.05)
Advances written off	153.53	11.53
Liability no longer required written back	(214.87)	(21.74)
Unwinding of interest on security deposits	(20.42)	(21.65)
Transfer to stock options outstanding	(5.26)	14.26
Unrealised net loss on foreign currency transactions and translation	(16.39)	-
Expense recognized on amortized cost	-	23.31
Commision income on financial guarantee	(4.76)	(3.66)
Interest Income	(564.52)	(690.89)
Loss allowance on doubtful debtors	-	100.42
Bad debts written off	1,119.18	673.93
Remeasurement of defined benefit plans	(9.84)	-
Gain on Mutual fund	(211.09)	-
Net Gain on Fair value change	(124.56)	-
Operating profit before working capital changes	**2,503.04**	**950.89**
Movements in working capital :-		
- (Increase)/Decrease in Non-current Loans	116.42	(72.19)
- (Increase)/Decrease in Other current financial assets	490.90	-
- (Increase)/Decrease in Other non current assets	(1.99)	184.25
- (Increase)/Decrease in Inventories	(8.93)	0.32
- (Increase)/Decrease in Trade receivables	(12.08)	(259.78)
- (Increase)/Decrease in current Loans	(570.27)	22.06
- (Increase)/Decrease in other financial assets	(2.32)	-
- (Increase)/Decrease in Other current assets	(623.99)	(374.94)
- Increase/(Decrease) in Non-current provisions	5.22	-
- Increase/(Decrease) in Other non-current liabilities	(38.05)	(61.33)
- Increase/(Decrease) in Trade payables	21.02	(1,528.14)
- Increase/(Decrease) in Other current financial liabilities	**(163.03)**	**(11,395.69)**
- Increase/(Decrease) in Other current liabilities	(747.27)	248.97
- Increase/(Decrease) in current provisions	(0.89)	58.89
Cash Generated from/ (used in) operations	967.77	(12,226.69)
Less: Income Tax Paid (net of refunds)	(219.83)	(484.01)
Net Cash generated from /(used in) operating activities (A)	**747.94**	**(12,710.70)**
B. Cash flow from investing activities		
Purchase of property, plant and equipment	(253.43)	(40.97)
Purchase/developement of other intangible assets	(519.60)	(1,153.58)
Intangibles under development	(56.72)	(181.59)
Sale of property, plant & equipment	17.93	-
Purchase of investment of in subsidiaries/associates and businesses	**(112.73)**	**(2,517.43)**
Sale of investment (Mutual fund)	1,370.00	-
Purchase of investment (Mutual fund)	(3,902.00)	-
Rent income on investments property	18.66	23.05
Loans given to subsidiaries	-	(2,396.57)
Proceeds from realisation of loan given to subsidiaries	-	1,220.23
Term deposits not considered as cash and cash equivalents	2,585.27	10,069.05
Interest received	672.72	565.26
Net Cash Generated from / (Used in) Investing Activities (B)	**(179.90)**	**5,587.45**
C. Cash Flow from Financing Activities		
Proceeds from issue of equity share capital (including securities premium)	-	10.80
IPO expenses paid	-	(11.16)
Proceeds from long-term borrowings	31.39	700.00
Repayment of long-term borrowings	(365.29)	(457.20)

Net decrease/(increase) in working capital borrowings	(107.46)	(162.90)
Net increase in Finance Lease Liability	6.38	-
Interest expense Paid	(430.18)	(312.26)
Dividend including tax	(170.77)	-
Net Cash generated from / (used in) Financing Activities (C)	**(1,035.93)**	**(232.72)**
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	**(467.89)**	**(7,355.97)**
Balance at the beginning of the year		
Cash and cash equivalents at the beginning of the year	1,158.92	8,514.89
"Effect of exchange differences on cash and cash equivalents held in foreign currency"	-	-
Balance at the end of the year	**691.03**	**1,158.92**
Notes to cash flow statement		
(i) Components of cash and cash equivalents (refer note 16 and 26)		
Balances with banks		
- on current account	555.49	1,037.66
Cheques/ drafts on hand	27.92	36.24
Cash on hand	107.62	85.02
	691.03	**1,158.92**

ii) Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities:

Amount in Rupees lacs

Particulars	**"Non-current borrowings (including current maturities)"**	**"Current borrowings"**	**"Interest on borrowings"**
For the period ended March 31, 2019			
Balance as at April 1, 2018	826.51	3,148.91	1.62
Loan drawals (in cash) /interest accrued during the year	31.39	-	77.44
Loan repayments/interest payment during the year	(365.29)	(107.46)	(430.18)
Other non cash changes	**(1.44)**	**-**	**16.41**
Balance as at March 31, 2019	**491.17**	**3,041.45**	**(334.71)**
For the year ended March 31, 2018			
Balance as at April 1, 2017	592.61	3,311.81	6.85
Loan drawals (in cash) /interest accrued during the year	700.00	(162.90)	303.36
Loan repayments/interest payment during the year	(457.20)	-	(312.26)
Other non cash changes	(8.90)	-	3.67
Balance as at March 31, 2018	**826.51**	**3,148.91**	**1.62**

There are no non-cash changes on account of effect of changes in foreign exchange rates and fair values.

(iii) The above Cash Flow Statement has been prepared in accordance with the "Indirect Method" as set out in the Ind AS - 7 on "Cash Flow Statements" specified under Section 133 of the Companies Act, 2013, as applicable.

(iv) The above statement of cash flows should be read in conjuction with the accompanying notes 1 to 60.

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

For and on behalf of the Board of Directors of
CL Educate Limited

sd/-
Raj Kumar Agarwal
Partner
Membership No.:074715
Place: New Delhi
Date : May 29, 2019

sd/-
Satya Narayanan .R
Chairman
DIN: 00307326

sd/-
Nikhil Mahajan
Executive Director and Group CEO Enterprise Business
DIN: 00033404

sd/-
Rachna Sharma
Company Secretary and Compliance Officer
ICSIM. No.: A17780

sd/-
Arjun Wadhwa
Chief Financial Officer

Place: New Delhi
Date : May 29, 2019

(a) Equity share capital

Amount in Rupees lacs

Particulars	Amount
Balance as at April 1, 2017	1,416.33
Change in equity share capital during the year	0.24
Balance as at March 31, 2018	1,416.57
Change in equity share capital during the year	-
Balance as at March 31, 2019	1,416.57

(b) Other equity

Particluars	Attributable to owners of the company							
	Reserves and surplus						Items of OCI	
	Retained earnings	Security premium reserve	Share options outstanding amount	General reserve	Deemed equity contribution	Capital reserve	Remeasurement of defined benefit plans	Total
Balance as at April 1, 2017	3,005.81	29,854.06	144.27	64.69	33.24	0.20	4.48	33,106.75
								-
Profit/(loss) for the year	(198.59)	-	-		-	-	-	(198.59)
Addition during the year	-	10.56	-	-	18.24	-	-	28.80
Share issue expenses		**(11.16)**	**-**	**-**	**-**	**-**	**-**	**(11.16)**
Gross compensation for the year	-	-	32.46	-	-	-	-	32.46
Other comprehensive income/(expense) for the year	-	-	-	-	-	-	13.34	13.34
Total comprehensive income for the year	**(198.59)**	**(0.60)**	**32.46**	**-**	**18.24**	**-**	**13.34**	**(135.15)**
Balance as at March 31, 2018	2,807.22	29,853.46	176.73	64.69	51.48	0.20	17.82	32,971.60
Profit/(loss) for the year	980.12	-	-	-	-	-	-	980.12
Addition during the year	**-**	**-**	**-**	**136.67**	**3.77**	**-**	**-**	**140.44**
Dividend & tax on dividend paid during the year				(170.77)				(170.77)
Gross compensation for the year	-	-	(5.26)	-	-	-	-	(5.26)
Transfer to general reserve			(136.67)					(136.67)
Other comprehensive income for the year							7.10	7.10
Total comprehensive income for the year	980.12	-	(141.93)	(34.10)	3.77	-	7.10	814.96
Balance as at March 31, 2019	**3,787.34**	**29,853.46**	**34.80**	**30.59**	**55.25**	**0.20**	**24.92**	**33,786.56**

The accompanying notes 1 to 60 an integral part of these financial statements.

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

sd/-
Raj Kumar Agarwal
Partner
Membership No.:074715
Place: New Delhi
Date : May 29, 2019

For and on behalf of the Board of Directors of
CL Educate Limited

sd/-
Satya Narayanan .R
Chairman
DIN: 00307326

sd/-
Nikhil Mahajan
Executive Director and Group CEO Enterprise Business
DIN: 00033404

sd/-
Rachna Sharma
Company Secretary and Compliance Officer
ICSIM. No.: A17780

sd/-
Arjun Wadhwa
Chief Financial Officer

Notes to the Standalone Financial Statements for the year ended March 31, 2019

Reporting Entity

CL Educate Limited ('the Company') is a company domiciled in India, with its registered office situated at Plot No.9A, Sector 27A, Mathura Road, Faridabad, Haryana -121003. The Company was incorporated in India on April 25, 1996 to conduct various educational and consulting programmes. The Company is providing education and test preparation training programmes which include tuitions to school students and coaching to aspirants for a variety of entrance examinations both at the school and graduate / post graduate levels.

The company's equity shares are listed with Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE) in India.

1. Basis of preparation.

(i) Statement of compliance:

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

These standalone IND AS financial statements were authorised for issue by the Company's Board of Directors on May 29, 2019.

The significant accounting policies adopted in the preparation of these financial statements are included in note 2. These policies have been consistently applied to all the years presented, unless otherwise stated.

(ii) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act.

Based on the nature of services, the operating cycle of the Company cannot be ascertained as it typically ranges from 1 month to 2 years given the wide range of various tuitions and test preparation coaching programmes being offered by the Company. In absence of any ascertainable operating cycle, the same has been taken as 12 months for the purpose of current and non-current classification of assets and liabilities except in case of trade receivables, unearned revenue, trade payables related to franchisee fees and prepaid franchisee fees which in view of the management are directly linked to revenue from coaching and hence have been treated as current for the purpose of classification.

(iii) Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lacs, unless otherwise indicated.

(iv) Basis of measurement

The standalone financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations.
Contingent consideration in business combination	Fair value
Share based payments	Fair value
Assets held for sale	Lower of carrying amount and fair value less cost to sell.

v. Use of estimates and judgements

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements is included in the following notes:

- Note no 43: leases: whether an arrangement contains a lease;
- Note no 43: lease classification;
- Note no 55: classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the

financial asset are solely payments of principal and interest on the principal amount outstanding.;

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2019 is included in the following notes:

- Note no 3: measurement of useful lives and residual values to property, plant and equipment;
- Note no 5 and 6: impairment test of non-financial assets: key assumptions underlying recoverable amounts including the recoverability of expenditure on internally-generated intangible assets;
- Note no 5: impairment of goodwill.
- Note no 6: measurement of useful lives of intangible assets;
- Note 7: acquisition of subsidiary and associates: fair value of the consideration transferred (including contingent consideration) and fair value of the assets acquired and liabilities assumed, measured on a provisional basis;
- Note no 32: recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used.
- Note no 42: recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of outflow of resources;
- Note no 44: measurement of defined benefit obligations and plan assets: key actuarial assumptions;
- Note no 55: Fair value measurement of financial instruments and impairment of financial assets.

vi. Measurement of fair value

A number of accounting policies and disclosures require measurement of fair value for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either –

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by the Company.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1 — Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The Company measures financial instruments, such as, investments (other than investment in subsidiaries), at fair value at each reporting date. The same are disclosed in Note 56.

2. Significant accounting policies

(i) Revenue

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. The Standard requires apportioning revenue earned from contracts to individual promises, or performance obligations, on a relative stand-alone selling price basis, using a five-step model. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contract. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognized at the date of initial application (i.e. April 1, 2018) and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18.

Refer note 2(i) – Significant accounting policies – Revenue recognition in the Annual report of the Company for the year ended March 31, 2018, for the revenue recognition policy as per Ind AS 18.

Revenue is recognised upon transfer of control of promised product or services to customer in an amount that reflect the consideration which the company expects to receive in exchange for those product or services at the fair value of the consideration received or receivable, which is generally the transaction price, net of any taxes/duties and discounts.

The company earns revenue from Educational and training business and sales of text books.

Revenue from related parties is recognized based on transaction price which is at arm's length.

The Company disaggregates revenue from contracts with customers by industry verticals, geography and nature of services.

Revenue from services

Revenue in respect of educational and training programme received from students is recognised in profit and loss over the period of contract in proportion to the stage of completion of the services at the reporting date. The stage of completion is assessed by reference to the curriculum. Fee is recorded at invoice value, net of discounts and taxes, if any.

Revenue in respect of vocational training is recognised over the period of the training duration, after taking into account the uncertainty involved in conditions to be fulfilled under the terms of the contract.

Revenue from sale of text books

Revenue from Sale of Textbooks is recognized at the point of time upon transfer of control of promised goods to the customer in an amount that reflects the consideration the Company expects to receive in exchange for those goods i.e. when it is probable that the entity will receive the economic benefits associated with the transaction and the related revenue can be reliably measured. Revenue is recognized at the fair value of the consideration received or receivable, which is generally the contracted price, net of any taxes/duties and discounts considering the impact of variable consideration.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

In case of test preparation services, sale of text books is recognised at the time of receipt of payment on account of education and training program provided by the Company and is recorded net of discounts and taxes, if any.

Other operating income

- Revenue in respect of start-up fees from franchisees is recognised on performing a contractually agreed assignment over a period of time, whether during a single period or over more than one period as per agreed terms of the franchise agreement.

Contract Balances

<u>Trade receivables</u>

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section ix in Financial instruments.

Contract Liabilities (Unearned Revenue)

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Amounts billed and received or recoverable prior to the reporting date for services and such services or part of such services are to be performed after the reporting date are recorded as contract liabilities as per the provisions of the Ind AS-115 and shown in other current liabilities.

<u>Use of significant judgements in revenue recognition:</u>

- The performance obligation is satisfied upon delivery of the books and study material.
- At the time of entering into the agreement / raising an invoice, performance obligations in the contract are identified. The Company delivers services as per the tenure and terms & condition of the contract. Contracts are of differing natures and sometimes have one specific performance obligation, and on other occasions have multiple performance obligations. Contract Liability has been created towards unsatisfied or partially satisfied performance obligations.
- Contract fulfilment costs are generally expensed as incurred except for certain incentive costs which meet the criteria for capitalisation. Such costs are amortised over the contractual period or useful life of contract whichever is less. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

<u>Other income</u>

- Income from advertising is recognised on stage of completion basis as per the terms of the agreement.
- Income from infrastructure fees is recognised on straight line basis over the period of contract.
- Rental income from investment property is recognised as part of revenue from operations in profit or loss on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

<u>Interest income</u>

Interest income on time deposits and inter corporate loans is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.

Dividend

Dividend income is recognised in profit and loss on the date on which the company's right to receive payment is established.

(ii) Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, net of recoverable taxes (wherever applicable), which includes capitalised borrowing costs less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, if any, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the statement of profit and loss.

Subsequent expenditure

Subsequent expenditure are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only if it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced.

All other repairs and maintenance are charged to the statement of profit and loss during the reporting year in which they are incurred.

Depreciation methods, estimated useful lives and residual values

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual value over their useful life using straight line method, and is recognised in the statement of profit and loss.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as under and the same are equal to lives specified as per schedule II of the Act.

Particulars	Useful lives (inyears)
Tangible assets:	
Leasehold land	90 (period of lease)
Building	60
Furniture and fixtures	8-10
Plant & Machinery	15
Office equipment	5
Vehicle	8-10
Computer equipment	3
Computer servers and networks	6
Leasehold improvements	Lesser of 3 years or period of lease

Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets. Depreciation on addition to property, plant and equipment is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation on sale/discard from property, plant and equipment is provided for up to the date of sale, deduction or discard of property, plant and equipment as the case may be.

Depreciation method, useful lives and residual values are reviewed at each financial year-end, and changes, if any, are accounted for prospectively.

Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

(iii) Goodwill and other intangible assets

Goodwill

For measurement of goodwill that arises on a business combination (see Note 5). Subsequent measurement is at cost less any accumulated impairment losses.

Other intangible assets

An intangible asset is recognised when it is probable that the future economic benefits attributable to the asset will flow to the company and where its cost can be reliably measured.

Intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Internally generated intangible assets.

Expenditure on research activities is recognised in the statement of profit and loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in the statement of profit and loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

Others

Other intangible assets including those acquired by the Company in a business combination are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in the statement of profit and loss as incurred.

Amortisation

Goodwill is not amortised and is tested for impairment annually.

Amortisation is calculated to write off the cost of intangible assets over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the statement of profit and loss.

The useful lives of intangible assets are as follows:

Intangible assets:	Useful lives (in years)
Brand	10
Software	5
Website	5
Content development	5
Non-compete fees	3-4
Intellectual property rights	5-10
CAT online module	1-3
Melting POT	10
IQM	10

Amortisation method, useful lives and residual values are reviewed at each financial year-end, and changes, if any, are accounted for prospectively.

Losses arising from the retirement of, and gain or losses arising from disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of asset and recognised as income or expense in the statement of profit and loss.

(iv) Business combinations

In accordance with Ind AS 103, the Company accounts for these business combinations using the acquisition method when control is transferred to the Company. The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in other comprehensive income ("OCI") and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred except to the extent of issue of debt or equity securities.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not re-measured subsequently and settlement is accounted for within equity. Other contingent consideration is re-measured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in profit or loss.

(v) Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's or CGU's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

After impairment, depreciation/amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

(vi) Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

The fair value of investment property is disclosed in the notes. Fair value is determined by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the relevant location and category of the investment property being valued.

Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life estimated by the management, which are equal to useful lives specified as per Schedule II to the Act.

Particulars	Useful lives (in years)
Building	60

Any gain or loss on disposal of an investment property is recognised in the statement of profit and loss.

(vii) Borrowing costs

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(viii) Investment in subsidiaries and associates

Investment is subsidiaries and associates are carried at cost, less any impairment in the value of investment, in these standalone financial statements.

(ix) Financial instruments

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, transaction costs that are directly attributable to its acquisition or issue, except for an item recognised at fair value through profit and loss. Transaction cost of financial assets carried at fair value through profit and loss is expensed in the statement of profit and loss.

ii. Classification and subsequent measurement

<u>Financial assets</u>

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair value through other comprehensive income (OCI), or
- Fair value through profit and loss (FVTPL)

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

  A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified to be measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features; prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non- recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual paramount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses, if any. Interest income and impairment are recognised in the statement of profit and loss. Any gain or loss o derecognition is recognised in statement of profit and loss.

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest income, are recognised in the statement of profit and loss.

Debts investments at FVOCI: These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On Derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI: These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: classification, subsequent measurement & gain and loss

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the statement of profit and loss. Any gain or loss on derecognition is also recognised in the statement of profit and loss.

iii. Offsetting

Financial assets and monetary liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

iv. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the statement of profit and loss.

v. Impairment of financial instruments:

The Company recognises loss allowances for expected credit losses on:-

- Financial assets measured at amortised cost; and
- Financial assets measured at FVOCI- debt investments

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit- impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for agreed credit period;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Expected credit loss:

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than agreed credit period.

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is past due and not recovered within agreed credit period.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets disclosed in the Balance Sheet.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

(x) Leases

Determining whether an arrangement contains a lease.

The determination of whether an arrangement is, or contains, a lease is based on the substance of an arrangement at inception date: whether fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values.

Where the Company is lessee

Finance lease

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalised.

A leased asset is depreciated on a straight-line basis over the useful life of the asset as determined by the management or the useful life envisaged in Schedule II to the Act, whichever is lower. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalised asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term and the useful life envisaged in Schedule II to the Act.

Operating lease

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Payments made under operating leases are generally recognised in the statement of profit and loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

Where the Company is the lessor

Finance lease

Leases in which the Company transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. After initial recognition, the Company apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognised in the statement of profit and loss. Initial direct costs are included in the initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

Operating lease

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. Lease income on an operating lease is recognised in the statement of profit and loss on a straight-line basis over the lease term unless such payments are structured to increase in line with expected general inflation.

(xi) Inventories

Inventories comprising of traded goods are measured at the lower of cost and net realisable value. The cost of inventories is based on the first in, first out formula.

The Cost comprises all costs of purchases and other costs incurred in bringing the inventory to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less estimated costs necessary to make the sale. The comparison of cost and net realisable value is made on an item by item basis.

(xii) Employee Benefits

<u>Short term employee benefits:</u>

Short term employee benefit obligations are measured on an undiscounted basis and are expenses off as the related services are provided. Benefits such as salaries, wages, and bonus etc. are recognised in the statement of profit and loss in the year in which the employee renders the related service. The liabilities are presented as current employee benefit obligation in the balance sheet.

<u>Long term employee benefits</u>

Defined contribution plan: Provident fund

All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate as per the provisions of The Employees Provident Fund and Miscellaneous Provisions Act, 1952. These contributions are made to the fund administered and managed by the Government of India. The Company has no further obligations under the plan beyond its monthly contributions. Obligation for contribution to defined contribution plan are recognised as an employee benefit expenses in statement of profit and loss in the period during which the related services are rendered by the employees.

Defined Benefit Plan: Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Company provides for retirement benefits in the form of Gratuity, which provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment in an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service. Benefits payable to eligible employees of the company with respect to gratuity is accounted for on the basis of an actuarial valuation as at the balance sheet date.

The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost and fair value of plan assets as at the balance sheet date through which the obligations are to be settled. The resultant actuarial gain or loss on change in present value of the defined benefit obligation or change in return of the plan assets is recognised as an income or expense in the other comprehensive income. The Company's obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The Company's determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The Plan assets of the Company are managed by Life Insurance Corporation of India through a trust managed by the Company in terms of an insurance policy taken on fund obligations with respect to its gratuity plan.

Other long-term benefits: Compensated absences

Benefits under the Company's compensated absences scheme constitute other employee benefits. The liability in respect of compensated absences is provided on the basis of an actuarial valuation using the Projected Unit Credit Method. done by an independent actuary as at the balance sheet date. Actuarial gain and losses are recognised immediately in the statement of profit and loss.

Share based payments

The Employee Stock Option Scheme ('the Scheme') provides for the grant of equity shares of the Company to its employees. The Scheme provides that employees are granted an option to acquire equity shares of the Company that vests in a graded manner. The options may be exercised within a specified period. The Company uses the grant date fair value to account for its equity settled share based payment plans granted to employee, with a corresponding increase in equity over the period that the employees unconditionally become entitled to the awards. Compensation cost is measured using independent valuation by Black-Scholes model. Compensation cost, if any is amortised over the vesting period.

(xiii) Foreign exchange transactions and translations

<u>Initial recognition</u>

Foreign currency transactions are recorded in the reporting currency, by applying the foreign currency amount of exchange rate between the reporting currency and foreign currency at the date of transaction.

<u>Conversion</u>

Foreign currency monetary assets and liabilities outstanding as at balance sheet date are restated/ translated using the exchange rate prevailing at the reporting date. Non-monetary assets and liabilities which are measured in terms of historical cost denomination in foreign currency, are reported using the exchange rate at the date of transaction except for non-monetary item measured at fair value which are translated using the exchange rates at the date when fair value is determined.

Exchange difference arising on the settlement of monetary items or on restatement of the Company's monetary items at rates different from those at which they initially recorded during the year or reported in previous financials statement (other than those relating to fixed assets and other long term monetary assets) are recognised as income or expenses in the year in which they arise.

Foreign operations:

The assets and liabilities of foreign operations are translated into INR the functional currency of the Company, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transaction or an average rate if the average rate approximates the actual rate at the date of the transaction.

(xiv) Income tax

Income tax comprises current and deferred tax. It is recognised in the statement of profit and loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be real.

Minimum alternate tax

Minimum Alternative Tax ('MAT') credit entitlement under the provisions of the Income-tax Act, 1961 is recognised as a deferred tax asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is recognised to the extent that is probable that future taxable profits will be available against which they can be used. Significant management judgement is required to determine the probability of recognition of MAT credit entitlement.

(xv) Contingent Liability, Contingent Asset and Provisions

Contingent liability

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

Contingent assets

Contingent assets are possible assets that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Provisions

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(xvi)Cash and cash equivalents

Cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current financial liabilities in the balance sheet.

(xvii)Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events such as bonus issue, share split or consolidation of shares.

For calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted into equity shares as at the beginning of the period, unless they have been issued at a later date.

(xviii) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

In accordance with Ind AS 108 – Operating Segments, the operating segments used to present segment information are identified on the basis of internal reports used by the Company's Management to allocate resources to the segments and assess their performance.

Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

The operating segments have been identified on the basis of the nature of products/services. Further:

1. Segment revenue includes sales and other income directly identifiable with / allocable to the segment.
2. Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments are included under unallowable expenditure.
3. Income which relates to the Company as a whole and not allocable to segments is included in unallowable income.
4. Segment assets and liabilities include those directly identifiable with the respective segments. Unallowable assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

   The Board of Director(s) are collectively the Company's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108. Refer Note 54 for segment information.

(xix) Dividends paid

Dividend to shareholders is recognised as a liability and deducted from equity, in the year in which the dividends are approved by the shareholders. However, interim dividends, if any, declared by the Board of directors, which does not need shareholder's approval, are recognised as a liability and deducted from retained earnings, in the year in which the dividends are so declared.

3. Property, plant and equipment

Amount in Rupees lacs

Reconciliation of carrying amount	Freehold land	Leasehold land (refer note ii)	Buildings	Plant and equipment	Leasehold improvement	Furniture and fixtures	Office equipments	Computers	Vehicles	Total
Cost or deemed cost (Gross carrying amount)										
Deemed cost as at April 1, 2017	518.65	196.78	2,736.50	31.23	140.37	33.94	67.34	200.76	38.20	3,963.77
Additions during the year	-	-	-	-	64.94	14.25	40.09	38.78	6.39	164.45
Acquisitions through business combination (refer note 54)	-	-	-	-	-	15.95	61.55	79.55	-	157.05
Disposals during the year	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2018	**518.65**	**196.78**	**2,736.50**	**31.23**	**205.31**	**64.14**	**168.98**	**319.09**	**44.59**	**4,285.27**
Balance as at April 1, 2018	518.65	196.78	2,736.50	31.23	205.31	64.14	168.98	319.09	44.59	4,285.27
Additions during the year	-	-	-	-	20.17	20.38	21.20	6.41	30.48	98.64
Reclassification to investment property	-	-	210.63	-	-	-	-	-	-	210.63
Disposals during the year	-	-	-	0.65	2.94	0.40	6.69	1.06	10.86	22.60
Balance as at March 31, 2019	**518.65**	**196.78**	**2,525.87**	**30.58**	**222.54**	**84.12**	**183.49**	**324.44**	**64.21**	**4,150.68**
Accumulated depreciation										
Balance as at April 1, 2017	-	2.51	47.99	4.73	49.79	4.99	15.22	70.60	10.95	206.78
Depreciation for the year	-	2.51	47.99	4.72	57.17	11.13	40.89	100.40	10.38	275.19
Disposals during the year	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2018	**-**	**5.02**	**95.98**	**9.45**	**106.96**	**16.12**	**56.11**	**171.00**	**21.33**	**481.97**
Balance at April 1, 2018	-	5.02	95.98	9.45	106.96	16.12	56.11	171.00	21.33	481.97
Depreciation for the year	-	2.51	43.58	2.97	55.90	11.98	46.13	82.95	8.95	254.97
Reclassification to investment property	-	-	7.78	-	-	-	-	-	-	7.78
Disposals during the year	-	-	-	0.43	2.28	0.12	2.76	0.72	6.44	12.75
Balance as at March 31, 2019	-	7.53	131.78	11.99	160.58	27.98	99.48	253.23	23.84	716.41
Carrying amount (net)										
As at March 31, 2018	**518.65**	**191.76**	**2,640.52**	**21.78**	**98.35**	**48.02**	**112.87**	**148.09**	**23.26**	**3,803.30**
Balance as at March 31, 2019	**518.65**	**189.25**	**2,394.09**	**18.59**	**61.96**	**56.14**	**84.01**	**71.21**	**40.37**	**3,434.27**

Notes:

i. Please refer note 42 for capital commitments.

ii. Please refer note 43 for details of assets held under finance lease.

iii. The Company has not carried out any revaluation of property, plant and equipment for the year ended March 31, 2019 and March 31, 2018.

iv. All property,plant and equipment, are subject to charge against secured borrowings of the company referred in notes as secured term loans from others and secured term loans from banks and bank overdrafts.(refer note 23 and 26).

v. There are no impairment losses recognised during the year.

vi. There are no exchange differences adjusted in property,plant & equipment.

vii. During the year building at pune have been reclassified from PPE to investment property (refer note 4).

4. Investment property

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
A. Reconciliation of carrying amount		
Cost or deemed cost		
Opening balance	112.91	112.91
Additions/Reclassification from PPE during the year	210.63	-
Total	**323.54**	**112.91**
Accumulated depreciation		
Opening balance	4.13	2.06
Additions / Reclassfication from PPE during the year	7.78	-
Depreciation for the year	5.96	2.07
Total	**17.87**	**4.13**
Carrying amounts		
Balance at date	**305.67**	**108.78**
B. Amounts recognised in Statement of profit and loss for investment property		
Rental income	24.62	23.04
Profit from investment properties before depreciation	**24.62**	**23.04**
Depreciation expense	(5.96)	(2.06)
Profit from investment property	**18.66**	**20.98**
C. Measurement of fair value		
Investment property	755.00	480.00
	755.00	**480.00**

D. Estimation of fair values

The Company obtains independent valuations for each of its investment property by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

Fair market value is the amount expressed in terms of money that may be reasonably be expected to be exchanged between a willing buyer and a willing seller, with equity or both. The valuation by the valuer assumes that Company shall continue to operate and run the assets to have economic utility.

Valuation technique:

Under the market comparable method (or market comparable approach), a property's fair value is estimated based on comparable transactions.The market comparable approach is based upon the principle of substitution under which a potential buyer will not pay more for the property than it will cost to buy a comparable substitute property. In theory, the best comparable sale would be an exact duplicate of the subject property and would indicate, by the known selling price of the duplicate, the price for which the subject property could be sold. The unit of comparison applied by the Company is the price per square metre (sqm).

Fair value hierarchy

The fair value measurement for the investment property has been categorised as a Level 2 fair value based on the inputs to the valuation technique used.

The valuation techniques and the inputs used in the fair value measurement categorised within Level 2 of the fair value hierarchy is as follows:

Valuation technique	**Obesrvable inputs**
Market method	Guideline rate (Per sq. m.) Similar piece of land rate (Per sq.m.)

Investment property mainly consists of buildings in Mumbai & Pune. During the year the company has revalued investment property for Mumbai building only and for Pune building the company believes that the fair value of investment property as at March 31, 2019 significantly approximates with the fair value computed as at March 31, 2018.

E. Leasing arrangements

The Company has given its premises on cancellable operating lease to its franchisee. Lease receipts recognized in the Statement of profit and loss (including of depreciation of Rs. 5.96 lacs (March 31, 2018: Rs. 2.06 lacs) during the year amounts to Rs. 24.62 lacs (March 31, 2018: Rs 23.04 lacs). Further information about these leases is included in Note 43.

5. Goodwill

Reconciliation of carrying amount

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
Cost or deemed cost		
Opening balance	212.38	-
Acquisitions through business combinations	-	212.38
Impairment charge	-	-
Total	**212.38**	**212.38**

5.1 Impairment tests for Goodwill

Goodwill is monitored by Management at the level of operating segments identified in note 53.

For the purpose of impairment testing, goodwill is allocated to the Company's operating divisions which represent the lowest level within the Company at which goodwill is monitored for internal management purposes, which is not higher than the Company's operating segments. The aggregate carrying amounts of goodwill allocated to segments are as follows:

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
Consumer test prep	212.38	212.38

5.2 Significant estimate: key assumptions used for value-in-use calculations

The Company tests whether goodwill has suffered any impairment on an annual basis. The recoverable amount of a cash generating unit (CGU) is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates.

The following table sets out the key assumptions for those CGUs that have significant goodwill allocated to them. The values assigned to the key assumptions represent mangement's assessment of future trends in the relevent industries and have been on historical data from both external and internal sources.

	As at March 31, 2019	As at March 31, 2018
Sales volume (% annual growth rate)	15.00%	21.00%
Long term growth rate (%)	6.00%	6.00%
Pre-tax discount rate (%)	16.00%	17.12%
Management has determined the values assigned to each of the above key assumptions as follows:		

Assumption Approach used to determining values	
Sales volume :	Average annual growth rate over the five-year forecast period; based on past performance and management's expectations of market development.
Long-term growth rate:	This is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rates are consistent with forecasts included in industry reports.
Pre-tax discount rates:	Reflect specific risks relating to the relevant segments and the countries in which they operate.

6a. Other intangible assets

Amount in Rupees lacs

Reconciliation of carrying amount	Intellectual property rights and trademarks	Softwares	Content development (refer note i)	CAT online module	Non compete fees (refer note ii)	Brand (refer note iii)	Wain Connect	IQM (refer note iv)	Melting Pot (refer note v)	Video clip	Total
Cost or deemed cost (Gross carrying amount)											
Balance as at April 1, 2017	739.08	53.37	652.28	9.59	-	-	-	-	-	-	1,454.32
Acquisitions through business combination (refer note 54)	-	-	-	-	79.00	330.00	-	-	-	-	409.00
Other additions during the year	-	24.72	331.15	17.38	-	-	22.50	118.40	112.69	-	626.84
Additions – internally developed (refer note a below)	-	-	181.59	-	-	-	-	-	-	-	181.59
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2018	**739.08**	**78.09**	**1,165.02**	**26.97**	**79.00**	**330.00**	**22.50**	**118.40**	**112.69**	**-**	**2,671.75**
Balance as at April 1, 2018	739.08	78.09	1,165.02	26.97	79.00	330.00	22.50	118.40	112.69		2,671.75
Other additions during the year		64.29	219.14	-	15.00	-	-	-	12.08	43.50	354.01
Additions – internally developed (refer note a below)	-	-	165.60	-	-	-	-	-	-		165.60
Disposals during the year	-	-	-	-	-	-	-	-	-		-
Balance as at March 31, 2019	**739.08**	**142.38**	**1,549.76**	**26.97**	**94.00**	**330.00**	**22.50**	**118.40**	**124.77**	**43.50**	**3,191.36**
Accumulated amortisation											
Balance as at April 1, 2017	138.19	12.42	113.23	8.65	-	-	-	-	-	-	272.49
Amortisation for the year	140.61	14.58	196.08	1.14	22.57	33.00	1.13	2.98	2.84	-	414.93
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2018	**278.80**	**27.00**	**309.31**	**9.79**	**22.57**	**33.00**	**1.13**	**2.98**	**2.84**	**-**	**687.42**
Balance as at April 1, 2018	278.80	27.00	309.31	9.79	22.57	33.00	1.13	2.98	2.84		687.42
Amortisation for the year	138.63	22.48	281.90	5.79	39.42	33.00	4.50	11.84	11.26	4.35	553.17
Disposals during the year	-	-	-	-	-	-	-	-	-		-
Balance as at March 31, 2019	**417.43**	**49.48**	**591.21**	**15.58**	**61.99**	**66.00**	**5.63**	**14.82**	**14.10**	**4.35**	**1,240.59**
Carrying amount											
Balance as at March 31, 2018	**460.28**	**51.09**	**855.71**	**17.18**	**56.43**	**297.00**	**21.37**	**115.42**	**109.85**	**-**	**1,984.33**
Balance as at March 31, 2019	**321.65**	**92.90**	**958.55**	**11.39**	**32.01**	**264.00**	**16.87**	**103.58**	**110.67**	**39.15**	**1,950.77**

Refer note 'a' below for internally generated intangble assets.
Refer note 'b' below for intangible assets under devlopment.
i. Content is at the core of the offering of the test preparation product and is an intellectual property. It includes content in form of books, questions and solutions, mock tests, vdeo lectures and analysis of test papers. Amortisation is calculated to write off the cost of content over their estimated useful life (range 1 to 5 years) using the straight-line method.
ii. A non-compete fee is the outcome of an agreement entered between company and IndiaCan for on-going business should be protected from competition by the outgoing entity. Amortisation is calculated to write off the cost of non compete fees over its useful life of 5 years using the straight-line method. During the year company has paid consideration against the non compete agreement.
iii. Brand is recognised separately for ETEN acquisition, ETEN was a business division of IndiaCan, engaged in the test preparation business for chartered accountancy courses and civil services entrance examination supported by VSAT (very small aperture terminal) network in India, and was acquired by the Company via Business Transfer Agreement. Amortisation is calculated to write off the cost of brand over its useful life of 10 years using the straight-line method.
iv.Inquizitive Minds (IQM) is India's biggest quiz challenge at school and college level. It is an endeavour to encourage young India to learn through contests and know more about what's happening around the world. Amortisation is calculated to write off the cost of 'IQM' over its useful life of 10 years using the straight-line method.
v. Melting Pot 2020 Innovation Summit is the platform for enabling collaboration, networking and knowledge sharing between the various stakeholders in the innovation eco-system to catalyze the transformation of the region into a global innovation hub. Amortisation is calculated to write off the cost of 'Melting Pot' over its useful life of 10 years using the straight-line method.
vi. The Company has not carried out any revaluation of intangible assets for the year ended March 31, 2019 and March 31, 2018.
vii.The company does not have acquired intangible assets free of charge, or for nominal consideration, by way of a government grant.
viii. There are no other restriction on title of intangible assets other than as already disclosed.
x. There are no exchange differences adjusted in intangible assets.
xi. Refer note 39 for amortisation expenses.

(i) Details of internally generated intangible assets

Amount in Rupees lacs

Reconciliation of carrying amount	Content
Cost or deemed cost (Gross carrying amount)	
Balance as at April 1, 2017	184.60
Additions	-
Disposals	-
Balance as at March 31, 2018	**184.60**
Balance as at April 1, 2018	184.60
Additions during the year	165.60
Disposals during the year	-
Balance as at March 31, 2019	**350.20**
Accumulated amortisation	
Balance as at April 1, 2017	19.77
Amortisation for the year	33.90
Disposals during the year	-
Balance as at March 31, 2018	**53.67**
Balance as at April 1, 2018	53.67
Amortisation for the year	15.30
Disposals during the year	-
Balance as at March 31, 2019	**68.97**
Carrying amount (net)	
Balance as at March 31, 2018	**130.93**
Balance as at March 31, 2019	**281.23**

i. Content is at the core of the offering of the test preparation product and is an intellectual property. It includes content in form of books, questions and solutions, mock test, vedio lectures and analysis of test papers. Amortisation is calculated to write off the cost of content over their estimated useful life (5 years) using the straight-line method.

6b. Details of Intangibles under developemnt

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
Opening Balance	117.74	-
Add: Addition during the year	140.49	117.74
Less; Capitalized during the year	(63.50)	-
Less: Expensed Off during the year	(20.28)	-
Closing Balance	**174.45**	**117.74**

7. Investments in subsidiaries and associates

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
(a) Investment in equity shares		
Unquoted, at cost		
9,447,606 (March 31, 2018: 9,447,606) fully paid up equity shares of Rs. 10 each of Career Launcher Education Infrastructure and Services Limited	13,528.43	13,528.43
10,000 (March 31, 2018: 10,000) fully paid up equity shares of Rs. 10 each of CL Media Private Limited	1.00	1.00
1,000,000 (March 31, 2018: 1,000,000) fully paid up equity shares of Rs. 10 each of Kestone Integrated Marketing services Private Limited.	691.00	691.00
190,000 (March 31, 2018: 190,000) fully paid up equity shares of Rs. 10 each of G.K. Publications Private Limited	1,433.89	1,433.89
12,000 (March 31, 2018:12,000) fully paid up equity shares of Rs. 10 each of Accendere Knowledge Management Services Private Limited	2,669.40	2,669.40
909 (March 31, 2018: 909) fully paid up equity shares of Rs. 10 each of Threesixtyone Degree Minds Consulting Private Limited (refer note 8)	50.00	50.00
5,070 (March 31, 2018 :5070) fully paid up equity shares of Rs. 10 each of Ice Gate Educational Institute Private Ltd	623.61	623.61
(b) Investment in preference shares (at fair value through profit and loss [FVTPL])		
500,000 (March 31, 2018: 400,000) Compulsory convertible preference share (CCPS) of Rs 100 each (face value Rs. 10 each) of Threesixtyone Degree Minds Consulting Private Limited	624.55	400.00
Deemed investment on account of financial guarantee issued for:		
- Career Launcher Infrastructure Private Limited	20.32	20.32
- Career Launcher Education Infrastructure and Services Limited	6.45	6.45
- Kestone Integrated Marketing services Private Limited	7.21	5.76
	19,655.87	**19,429.86**
Aggregate amount of unquoted investments	**19,655.87**	**19,429.86**
Aggregate amount of quoted investments	**-**	**-**
Aggregate amount of impairment in value of investments	**-**	**-**

Note:

i. There are no significant restrictions on the right of ownership, realisability of investments or the remittance of income and proceeds of disposal.

Name of entities	Relationship	Place of business	% of ownership interest	Accounting method
Career Launcher Education Infrastructure and Services Limited	Subsidiary	India	100%	Cost
CL Media Private Limited	Subsidiary	India	100%	Cost
Kestone Integrated Marketing Services Private Limited.	Subsidiary	India	100%	Cost
G.K. Publications Private Limited	Subsidiary	India	100%	Cost
Accendere Knowledge Management Services Private Limited	Subsidiary	India	100%	Cost
ICE GATE Educational Institute Private Limited	Subsidiary	India	50.70%	Cost
Threesixtyone Degree Minds Consulting Private Limited (refer note i)	Associate	India	4.41%	FVTPL

Note:

i.Threesixtyone Degree Minds Consulting Private Limited became an associate company on August 3, 2017, due to compulsory representation in board of directors by the director nominated by the company.

8. Non-current financial assets - loans

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
Security deposits		
Security deposits	100.80	217.22
	100.80	**217.22**
The Company's exposure to credit and currency risks are disclosed in Note 55.		

9. Other non-current financial assets

	As at March 31, 2019	As at March 31, 2018
Non-current bank balances (Deposits with maturity for more than 12 months from reporting date) (refer note i)	1,476.47	1,474.15
	1,476.47	**1,474.15**

Note (i):

(i) Non-current bank balance include:

- Deposits of Rs.1.01 Lacs (March 31,2018 Rs. 1.01 lacs) for issue of guarantees in favor of value added tax authorities.
- Deposits of Rs.NIL (March 31,2018 Rs. 19.75 lacs) for issue of guarantees in favor of Development Support Agency of Gujarat- TDD Project.
- Deposits of Rs.3.18Lcas (March 31,2018 Rs. 2.56 lacs) for issue of guarantees in favor of The Directorate of Employment Training, Gandhi Nagar-TDD.
- Deposits aggregating Rs.1100.00 Lcas (March 31,2018 Rs.1100.00 lacs) pledged with banks for certain loan facility (Refer note 23).
- Deposits of Rs.0.93Lacs (March 31,2018 Rs. 0.82 lacs) submitted in bank against consumer court case appeal.
- Deposits of Rs.371.35 Lacs(March 31,2018 Rs. 350.00 lacs) pledged with RBL Banks for term loan facility (Refer note 23).

(ii)The Company's exposure to credit and currency risks are disclosed in Note 55.

10. Deferred tax assets (net)

	As at March 31, 2019	As at March 31, 2018
Deferred tax assets (net) (refer note 32)	376.69	485.24
	376.69	**485.24**

11. Non-current tax assets (net)

	As at March 31, 2019	As at March 31, 2018
Advance tax [net of provisions of Rs. 436.63 lacs (March 31, 2018: Rs. 283.31 lacs]	1,151.01	1,034.18
	1,151.01	**1,034.18**

12. Other non-current assets

	As at March 31, 2019	As at March 31, 2018
Capital advances	1.02	2.00
Prepaid expenses		
- financial guarantee commission	3.14	7.88
- prepaid rent	14.13	15.51
- franchisees recurring payments	37.14	29.03
	55.43	**54.42**

13. Inventories

	As at March 31, 2019	As at March 31, 2018
Valued at lower of cost and Net Realisable value unless otherwise stated		
Stock in trade (text books)	500.00	491.07
Less: Provision for loss allowance	(6.01)	(28.16)
	493.99	**462.91**

(i). Inventories are pledged as securities for borrowings taken from banks (refer note 23)

14. Investment

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
Mutual Fund - Unquoted at fair value thorugh profit and loss	2,743.09	-
	2,743.09	**-**
Aggregate amount of unquoted investments	2,743.09	-
Aggregate amount of impairment in value of investments	-	-

Details of Investment in liquid mutual und units

The balances held in liquid mutual fund as at March 31, 2019 and March 31, 2018 are as follows:

Particulars	As at March 31, 2019		As at March 31, 2018	
	Unit	Amount	Unit	Amount
ICICI Prudential MF Collection	1,88,371.90	520.69	-	-
HDFC Mutual Fund	11,262.17	414.25	-	-
UTI Mutual Fund	22,882.51	700.38	-	-
Birla SunLife MF	1,90,627.42	572.71	-	-
DSP Mutual Fund	20,014.32	535.06	-	-
Total	**4,33,158**	**2,743.09**	**-**	**-**

Note:

i. There are no significant restrictions on the right of ownership, realisability of investments or the remittance of income and proceeds of disposal.

15. Trade receivables

	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good, unless otherwise stated		
Unsecured- considered good	4,835.88	5,942.98
Credit impaired	675.00	1,129.98
Less: Allowance for Creidt impairment	(675.00)	(1,129.98)
	4,835.88	**5,942.98**
Of the above, trade receivables from related parties are as below		
Total trade receivables from related parties	-	-
	-	**-**

Note:

(i) Trade receivable are non interest bearing and are normally received in normal operating cycle.

(ii) The Company's exposure to credit and currency risks and loss allowances related to trade receivables are disclosed in Note 55.

(iii)Trade receivable are pledged as securities for borrowings taken from banks (refer note 23).

16. Cash and cash equivalents

	As at March 31, 2019	As at March 31, 2018
Balances with banks		
on current account	555.49	1,037.66
Cheques/ drafts on hand	27.93	36.24
Cash on hand	107.62	85.02
	691.03	**1,158.92**

Note:

(i) The Company's exposure to liquidity risks are disclosed in Note 55.

17. Bank balances other than cash and cash equivalents

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
Unpaid dividend account- bank balance (refer note (i) & (ii)	1.57	0.18
Deposits with original maturity for more than three months but less than twelve months	28.98	2,615.64
	30.55	**2,615.82**

Note :

(i) During the year company had declared an interim dividend as on August 07,2018 , out of which Rs.1.57 lacs not claimed by the shareholder as on March 31, 2019.

(ii) The amount in respect of previous year, represents minimum balance required to be maintained in current account and does not represent unpaid dividend amount

(iii) The Company's exposure to liquidity risks are disclosed in Note 55.

18. Current financial assets - loans

	As at March 31, 2019	As at March 31, 2018
Loans to employees	26.15	34.05
Security deposits	286.95	105.36
Loans to related parties	4,387.96	3,977.00
Loans to others	222.37	211.57
Unsecured, considered doubtful		
Loans to CL USA	399.49	399.49
Less: Provision for loss allowance	(399.49)	(399.49)
Loans to related parties	-	8.34
Less: Provision for loss allowance	-	(8.34)
Security deposits	28.05	28.05
Less: Provision for loss allowance	(28.05)	(28.05)
	4,923.43	**4,327.98**

Note:

(i) Refer note 45 for transactions with related party.

(ii)The Company's exposure to credit and currency risks are disclosed in Note 55.

The Company has given unsecured loan to their group companies/parties for meeting their working capital requirement. Details of the same are as below:

	Amount Given*	Rate of interest	March 31, 2019	March 31, 2018
Company Name				
Accendere Knowledge Management Services Pvt. Ltd.	43.82	11.55%	109.55	96.53
Kestone Asia Educational Hub Pte. Ltd.	-	Nil	-	8.34
Career Launcher Education Infrastructure and Services Limited	320.77	11.55%	1,798.36	1,607.15
Career Launcher Infrastructure Private Limited	225.78	11.55%	1,509.11	1,286.32
GK Publications Private Limited	42.79	12.50%	421.26	404.97
ICE Gate Educational Institute Private Limited	11.84	12.00%	7.26	51.73
Career Launcher Education Foundation	12.13	Nil	542.43	530.30
Total	**657.13**		**4,387.96**	**3,985.34**

* Includes conversion of interest into loans.

19. Other current financial assets

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
Interest accrued on fixed deposits	22.92	131.12
Other receivables from related parties	261.59	736.10
	284.51	**867.22**

Note:
(i) Refer note 46 for transactions with related party.

(ii)The Company's exposure to credit and currency risks are disclosed in Note 55.

20. Other current assets

	As at March 31, 2019	As at March 31, 2018
Advances to suppliers	233.11	220.69
Prepaid expenses	1,433.19	722.64
Prepaid financial guarantee commission	4.95	6.45
Prepaid rent	23.40	21.98
Deferred contract cost	6.13	-
Advances to employees	42.52	-
Other advances to related parties	80.42	95.50
Balance with Govt. Authorities	20.09	306.09
	1,843.81	**1,373.35**

Note: (i) Refer note 45 for transactions with related party.

21. Share capital

	As at March 31, 2019	As at March 31, 2018
Authorised		
16,000,000 (March 31, 2018: 16,000,000) equity shares of Rs. 10 each	1,600.00	1,600.00
Issued, subscribed and fully paid-up		
14,165,678 (March 31, 2018: 14,165,678) equity shares of Rs. 10 each fully paid up	1,416.57	1,416.57
	1,416.57	**1,416.57**

a. Terms and rights attached to equity shares

Voting

Each holder of equity shares is entitled to one vote per share held.

Dividends

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting except in the case where interim dividend is distributed.

	Year ended March 31, 2019	Year ended March 31, 2018
During the year, the company has distributed interim dividend as follows:	Re.1.00 per share	NIL

Liquidation

In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive all of the remaining assets of the Company, after distribution of all preferential amounts, if any. Such distribution amounts will be in proportion to the number of equity shares held by the shareholders.

b. Reconciliation of number of shares outstanding at the beginning and end of the year :

Amount in Rupees lacs

	Year ended March 31, 2019		Year ended March 31, 2018	
	No. of shares	Amount	No. of shares	Amount
At the beginning of year				
Add: Share issued during the year by way of:	1,41,65,678	1,416.57	1,41,63,278	1,416.33
- Employee stock option plan (refer note (i))				
Outstanding at the end of the year	-	-	2,400	0.24
Outstanding at the end of the year	**1,41,65,678**	**1,416.57**	**1,41,65,678**	**1,416.57**

Note:

(i) Employee stock option plan

<u>For the year ended March 31, 2019</u>

During the year company has not issued any fresh equity share on account of Employee stock option plan.

<u>For the year ended March 31, 2018</u>

Pursuant to ESOP Plan, 2,400 equity shares of the Company of Rs. 10 each were allotted at Rs. 300 per equity share.

Date of allotment	No. of shares	Share capital	Securities Premium	Total
October 13, 2017	2,400	0.24	6.96	7.20

c. Details of shareholders holding more than 5% shares in the Company:

	Year ended March 31, 2019		Year ended March 31, 2018	
	No. of shares	Percentage	No. of shares	Percentage
Promoters' Holding				
Mr. Gautam Puri	22,70,351	16.03%	22,62,579	15.97%
Mr. Satya Narayanan R	22,80,579	16.10%	22,62,579	15.97%
Bilakes Consulting Private Limited	12,55,460	8.86%	12,53,090	8.85%
GPE (India) Limited	9,46,473	6.68%	9,46,473	6.68%
Sundaram Assest Management Company Limited (along with its Persons acting in Concern)	9,21,623	6.51%	7,87,229	5.56%
Flowering Tree Investment Management Pte. Ltd. (along with its Persons acting in Concern)	8,98,237	6.34%	6,55,058	4.62%
	85,72,723	**60.52%**	**81,67,008**	**57.65%**

d. Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date

i. The company has issued 1,193,229 equity shares as fully paid without payment being received in cash during the financial years 2014-15 to 2018-19, which includes 927,625 equity shares issued in financial year 2014-15 and 265,604 equity shares issued in financial year 2015-16. These do not include compulsory convertible preference shares which are considered as fully paid instead of other than cash.

ii. The Company has issued equity shares aggregating 77,700 (March 31, 2018: 77,700) of Rs. 10 each fully paid up during the financial years 2014-15 to 2018-19, on exercise of options granted under the employee stock option plans wherein part consideration was received in form of employee services.

iii. Nil equity shares has been issued by way of bonus shares during the financial years 2014-15 to 2018-19.

iv. Nil equity shares bought back pursuant to Section 68, 69 and 70 of the Companies Act, 2013 during the financial years 2014-15 to 2018-19.

e. No class of shares have been bought back by the Company during the period of five years immediately preceding the reporting date.

f. Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option of the Company (refer to Note 52)

22. Other equity

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
22.1. Securities premium		
Balance at the beginning of the year	29,853.46	29,854.06
-on issue of equity shares		
-for consideration in cash	-	6.96
-of Employee stock option plan (ESOP)	-	3.60
Less: Share issue expenses	-	(11.16)
Closing balance (A)	**29,853.46**	**29,853.46**
22.2. Capital reserves (B)	0.20	0.20
	0.20	**0.20**
22.3. General reserves		
Opening balance	64.69	64.69
Add: Transfer from employee stock option outstanding	136.67	-
Less: Interim dividend paid duirng the year	(170.77)	-
Closing balance (C)	**30.59**	**64.69**
22.4. Employee stock option outstanding		
Gross employee stock compensation for options granted in earlier years	176.73	144.27
Add: Gross compensation for options for the year	(5.26)	14.26
Add: Gross compensation for options granted to employees of subsidiary	-	18.20
Less:Transfer to General reserve	(136.67)	-
Closing balance (D)	**34.80**	**176.73**
22.5. Surplus in the Statement of Profit and Loss		
Opening balance	2,825.04	3,010.29
Add: Net profit/(loss) for the year	980.12	(198.59)
Other comprehensive income		
Remeasurement of defined benefit plans	7.10	13.34
Closing balance (E)	**3,812.26**	**2,825.04**
22.6. Deemed equity		
Opening balance	51.48	33.24
Add: Addition during the year	3.77	18.24
Closing balance (F)	**55.25**	**51.48**
Total reserves and surplus (A+B+C+D+E+F)	**33,786.56**	**32,971.60**

Nature and purpose of other reserves

(i) General reserve

The Company appropriates a portion to general reserves out of the profits either as per the requirements of the Companies Act 2013 ('Act') or voluntarily to meet future contingencies. The said reserve is available for payment of dividend to the shareholders as per the provisions of the Companies Act, 2013.

(ii) Secutities premium reserve

Securities premium has been created upon issue of shares at premium. The reserve shall be utilised in accordance with the provisions of the Companies Act, 2013.

(iii) Employee stock options outstanding amount

The Company has an equity-settled share-based payment plans for certain categories of employees of the Company. Refer to Note 52 for further details on these plans.

(iv) Capital reserve

The capital reserve was generated on account of acquisition of erstwhile Paragon classes in the FY 2001-02.

(iv) Deemed equity

The Company has received financial guarantee from its promoters.

23. Non-current borrowings

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
Secured loan		
Vehicle loan from banks (refer note i)	27.87	8.14
Term loan from banks (refer note ii)	463.29	818.37
Unsecured loans		
Long term maturities of finance lease obligation	58.69	52.31
Total non-current borrowings	**549.85**	**878.82**
Less: Current maturities of non-current borrowings (included in note 28)	238.92	361.60
Less: Current maturities of finance lease obligation (included in note 28)	31.89	25.51
Less: Interest accrued but not due on borrowings (included in note 28)	0.18	1.62
Non-current borrowings (as per balance sheet)	**278.86**	**490.09**

The Company's exposure to currency risks, liquidity risks and interest rate risks are disclosed in Note 55.

Notes:

(i) Vehicle loans from banks are secured against hypothecation of concerned vehicles. Amount outstanding shown below are excluding accured interest amount.

The terms of the vehicle loans are as follows:

For amount outstanding as at March 31, 2019

Loan	Outstanding Amount	Rate of Interest	Equal monthly installment (EMI)	Date of Last EMI
	Amount		**Amount**	
Loan A	6.69	9.18%	0.15	01-Aug-23
Loan B	21.00	8.25%	0.49	05-Jun-23
	27.69			

For amount outstanding as at March 31, 2018

Loan	Outstanding Amount	Rate of Interest	Equal monthly installment (EMI)	Date of Last EMI
	Amount		**Amount**	
Loan 1	2.86	14.00%	0.28	05-Feb-19
Loan 2	1.31	14.00%	0.13	05-Feb-19
Loan 3	3.89	14.00%	0.38	05-Feb-19
	8.06			

(ii) Secured term loans from bank-other term loans

a) The Company had entered into a finance facility agreement with limit amounting Rs.3,155.00 lacs (March 31, 2018 :Rs.5,100.00 lacs) with Kotak Mahindra Bank, under which various term loans and overdrafts have been availed at different times.

In previous years ,the term loans availed comprise of Rs. 440.00 lacs.Year end balances of these loans are Rs. Nil (March 31, 2018: 124.07 lacs).

Interest rate

These loans carry interest at bank's base rate + 2.35% (March 31, 2018: bank's base rate + 3.75%) per annum ranging from 11.55% to 11.95% (March 31, 2018: 10.90% to 13.25 %)

Repayment schedule:

a) The loan of Rs. 440.00 lacs was repayable in 48 equal monthly installments of Rs. 12.08 lacs (inclusive of interest) for which March 1, 2019 was the last installment date and same has been repaid during the year.

Primary security:

Amount in Rupees lacs

These loans together with current borrowings are secured by way of first and exclusive charge on all present and future receivable, current and moveable assets including moveable fixed assets of the Company.

Collateral security

a) Lien over fixed deposits of Rs. 1,100.00 lacs

b) The loans are further secured by equitable mortgage on following properties of the Company:

- Plot No. 15-A , Block II , Knowledge Park, Greater Noida

- Plot No. 9A, Sector 27-A, Faridabad

- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune

- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi

- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai.

c) The loans are further secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Company.

d) These loans are part of overall limit sanctioned by the bank to the Company, which comprise term loans as detailed above, overdraft facility upto Rs. 2,900.00 lacs (March 31, 2018: 3,850.00 lacs) (disclosed in current borrowings in the financial statements), cash management facility of Rs. 25.00 lacs (March 31, 2018: 25.00 lacs) and overdraft against credit card receivables of Rs. 150.00 lacs (availed) (March 31, 2018: 150.00 lacs). Securities mentioned above are securities provided by the Company for such overall limit.

b) The Company had taken a term loan from Ratnakar Bank Limited (RBL). Year end balances of the loan is Rs. 459.67 lacs (March 31, 2018: 700.00 lacs)

Interest rate:

a) These loans carry interest at 10.50% per annum.

Repayment schedule:

a) Previous year, the Company had taken a term loan of Rs. 700.00 lacs which is repayable in 12 equal quarterly installments of Rs. 58.33 lacs (exclusive of interest). The repayment of installments has commence from June 30, 2018 and the last installment will be due on March 31, 2021.

Primary security

a) These loans together with current borrowings are secured by subrevient charge by way of hypothication on all present and future current assets inclusive of stock and book debts and moveable fixed assets of the Company.

b) Lein on fixed deposit of Rs. 371.35 lacs to be kept with Bank during the tenure of Loan.

Collateral security:

The loan is secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Company.

(iii) Aggregate amount of loans guaranteed by directors of the Company are Rs. 3,504.74 lacs (March 31, 2018: 3,972.99 lacs) [Includes amount of Rs. 229.96 lacs(March 31, 2018 : 466.67 lacs) disclosed under non current borrowings and Rs.233.33 (March 31,2018 :Rs. 357.41lacs (Refer note 28)) disclosed under current maturities of non-current borrowing and current borrowings amounting Rs. 3,041.45lacs (March 31, 2018: 3,148.91lacs) (Refer note 26).

24. Non-current provisions

	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits (refer note 44)		
Gratuity	132.07	134.42
Compensated absences	125.93	138.04
	258.00	**272.46**

Note: Refer note 30 for current portion of provision.

25. Other non current liabilities

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
Unearned revenue	208.88	246.93
	208.88	**246.93**

26. Current borrowings

	As at March 31, 2019	As at March 31, 2018
Secured		
-From banks		
-Cash credit from bank (Refer note below)	3,041.45	3,148.91
Total current borrowings	**3,041.45**	**3,148.91**

Note:

(i) Details of these loans are as follows:

Cash credit represents overdrafts from Kotak Mahindra Bank which are repayable on demand.

a). It carries interest rate of 10.95% - 13.45% (March 31, 2018: 11.00% - 12.25%) calculated on monthly basis on the actual amount utilised.

b). Refer note 23 for detail of security provided against such loans.

(ii) The Company's exposure to currency risks, liquidity risks and interest rate risks are disclosed in Note 55.

27. Trade payables

	As at March 31, 2019	As at March 31, 2018
Trade payables		
- to micro and small enterprises(refer note 51)	921.26	19.80
- to others	2,805.43	3,900.73
	3,726.69	**3,920.53**

Note:

i. For trade payables to related parties please refer note 45

ii. Other creditor are non interest bearing and are normally settled in normal trade cycle.

iii. The Company's exposure to currency and liquidity risks related to trade payables are disclosed in Note 55.

28. Other current financial liabilities

	As at March 31, 2019	As at March 31, 2018
Current maturities of non-current term loan from banks	233.33	353.54
Current maturities of non-current vehicle loan	5.59	8.06
Interest accrued but not due on borrowings	0.18	1.62
Current maturity of finance lease obligations	31.89	25.51
Unpaid dividends	1.57	-
Payables for purchase of investments		
-to related parties (refer note 45)	-	15.08
Payable for property, plant and equipment		
-to related parties (refer note 45)	133.29	295.87
-to others	11.76	4.91
Employee related payables	369.60	348.24
Payable to selling shareholders	28.06	47.71
Payable towards business combination (refer note 54)	143.81	310.13
Contingent consideration (refer note 54)	50.00	50.00
	1,009.08	**1,460.67**

Note: i. Refer note 45 for payable to related parties

ii. The Company's exposure to currency risks, liquidity risks and interest rate risks are disclosed in Note 55.

29. Other current liabilities

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
Unearned revenue	396.60	961.15
Statutory dues payable	103.84	318.29
Deferred revenue for financial guarantee	-	3.31
Employee imprest	51.50	16.46
	551.94	**1,299.21**

30. Current provisions

	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits (refer note 44)		
Gratuity	9.20	8.27
Compensated absences	6.14	7.95
	15.34	**16.22**

Note: Refer note 24 for Non-current portion of provision

31. Current tax liabilities

	As at March 31, 2019	As at March 31, 2018
Provision for income tax [net of advance tax of Rs. 1250.95 lacs (March 31, 2018: Rs 1334.09 lacs]	446.73	427.59
	446.73	**427.59**

32. Income tax

		As at March 31, 2019	As at March 31, 2018
A.	**Amounts recognised in profit or loss**		
	Current tax expense		
	Current year	122.14	-
	Adjustment for prior years	-	-
		122.14	-
	Deferred tax expense	105.81	62.34
	Total Tax Expense	**227.95**	**62.34**

B. Amounts recognised in Other Comprehensive Income

	Income tax relating to items that will not be reclassified to profit or loss		
	- Income tax relating to remeasurement of defined benefit plans	(2.74)	(7.06)
		(2.74)	**(7.06)**

C. Reconciliation of effective tax rate

	Year ended March 31, 2019		Year ended March 31, 2018	
	Rate	Amount	Rate	Amount
Profit before tax from continuing operations	27.82%	1,208.07	34.61%	(136.25)
Tax benefit/expenses		336.08		47.15
Tax effect of:				
Change of tax rate				
Non-deductible expenses		(88.65)		-
Non-taxable income		(94.70)		(12.93)
Others		(10.74)		2.18
Business Loss of March 2018		(47.54)		3.96
Deductible expenses		24.95		
Recognition of Timing Differences		108.55		21.98
	18.87%	**227.95**	**-45.75%**	**62.34**

d. **Movement in deferred tax balances**

Amount in Rupees lacs

	As at March 31, 2018	Recognized in P&L	Recognized in OCI	As at March 31, 2019
Deferred Tax Assets				
Provision for employee benefit	94.29	(15.50)	(2.74)	76.05
Provision for Obsolescene of Inventory	9.75	(8.08)	-	1.67
Provision for Doubtful Current Loan	150.85	(31.91)	-	118.94
Amortisation of prepaid rent	18.62	(29.06)	-	(10.44)
Finance Lease Adjustment	17.12	(0.79)	-	16.33
Deferred Revenue- Franchise Fees	124.11	-	-	124.11
Deferred Revenue- Admission Fees	261.51	-	-	261.51
Impact of Discontinuing of Secuirty Deposits	22.33	65.30		87.63
Provision for expected credit loss	459.55	(271.76)	-	187.79
Provision for Incentive	31.29	24.35	-	55.64
Sub-Total (a)	**1,189.42**	**(267.46)**	**(2.74)**	**919.22**
Deferred Tax Liabilities				
Property, plant and equipment (including investment property)	(542.30)	234.45	-	(307.85)
Prepaid FRP expenses	(20.24)	20.24	-	-
Investment in subsidiaries and associates	-	(34.65)	-	(34.65)
Impact for EIR adj on Borrowings	(0.09)	(0.85)	-	(0.94)
Intangibles	(141.55)	30.10	-	(111.45)
Loans	-	(87.63)	-	(87.63)
Sub-Total (b)	**(704.18)**	**161.66**	**-**	**(542.53)**
Net Deferred Tax Asset (a)+(b)	**485.24**	**(105.81)**	**(2.74)**	**376.69**

33. Revenue from operations

	Year ended March 31, 2019	Year ended March 31, 2018
Sale of products:		
- Text books	3,031.64	3,226.40
Sale of services:		
- Education and training programmes	13,564.86	12,044.22
Other operating revenue		
- Start up fees from franchisees		
	404.46	250.77
	17,000.96	**15,521.39**

	For the year ended March 31, 2019		
	Geographical markets		
Disaggregated revenue information as per geographical markets	India	Overseas	Total
Education and training programmes	13,311.44	253.42	13,564.86
Sale of Education Material	2,612.58	419.06	3,031.64
Start up fees from franchisees	404.46	-	404.46
	16,328.48	**672.48**	**17,000.96**

Changes in contract liablity are as follows:	Year ended March 31, 2019
Balance at the beginning of the year	1,981.26
Revenue recognised that was deducted from trade receivables as unearned revenue balance at the beginning of the year	(1,641.04)
Increase due to invoicing during the year,excluding amount recognised as revenue during the year	1,685.43
Gross Unearned revenue	**2,025.65**
Reclassification of unearned revenue that is not yet collected in cash from trade receivables	(1,420.17)
Balance at the end of the year	**605.48**

Note:

Amount in Rupees lacs

Opening balance of contract liability is inclusive of unearned revenue not yet collected cash from trade receivable.

	Year ended March 31, 2019
Within one year	1,721.32
More than one year	304.33

34. Other income

	Year ended March 31, 2019	Year ended March 31, 2018
Interest income from financial assets measured at amortised cost		
-Security deposits	20.42	21.65
Interest income on		
-Fixed deposits	139.57	320.91
-Loan to related parties (refer note 45)	424.95	369.98
Gain on fair value change of Investment	124.56	-
Gain on mutual funds	211.09	-
Liabilities no longer required written back	237.01	21.74
Advertising income	103.21	174.32
Infrastructure fees	49.45	97.09
Manpower cost sharing	131.47	279.71
Rent income on investment property net of depreciation (refer note 4)	18.66	20.98
Net gain on foreign currency transactions and translation	16.39	-
Gain on sale of property, plant and equipment	8.08	-
Finance income on financial guarantees	4.76	3.66
Income on employee stock option (ESOP) scheme (refer note 52)	5.26	-
Miscellaneous income	15.96	34.20
	1,510.84	**1,344.24**

35. Purchases of stock in trade

	Year ended March 31, 2019	Year ended March 31, 2018
Text books	1,107.21	1,091.87
	1,107.21	**1,091.87**

36. Changes in inventories of stock in trade

	Year ended March 31, 2019	Year ended March 31, 2018
Inventories at the end of the year	489.94	481.01
Inventories at the beginning of the year	481.01	491.39
Net decrease/(increase) in inventories of stock in trade	**(8.93)**	**10.38**

37. Employee benefit expense

	Year ended March 31, 2019	Year ended March 31, 2018
Salaries and bonus	2,372.72	2,925.57
Expenses related to post-employment defined benefit plans (refer note 44)	31.22	43.81
Expenses related to compensated absences (refer note 44)	17.58	23.58
Contribution to provident and other funds	91.39	108.96
Staff welfare expenses	56.81	97.19
Employee share-based payment expense (refer note 52)	-	14.26
	2,569.72	**3,213.37**

38. Finance costs

Amount in Rupees lacs

	Year ended March 31, 2019	Year ended March 31, 2018
Interest expense on financial liabilities measured at amortised cost	2.17	1.65
Interest expense on term loans	75.27	44.90
Interest expense on overdraft	334.90	256.81
-Overdrafts		
Interest on delayed payment of statutory dues	-	20.39
Finance cost on finance lease obligation	6.38	6.38
Finance cost on financial guarantees	10.03	9.97
	428.75	**340.10**

39. Depreciation and amortisation

	Year ended March 31, 2019	Year ended March 31, 2018
Depreciation on property, plant and equipment (refer note 3)	254.99	275.19
Amortisation of intangible assets (refer note 6)	553.17	414.94
	808.16	**690.13**

40. Other expenses

	Year ended March 31, 2019	Year ended March 31, 2018
Faculty expenses	881.04	920.38
Rent (refer note 43)	670.45	914.11
Bad debts written off	1,119.18	673.93
Advertisement, publicity and sales promotion	561.61	484.65
Business promotion	592.96	476.49
Legal and professional charges (refer note i below)	247.58	336.99
Travelling and conveyance	289.65	330.68
Communication expenses	203.02	258.50
Material printing cost	309.12	272.90
Office expenses	563.74	395.59
Equipment hire expenses	116.21	125.03
Rates and taxes	30.31	61.13
Sales incentive	91.07	61.49
Repairs to:		
-Buildings	90.94	74.42
-Others	32.05	42.66
Insurance	29.83	13.29
Recruitment, training and development expenses	121.05	34.86
Advances written-off	153.53	11.53
Research and Development expenses	-	15.29
Provision for obsolescence of inventory	-	12.78
Net loss on foreign currency transactions and translation	-	1.36
Commission to non executive directors	10.83	7.21
Loss allowance on doubtful debtors	-	100.42
Corporate social responsibility (refer note 46)	21.05	-
Miscellaneous expenses	174.62	152.45
	6,309.84	**5,778.14**

Note:

(i) Remuneration to Auditor (excluding Service tax /GST)

Amount in Rupees lacs

	Year ended March 31, 2019	Year ended March 31, 2018
Statutory audit	23.00	23.50
Limited review	18.00	24.00
Consolidation audit fee	4.00	4.00
Other matters	-	6.00
Out of pocket expenses	2.38	2.47
	47.38	**59.97**

41. Earning per share

	Year ended March 31, 2019	Year ended March 31, 2018
(a) Basic earnings per share		
From continuing operations attributable to the equity holders of the company	6.92	(1.40)
(b) Diluted earnings per share		
From continuing operations attributable to the equity holders of the company	6.92	(1.40)
(c) Reconciliations of earnings used in calculating earnings per share		
Basic earnings per share		
Profit attributable to the equity holders of the company used in calculating basic earnings per share:		
From continuing operations	980.12	(198.59)
	980.12	**(198.59)**
Diluted earnings per share		
Profit from continuing operation attributable to the equity share holders	980.12	(198.59)
Profit attributable to the equity holders of the company used in calculating diluted earnings per share	980.12	(198.59)

	No of shares	No of shares
(d) Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	1,41,65,678	1,41,64,396
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share	1,41,65,678	1,41,64,396

(e) Information concerning the classification of securities

Options: Options granted to employees are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share.

42. Contingent liabilities, contingent assets and commitments

		As at March 31, 2019	As at March 31, 2018
A.	**Commitments**		
	Estimated amount of contracts remaining to be executed on capital account and not provided for		
	- to related party [Net of advances of Rs.Nil (March 31, 2018: Nil)]	165.60	144.00
	Total capital commitments (A)	**165.60**	**144.00**
	Other material commitments		
	Commitment for maintenance of contents for related party	110.40	96.00
	Total other material commitments (B)	**110.40**	**96.00**
	Total commitments (A+B)	**276.00**	**240.00**

Amount in Rupees lacs

B.	Contingent liabilities		
	a. Corporate guarantee given to bank/ financial institutions for loan taken by subsidiaries (refer note 45)	1,450.00	1,595.00
	b. Claims against the Company not acknowledged as debts (refer note i)	1,509.89	1,508.55
	Note i: Details of claims against the Company not acknowledged as debt		

Particulars	Year pertaining		
Service Tax and CENVAT	Matters in dispute/under appeal for various years	755.09	755.09
Income Tax	Matters in dispute/under appeal for various years	657.35	702.89
Other cases (a)	Matters in dispute/under appeal	97.45	50.57
Total		**1,509.89**	**1,508.55**

Amount above includes:

i. The management is of the opinion that, based on issues decided in the earlier year and the legal advice that the ultimate outcome of the legal proceedings in respect to tax matters, as given above, will not have material adverse effect to the financial position of the Company.

ii. The Company received demand of income tax amounting to Rs.718.32 lacs and Rs.501.44 lacs pertaining to AY 2011-12 and 2012-13 respectively. Although the same is a disputed and appeals have been filed with the Appellate Authority and are pending for disposal, the management of the Company is of the view that since the disputed demand pertains to a specific issue which has been consistently decided in the favour of the Company, in earlier years, by the ITAT and Honourable High Court and there being no appeal filed by the department with Supreme Court, the issue is considered to be in favour of the company and therefore there cannot be any contingent liability on the company on this specific issue for these years. Accordingly, the same not included in contingent liability. Further, in AY 2013-14 and 2014-15, the department itself has not raised any demand on this issue, which further strengthen the view of the Company.

a. Other cases

Triangle Education, a franchisee of the Company in Jaipur, had arbitrarily terminated the agreement and started a competing business using the brand of CL Educate. The Company has filed a statement of claim before the sole Arbitrator amounting Rs. 190.00 lacs (March 31, 2018: Rs. 190.00 lacs) against triangle education. Triangle Education also filed a counter claim against the Company amounting Rs. 32.06 lacs (March 31, 2018: Rs. 32.06 lacs) and the matter is fixed for final argument on August 27, 2019.

A student, has filled a case against the Company for refund of fees amounting Rs. 6.20 lacs (March 31, 2018: Rs. 6.20 lacs) on the ground that he paid fees to Brilliant Tutorials considering the fact that the Company has a tie-up with Brilliant Tutorial which was subsequently called off by the Company and the matter is fixed for final argument on October 30, 2019.

The Director of Industries and Commerce cum Chairman MSE- Chandigarh has sent a notice amounting Rs. 12.31 lacs (March 31, 2018: Rs.12.31 lacs including interest of Rs. 3.30 lacs) on behalf of Reivera Fabricators regarding non payment of dues on account of uniforms supplied to Indus World Schools. The Company has preferred an appeal against the same and the matter is fixed for final argument on June 23, 2019.

Bawadia Kala Shiksha Samiti , a lessor has filled a case against the company for recovery of rent /arrears amounting Rs.46.88 lacs for non payment of rent, company engaged a local lawyer who will file necessary application to transfer the case to New Delhi as the rent agreement have arbitration clause , which will be decided in New delhi. The matter is fixed for final argument on June 24, 2019.

C. Contingent assets

The Company have expected to received below contingent assets as at March 31, 2019 and March 31, 2018.

In the financial year 2009-10, the Company had given a franchisee to Ms Monica Oli in the name of Comprehensive Education and IT Training Institute to provide test preparation services in Dubai (UAE). In the financial year 2012-13, the Company had terminated the franchise agreement on account of non-recovery of fees collected by the franchisee from students. At the time of the cancellation of agreement the total amount of receivables from and payable to Ms Monica Oli in the name of Comprehensive Education and IT Training Institute were AED 1,019,842 (Rs. 150.88 lacs) and AED 261,318 (Rs. 38.66 lacs) respectively.

43. Leases

Operating leases

A. Leases as a lessee

The Company is lessee under various operating leases for coaching centers across India. The lease terms of these premises range from 1 to 3 years and accordingly are short term leases. These lease agreements have varying terms, escalation clauses ranging from 0% to 5%, renewal rights and are usually renewable on mutually agreeable terms.

Disclosure in respect of such operating leases is as given below:

		As at March 31, 2019	As at March 31, 2018
i.	**Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:**		
	Not later than one year	72.00	-
	Later than one year but not later than five years	155.40	-
	Later than five years	-	-
		227.40	**-**

		Year ended March 31, 2019	Year ended March 31, 2018
ii.	**Amounts recognised in Statement of profit and loss:**		
	Rent expense	670.45	914.11

B. Leases as a lessor

The Company has given its premises on cancellable operating lease to one of its franchise.

Lease receipts are recognized in the Statement of profit and loss including depreciation on investment property during the year amounting Rs 24.62 lacs (March 31, 2018: Rs. 23.05 lacs).

Finance lease

A. Leases as a lessee

The Company has obtained a leasehold land on finance lease basis. The legal title to the leasehold land vests with the lessor. The lease term of such leasehold land is 90 years with annual payments subject to an escalation clause of maximum 50% after every 10 years post commencement of the agreement. The interest rate used for arriving at the finance lease obligation is 20%.

Refer note 3 for net carrying amount at the end of reporting period.

The minimum lease payments and the present value of minimum lease payments in respect of arrangements classified as finance leases are as below:

	March 31, 2019		
Particulars	**Future minimum lease payments (MLP)**	**Interest element of MLP**	**Present value of minimum lease payments**
Not later than one year	12.75	6.38	6.38
Later than one year but not later than five years	25.51	25.51	-
Later than five years	440.05	406.87	52.31
	478.31	**438.76**	**58.69**

Amount in Rupees lacs

Particulars	March 31, 2018		
	Future minimum lease payments (MLP)	Interest element of MLP	Present value of minimum lease payments
Not later than one year	12.75	6.38	6.38
Later than one year but not later than five years	25.51	25.51	-
Later than five years	452.79	419.61	45.93
	491.05	**451.50**	**52.31**

44. Employee benefits

The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined contribution plans:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund, which are defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue.

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Employers contribution to provident fund	86.15	103.37

(ii) Defined benefit plan:

Gratuity

The Company operates a post-employment defined benefit plan for Gratuity. This plan entitles an employee to receive half month's basic salary for each year of completed service at the time of retirement/exit. The Company contributes to a trust set up by the Company which further contributes to a policy taken from the Life Insurance Corporation of India.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognize each period of service as giving rise to additional employee benefit entitlement and measures each unit separately to build up the final obligation.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

Particulars	As at March 31, 2019	As at March 31, 2018
Net defined benefit (asset)/liability		
Gratuity (funded)	141.27	142.69
Total employee benefit liabilities	**141.27**	**142.69**
Non-current	132.07	134.42
Current	9.20	8.27

Amount in Rupees lacs

B. Movement in net defined benefit (asset)/liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset)/ liability and its components:

	Year ended March 31, 2019			Year ended March 31, 2018		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset) / liability
Balance at the beginning of the period	150.85	8.16	142.69	129.01	10.65	118.36
Included in profit or loss						
Current service cost	20.09	-	20.09	29.80	-	29.80
Interest cost (income)	11.77	0.64	11.13	9.92	0.82	9.10
Past service cost	-	-	-	4.91	-	4.91
	31.86	**0.64**	**31.22**	**44.63**	**0.82**	**43.81**
Included in OCI						
Remeasurements loss (gain)						
– Actuarial loss (gain) arising from:						
- financial assumptions	2.11	-	2.11	(1.91)	-	(1.91)
- experience adjustment	(12.25)	-	(12.25)	(18.53)	-	(18.53)
Return on plan assets	-	(0.30)	0.30	-	(0.04)	0.04
	(10.14)	**(0.30)**	**(9.84)**	**(20.44)**	**(0.04)**	**(20.40)**
Other						
Contributions paid by the employer	-	23.40	(23.40)	-	7.53	(7.53)
Acquisition adjustment	(0.30)	-	(0.30)	6.19	-	6.19
Fund management charges	-	(0.90)	0.90	-	(2.27)	2.27
Benefits paid	(29.40)	(29.40)	-	(8.54)	(8.53)	(0.01)
	(29.70)	**(6.90)**	**(22.80)**	**(2.35)**	**(3.27)**	**0.92**
Balance at the end of the year	**142.86**	**1.60**	**141.27**	**150.85**	**8.16**	**142.69**

Expenses recognised in the Statement of profit and loss	Year ended March 31, 2019	Year ended March 31, 2018
Service cost	20.09	34.71
Net interest cost	11.13	9.10
	31.22	**43.81**

C. Plan assets

The plan assets of the Company are managed by Life Insurance Corporation of India through a trust managed by the Company in terms of an insurance policy taken to fund obligations of the Company with respect to its gratuity plan.

Particulars	As at March 31, 2019	As at March 31, 2018
Funds Managed by Insurer (investment with insurer)	100%	100%

On an annual basis, an asset-liability matching study is done by the Company whereby the Company contributes the net increase in the actuarial liability to the plan manager in order to manage the liability risk. The Company's policy and objective for plan assets management is to maximise return on plan assets to meet future benefit payment requirements while at the same time accepting a low level of risk.

D. Actuarial assumptions

a. Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields

Amount in Rupees lacs

available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. Valuation aaumptions are as follows which have been selected by the company.

Particulars	As at March 31, 2019	As at March 31, 2018
Discount rate	7.66%	7.80%
Expected rate of future salary increase	8.00%	8.00%

b. Demographic assumptions

	Particulars	As at March 31, 2019	As at March 31, 2018
i.	Retirement age (years)	58.00	58.00
ii.	Mortality rates inclusive of provision for disability	100% of IALM (2006 - 08)	
iii.	Ages	Withdrawal rate (%)	Withdrawal rate (%)
	Upto 30 years	3%	3%
	From 31 to 44 years	2%	2%
	Above 44 years	1%	1%

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Sensitivity due to mortality and withdrawls are not material and hence impact of change not calculated. Sensitivity as to rate of inflation, rate of increase of pensions in payament, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Particulars	As at March 31, 2019		As at March 31, 2018	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(7.61)	8.28	(8.95)	9.79
Expected rate of future salary increase (0.5% movement)	6.76	(6.21)	8.57	(7.85)

Description of risk exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow -

A) Salary increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

B) Investment risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

C) Discount rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) Mortality & disability – Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

E) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

Amount in Rupees lacs

F. **Expected maturity analysis of the defined benefit plans in future years**

Particulars	As at March 31, 2019	As at March 31, 2018
Duration of defined benefit obligation		
Less than 1 year	9.20	8.27
Between 1-2 years	2.03	2.05
Between 2-5 years	6.43	7.19
Over 5 years	125.20	133.33
Total	**142.86**	**150.84**

Expected contributions to post-employment benefit plans for the year ending March 31, 2020 is Rs. 38.50 lacs.

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 19.47 years (March 31, 2018: 19.47 years).

(ii) Other long-term employee benefits:

The company provides for compensated absences to its employees. The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit.

The present value obligation in respect of earned leave is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligations. The summarised positions of various defined benefits are as under:

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the compensated absences and the amounts recognised in the Company's financial statements as at balance sheet date:

Particulars	As at March 31, 2019	As at March 31, 2018
Net defined benefit liability		
Earned Leave (unfunded)	132.07	145.99
Total employee benefit liabilities	**132.07**	**145.99**
Non-current	125.93	138.04
Current	6.14	7.95

B. **Movement in net defined benefit (asset) liability**

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

Particulars	As at March 31, 2019	As at March 31, 2018
	Defined benefit obligation	
Net defined benefit liability at the beginning of the year	145.99	131.84
Included in profit or loss		
Current service cost	16.59	29.32
Interest cost (income)	11.39	10.14
	27.98	**39.46**
Included in OCI		
Remeasurements loss (gain)		
– Actuarial loss (gain) arising from:		
- financial assumptions	1.74	(1.71)
Return on plan assets	(12.14)	(14.17)
Other		
Contributions paid by the employer		
Acquisition adjustment	(0.11)	3.37
Benefits paid	(31.39)	(12.80)
Net defined benefit liability at the end of the year	**(31.50)**	**(9.42)**
	132.07	**145.99**

Amount in Rupees lacs

Expenses recognised in the Statement of profit and loss	Year ended March 31, 2019	Year ended March 31, 2018
Service cost	16.59	29.32
Net interest cost	11.39	10.14
Actuarial (Gain)/Loss on obligation	(10.40)	(15.88)
	17.58	**23.58**

C. Actuarial assumptions

a) Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. Valuation aaumptions are as follows which have been selected by the company.

Particulars	As at March 31, 2019	As at March 31, 2018
Discount rate	7.66%	7.80%
Expected rate of future salary increase	8.00%	8.00%

b) Demographic assumptions

	Particulars	As at March 31, 2019	As at March 31, 2018
i.	Retirement age (years)	58.00	58.00
ii.	Mortality rates inclusive of provision for disability	100% of IALM (2006 - 08)	
iii.	Ages	Withdrawal rate (%)	Withdrawal rate (%)
	Upto 30 years	3%	3%
	From 31 to 44 years	2%	2%
	Above 44 years	1%	1%

Expected contributions to post-employment benefit plans for the year ending March 31, 2020 is Rs. 35.47 lacs

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 19.49 years (March 31, 2018: 19.47 years).

D. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the obligation by the amounts shown below.

Sensitivity due to mortality and withdrawls are not material and hence impact of change not calculated. Sensitivity as to rate of inflation, rate of increase of pensions in payament, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Particulars	As at March 31, 2019		As at March 31, 2018	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(6.07)	6.53	(7.40)	8.01
Expected rate of future salary increase (0.5% movement)	6.47	(6.07)	7.96	(7.42)

Description of risk exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow -

A) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

Amount in Rupees lacs

B) Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

C) Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

E) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

E. Expected maturity analysis of the defined benefit plans in future years

Particulars	As at March 31, 2019	As at March 31, 2018
Duration of defined benefit obligation		
Less than 1 year	6.14	7.95
Between 1-2 years	2.20	2.52
Between 2-5 years	27.07	27.75
Over 5 years	96.66	107.77
Total	**132.07**	**145.99**

45. Related party

The related parties as per the terms of Ind AS-24,"Related Party Disclosures", (specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015) are disclosed below:-

(A) Names of related parties and description of relationship:

i. Related parties where control exists

	Name of the Company	Country of Incorporation	% of Holding as at March 31, 2019	% of Holding as at March 31, 2018
Direct Subsidiaries	Kestone Integrated Marketing Services Private Limited	India	100%	100%
	CL Media Private Limited	India	100%	100%
	G K Publications Private Limited	India	100%	100%
	Career Launcher Education Infrastructure and Services Limited	India	100%	100%
	Accendere Knowledge Management Services Private Limited	India	100%	100%
	ICE GATE Educational Institute Private Limited (wef November 1, 2017)	India	50.70%	50.70%
Indirect Subsidiaries	Subsidiaries of Kestone Integrated Marketing Services Private Limited			
	Kestone CL Asia Hub Pte. Ltd (Formerly known as "Kestone Asia Hub Pte. Ltd")	Singapore	100%	100%
	Kestone CL US Limited (wef March 22, 2018)	USA	100%	100%
	Subsidiary of Career Launcher Education Infrastructure and Services Limited			
	Career Launcher Infrastructure Private Limited	India	100%	100%
Associate Company	Threesixtyone Degree Minds Consulting Private Ltd (wef August 3, 2017)			

Amount in Rupees lacs

Enterprices in which KMP or their relatives are able to exercise control or significant influence	Career Launcher Education Infrastructure & Services Limited Employee Group Gratuity Trust
	Career Launcher Employee Group Gratuity Trust
	CL Media Employee Gratuity Trust
	Bilakes Consulting Private Limited, India
	Career Launcher Education Foundation, India
	CLEF – AP, India
	Nalanda foundation, India (upto June 30, 2017)
	Career Launcher Infrastructure Private Limited Employee Group Gratuity Trust
Key management personnel (KMP) and non executive directors	Mr. Satya Narayanan .R (Chairman and Executive Director)
	Mr. Gautam Puri (Vice Chairman and Managing Director)
	Mr. Nikhil Mahajan (Executive Director and Group CEO Enterprise Business)
	"Mr. Sridar Arvamudhan Iyengar (Non-Executive Independent Director) (up to September 30,2018)"
	Mr.Safir Anand (Non-Executive Independent Director) (upto february 07, 2018)
	Ms. Sangeeta Modi (Non-Executive Independent Director) (upto July 03, 2017)
	Mr. Kamil Hasan (Non-Executive Independent Director) (upto May 01, 2017)
	Mr. Gopal Jain (Non-Executive Non Independent Director) (up to November 02,2018)
	Mr. Viraj Tyagi, (Non executive Non Independent Director)
	Mr. Paresh Surendra Thakker (Non-Executive Independent Director) (up to November 15, 2018)
	Mr. Girish Shivani (Additional Non-Executive Independent Director) (wef September 30,2018)
	Mr.Imran Jafar (Additional Non-Executive Non Independent Director) (wef November 02, 2018)
	Ms. Madhumita Ganguli (Non-Executive Independent Director)
	Mr. Sushil Kumar Roongta (Additional Non-Executive Independent Director) (w.e.f. March 13, 2018)
Close family member of key management personal	- Mr. R Sreenivasan
	- Mr. R Shivakumar

(B) Transactions during the year:

		Year ended March 31, 2019	Year ended March 31, 2018
i	**Other Income**		
	a. Interest on loans		
	Subsidiary Companies		
	- Career Launcher Education Infrastructure and Services Limited	200.64	63.34
	- G K Publications Private Limited	47.55	51.10
	- Career Launcher Infrastructure Private Limited	161.85	234.30
	- CL Media Private Limited	-	0.33
	-Accendere Knowledge Management Services Private Limited	12.86	11.57
	-Ice Gate Educational Institute Private Limited	2.05	1.92
	Enterprises in which KMP and their relatives are able to exercise significant influence		
	- Nalanda Foundation	-	7.41
		424.95	**369.97**
	b. Advertising income		
	Subsidiary Companies		
	- CL Media Private Limited	103.21	174.32
		103.21	**174.32**
	c. Infrastructure fees/Rent		
	Subsidiary Companies		
	- CL Media Private Limited	12.90	60.00
	-Accendere Knowledge Management Services Private Limited	3.00	-
	- G.K. Publications Private Limited	6.00	24.00
		21.90	**84.00**
ii.	**Purchase of traded goods**		
	Subsidiary Companies		

Amount in Rupees lacs

	- CL Media Private Limited	1,052.66	1,005.68
	- G.K. Publications Private Limited	35.98	53.84
		1,088.64	**1,059.52**
iii.	**Other expenses**		
	Subsidiary Companies		
	a. Material development and printing expenses		
	- CL Media Private Limited	110.40	96.00
	b. Equipment hire expenses		
	- Kestone Integrated Marketing Services Private Limited	**-**	**4.80**
	c. Marketing research		
	- Kestone Integrated Marketing Services Private Limited	71.41	11.01
	d. Legal & professional charges		
	- Kestone Integrated Marketing Services Private Limited	8.00	-
	e. Rent		
	- ICE Gate Educational Institute Pvt.Ltd	2.00	-
	f. Franchisee share		
	-ICE Gate Educational Institute Pvt.Ltd	1.00	-
	g. Material devlopment & printing expenses		
	-Threesixtyone Degree Minds Consulting Private Ltd	26.98	44.18
		219.79	**155.99**
iv.	**Employee benefits expenses**		
	Key management personnel		
	Short term employee benefits:		
	- Mr.Gautam Puri	111.91	57.96
	- Mr. Satya Narayanan .R	115.63	58.61
	- Mr. Nikhil Mahajan	116.49	62.04
	Post employment benefits:		
	- Mr.Gautam Puri	1.18	5.19
	- Mr. Satya Narayanan .R	1.01	2.94
	- Mr. Nikhil Mahajan	0.96	2.37
	Other long term benefits		
	- Mr.Gautam Puri	0.07	0.34
	- Mr. Satya Narayanan .R	1.37	1.35
	- Mr. Nikhil Mahajan	0.24	0.44
	Share based payments		
	- Mr. Sridar Iyengar	-	-
	- Mr. Safir Anand	-	-
	- Mr. Viraj Tyegi	-	-
v.	**Reimbursement of expense from related parties**		
	Subsidiary Companies		
	- Career Launcher Education Infrastructure and Services Limited	0.08	-
	- Kestone Integrated Marketing Services Private Limited	79.55	199.03
	- CL Media Private Limited	**311.07**	**323.01**
	Enterprises in which KMP and their relatives are able to exercise significant influence		
	CLEF AP Trust	-	0.40
		390.70	**522.44**
vi.	**Loans given to related party**		
	Subsidiary Companies		
	- Career Launcher Education Infrastructure and Services Limited	140.20	1,517.23
	- Career Launcher Infrastructure Private Limited	80.12	37.50
	-ICE Gate Educational Institute Pvt.Ltd	10.00	50.00
	- G K Publications Private Limited	-	317.50
	-Accendere Knowledge Management Services Pvt. Ltd.	32.24	141.18

Amount in Rupees lacs

	Enterprises in which KMP and their relatives are able to exercise significant influence		
	- Career Launcher Education Foundation	12.13	0.17
		274.69	**2,063.58**
vii.	**Conversion of interest into loan**		
	Subsidiary Companies		
	- Career Launcher Education Infrastructure and Services Limited	180.57	57.00
	- G K Publications Private Limited	42.79	45.99
	- CL Media Private Limited	-	0.30
	- Career Launcher Infrastructure Private Limited	145.66	210.87
	-Accendere Knowledge Management Services Pvt. Ltd.	11.58	10.42
	-ICE Gate Educational Institute Pvt.Ltd	1.84	1.73
	Enterprises in which KMP and their relatives are able to exercise significant influence		
	- Nalanda Foundation	-	6.67
		382.44	**332.98**
viii.	**Repayment of loan given**		
	Subsidiary Companies		
	- G K Publications Private Limited	26.50	82.07
	- CL Media Private Limited	-	139.93
	- Career Launcher Infrastructure Private Limited	3.00	823.12
	- Career Launcher Education Infrastructure and Services Limited	129.56	30.00
	-Accendere Knowledge Management Services Pvt. Ltd.	30.80	145.11
	-ICE Gate Educational Institute Pvt.Ltd	56.32	-
		246.18	**1,220.23**
ix.	**Commission to non-executive Directors**	**10.83**	**7.21**
x.	Purchase of assets from related party		
	Subsidiary Companies		
	-CL Media Private Limited	183.10	144.00
	- Kestone Integrated Marketing Services Private Limited	37.08	253.59
xi.	**Interim Dividend Paid**		
	- Bilakes Consulting Private Limited	12.53	-
	- Mr. Satya Narayanan .R	22.75	-
	- Mr.Gautam Puri	22.70	-
	- Mr. R Sreenivasan	3.50	-
	- Mr. R Shivakumar	3.50	-

(C) Related party balances as at the year end:

	As at March 31, 2019	As at March 31, 2018
Subsidiary Companies		
Current Loans		
- Kestone CL Asia Hub Pte. Limited	-	8.34
- Career Launcher Education Foundation	542.43	530.30
- GK Publications Private Limited	421.26	404.97
- Career Launcher Education Infrastructure and Services Limited	1,798.36	1,607.15
- Career Launcher Infrastructure Private Limited	1,509.11	1,286.32
-Accendere Knowledge Management Services Private Limited	109.55	96.53
-Ice Gate Educational Iinstitute Private Limited	7.26	51.73
Receivables on account of transfer of property, plant and equipment		
- Career Launcher Infrastructure Private Limited	-	3.17
Other receivables from related parties:		
- Career Launcher Education Infrastructure and Services Limited	90.25	90.18
- GK Publications Private Limited	5.33	9.72
- Kestone Integrated Marketing Services Private Limited	59.33	133.17
- CL Media Private Limited	57.14	314.14

Amount in Rupees lacs

- Accendere Knowledge Management Services Private Limited	49.54	46.30
Provision for doubtful loans		
- Kestone CL Asia Hub Pte. Limited	-	8.34
Employee share based payment expenses to be recovered from subsidiary		
- Career Launcher Education Infrastructure and Services Limited	-	128.21
Trade payables		
- CL Media Private Limited	816.10	696.54
- GK Publications Private Limited	176.11	151.63
- Kestone Integrated Marketing Services Private Limited	734.64	1,184.86
Payable for expenses		
-Accendere Knowledge Management Services Private Limited	0.27	1.27
- Career Launcher Infrastructure Private Limited	5.71	8.88
- CL Media Private Limited	-	21.19
-Threesixtyone Degree Minds Consulting Private Ltd	29.13	29.38
Payable for property, plant and equipment		
- Kestone Integrated Marketing Services Private Limited	133.29	295.87
Guarantees given for loan taken by subsidiary companies		
- Kestone Integrated Marketing Services Private Limited	1,450.00	1,450.00
-Career Launcher Education Infrastructure and Services Limited	-	145.00
Enterprises in which KMP and their relatives are able to exercise significant influence		
Other receivables:		
- Bilakes Consulting Private Limited	80.42	95.50
- CLEF AP Trust	-	0.40
Payable for purchase of investments		
- Bilakes Consulting Private Limited	-	15.08
Guarantee given:		
- Bilakes Consulting Private Limited	457.58	457.58
Key management personnels		
Short term employee benefits:		
- Mr.Gautam Puri	52.30	3.89
- Mr. Satya Narayanan .R	53.45	4.42
- Mr. Nikhil Mahajan	44.27	15.96
Post employment benefits:		
- Mr.Gautam Puri	16.37	15.19
- Mr. Satya Narayanan .R	13.95	12.94
- Mr. Nikhil Mahajan	13.33	12.37
Other long term benefits		
- Mr.Gautam Puri	22.77	22.70
- Mr. Satya Narayanan .R	22.82	21.46
- Mr. Nikhil Mahajan	22.16	21.92

Terms and conditions

i. The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions and are at market value. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. For the year ended March 31, 2019, the Company has not recorded any impairment of receivables relating to amounts owed by related parties .This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

ii. Current loans are repayable on demand. The aforesaid loan bears interest rate ranges from 11.55% - 12.50%. The interest on loan is added to the loan amount at the end of every financial year, when it becomes due.

iii. Short term employee benefits includes the board recommended performance incentive of KMPs for current financial year as follows:

- Mr.Gautam Puri	41.00	-
- Mr. Satya Narayanan .R	41.00	-
- Mr. Nikhil Mahajan	39.70	-

Amount in Rupees lacs

46. Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013 read with guidelines issued by DPE, the Company is required to spend, in every financial year, at least two per cent of the average net profits of the Company made during the three immediately preceding financial years in accordance with its CSR Policy. The details of CSR expenses for the year are as under:

	Particulars	March 31, 2019	March 31, 2018
i	A. Amount required to be spent during the year	7.10	46.31
	B. Shortfall amount of previous year	46.31	-
	C. Total (A+B)	**53.41**	**46.31**
	D. Amount spent during the year on-		
	- Construction/ acquisition of any asset	-	-
	- On purposes other than above		
	- from identified activities	21.20	-
	- from Salary & wages	-	-
	Total	**21.20**	**-**
	Shortfall amount carried forward to next year	**32.21**	**46.31**

47. In the financial year 2009-10, the Company had given a franchisee to Ms Monica Oli in the name of Comprehensive Education and IT Training Institute to provide test preparation services in Dubai (UAE). In the financial year 2012-13, the Company had terminated the franchise agreement on account of non-recovery of fees collected by the franchisee from students. At the time of the cancellation of agreement the total amount of receivables from and payable to Ms Monica Oli in the name of Comprehensive Education and IT Training Institute were AED 1,019,842 (Rs. 150.88 lacs) and AED 261,318 (Rs. 38.66 lacs) respectively. The details of the amount recoverable are as follows:

1. An amount of AED 625,775 on account of short deposit of fee collected by Monica Oli in the name of the Company from the students;
2. An amount of AED 1,392,200 on account of fee collected by Monika Oli against the installment due as on January 31, 2013 and not deposited in the bank account of the Company.
3. An amount of AED 18,120 on account of settlement of wage account and cancellation of visa of Mr. Yogeshwar Singh Batyal by the Company;
4. An amount of AED 4,300 on account of payment of outstanding dues of bill in respect of communication expenses of Mr. Akhilesh Jha, an employee and erstwhile center manager of Dubai office of the Company.

In the financial year 2012-13, the Company had adjusted/squared off traded receivables of AED 261,318 (Rs. 38.66 lacs) against the amounts payable to AED 261,318 (Rs. 38.66 lacs) on account of its share in the books of account.

In the financial year 2013-14, the Company had initiated legal actions against Monica Oli to recover the said amounts. The Company had sent legal notice dated November 6, 2013 to Monica Oli asking her to pay the following amounts to the Company.

1) An amount of AED 2,040,395 as mentioned above;
2) An amount of AED 50,000 on account of losses suffered by the Company due to non-communication by Monika Oli regarding termination of agreement;
3) An amount of AED 1,000,000 on account of damages for starting a same/similar business in violation of terms of the agreement and unauthorizedly using data/information, manuals etc. pertaining to the Company;

The Company had preferred arbitration in the matter and the Hon'ble Arbitrator had issued notices to parties for appearance.

During the financial year 2014-15, on March 16, 2015 the Hon'ble Arbritrator has passed an award amounting AED 2,063,267 (equivalent to Rs. 351.37 lacs) in favour of the Company.

During the year 2015-16, the Company has filed execution petition to Delhi High Court for execution of award passed by Hon'ble Arbitrator and matter is listed for further proceedings.

During the previous year, the Company had obtained necessary documents from Delhi High Court and were submitted to Ministry of Law on 13 April 2017. The Company understands that these documents have been sent to UAE through Indian Embassy for depositing in Dubai Courts for execution.The case is in progress in Dubai court.

48. The Company has filed legal cases against certain debtors for recovery of outstanding receivables amounting Rs 136.34 lacs (March 31, 2018: Rs 136.34 lacs). The Company is of the view that all such balances are fully recoverable and no provision is required. Further, the Company has also filed cases against certain parties for recovery of damages arising from fraudulent use of Company's brand name, violation of terms and conditions of employment etc, amounting Rs 728.12 lacs (March 31, 2018: Rs. 728.12 lacs). The amount likely to be realised, in all these cases, is currently not ascertainable but the Company, based on discussion with concerned lawyers and the proceedings of the cases is hopeful that there would not be any adverse impact on the financial position, and the realisation would be more than the outstanding amount. The Company has recorded all expenses pertaining to legal and professional charges in respect of all such cases.

Amount in Rupees lacs

49. The company has in the past undertaken various Central and State Government / Agencies, projects in the education / skill development sector. Most of these projects are complete, however the dues from the concerned department / agency has not been realized mainly on account of delays and long process. The details of such vocational trade receivables which are outstanding for a considerable period of time are given below. In the opinion of the management it has made the necessary provision, wherever required and such balances are fully recoverable. The details of amount recoverable are as under and refer note 55 for expected credit loss.

Vocational trade receivables	Total Amount	Amount O/s. for more than 3 years (out of total amount)	Expected Credit Loss (ECL) on total outstanding
As at March 31, 2019	2,832.59	2,594.66	449.10
As at March 31, 2018	4,196.88	746.44	837.31

50. During the year ended March 31, 2017, pursuant to Initial Public Offering (IPO), 2,180,119 equity shares of face value Rs. 10 each were alloted to public at a premium of Rs. 492 per share along with offer for sale of 2,579,881 equity shares by the selling shareholders. The proceeds of the IPO was in Escrow account as at March 31, 2017. The details of which are as under:

Particulars	No. of Shares	Price per share	Amount
Gross proceeds from IPO - Fresh issue	21,80,119	502.00	10,944.20
Gross proceeds from IPO - Selling shareholders	25,79,881	502.00	12,951.00
Total share issue expenses			1,806.75
Net Proceeds from IPO			**22,088.45**

The designated utilisation of proceeds from the IPO net of share issue expenses during the year ended March 31, 2019 are as below:

Objects	Amount	Utilised amount upto March 31, 2018	Unutilised amount	Remarks
Repayment of loan taken by Career Launcher Infrastructure Private Limited from HDFC Bank Limited	1,860.40	1,860.40	-	The Company has completely utilized the IPO proceed in financial year 2018-19 for purpose specified
Meeting the working capital requirements of CL Educate and its subsidiaries namely Kestone Integrated Marketing Services Private Limited and GK Publications Private Limited	5,250.00	5,250.00	-	
Funding Acquisitions and other strategic Initiatives	2,000.00	2,000.00	-	
General Corporate purposes	1,010.25	1,010.25	-	
	10,120.65	**10,120.65**	**-**	

The designated utilisation of proceeds from the IPO net of share issue expenses during the year ended March 31, 2018 are as below:

Objects	Amount	Utilised amount upto March 31, 2018	Unutilised amount	Remarks
Repayment of loan taken by Career Launcher Infrastructure Private Limited from HDFC Bank Limited	1,860.40	1,860.40	**-**	The Company expects to utilize remaining funds in financial year 2018-19. remaining Unutilized amounts have been deployed in Bank FDs till full amounts are utilized.
Meeting the working capital requirements of CL Educate and its subsidiaries namely Kestone Integrated Marketing Services Private Limited and GK Publications Private Limited	5,250.00	4,643.13	**606.87**	
Funding Acquisitions and other strategic Initiatives	2,000.00	1,835.11	164.89	
General Corporate purposes	1,010.25	-	1,010.25	
	10,120.65	**8,338.64**	**1,782.01**	

Amount in Rupees lacs

51. In terms of the clause 22 of chapter V Micro, Small and Medium Enterprises Development Act 2006 (MSMED act 2006), the disclosure of payments due to any supplier are as follows:

	As at March 31, 2019	As at March 31, 2018
The principal amount and the interest due thereon remaining unpaid to any MSME supplier as at the end of each accounting period included in		
Principal amount due to micro and small enterprises	921.26	19.80
Interest due on above	5.21	-
	926.47	**19.80**
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the period) but without adding the interest specified under the MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting period	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible under section 23 of the MSMED Act , 2006.	-	-

52. Share based payments

Pursuant to the resolution passed by the Board of Directors at its meeting on March 6, 2008 and the Special Resolution passed by the members in the EGM held on March 31, 2008, the Company introduced "Career Launcher Employee Stock Options Plan 2008" which provides for the issue of 250,000 equity shares to employees of the Company and its subsidiaries. All the above options granted are planned to be settled in equity at the time of exercise and have maximum vesting period of 3 years from the date of respective grants, unless otherwise stated in the grant letter. As on March 31, 2019 and March 31, 2018 the Company had 1,23,525 and 60,775 number of options that can be granted under the scheme respectively.

Pursuant to the resolution passed by the Board of Directors at its meeting held on January 28, 2014 and special resolution passed by the members in the Extraordinary general meeting held on May 29, 2014, the Company renewed "Career Launcher Employee Stock Options Plan 2008" for a further period of one year i.e. from April 1, 2014 upto March 31, 2015 by Board and from May 30, 2014 upto May 29, 2015 by shareholders respectively. Further, pursuant to resolution passed by Board of Directors at its meeting held on August 11, 2014 and special resolution passed by the members in its Annual General Meeting held on September 5, 2014 adopted the amended and extended "Ammended Career Launcher Employee Stock Options Plan 2008" the same is valid for further period of 3 years. Further, pursuant to resolution passed by Board of Directors at its meeting held on January 29, 2016 and special resolution passed by the members in its Extraordinary General Meeting held on March 22, 2016 adopted "Amended and Restated Career Launcher Employee Stock Options Plan 2014". Further, pursuant to resolution passed by the Members in the Annual General Meeting held on August 24, 2017, the Company ratified and renewed the "Amended and Restated Career Launcher Employee Stock Options Plan 2014" for further period of 1 year i.e. from September 5, 2017 upto September 4, 2018. The company in its 22nd Annual General Meeting held on August 7, 2018 has ratified and renewed the "Amended and Restated Career Launcher Employee Stock Option Plan 2014" for further period of 3 year i.e. from September 5, 2018 to September 4, 2021.

The Company has "Amended and Restated Career Launcher Employee Stock Options Plan 2014 (CL ESOP -2014)" which provides for the issue of 250,000 stock options to directors and employees of the Company and its subsidiary companies. The plan entitles directors and employees to purchase equity shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. The vesting period for the share options is 3 years from the grant date, unless otherwise stated in the grant letter. All exercised options shall be settled by physical/demat delivery of equity shares. As per the plan holders of vesting options are entitle to purchase one equity share for each option. Till date 312,468 (March 31, 2018: 312,468) stock options have been granted under this scheme.

Note: Although a total of 250,000 options were available to be granted, these include grants that had been forfeited/lapsed, and pooled back, and granted again. At no point of time did the total number of options granted under the plan exceed 250,000.

No options were granted during the year.

Details of options outstanding at the year end with the range of exercise price and weighted average remaining contractual life:

Amount in Rupees lacs

Employees entitled	No. of options	Vesting conditions	Weighted Contractual life of options (in years)
Employees	44,000	3 years' service from the grant date	2.31

Reconciliation of outstanding share options:

The number and weighetd-average exercise prices of share options under the share option plans are as follows:

ESOP to directors of the Company

	Year ended March 31, 2019		Year ended March 31, 2018	
	Weighted Average exercise price per share option	**Number of options**	**Weighted Average exercise price per share option**	**Number of options**
Outstanding at the beginning of the year	-	-	300.00	2,400
Granted during the year	-	-	-	-
Exercised during the year	-	-	300.00	2,400
Forfeited during the year	-	-	-	-
Outstanding at the end of the year	-	-	-	-
Vested during the year	-	-	-	-
Exercisable during the year	-	-	-	-

ESOP to person other than directors of the Company

	Year ended March 31, 2019		Year ended March 31, 2018	
	Weighted Average exercise price per share option	**Number of options**	**Weighted Average exercise price per share option**	**Number of options**
Outstanding at the beginning of the year	387.89	1,06,750	375.46	1,54,357
Granted during the year	-	-	-	-
Exercised during the year	-	-	-	-
Forfeited during the year	430.00	6,875	430.00	2,500
Expired during the year	387.14	55,875	343.02	45,107
Outstanding at the end of the year	**430.00**	**44,000**	**387.89**	**1,06,750**
Vested during the year	**430.00**	**11,750**	**430.00**	**13,625**
Exercisable during the year	**387.14**	**26,500**	**368.53**	**73,125**

Fair value of options granted:

No options were granted during the year. The fair value at grant date is determined using the Black Scholes Model. Expected volatility has been determined using historical fluctuation in share issue prices of the Company.

Particulars	As at March 31, 2019	As at March 31, 2018
Dividend yield (%)	-	-
Expected volatility (%)	0.00%	0.00%
Risk-free interest rate (%)	7.69%	7.80%
Weighted average share price (in Rs.)	590.00	590.00
Exercise price (in Rs.)	210-430	210-430
Carrying amount of liability-included in employee benefit obligations		

Amount in Rupees lacs

Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

Share based payment expenses/(Income)	As at March 31, 2019	As at March 31, 2018
Employee option plan	(5.26)	14.26
Total employee share-based payment expense/(Income)	(5.26)	14.26

53. Segment information

A. Basis for Segmentation

Segment information is presented in respect of the company's key operating segments. The operating segments are based on the company's management and internal reporting structure. The chief operating decision maker identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly. All operating segments' operating results are reviewed regularly by the board of directors to make decisions about resources to be allocated to the segments and assess their performance.

The 'Board of Directors' have been identified as the Chief Operating Decision Maker ('CODM'), since they are responsible for all major decision w.r.t. the preparation and execution of business plan, preparation of budget, planning, expansion, alliance, joint venture, merger and acquisition, and expansion of any facility.

The Company's board examines the Company's performance both from a product and geographic perspective and have identified the following reportable segments of its business:

Reportable segments	Operations
a) Consumer test prep	This mainly includes coching for higher education entrance exams.
b) Vocational	This includes specific projects undertaken (including government projects)

The Company's board reviews the results of each segment on a quarterly basis. The Company's board of directors uses Profit before tax to assess the performance of the operating segments.

B. Information about reportable segments

Segment assets, segment liabilities and Segment profit and loss are measured in the same way as in the financial statements.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Company's Board of Directors. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing, if any, is determined on an arm's length basis.

Year ended March 31, 2019	Reportable segment		
	Consumer test prep	Vocational	Total
Segment revenue			
- External revenues	17,000.96	-	17,000.96
- Inter segment revenue	-	-	-
Total segment revenue	**17,000.96**	-	**17,000.96**
Segment results	2,406.86	(830.67)	1,576.19
Segment profit before income tax includes:			
Depreciation and amortisation expense (already considered in segment result)	644.93	34.72	679.65
Interest revenue	-	-	-
Segment assets	**8,920.30**	**2,827.31**	**11,747.61**
Segment assets include:			
Capital expenditure during the year	577.34	-	577.34
Segment liabilities	**3,812.78**	**1,329.44**	**5,142.21**

Amount in Rupees lacs

Year ended March 31, 2018	Reportable segment		
	Consumer test prep	Vocational	Total
Segment revenue			
- External revenues	15,521.39	-	15,521.39
- Inter segment revenue	-	-	-
Total segment revenue	**15,521.39**	-	**15,521.39**
Segment results	1,882.07	(739.90)	1,142.17
Segment profit before income tax includes:			
Depreciation and amortisation expense (already considered in segment result)	533.25	51.21	584.46
Interest revenue	-	**-**	**-**
Segment assets	**9,092.41**	**3,737.39**	**12,829.80**
Segment assets include:			
Capital expenditure during the year	1,443.05	-	1,443.05
Segment liabilities	**3,874.48**	**2,037.73**	**5,912.21**

C. Reconciliations of information on reportable segments

Share based payment expenses/(Income)	Year ended March 31, 2019	Year ended March 31, 2018
i. Revenues		
Total revenue for reportable segments		
Consumer test prep	17,000.96	15,521.39
Vocational	-	-
Unallocated amounts	-	-
Total revenue	**17,000.96**	**15,521.39**
ii. Profit before tax		
Total profit before tax for reportable segments		
Unallocated income:		
Other income	1,510.84	1,344.24
Unallocated expenses:		
Finance cost	428.74	340.10
Other expenses	1,450.20	2,282.56
Profit/(loss) before tax	1,208.07	(136.25)
Tax expense	227.95	62.34
Profit/(loss) after tax	**980.12**	**(198.59)**
Other comprehensive income		
Items that will not be reclassified to profit or loss	7.10	13.34
Total comprehensive income/(expense)	**987.21**	**(185.25)**

	As at March 31, 2019	As at March 31, 2018
iii. Assets		
Total assets for reportable segments		
Consumer test prep	8,920.30	9,092.41
Vocational	2,827.31	3,737.39
Unallocated amounts		
Investments in subsidiaries and associate	19,032.26	19,429.86
Deferred tax assets	376.69	485.24

Amount in Rupees lacs

Other corporate assets	13,583.54	12,925.88
Total assets	**44,740.10**	**45,670.78**
iv. Liabilities		
Total liabilities for reportable segments		
Consumer test prep	3,812.78	3,874.48
Vocational	1,329.44	2,037.73
Unallocated amounts		
Finance lease obligation	58.69	52.31
Other corporate liabilities	4,336.06	5,318.09
Total liabilities	**9,536.97**	**11,282.61**

v. Other material items

Year ended March 31, 2019	Reportable segment total	Others	Total
Interest revenue	-	584.94	584.94
Interest expense	-	428.74	428.74
Capital expenditure during the year	577.34	40.95	618.30
Depreciation and amortisation expense	679.65	128.52	808.17

Year ended March 31, 2018	Reportable segment total	Others	Total
Interest revenue	-	712.54	712.54
Interest expense	-	340.10	340.10
Capital expenditure during the year	1,443.05	137.43	1,580.48
Depreciation and amortisation expense	584.46	105.67	690.13
Other significant non cash items	844.52	-	844.52

D. Geographic information

The geographic information analyses the Company's revenue and non-current assets by the Company's country of domicile in other countries. In presenting the geographic information, segment revenue has been based on the geographic location of customers and segment assets were based on the geographic location of the assets.

The Company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown below;

a) Revenues from different geographies

	Year ended March 31, 2019	Year ended March 31, 2018
Within India	16,328.48	15,000.10
Outside India	672.48	521.29
	17,000.96	**15,521.39**

b) Non-current assets

	As at March 31, 2019	As at March 31, 2018
Within India	26,934.82	26,741.72
Outside India	5.04	3.27
	26,939.86	**26,744.99**

Non-current assets other than financial instruments, deferred tax assets, post-employment benefit assets

Major customers

E. During the years ended March 31, 2019 and March 31, 2018 no single customer represents 10% or more of the Company's total revenue

Amount in Rupees lacs

54. Business combinations

Pursuant to the term sheet dated December 23, 2016 with IndiaCan Education Private Limited (IndiaCan), all the assets and liabilities of ETEN, a business division of IndiaCan, engaged in the test preparation business for chartered accountancy courses and civil services entrance examination supported by VSAT (very small aperture terminal) network in India, were acquired by the Company via Business Transfer Agreement signed on April 19, 2017 and is effective from April 1, 2017. This acquisition will enable the Company to make its presence in the commercial coaching of prestigious courses like Civil Services and Chartered Accountancy in India. It will also enable the Company to connect with the students through the Digital VSAT network.

As per para 18 of Ind AS 103 (Business Combinations), all identifiable assets and liabilities were assumed by the Company at its fair value.

A. Consideration transferred

The following table summarises the details of the purchase consideration and the net assets acquired are as follows:

	Amount
Consideration committed in cash and equivalents	593.81
Contingent consideration	50.00
Total purchase consideration	**643.81**

B. Acquisition-related costs

The Company incurred acquisition-related costs of Rs 1 lac on professional and other costs. These costs were included in 'Miscellaneous expenses'.

C. Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the date of acquisition.

	Amount
Property, plant and equipment (refer note 3)	157.05
Intangible assets (refer note 6)	409.00
Financial assets	93.58
Non financial assets	11.11
Deferred tax liabilities	(141.55)
Financial liabilities	(29.79)
Non Financial liabilities	(30.62)
Provisions	(37.35)
Total identifiable net assets acquired	**431.43**

D. Calculation of Goodwill

	Amount
Consideration transferred (A)	643.81
Less: Net identifiable assets acquired (B)	431.43
Goodwill (A-B)	**212.38**

E. Contingent consideration

The Company had agreed to pay to the seller in each of the 3 years starting from FY 2017-18 consideration @ 4% per annum of the revenue generated from Chartered Accountancy and Civil Services business. Further, if cumulative revenues exceeds Rs. 15,000.00 lacs in 3 years starting FY 2017-18 an additional consideration @ 1% shall be payable to seller. The Company has included Rs.50.00 lacs as contingent consideration related to the additional consideration, which represents its fair value at the date of acquisition. As at March 31, 2019, the contingent consideration has remained same.

F. Revenue and profit contribution

The acquired business contributed revenues of Rs. 235.05 lacs (March 31, 2018 Rs.471.29 lacs) and loss of Rs.176.57 (March 31, 2018 Rs.321.97 lacs) to the Company for the year ended March 31, 2019.

Amount in Rupees lacs

G. Descriptive note on goodwill (explaining payment of goodwill)

This acquisition will enable the Company to launch CA product and also add General Studies product offering for the Civil Services entrance examination leading to strengthening and enhancing penetration of its test prep business. The Company had acquired the brand name ETEN, the studios at various locations including alliances/partnerships for academic delivery, franchise relationships at about 25 locations.

55. Fair value measurement and financial instruments

a. Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilties, including their levels in the fair value hierarchy.

i. As at March 31, 2019

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets							
Non-current							
Loans	-	-	100.80	100.80	-	-	100.80
Other financial assets	-	-	1,476.47	1,476.47	-	-	-
Current							
Investment	2,743.09	-	-	2,743.09	2,743.09	-	
Trade receivables	-	-	4,835.88	4,835.88	-	-	-
Cash and cash equivalents	-		691.03	691.03	-	-	-
Bank Balances other than cash and cash equivalents	-	-	30.55	30.55	-	-	-
Loans	-	-	4,923.43	4,923.43	-	-	-
Other financial assets	-	-	284.51	284.51	-	-	-
Total	**2,743.09**	**-**	**12,342.67**	**15,085.76**	**2,743.09**	**-**	**100.80**
Financial liabilities							
Non-current							
Borrowings	-	-	278.86	278.86	-	-	278.86
Current							
Borrowings	-	-	3,041.45	3,041.45	-	-	-
Trade payables	-	-	3,726.69	3,726.69	-	-	-
Other financial liabilities	-	-	1,009.08	1,009.08	-	-	-
Total	**-**	**-**	**8,056.08**	**8,056.08**	**-**	**-**	**278.86**

ii. As at March 31, 2018

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets							
Non-current							
Investments		-	-	-			-
Loans	-	-	217.22	217.22	-	-	217.22
Other financial assets	-	-	1,474.15	1,474.15	-	-	-

Amount in Rupees lacs

Current							
Trade receivables	-	-	5,942.98	5,942.98	-	-	-
Cash and cash equivalents	-	-	1,158.92	1,158.92	-	-	-
Bank Balances other than cash and cash equivalents	-	-	2,615.82	2,615.82	-	-	-
Loans	-	-	4,327.98	4,327.98	-	-	-
Other financial assets			867.22	867.22	-	-	-
Total	**-**	**-**	**16,604.29**	**16,604.29**	**-**	**-**	**217.22**
Financial liabilities							
Non-current							
Borrowings	-	-	490.09	490.09	-	-	490.09
Current							
Borrowings	-	-	3,148.91	3,148.91	-	-	-
Trade payables	-	-	3,920.53	3,920.53	-	-	-
Other financial liabilities			1,460.67	1,460.67	-	-	-
Total	**-**	**-**	**9,020.20**	**9,020.20**	**-**	**-**	**490.09**

The Company's borrowings have been contracted at floating rates of interest, which resets at short intervals. Accordingly, the carrying value of such borrowings (including interest accrued but not due) approximates fair value. The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other financial assets and liabilities, approximates the fair values, due to their short-term nature. Fair value of non-current financial assets which includes bank deposits (due for maturity after twelve months from the reporting date) and security deposits is smiliar to the carrying value as there is no significant differences between carrying value and fair value.

There have been no transfers between Level 1, Level 2 and Level 3 for the years ended March 31, 2019 and March 31, 2018.

Valuation technique used to determine fair value

Specific valuation techniques used to value non current financial assets and liabilities for whom the fair values have been determined based on present values and the appropriate discount rates of the Company at each balance sheet date. The discount rate is based on the weighted average cost of borrowings of the Company at each balance sheet date.

b. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

— Credit risk ;

— Liquidity risk ; and

— Market risk

Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors have authorised senior management to establish the processes and ensure control over risks through the mechanism of properly defined framework in line with the businesses of the company.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Company's activities.

(i) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the Balance Sheet

Particulars	As at March 31, 2019	As at March 31, 2018
Trade receivables	4,835.88	5,942.98
Cash and cash equivalents	691.03	1,158.92
Bank Balances other than cash and cash equivalents	30.55	2,615.82

Amount in Rupees lacs

Loans	5,024.23	4,545.20
Other financial assets	1,760.98	2,341.37

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The carrying amount of financial assets represents the maximum credit exposure.

The Company's credit risk is primarily to the amount due from customers. The Company maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis.

i. Credit risk on loans is limited as the loans are given to susbisidaries and other related parties.

ii. Credit risk on cash and cash equivalents is limited as the Company invests in deposits with scheduled commercial banks with high credit ratings assigned by domestic credit rating agencies.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are unsecured and are derived from revenue earned from customers primarily located in India. The Company does monitor the economic enviorment in which it operates and the Company manages its Credit risk through credit approvals, establishing credit limits and continuosly monitoring credit worthiness of customers to which the Company grants credit terms in the normal course of business.

On adoption of Ind AS 109, the Company establishes an allowance for impairment that represents its expected credit losses in respect of trade receivable and other financial assets. The management uses a simplified approach (i.e. based on lifetime ECL) for the purpose of impairment loss allowance, the company estimates amounts based on the business environment in which the Company operates, and management considers that the trade receivables are in default (credit impaired) when counterparty fails to make payments for receivable within the credit period allowed. However the Company based upon historical experience determine an impairment allowance for loss on receivables.

The gross carrying amount of trade receivables is Rs. 5,510.88 lacs (March 31, 2018 – Rs. 7,072.96lacs). Trade receivables are generally realised within the credit period except receivable from government (refer note 49)

The Company believes that the unimpaired amounts that are past due by more than the credit period allowed are still collectible in full, based on historical payment behaviour.

The Company's exposure to credit risk for trade receivables are as follows:

Particulars	**Gross carrying amount**	
	As at March 31, 2019	**As at March 31, 2018**
1-90 days past due	2,046.66	1,210.88
91 to 180 days past due	336.44	296.38
More than 180 days past due	3,127.78	5,565.69
	5,510.88	**7,072.95**

Movement in the allowance for impairment in respect of trade receivables:

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Balance at the beginning	1,129.98	1,241.77
Impairment loss reversed	454.98	111.79
Balance at the end	**675.00**	**1,129.98**

b. Financial risk management (continued)

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company believes that its liquidity position, including total cash (including bank deposits under lien and the anticipated future internally generated funds from operations will enable it to meet its future known obligations in the ordinary course of business.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and funding from group companies

Amount in Rupees lacs

to meet its liquidity requirements in the short and long term.

The Company's liquidity management process as monitored by management, includes the following:

- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Company's liquidity position on the basis of expected cash flows.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date.

March 31, 2019	Contractual cash flows			
	Total	Less than one year	Between one year and five years	More than 5 years
Borrowings				
-From banks				
a) Vehicle loans (refer note 23)	27.87	5.59	22.28	-
b) Other term loans	463.29	233.33	229.96	-
Current borrowings				
-Cash credit from banks	3,041.45	3,041.45	-	-
Trade payables	3,726.69	3,726.69	-	-
Other financial liabilities				
Unpaid Dividend	1.57	1.57	-	-
Payable for property, plant and equipment	145.05	145.05	-	-
Finance lease obligation	491.05	12.75	25.51	452.79
Payable for selling shareholders	28.06	28.06	-	-
Payable towards business combination (refer note 54)	143.81	143.81	-	
Contingent consideration (refer note 54)	50.00		50.00	-
Employee related payables	369.60	369.60	-	-
Total	**8,488.45**	**7,707.90**	**327.75**	**452.79**

March 31, 2018	Contractual cash flows			
	Total	Less than one year	Between one year and five years	More than 5 years
Borrowings				
-From banks				
a) Vehicle loans	8.14	8.14		-
b) Other term loans	825.70	359.03	466.67	-
Current borrowings			-	-
-Cash credit from banks	3,148.91	3,148.91	-	-
Trade payables	3,920.53	3,920.53	-	-
Other financial liabilities				
Payables for purchase of investments	15.08	15.08	-	-
Payable for property, plant and equipment	300.78	300.78	-	-
Finance lease obligation	491.06	12.75	25.51	452.79

Amount in Rupees lacs

Payable for selling shareholders	47.71	47.71	-	-
Payable towards business combination (refer note 54)	310.13	150.00	160.13	
Contingent consideration (refer note 54)	50.00	50.00		
Employee related payables	348.24	348.24		-
Total	**9,466.28**	**8,361.17**	**652.31**	**452.79**

The above amounts reflects the contractual undiscounted cash flows except finance lease obligation (refer note 43) , which may differ from the carrying value of the liabilities at the reporting date.

B. Financial risk management (continued)

iii. Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, the Company mainly has exposure to two type of market risk namely: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows to the extent of earnings and expenses in foreign currencies. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Company's operating, investing and financing activities.

There are no derivative contracts entered by the Company. Hence, there is no associated risk.

Exposure to currency risk

The summary of quantitative data about the Company's exposure to currency risk, as expressed in Indian Rupees, as at March 31, 2019 and March 31, 2018 are as below:

Particulars	As at March 31, 2019					
	AED	**Amount**	**SGD**	**Amount**	**USD**	**Amount**
Financial assets						
Trade receivables	31.39	587.32	-	-	-	-
Other financial asset	(1.50)	(28.30)	-	-	7.69	399.49
Other bank balances	5.41	102.11	-	-	-	-
	35.30	**661.13**	**-**	**-**	7.69	399.49
Financial liabilities						
Trade payables	6.09	114.87	-	-		-
	6.09	**114.84**	**-**	**-**	**-**	**-**
Net exposure in respect of recognised assets and liabilities	**29.21**	**546.27**	**-**	**-**	**7.69**	**399.49**

Particulars	As at March 31, 2018					
	AED	**Amount**	**SGD**	**Amount**	**USD**	**Amount**
Financial assets						
Trade receivables	32.33	521.95	-	-	-	-
Other financial asset	(1.18)	(20.92)	0.17	8.00	7.69	399.49
Other bank balances	2.68	47.52	-	-	-	-
	33.83	**548.55**	**0.17**	**8.00**	7.69	399.49
Financial liabilities						
Trade payables	6.65	117.89	-	-	-	-
	6.65	**117.89**	**-**	**-**	**-**	**-**
Net exposure in respect of recognised assets and liabilities	**27.18**	**430.66**	**0.17**	**8.00**	**7.69**	**399.49**

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against below currencies at March 31, 2019 and March 31, 2018 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity

Amount in Rupees lacs

and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
1% depreciation / appreciation in Indian Rupees against following foreign currencies:				
For the year ended March 31, 2019				
AED	5.46	(5.46)	3.94	(3.94)
SGD	-	-	-	-
USD	3.99	(3.99)	2.88	(2.88)
Total	**9.46**	**(9.46)**	**6.83**	**(6.83)**

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
For the year ended March 31, 2018				
AED	4.31	(4.31)	2.82	(2.82)
SGD	0.08	(0.08)	0.05	(0.05)
USD	3.99	(3.99)	2.61	(2.61)
Total	**8.38**	**(8.38)**	**5.48**	**(5.48)**

AED: United Arab Emirates Dirham, SGD: Singapore Dollar and USD: United States Dollar.

B. Financial risk management (continued)

(iii) Market risk

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from long-term and short term borrowings with variable interest rates, which expose the Company to cash flow interest rate risk.

Exposure to interest rate risk

The Company's interest rate risk arises majorly from the term loans from banks carrying floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Term loans from banks and others	463.29	818.37
Vehicle loans from banks	27.87	8.14
Cash credit from banks	3,041.45	3,148.91
Total	**3,532.61**	**3,975.42**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points (bps) in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit or loss		Equity, net of tax	
Particulars	50 bps increase	50 bps decrease	50 bps increase	50 bps decrease
Interest on loans from banks				
For the year ended March 31, 2019	14.84	(14.84)	(10.71)	10.71
For the year ended March 31, 2018	11.98	(11.98)	7.84	(7.84)

56. Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Company.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Amount in Rupees lacs

To maintain or adjust the capital structure, the Company may return capital to shareholders, raise new debt or issue new shares.

The Company monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts divided by total capital (equity attributable to owners of the parent plus interest-bearing debts).

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Borrowings	3,591.13	4,026.11
Less : Cash and cash equivalent	691.03	1,158.92
Adjusted net debt (A)	2,900.10	2,867.19
Total equity (B)	35,203.14	34,388.17
Adjusted net debt to adjusted equity ratio (A/B)	**8.24%**	**8.34%**

57. Standards issued but not yet effective

(a) Ind AS-116 Leases

On March 30, 2019, the Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases standard, Ind AS 17, Leases, and related interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e. the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with an term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the Statement of Profit & Loss. The standard also contains enhanced disclosure requirements for lessee. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Company is evaluating the requirements of Ind AS 116 and has not yet determined its impact on the financial statements.

(b) Amendment to Ind AS 19- plan amendment, curtailment or settlement

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, "Employee benefits", in connection with accounting for plan amendments, curtailments and settlements.

The amendment requires an entity :

* to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and

* to recognize in profit or loss as a part of past service cost, or a gain or loss on settlement, any reduction in surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment.

(c) Amendment in Ind AS 23- Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

(d) Ind AS – 12 Appendix C, Uncertainty over Income Tax treatments:

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatment which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to Appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, when determining tax profit (tax loss), tax bases, unused tax losses, unused tax credit and tax rates.

The Standard permits two possible methods of transition:-

* Full retrospective approach- Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Change in Accounting Estimates and Errors, without using hindsight

*Modified Retrospective Approach - Under this approach, the Cumulative effect will be recognized at the date of initial application of the standard. The effective date of adoption of Ind AS 116 is financial period begins on or after April 1, 2019.

The company is proposing to use the the "Modified Retrospective Approach", for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings on the date of initial application (April 1, 2019). Accordingly comparatives for the year ending or ended March 31, 2019 will not be restrospectively adjusted. The Company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

(e) Amendment to Ind AS 12- Income Taxes

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, “Income Taxes”, in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognize the income tax consequences of dividend in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

The effect of adoption of this amendment of Ind AS 12 would be insignificant in the financial statements.

58. The Board of Directors of the Company has approved a scheme of arrangement for amalgamation of its subsidiaries companies into the company in its meeting held on November 27, 2018. An application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”), for the proposed amalgamation of Career launcher Education Infrastructure & Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited ("Amalagamating Company") with CL Educate Limited ("Amalgamated Company"). The scheme will be effective upon approval from National Company Law Tribunal (NCLT). The appointed date as finalized by the Company is April 1, 2019.

59. There are no borrowing cost have been capitalised for the year ended March 31, 2019 and March 31, 2018.

60. Previous year’s figures have been regrouped / reclassified as per the current year’s presentation for the purpose of comparability.

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
Firm Registration No.:103523W/W100048

For and on behalf of the Board of Directors of
CL Educate Limited

sd/-	**sd/-**	**sd/-**	**sd/-**	**sd/-**
Raj Kumar Agarwal	**Satya Narayanan .R**	**Nikhil Mahajan**	**Rachna Sharma**	**Arjun Wadhwa**
Partner	Chairman	Executive Director and Group CEO Enterprise Business	Company Secretary and Compliance Officer	Chief Financial Officer
Membership No.:074715	DIN: 00307326	DIN: 00033404	ICSIM. No.: A17780	
Place: New Delhi				Place: New Delhi
Date : May 29, 2019				Date : May 29, 2019

Consolidated Financial Statements

Independent Auditor's Report

To the Members of CL Educate Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Qualified opinion

We have audited the accompanying consolidated Ind AS financial statements of CL Educate Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates comprising of the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated Ind AS financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate Ind AS financial statements and on the other financial information of the subsidiaries and associates except for the possible effects of the matter described in Basis for Qualified Opinion section of our report, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS"), of the consolidated state of affairs of the Group and its associates as at March 31, 2019, their consolidated profit (including other comprehensive income), consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

We refer to the qualification which is included by the statutory auditor of ICE Gate Educational Institute Private Limited, a subsidiary of the Holding Company, in the Basis of Qualification paragraph in their audit report:

The aforesaid subsidiary company has more than 10 employees on its payroll as at March 31, 2019. However, this subsidiary company has not registered itself under the provisions of The Employees Provident Fund & Miscellaneous Provisions Act, 1952 and The Employees State Insurance Act, 1948. The impact of such non-compliance, if any, is not ascertainable.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group and its associates in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Act and Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Qualified Opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
Revenue Recognition - Holding Company (Refer Note 2(ii) and Note 34 to the accompanying consolidated Ind AS financial statements)	
Revenue is one of the key profit driver and is therefore susceptible to misstatement. Cut off is the key assertion in so far as revenue recognition is concerned. The revenue is also deferred for part of services which have not been rendered. Revenue is measured net of discounts and amounts collected on behalf of third parties (such as goods and services tax). There is a risk that these discounts are incorrectly recorded, resulting in understatement of the associated expenses and accrual.	Our audit procedures included the following: • Assessed the Company's revenue recognition policy prepared as per Ind AS 115 'Revenue from contracts with customers'. • Understood, evaluated and tested the key controls implemented by the Company in relation to revenue recognition and discounts.

Additionally, the application of new revenue accounting standard - Ind AS 115 'Revenue from contracts with customers' involves reassessment of revenue recognition policy and collation of information like disaggregated revenue for the disclosure purpose. Considering the significant risk associated with revenue recognition, it was determined to be a key audit matter in our audit of the consolidated Ind AS financial statements.	• Performed sample tests of individual service transaction and verified services invoices and other related documents of such samples. Further, in respect of such samples checked that the revenue has been recognized as per the accounting policy. • Performed cut off procedures on sample basis for revenue transactions made to ensure correctness of period of revenue recognition. • Tested the calculations related to discounts and other supporting documents on test check basis. • Verified the relevant disclosures made in the financial statements in accordance with Ind AS 115.
Impairment testing of Trade Receivables - Holding Company (Refer Note 2(x)(v) and Note 15 to the accompanying consolidated Ind AS financial statements)	
For the purpose of impairment assessment of trade receivable, significant judgments and assumptions, including the timing and amount of realization of these receivables, are required for the determination of the impairment charge. We have identified valuation of trade receivables as a key audit matter on account of the significant management judgment involved with respect to the realisation of trade receivables and the provisions for impairment of receivables.	Our audit procedures included the following: • Understanding the trade receivables process with regards to valuation and evaluation of controls designed and implemented by the management. • Assessment of the appropriateness of the Company's credit risk policy and obtaining an understanding on management of credit risk. • Testing the accuracy of ageing of trade receivables at year end on sample basis. • Obtained a list of outstanding receivables, identified significant long outstanding receivables and discussed plan of recovery with management including, if applicable, review of recent correspondences with the customers. • Verified the appropriateness of judgments regarding provisions for trade receivables and assess as to whether these provisions were calculated in accordance with the Company's provisioning policies. • Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis, as applicable.

Emphasis of Matter

a) We draw attention to Note 54 of the accompanying consolidated Ind AS financial statements, wherein the Management has explained the reasons for considering old vocational outstanding receivables as recoverable.

b) We draw attention to Note 55B to the consolidated Ind AS financial statements with regard to Business Transfer Agreement with I-Take Care Private Limited for sale of infrastructure services business, carried on by a step down subsidiary of the Holding Company, on slump sale basis. As on reporting date, the transaction is pending for closure as I-Take Care Private Limited has not been able to arrange the requisite funds to close the sale. The Holding Company is also in parallel discussions with other parties to give effect to the above-mentioned transaction. Thus, the Holding Company is still disclosing such business as discontinued operations and the assets as held for sale in accordance with IND AS 105 "Non-current Assets Held for Sale and Discontinued Operations".

Our opinion is not modified in respect of the above matters.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report and Report on Corporate Governance, but does not include the the consolidated Ind AS financial statements and our auditor's report thereon. The Board's Report including Annexures to Board's Report and Report on Corporate Governance are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder. The respective Board of Directors of the companies included in the Group and its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company, its subsidiary companies and its associate companies, which are companies incorporated in India, have adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the Ind AS financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

(a) We did not audit the Ind AS financial statements of 2 (Two) subsidiaries, whose Ind AS financial statements reflects total assets of Rs. 992.09 lacs and net assets of Rs. 49.56 lacs as at March 31, 2019, total revenues of Rs. 1,589.44 lacs and net cash outflow amounting to Rs. 16.27 lacs for the year ended on that date, as considered in the consolidated Ind AS financial statements. The consolidated Ind AS financial statements also include Group's share of net profit of Rs. 4.57 lacs for the year ended March 31, 2019, as considered in the consolidated Ind AS financial statements, in respect of 2 (Two) associates, whose Ind AS financial statements have not been audited by us. These Ind AS financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of the other auditors.

(b) We did not audit the Ind AS financial statements of 2 (Two) subsidiaries, whose Ind AS financial statements reflects total assets of Rs. 509.79 lacs and net assets of Rs. 111.02 lacs as at March 31, 2019 and total revenues of Rs. 641.10 lacs for the year ended on that date, as considered in the consolidated Ind AS financial statements. These Ind AS financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited Ind AS financial statements. In our opinion and according to the information and explanations given to us by the management, these Ind AS financial statements are not material to the Group.

Our opinion on the consolidated Ind AS financial statements and our report on the Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the Ind AS financial statements certified by the management.

Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, we report, to the extent applicable, that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

d. In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with relevant rules issued thereunder;

e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies, incorporated in India, none of the directors of the Group companies and its associate companies, incorporated in India, is disqualified as on March 31, 2019 from being appointed as a director in terms of section 164(2) of the Act;

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies and its associate companies, incorporated in India, and the operating effectiveness of such controls, we give our separate report in the "Annexure";

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act;

   In our opinion and to the best of our information and according to the explanations given to us by the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies, incorporated in India, the remuneration paid/ provided to their directors during the year by the Holding Company, subsidiary companies and associate companies, incorporated in India, is in accordance with the provisions of section 197 of the Act;

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   (i) The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates – Refer Note 44 to the consolidated Ind AS financial statements;

   (ii) The Group and its associates did not have any long term contracts including derivative contracts. Hence the question of any material foreseeable losses does not arise; and

   (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and associate companies, incorporated in India.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

sd/-
Raj Kumar Agarwal
Partner
Membership No.:074715

Place: New Delhi
Date : May 29, 2019

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of CL Educate Limited on the consolidated Ind AS financial statements for the year ended March 31, 2019]

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of CL Educate Limited ("Company" or "Holding Company") as of and for the year ended March 31, 2019, we have audited the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies and associate companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies and its associate companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of Holding Company, its subsidiary companies and its associate companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements..

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit and the report issued by other auditors, the following material weaknesses have been identified in the operating effectiveness of the internal financial control with reference to financial statements of the Holding Company and its subsidiary company as at March 31, 2019:

(a) The Holding Company's internal financial control in respect of authorisation of purchase of goods and services was not operating effectively, which could potentially result in the Company procuring unnecessary goods and services, or procuring goods of lower quality, or procure goods and services at higher prices.

b) The Holding Company's internal financial controls in respect of obtaining periodic balance confirmations and preparation of reconciliations of receivables / payables were not operating effectively during the year, which may result in unwarranted disputes and over/ understatement of party balances.

c) In case of one of the subsidiary, Kestone Integrated Marketing Services Private Limited, comprehensive procurement policies for purchase of goods and services have not been documented, which could potentially result in the aforesaid subsidiary procuring unnecessary goods and services, or procuring goods of lower quality, or procure goods and services at higher prices.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Holding Company has maintained, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as of March 31, 2019, based on the internal control with reference to financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to two subsidiary companies and two associate companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

As per our report of even date.
For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

sd/-
Raj Kumar Agarwal
Partner
Membership No.:074715

Place: New Delhi
Date : May 29, 2019

Amount in Rupees lacs

Consolidated Balance Sheet as at March 31, 2019

		As at March 31, 2019	As at March 31, 2018
Assets			
Non-current assets			
Property, plant and equipment	3	4,326.27	4,719.76
Capital work-in-progress	3	-	63.13
Investment property	4	305.67	108.78
Goodwill	5	3,345.05	3,345.05
Other intangible assets	6 a	2,089.88	2,058.64
Intangible assets under development	6 c	174.45	135.24
Investment in associates accounted by using equity method	60	5,430.68	5,053.00
Financial assets			
(i) Investments	7	-	-
(ii) Loans	8	175.88	282.83
(iii) Other financial assets	9	1,651.47	1,474.15
Deferred tax assets (net)	10	1,179.44	1,565.28
Non-current tax assets (net)	11	3,166.04	2,354.56
Other non-current assets	12	202.95	145.52
Total non-current assets		**22,047.78**	**21,305.94**
Current assets			
Inventories	13	980.64	799.67
Financial assets			
(i) Investments	14	2,743.09	-
(ii) Trade receivables	15	12,992.13	11,484.66
(iii) Cash and cash equivalents	16	1,041.10	1,365.90
(iv) Bank balances other than (ii) above	17	980.20	3,057.75
(v) Loans	18	2,117.88	2,009.44
(vi) Other financial assets	19	1,238.13	1,813.10
Other current assets	20	2,328.94	2,599.06
		24,422.11	**23,129.58**
Assets classified as held for sale	21	2,923.21	2,923.24
Total current assets		**27,345.32**	**26,052.82**
Total assets		**49,393.10**	**47,358.76**
Equity and liabilities			
Equity			
Equity share capital	22	1,416.57	1,416.57
Other equity	23	32,410.73	30,922.61
Equity attributable to owners of the company		33,827.30	32,339.18
Non-controlling interest		15.42	12.40
Total equity		**33,842.72**	**32,351.58**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	24	804.73	521.32
Provisions	25	482.71	442.33
Deferred tax liabilities (net)	26	71.62	72.34
Other non-current liabilities	27	373.08	316.65
Total non-current liabilities		**1,732.14**	**1,352.64**
Current liabilities			
Financial liabilities			
(i) Borrowings	28	4,450.30	4,236.79
(ii) Trade payables	29		
- total outstanding dues of micro and small enterprises; and		921.26	34.49
- total outstanding dues of creditors other than micro and small enterprises		3,887.39	4,607.36
(iii) Other financial liabilities	30	1,898.73	1,792.07
Other current liabilities	31	1,848.59	2,305.22
Provisions	32	18.21	33.34
Current tax liabilities (net)	33	793.76	645.27
Total current liabilities		**13,818.24**	**13,654.54**
Total liabilities		**15,550.38**	**15,007.18**
Total equity and liabilities		**49,393.10**	**47,358.76**

Summary of significant accounting policies 2

The accompanying notes 1 to 66 are an integral part of these financial statements.

As per report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

For and on behalf of the Board of Directors of
CL Educate Limited

sd/-
Raj Kumar Agarwal
Partner
Membership No.:074715
Place: New Delhi
Date : May 29, 2019

sd/-
Satya Narayanan .R
Chairman
DIN: 00307326

sd/-
Nikhil Mahajan
Executive Director
and Group CEO Enterprise
Business
DIN: 00033404

sd/-
Rachna Sharma
Company Secretary
and Compliance Officer
ICSI M. No.: A17780

sd/-
Arjun Wadhwa
Chief Financial
Officer

Place: New Delhi
Date : May 29, 2019

THE FIRST 25 YEARS

Statement of Profit and Loss for the year ended March 31, 2019

Amount in Rupees lacs

Particulars	Notes	Year ended March 31, 2019	Year ended March 31, 2018
Continuing Operations			
Income			
Revenue from operations	34	33,925.95	28,888.97
Other income	35	1,323.66	1,291.23
Total Income		**35,249.61**	**30,180.20**
Expenses			
Cost of material consumed	36	1,172.61	1,286.76
Purchase of stock in trade	37	32.90	104.22
Changes in inventories of stock-in-trade	38	(98.07)	13.49
Employee benefit expense	39	5,813.21	6,109.56
Finance costs	40	619.88	642.98
Depreciation and amortisation expense	41	948.33	846.53
Franchisee expenses		6,944.48	6,121.53
Other expenses	42	17,371.88	14,271.32
Total expenses		**32,805.22**	**29,396.39**
Profit from continuing operation before share of net profits of investments accounted for using equity method and tax		2,444.39	783.81
Share of net profit of associates accounted for using the equity method	60	4.58	6.80
Profit before tax from continuing operations		2,448.97	790.61
Tax expense:			
Current tax		637.86	475.35
For earlier years	61	-	24.90
Deferred tax		40.23	(34.00)
Profit from continuing operations		**1,770.88**	**324.36**
Discontinued Operations			
Profit from discontinued operation before tax	55	**226.75**	**249.58**
Tax expense:	61		
Current tax		-	-
Deferred tax		-	-
Profit from discontinued operation		226.75	249.58
Profit for the year		1,997.63	573.94
Other comprehensive income			
Items that may be subsequently reclassified to statement of profit and loss			
Exchange difference on translation of foreign operation		(5.30)	(12.79)
Income tax relating to above		1.47	4.27
Items that will not be reclassified to statement of profit and loss			
Remeasurement of defined benefit plans		**26.07**	**40.37**
Income tax relating to these items		(7.21)	(13.14)
Other comprehensive income for the year, net of tax		15.03	18.71
Total comprehensive income for the year		**2,012.66**	**592.65**
Profit attributable to:			
Owners of the company		1,994.66	570.63
Non-controlling interests		2.97	3.31
		1,997.63	**573.94**
Other comprehensive income attributable to:			
Owners of the company		15.03	18.71

Amount in Rupees lacs

Non-controlling interests		-	-
		15.03	**18.71**
Total comprehensive income attributable to:			
Owners of the company		2,009.69	589.34
Non-controlling interests		2.97	3.31
		2,012.66	**592.65**
Earnings Per Share - continuing operations	43		
Basic		12.50	2.29
Diluted		12.50	2.28
Earnings Per Share - discontinuing operations			
Basic		1.60	1.76
Diluted		1.60	1.76
Earnings Per Share - continued & discontinuing operations			
Basic		14.21	4.18
Diluted		14.21	4.17

Summary of significant accounting policies 2

The accompanying notes 1 to 66 are an integral part of these financial statements.

As per our report of even date.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.:103523W/W100048

For and on behalf of the Board of Directors of
CL Educate Limited

sd/-
Raj Kumar Agarwal
Partner
Membership No.:074715

sd/-
Satya Narayanan .R
Chairman
DIN: 00307326

sd/-
Nikhil Mahajan
Executive Director
and Group CEO Enterprise Business
DIN: 00033404

sd/-
Rachna Sharma
Company Secretary
and Compliance Officer
ICSI M. No.: A17780

sd/-
Arjun Wadhwa
Chief Financial Officer

Place: New Delhi
Date : May 29, 2019

Cash Flow Statement for the year ended March 31, 2019

Amount in Rupees lacs

		For the year ended March 31, 2019	For the year ended March 31, 2018
A.	**Cash flow from operating activities**		
	Net Profit before tax from:		
	Continuing operation	2,448.98	790.61
	Discontinued operation	226.75	249.58
	Profit before income tax including discontinued operation	**2,675.73**	**1,040.19**
	Adjustment for:		
	Depreciation and amortisation	948.33	854.28
	Depreciation on investment property	5.96	2.07
	Gain on sale of property, plant and equipment	(8.15)	(81.94)
	Profit on sale of business on slump sale basis	-	(76.80)
	Property, plant and equipment written off	-	1.12
	Provision for slow moving inventory	-	27.77
	Finance cost	616.35	568.81
	Lease equalisation reserve	4.84	(7.13)
	Share of profits of associates	(4.58)	(6.80)
	Advances written off	187.23	11.53
	Rent income on investment property	(24.62)	(23.05)
	Liability no longer required written back	(332.25)	(193.78)
	Unwinding of interest on security deposits	(27.47)	(29.11)
	Transfer to stock options outstanding	(5.26)	32.46
	Unrealised foreign exchange (gain) / loss (net)	(9.90)	(29.02)
	Gain on Mutual fund	(211.09)	
	Expense recognized on amortized cost	3.53	30.88
	Movement in financial guarantee	3.14	7.24
	Other comprehensive income	15.03	-
	Interest Income	(216.95)	(421.72)
	Provision for sales return	-	8.45
	Reversal of loss allowance on doubtful debtors	(267.02)	(34.84)
	Loss allowance on trade receivables	-	363.77
	Bad debts written off	1,445.29	806.11
	Operating profit before working capital changes	**4,798.14**	**2,850.49**
	Movements in working capital :-		
	- (Increase)/Decrease in Trade receivables	(2,684.47)	(1,442.83)
	- (Increase)/Decrease in Inventories	(180.97)	(10.45)
	- (Increase)/Decrease in Non-current financial assets	(149.85)	(196.93)
	- (Increase)/Decrease in Non-current Loans	106.95	(18.70)
	- (Increase)/Decrease in current Loans	(98.99)	210.79
	- (Increase)/Decrease in current financial assets	319.00	(428.97)
	- (Increase)/Decrease in Other non current assets	(61.65)	117.02
	- (Increase)/Decrease in Other current assets	270.12	(1,464.77)
	- Increase/(Decrease) in Other non-current liabilities	51.27	21.81

Amount in Rupees lacs

	- Increase/(Decrease) in Trade payables	166.80	403.89
	- Increase/(Decrease) in Provisions	25.25	114.46
	- Increase/(Decrease) in Other current financial liabilities	147.96	(11,809.12)
	- Increase/(Decrease) in Other current liabilities	(124.06)	587.12
	Cash Generated from/ (used in) operations	**2,585.50**	**(11,066.19)**
	Less: Income Tax Paid (net of refunds)	(955.97)	(1,506.46)
	Net Cash generated from /(used in) operating activities (A)	**1,629.53**	**(12,572.65)**
B.	**Cash flow from investing activities**		
	Purchase of property, plant and equipment	(178.64)	(1,034.45)
	Purchase of other intangible assets	(663.19)	(951.92)
	Disposal of property, plant & equipment	86.05	841.41
	Purchase of investment in associates	(372.61)	(6,998.76)
	Sale of investment (Mutual fund)	1,370.00	-
	Purchase of investment in mutual funds	(3,902.00)	-
	Assets classified as held for sale	0.03	-
	Loan given to related parties	(26.95)	(33.81)
	Proceeds from realisation of loan given	17.50	3,810.65
	Term deposits not considered as cash and cash equivalents	2,077.55	10,434.99
	Non controlling interest	(345.98)	-
	Interest received	294.31	372.38
	Rent income on investment property	24.62	23.05
	Net Cash Generated from / (Used in) Investing Activities (B)	**(1,619.31)**	**6,463.54**
C.	**Cash Flow from Financing Activities**		
	Proceeds from issue of equity share capital (including securities premium)	-	0.24
	Share issue expenses paid	-	(11.16)
	Security premium received	-	10.56
	Proceeds from long-term borrowings	750.00	700.00
	Repayment of long-term borrowings	(509.65)	(1,176.91)
	Net increase in working capital borrowings	213.51	(150.06)
	Interest Expense Paid	(618.11)	(556.71)
	Dividend adjusted	-	0.02
	Dividend paid including tax	(170.77)	-
	Repayment of loan from related party	-	(100.00)
	Net Cash generated (used in) Financing Activities (C)	**(335.02)**	**(1,284.02)**
	Net (Decrease) in Cash and Cash Equivalents (A+B+C)	(324.80)	(7,393.13)
	Balance at the beginning of the year		
	Cash and cash equivalents at the beginning of the year	**1,365.90**	**8,759.03**
	Effect of exchange differences on cash and cash equivalents held in foreign currency	**-**	**-**
	Balance at the end of the year	**1,041.10**	**1,365.90**
	Notes to cash flow statement		
	(i) Components of cash and cash equivalents (refer note 16)		
	Balances with banks		
	- on current account	791.85	1,241.82
	Cheques/ drafts on hand	74.38	36.23
	Cash on hand	174.87	87.85
		1,041.10	**1,365.90**

(ii) Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities:

Amount in Rupees lacs

Particulars	Non-current borrowings (Including current maturities)	Current borrowings	Interest on borrowings
For the year ended March 31, 2019			
Balance as at April 1, 2018	1,028.78	4,236.79	3.96
Loan drawals (in cash) /interest accrued during the year	750.00	213.51	519.57
Adjustment for processing fee	(3.02)	-	-
Loan repayments/interest payment during the year	(509.65)	-	(593.07)
Other non cash changes	25.87	-	(3.53)
Balance as at March 31, 2019	**1,291.98**	**4,450.30**	**(73.08)**

Particulars	Non-current borrowings (Including current maturities)	Current borrowings	Interest on borrowings
For the year ended March 31, 2018			
Balance as at April 1, 2017	1,493.58	4,386.85	12.78
Loan drawals (in cash) /interest accrued during the year	700.00	(150.06)	551.39
Loan repayments/interest payment during the year	(1,176.91)	-	(556.71)
Other non cash changes	12.11	-	(3.50)
Balance as at March 31, 2018	**1,028.78**	**4,236.79**	**3.96**

There are no non-cash changes on account of effect of changes in foreign exchange rates and fair values.

(iii) The above Cash Flow Statement has been prepared in accordance with the "Indirect Method" as set out in the Ind AS - 7 on "Cash Flow Statements" specified under Section 133 of the Companies Act, 2013, as applicable.

(iv) The above statement of cash flows should be read in conjuction with the accompanying notes 1 to 66.

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

For and on behalf of the Board of Directors of
CL Educate Limited

sd/-
Raj Kumar Agarwal
Partner
Membership No.:074715
Place: New Delhi
Date : May 29, 2019

sd/-
Satya Narayanan .R
Chairman
DIN: 00307326

sd/-
Nikhil Mahajan
Executive Director
and Group CEO Enterprise
Business
DIN: 00033404

sd/-
Rachna Sharma
Company Secretary
and Compliance Officer
ICSI M. No.: A17780

sd/-
Arjun Wadhwa
Chief Financial
Officer

Place: New Delhi
Date : May 29, 2019

Amount in Rupees lacs

(a) Equity share capital

Particulars	Amount
Balance as at April 1, 2017	**1,416.33**
Change in equity share capital during the year	0.24
Balance as at March 31, 2018	1,416.57
Change in equity share capital during the year	-
Balance as at March 31, 2019	**1,416.57**

(b) Other equity

Particluars	Attributable to owners of the company										Non-controlling interests	Total
	Reserves and Surplus							Items of OCI		Total attributable to owners of the company		
	Retained earnings	Security premium reserve	Share options outsta-nding amount	General reserve	Equity component of compound financial instruments	Deemed equity	Capital reserve	Exchange differences on translation of foreign operation	Remeasu-rement of defined benefit plans			
Adjusted balance as at April 1, 2017	2,175.67	29,854.05	144.27	64.70	4.85	16.91	0.20	5.39	16.34	32,282.38	-675.44	31,606.94
Addition during the year	-	10.56	-	-	-	15.87	-	-	-	26.43	-	26.43
Gross compensation for the year	-	-	32.46	-	-	-	-	-	-	32.46	-	32.46
Share issue expenses	-	(11.16)	-	-	-	-	-	-	-	-11.16	-	(11.16)
Profit for the year	570.63	-	-	-	-	-	-	-	-	570.63	3.31	573.94
Transaction with NCI	-	-	-	-	-	-	-	-	-	-	-1,312.31	(1,312.31)
Other comprehensive income for the year	-	-	-	-	-	-	-	-8.52	27.23	18.71	-	18.71
Total comprehensive income for the year	570.63	-0.60	32.46	-	-	15.87	-	-8.52	27.23	637.07	-1,309.00	(671.93)
Balance as at March 31, 2018	**,746.30**	**29,853.45**	**176.73**	**64.70**	**4.85**	**32.78**	**0.20**	**-3.13**	**43.57**	**32,919.45**	**(1,984.44)**	**30,935.01**
Profit for the year	1,994.66	-		-	-	-	-	-	-	1,994.66	2.97	1,997.63
Addition during the year	-	-	-	-	-	0.49	-	-	-	0.49	-	0.49
Gross compensation for the year	-	-	(5.26)	-	-	-	-	-	-	-5.26	-	-5.26
Transfer to general reserve			(136.67)	136.67						-	-	-
Share issue expenses	-	-	-	-	-	-	-	-	-	-	-	-
Dividend & tax on dividend paid during the year	-	-	-	-170.77	-	-	-	-	-	-170.77	-	(170.77)
Transaction with NCI	-	-	-	-	-	-	-	-	-	-	(345.98)	(345.98)
Other comprehensive income for the year	-	-	-	-	-	-	-	-3.82	18.85	15.03	-	15.03
Total comprehensive income for the year	**1,994.66**	**-**	**(141.93)**	**(34.10)**	**-**	**0.49**	**-**	**(3.82)**	18.85	1,834.15	(343.01)	1,491.14
Balance as at March 31, 2019	**4,740.96**	**29,853.45**	**34.80**	**30.60**	**4.85**	**33.27**	**0.20**	**(6.95)**	62.42	34,753.60	(2,327.45)	32,426.15

The accompanying notes 1 to 60 an integral part of these financial statements.

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

sd/-
Raj Kumar Agarwal
Partner
Membership No.:074715
Place: New Delhi
Date : May 29, 2019

For and on behalf of the Board of Directors of
CL Educate Limited

sd/-
Satya Narayanan .R
Chairman
DIN: 00307326

sd/-
Nikhil Mahajan
Executive Director and Group CEO Enterprise Business
DIN: 00033404

sd/-
Rachna Sharma
Company Secretary and Compliance Officer
ICSIM. No.: A17780

sd/-
Arjun Wadhwa
Chief Financial Officer

Place: New Delhi
Date : May 29, 2019

Notes to the Consolidated Financial Statements for the year ended March 31, 2019

Reporting Entity

CL Educate Limited ('the Company') is a company domiciled in India, with its registered office situated at Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003. The Company was incorporated in India on April 25, 1996 to conduct various educational and consulting programmes. The Company is providing education and test preparation training programmes which include tuitions to school students and coaching to aspirants for a variety of entrance examinations both at the school i.e. 10+2 level and graduate / post graduate levels, education infrastructure service, event management, manpower resourcing and publication of books through formation/acquisition of various subsidiaries.

The company's equity shares are listed with Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE) in India.

The Company along with its subsidiaries its associates and its joint venture have been collectively hereinafter referred to as "the Group".

1. Basis of preparation.

(i) Statement of compliance:

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

These consolidated financial statements were authorised for issue by the Board of Directors on May 29, 2019.

The significant accounting policies adopted in the preparation of these consolidated financial statements are included in note 2. These policies have been consistently applied to all the years presented, unless otherwise stated.

(ii) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Act.

Based on the nature of services, the operating cycle of the Group cannot be ascertained as it typically ranges from 1 month to 2 years given the wide range of various tuitions and test preparation coaching programmes being offered by the Group. In absence of any ascertainable operating cycle, the same has been taken as 12 months for the purpose of current and non-current classification of assets and liabilities except in case of trade receivables, unearned revenue, trade payables related to franchisee fees and prepaid franchisee fees which in view of the management are directly linked to revenue from coaching and hence have been treated as current for the purpose of classification.

(iii) Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (Rs.), which is also the Group's functional currency. All amounts have been rounded-off to the nearest lacs, unless otherwise indicated.

(iv) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations
Contingent consideration in business combination	Fair value
Share based payments	Fair value
Assets held for sale	Lower of carrying amount and fair value less cost to sell.

(v) Use of estimates and judgements

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in the following notes:

- Note no 45: leases: whether an arrangement contains a lease;
- Note no 45: lease classification.
- Note no 58: classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.;
- Note no 55: assets held for sale: availability of the asset for immediate sale, management's commitment for the sale and probability of sale to conclude if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2019 is included in the following notes:

- Note no 46: measurement of defined benefit obligations and plan assets: key actuarial assumptions;
- Note no 3: measurement of useful lives and residual values to property, plant and equipment;
- Note no 6: measurement of useful lives of intangible assets;
- Note no 58: fair value measurement of financial instruments;
- Note no 44: recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of outflow of resources;
- Note no 61: recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used.
- Note no 5 and 6: impairment test of non-financial assets: key assumptions underlying recoverable amounts including the recoverability of expenditure on internally- generated intangible assets;
- Note no 58: impairment of financial assets.
- Note no 5: impairment of goodwill.
- Note 57: acquisition of subsidiary and associates: fair value of the consideration transferred (including contingent consideration) and fair value of the assets acquired and liabilities assumed, measured on a provisional basis; and

(vi) Measurement of fair value

A number of accounting policies and disclosures require measurement of fair value for both financial and non-financial assets and liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either –

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by the Group.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole-

Level 1 — Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The Group measures financial instruments, such as, investments (other than investment in subsidiaries), at fair value at each reporting date. The same are disclosed in Note 58.

2. Significant accounting policies

(i) Basis of consolidation:

a) Subsidiaries:

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter-Group transactions, balances and unrealised gain on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests (NCI) in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively. NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

b) Associates:

The Group's interests in equity accounted investees comprise interests in associates. An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies.

Interests in associates are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and OCI of equity-accounted investees until the date on which significant influence ceases.

c) Loss of control:

The Group treats transactions with non-controlling interests that do not result in a loss of control as transaction with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the group ceases to consolidate or equity account for an investment because of a loss of control or significant influence, any retained interest in the equity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purpose of subsequently accounting for the retained interest as an associate or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

(ii) Revenue

Effective April 1, 2018, the Group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. The Standard requires apportioning revenue earned from contracts to individual promises, or performance obligations, on a relative stand-alone selling price basis, using a five-step model. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contract. The Group has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognized at the date of initial application (i.e. April 1, 2018) and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18.

Refer note 2(i) – Significant accounting policies – Revenue recognition in the Annual report of the Group for the year ended March 31, 2018, for the revenue recognition policy as per Ind AS 18.

Revenue is recognised upon transfer of control of promised product or services to customer in an amount that reflect the consideration which the Group expects to receive in exchange for those product or services at the fair value of the consideration received or receivable, which is generally the transaction price, net of any taxes/duties and discounts.

Educational and training business of the Group includes revenue from services and sales of text books.

Revenue from services

Revenue in respect of educational and training programme received from students is recognised in profit and loss over the period of contract in proportion to the stage of completion of the services at the reporting date. The stage of completion is assessed by reference to the curriculum. Fee is recorded at invoice value, net of discounts and taxes, if any.

Revenue in respect of vocational training is recognised over the period of the training duration, after taking into account the uncertainty involved in conditions to be fulfilled under the terms of the contract.

Revenue for marketing & sales service, online marketing support services is recognised in profit & loss statement over the period of time in proportion to stage of completion of the service at the reporting date. The stage of completion is assessed as per terms of respective agreement.

Revenue for manpower management services is recognised at the point in time on an accrual basis, in accordance with the terms of the respective contract.

Revenue from advertising income is recognized on stage of completion basis as per the terms of the agreement over period of time.

The billing schedules agreed with customers include periodic performance-based payments and / or milestone-based progress payments. Invoices are payable within contractually agreed credit period.

Revenue as an agent

The Group derives its revenue from event & managed manpower services. When the Group determines that the nature of its promise, is a performance obligation to provide the specified goods or services itself (i.e. entity is the principal), then it recognises the revenue earned as the gross amount of consideration. However, where the Group promise, is to arrange, for the customer to provide goods/services as an agent then revenue is recognised only to extent of commission/markup/charges earned by it. In such cases the Group does not control the goods and services provided to a customer. The indicators evaluated by the Group to conclude if it is an agent are the following:

(a) That another party is primarily responsible for fulfilling the contract;

(b) The Group does not have any inventory risk

(c) The Group does not have discretion in establishing prices for the other party's goods or services and, therefore, the benefit that the Company can receive from those goods or services is limited;

(d) the Group's consideration is in the form of a commission / service charge or markup; and

(e) the Group is not exposed to credit risk for the amount receivable from a customer in exchange for the other party's goods or services.

Revenue from sale of text -books

Revenue from Sale of Textbooks is recognized at the point of time upon transfer of control of promised goods to the customer in an amount that reflects the consideration the Group expects to receive in exchange for those goods i.e. when it is probable that the entity will receive the economic benefits associated with the transaction and the related revenue can be reliably measured. Revenue is recognized at the fair value of the consideration received or receivable, which is generally the contracted price, net of any taxes/duties and discounts considering the impact of variable consideration.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

In case of test preparation services, sale of text books is recognised at the time of receipt of payment on account of education and training program provided by the Company and is recorded net of discounts and taxes, if any.

Variable Consideration

If the consideration in a contract includes a variable amount, estimates the amount of consideration to which it will be entitled in exchange for transferring the promised goods or services to a customer.

The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Company recognizes changes in the estimated amount of variable consideration in the period in which change occurs. Some contracts for the sale of goods provide customers with volume rebates and right to returns which give rise to variable consideration.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer

Other operating income

- Revenue in respect of start-up fees from franchisees is recognised on performing a contractually agreed assignment over a period of time, whether during a single period or over more than one period as per agreed terms of the franchise agreement.
- License fee on account of grant of brand on non-exclusive basis is one-time fee charge from different schools and is recognised in the period in which contract is executed.
- Revenue from consultancy services and seminar and alliance income is recognised as and when services are actually rendered.
- Revenue in respect of training fee, school fee and subscription fee is recognised on accrual basis in the period to which it pertains.
- Pass-through revenue arises on account of facility provided to customers, in which debtors of the customers are realised through the Group. Revenue is generally a portion of such realisation and recognition of such revenue is made on receipt of request of such realisation from customers.
- Revenue from royalty is recognised on an accrual basis in accordance with the terms of the relevant agreement.
- Income from content development is recognized as and when services are rendered, as specified in the agreement entered or any amendments thereto.
- Revenue from advertising income is recognized on stage of completion basis as per the terms of the agreement over period of time. The billing schedules agreed with customers include periodic performance-based payments and / or milestone-based progress payments. Invoices are payable within contractually agreed credit period

Contract Balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section ix in Financial instruments.

Contract Liabilities (Unearned Revenue)

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Amounts billed and received or recoverable prior to the reporting date for services and such services or part of such services are to be performed after the reporting date are recorded as contract liabilities as per the provisions of the Ind AS-115 and shown in other current liabilities.

Contract Assets (Unbilled Revenue)

Contract Assets is an entity's right to consideration in exchange of goods or service that the entity has transferred to a customer when that right is conditioned on something other than the passage of time.

This is recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Use of significant judgements in revenue recognition: -

- The performance obligation is satisfied upon delivery of the books and study material. Some contracts provide customers with a right of return and volume rebates which give rise to variable consideration subject to constraint. Accordingly, refund liability towards expected return has been created.

- At the time of entering into the agreement / raising an invoice, performance obligations in the contract are identified. The Company delivers services as per the tenure and terms & condition of the contract. Contracts are of differing natures and sometimes have one specific performance obligation, and on other occasions have multiple performance obligations. Contract Liability has been created towards unsatisfied or partially satisfied performance obligations.
- Contract fulfilment costs are generally expensed as incurred except for certain incentive costs which meet the criteria for capitalisation. Such costs are amortised over the contractual period or useful life of contract whichever is less. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Other income

- Revenue in respect of infrastructure fee and soft skills fee are charged from different institutions on revenue sharing basis and are recognised on accrual basis over the period of rendering services.
- Rental income from investment property is recognised as part of revenue from operations in profit or loss on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.
- Income from infrastructure fees is recognised on straight line basis over the period of contract.

Interest income

Interest income on time deposits and inter corporate loans is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.

Dividend

Dividend income is recognised in profit and loss on the date on which the company's right to receive payment is established.

(iii) Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost net of recoverable taxes (wherever applicable), which includes capitalised borrowing costs less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, if any, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the statement of profit and loss.

Subsequent expenditure

Subsequent expenditure are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only if it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced.

All other repairs and maintenance are charged to the statement of profit and loss during the reporting year in which they are incurred.

Depreciation methods, estimated useful lives and residual values

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual value over their useful life using straight line method, and is recognised in the statement of profit and loss.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as under and the same are equal to lives specified as per schedule II of the Act.

Particulars	Useful life (years)
Tangible Assets:	
Leasehold land	90 (period of lease)
Building	60
Furniture and fixtures	8-10
Plant & Machinery	10-15
Office equipment	5
Vehicle	8-10
Computer equipment, Computer server and networks	3-5 6
Leasehold improvements	Lesser of 3 years or period of lease

Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets. Depreciation on addition to property, plant and equipment is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation on sale/ discard from property, plant and equipment is provided for up to the date of sale, deduction or discard of property, plant and equipment as the case may be.

Depreciation method, useful lives and residual values are reviewed at each financial year-end, and changes, if any, are accounted for prospectively.

Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

(iv) Goodwill and other intangible assets

Goodwill

For measurement of goodwill that arises on a business combination see Note 5 and 56. Subsequent measurement is at cost less any accumulated impairment losses.

Other intangible assets

An intangible asset is recognised when it is probable that the future economic benefits attributable to the asset will flow to the Group and where its cost can be reliably measured.

Intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Internally generated intangible assets

Expenditure on research activities is recognised in the statement of profit and loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in the statement of profit and loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

Others

Other intangible assets including those acquired by the Group in a business combination are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in the statement of profit and loss as incurred.

Amortisation

Goodwill is not amortised and is tested for impairment annually.

Amortisation is calculated to write off the cost of intangible assets over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the statement of profit and loss.

The useful lives of intangible assets are as follows:

Intangible assets:	Useful life (in years)
Brand	10
Software	5
Non-compete fee	3-4
Content development	5
License fees	Over the period of license
Website	5
Intellectual property rights	5-10
CAT online module	1-3
Melting Pot	10
IQM	10

Amortisation method, useful lives and residual values are reviewed at each financial year-end, and changes, if any, are accounted for prospectively.

Losses arising from the retirement of, and gain or losses arising from disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of asset and recognised as income or expense in the statement of profit and loss

v. Business combinations

In accordance with Ind AS 103, the Group accounts for these business combinations using the acquisition method when control is transferred to the Group. The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in other comprehensive income ("OCI") and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred except to the extent of issue of debt or equity securities.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not re-measured subsequently and settlement is accounted for within equity. Other contingent consideration is re-measured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in profit or loss.

If a business combination is achieved in stages, any previously held equity interest in the acquiree is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in the statement of profit and loss or OCI, as appropriate.

(vi) Impairment of non-financial assets

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's or CGU's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

After impairment, depreciation/amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

(vii) Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

The fair value of investment property is disclosed in the notes. Fair value is determined by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the relevant location and category of the investment property being valued.

Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life estimated by the management, which are equal to useful lives specified as per Schedule II to the Act.

Particulars	Useful lives (in years)
Building	60

Any gain or loss on disposal of an investment property is recognised in the statement of profit and loss.

(viii) Borrowing costs

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(ix) Investment in subsidiaries and associates

Investment is subsidiaries and associates are carried at cost, less any impairment in the value of investment, in these consolidated financial statements.

(x) Financial instruments

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, transaction costs that are directly attributable to its acquisition or issue, except for an item recognised at fair value through profit and loss. Transaction cost of financial assets carried at fair value through profit and loss is expensed in the statement of profit and loss.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair value through other comprehensive income (OCI), or
- Fair value through profit and loss (FVTPL)

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

  A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified to be measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and

expectations about future sales activity

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features; prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non- recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses, if any. Interest income and impairment are recognised in the statement of profit and loss. Any gain or loss o derecognition is recognised in statement of profit and loss.

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest income, are recognised in the statement of profit and loss.

Debts investments at FVOCI: These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On Derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI: These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: classification, subsequent measurement & gain and loss

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the statement of profit and loss. Any gain or loss on derecognition is also recognised in the statement of profit and loss.

iii. Offsetting

Financial assets and monetary liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

iv. Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the statement of profit and loss.

v. Impairment of financial instruments:

The Group recognises loss allowances for expected credit losses on:-

- Financial assets measured at amortised cost; and
- Financial assets measured at FVOCI- debt investments

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit- impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for agreed credit period;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Expected credit loss:

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than agreed credit period.

The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is past due and not recovered within agreed credit period.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets disclosed in the Balance Sheet.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

(xi) Non-current assets held for sale

Non-current assets or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that the carrying value will be recovered primarily through sale rather than through continuing use.

Such assets or disposal group are generally measured at the lower of their carrying amount and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in the statement of profit and loss.

Once classified as held-for-sale the related assets are no longer amortised or depreciated, and any equity-accounted investee is no longer equity accounted.

The gain or loss arising from de-recognition of an item of property, plant and equipment, classified as held for sale, shall be included in profit or loss when the item is derecognised; which is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

(xii) Leases:

Determining whether an arrangement contains a lease.

The determination of whether an arrangement is, or contains, a lease is based on the substance of an arrangement at inception date: whether fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values.

Where the Group is lessee

Finance lease

Finance leases, which effectively transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalised.

A leased asset is depreciated on a straight-line basis over the useful life of the asset as determined by the management or the useful life envisaged in Schedule II to the Act, whichever is lower. However, if there is no reasonable certainty that the Group will obtain the ownership by the end of the lease term, the capitalised asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term and the useful life envisaged in Schedule II to the Act.

Operating lease

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Payments made under operating leases are generally recognised in the statement of profit and loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

Where the group is lessor

Finance lease

Leases in which the Group transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. After initial recognition, the Group apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognised in the statement of profit and loss. Initial direct costs are included in the initial measurement of the finance lease receivable and reduces the amount of income recognised over the lease term.

Operating lease

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. Lease income on an operating lease is recognised in the statement of profit and loss on a straight-line basis over the lease term unless such payments are structured to increase in line with expected general inflation.

(xiii) Inventories

Raw materials are valued at lower of cost and net realisable value. The cost of inventories is based on the first in, first out formula.

The comparison of cost and net realisable value is made on an item by item basis. Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. Inventories comprising of traded goods are measured at the lower of cost and net realisable value.

Work in progress, manufactured finished goods and traded goods are valued at the lower of cost and net realisable value. The comparison of cost and net realisable value is made on an item by item basis. Cost of work in progress and manufactured finished goods is determined on the first in first out basis and comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition. Cost of traded goods is determined on a first in first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. The comparison of cost and net realisable value is made on an item by item basis.

Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories.

(xiv) Employee Benefits

Short term employee benefits:

Short term employee benefit obligations are measured on an undiscounted basis and are expenses off as the related services are provided. Benefits such as salaries, wages, and bonus etc. are recognised in the statement of profit and loss in the year in which the employee renders the related service. The liabilities are presented as current employee benefit obligation in the balance sheet.

Long term employee benefits

Defined contribution plan: Provident fund

All employees of the Group are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate as per the provisions of The Employees Provident Fund and Miscellaneous Provisions Act, 1952. These contributions are made to the fund administered and managed by the Government of India. The Group has no further obligations under the plan beyond its monthly contributions. Obligation for contribution to defined contribution plan are recognised as an employee benefit expenses in statement of profit and loss in the period during which the related services are rendered by the employees.

Defined Benefit Plan: Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Group provides for retirement benefits in the form of Gratuity, which provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment in an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service. Benefits payable to eligible employees of the Group with respect to gratuity is accounted for on the basis of an actuarial valuation as at the balance sheet date.

The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost and fair value of plan assets as at the balance sheet date through which the obligations are to be settled. The resultant actuarial gain or loss on change in present value of the defined benefit obligation or change in return of the plan assets is recognised as an income or expense in the other comprehensive income. The Group's obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The Group's determines the net interest expense/(income) on the net defined benefit liability/(asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability/(asset), taking into account any changes in the net defined benefit liability/(asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The Plan assets of the Group are managed by Life Insurance Corporation of India through a trust managed by the Group in terms of an insurance policy taken on fund obligations with respect to its gratuity plan except in case of G.K. Publications Private Limited, Accendere Knowledge Management Services Private Limited and Ice GATE Educational Institute Private Limited.

Other long-term benefits: Compensated absences

Benefits under the Group's compensated absences scheme constitute other employee benefits. The liability in respect of compensated absences is provided on the basis of an actuarial valuation using the Projected Unit Credit Method done by an independent actuary as at the balance sheet date. Actuarial gain and losses are recognised immediately in the statement of profit and loss.

Share based payments

The Employee Stock Option Scheme ('the Scheme') provides for the grant of equity shares of the Group to its employees. The Scheme provides that employees are granted an option to acquire equity shares of the Group that vests in a graded manner. The options may be exercised within a specified period. The Group uses the grant date fair value to account for its equity settled share based payment plans granted to employee, with a corresponding increase in equity over the period that the employees unconditionally become entitled to the awards. Compensation cost is measured using independent valuation by Black-Scholes model. Compensation cost, if any is amortised over the vesting period.

(xv) Foreign exchange transactions and translations

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying the foreign currency amount of exchange rate between the reporting currency and foreign currency at the date of transaction.

Conversion

Foreign currency monetary assets and liabilities outstanding as at balance sheet date are restated/ translated using the exchange rate prevailing at the reporting date. Non-monetary assets and liabilities which are measured in terms of historical cost denomination in foreign currency, are reported using the exchange rate at the date of transaction except for non-monetary item measured at fair value which are translated using the exchange rates at the date when fair value is determined.

Exchange difference arising on the settlement of monetary items or on restatement of the Group's monetary items at rates different from those at which they initially recorded during the year or reported in previous financials statement (other than those relating to fixed assets and other long term monetary assets) are recognised as income or expenses in the year in which they arise.

Foreign operations:

The assets and liabilities of foreign operations are translated into INR the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transaction or an average rate if the average rate approximates the actual rate at the date of the transaction.

(xvi) Income tax

Income tax comprises current and deferred tax. It is recognised in the statement of profit and loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be real.

Minimum Alternate Tax

Minimum Alternative Tax ('MAT') credit entitlement under the provisions of the Income-tax Act, 1961 is recognised as a deferred tax asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Group and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Group becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is recognised to the extent that is probable that future taxable profits will be available against which they can be used. Significant management judgement is required to determine the probability of recognition of MAT credit entitlement.

(xvii) Contingent Liability, Contingent Asset and Provisions

Contingent liability

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

Contingent assets

Contingent assets are possible assets that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Provisions

The Group creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(xviii) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current financial liabilities in the balance sheet.

(xix) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events such as bonus issue, share split or consolidation of shares.

For calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted into equity shares as at the beginning of the period, unless they have been issued at a later date.

(xx) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

In accordance with Ind AS 108 – Operating Segments, the operating segments used to present segment information are identified on the basis of internal reports used by the Group's Management to allocate resources to the segments and assess their performance.

Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

The operating segments have been identified on the basis of the nature of products/services. Further:

1. Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter-segment revenue.

2. Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result. Expenses which relate to the Group as a whole and not allocable to segments are included under unallocable expenditure.

3. Income which relates to the Group as a whole and not allocable to segments is included in unallocable income.

4. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.

The Board of Director(s) are collectively the Group's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108. Refer Note 55 for segment information.

(xxi) Dividends paid

Dividend to shareholders is recognised as a liability and deducted from equity, in the year in which the dividends are approved by the shareholders. However, interim dividends, if any, declared by the Board of directors, which does not need shareholder's approval, are recognised as a liability and deducted from retained earnings, in the year in which the dividends are so declared.

3. Property, plant and equipment

Amount in Rupees lacs

Reconciliation of carrying amount	Freehold land	Leasehold land (refer note iii)	Buildings	Building improve-ments	Plant and machinery	Leasehold improve-ment	Furni-ture and fixtures	Office equip-ments	Comput-ers	Vehi-cles	Printing Negative Films	Total	Capital work in progress
Cost or deemed cost (Gross carrying amount)													
Balance as at 1 April 2017	1,632.58	196.78	2,745.89	0.40	63.72	148.42	259.37	236.46	401.98	90.78	-	5,776.38	63.13
Additions during the year	6.10	-	-	7.89	11.07	77.17	90.31	59.61	71.12	35.31	-	358.58	-
Acquisitions through business combination (refer note 57)	-	-	-	-	-	-	15.95	61.88	80.29	-	-	158.12	-
Disposals during the year	566.29		9.39	0.40	23.79	20.27	142.12	22.79	7.23	12.78	-	805.06	-
Balance as at March 31, 2018	**1,072.39**	**196.78**	**2,736.50**	**7.89**	**51.00**	**205.32**	**223.51**	**335.16**	**546.16**	**113.31**	**-**	**5,488.02**	**63.13**
Balance as at 1 April 2018	1,072.39	196.78	2,736.50	7.89	51.00	205.32	223.51	335.16	546.16	113.31	-	5,488.02	63.13
Additions during the year	-	-	-	-	-	20.16	30.49	38.09	46.11	30.48	9.44	174.77	-
Transfer to investment property	-	-	210.63	-	-	-	-	-	-	-	-	210.63	
Disposals during the year					0.66	2.94	0.40	6.69	1.37	10.86		22.92	63.13
Balance as at March 31, 2019	**1,072.39**	**196.78**	**,525.87**	**7.89**	**50.34**	**222.54**	**253.60**	**366.56**	**590.90**	**132.93**	**9.44**	**5,429.24**	**-**
Accumulated depreciation and impairment losses													
Balance as at April 1, 2017	-	2.51	48.15	-	7.28	54.04	36.54	59.48	162.73	24.90		395.63	-
Depreciation for the year	-	2.51	48.03	1.02	6.52	58.33	30.69	76.77	173.53	19.71		417.11	-
Disposals during the year	-	-	0.20	-	1.37	5.41	19.75	8.41	1.53	7.81		44.48	-
Balance as at March 31, 2018	**-**	**5.02**	**95.98**	**1.02**	**12.43**	**106.96**	**47.48**	**127.84**	**334.73**	**36.80**	**-**	**768.26**	**-**
Balance at 1 April 2018	-	5.02	95.98	1.02	12.43	106.96	47.48	127.84	334.73	36.80		768.26	-
Depreciation for the year	-	2.53	43.57	1.50	4.48	55.90	29.00	80.13	119.25	18.52	0.70	355.58	-
Transfer to investment property	-	-	7.78	-	-	-	-	-	-	-	-	7.78	-
Disposals during the year	-	-	-	-	0.46	2.28	0.12	2.76	1.03	6.44	-	13.09	-
Balance as at March 31, 2019	**-**	**7.55**	**131.77**	**2.52**	**16.45**	**160.58**	**76.36**	**205.21**	**452.95**	**48.88**	**0.70**	**1,102.97**	**-**
Carrying amount (net)													
As at March 31, 2018	**1,072.39**	**191.76**	**2,640.52**	**6.87**	**38.57**	**98.36**	**176.03**	**207.32**	**211.43**	**76.51**		**4,719.76**	**63.13**
As at March 31, 2019	**1,072.39**	**189.23**	**2,394.10**	**5.37**	**33.89**	**61.96**	**177.24**	**161.35**	**137.95**	**84.05**	**8.74**	**4,326.27**	**-**

Notes:
i. For details related to assets identified for slump sale (discontinued operations) (Refer note 55)
ii. Please refer note 45 for details of assets held under finance lease
iii. Please refer note 44 for capital commitments.
iv. The Group has not carried out any revaluation of property, plant and equipment for the year ended March 31, 2019 and March 31, 2018.
v. Certain property, plant and equipment, are subject to charge against secured borrowings of group companies referred in notes as secured term loans from others and secured term loans from banks and bank overdrafts. (Refer note 24 and 28).
vi. There are no impairment losses recognised during the year.
vii. There are no exchange differences adjusted in property, plant & equipment.
viii.During the year building at pune have been reclassified from PPE to investment property (refer note 4)

4. Investment property

Amount in Rupees lacs

A. Reconciliation of carrying amount

Cost or deemed cost

	Amount
Balance as at April 1, 2017	112.91
Additions during the year	-
Balance as at March 31, 2018	112.91
Additions/reclassification from property, plant & equipment during the year	210.63
Balance as at March 31, 2019	323.54
Accumulated depreciation	
Balance as at April 1, 2017	(2.06)
Depreciation for the year ended March 31, 2018	(2.07)
Balance as at March 31, 2018	(4.13)
Additions / Reclassfication from PPE during the year	(7.78)
Depreciation for the year ended March 31, 2019	(5.96)
Balance as at March 31, 2019	(17.87)
Carrying amounts	
As at March 31, 2018	108.78
As at March 31, 2019	305.67

	As at March 31, 2019	As at March 31, 2018
B. Amounts recognised in statement of profit or loss for investment property		
Rental income	24.62	23.05
Depreciation expense	24.62	(2.07)
Profit from investment property	**18.66**	**20.98**

	As at March 31, 2019	As at March 31, 2018
C. Measurement of fair value		
Investment property	755.00	480.00
	755.00	**480.00**

D. Estimation of fair values

The Group obtains independent valuations for each of its investment property by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

Fair market value is the amount expressed in terms of money that may be reasonably be expected to be exchanged between a willing buyer and a willing seller, with equity or both. The valuation by the valuer assumes that Group shall continue to operate and run the assets to have economic utility.

Valuation technique:

Under the market comparable method (or market comparable approach), a property's fair value is estimated based on comparable transactions. The market comparable approach is based upon the principle of substitution under which a potential buyer will not pay more for the property than it will cost to buy a comparable substitute property. In theory, the best comparable sale would be an exact duplicate of the subject property and would indicate, by the known selling price of the duplicate, the price for which the subject property could be sold. The unit of comparison applied by the Group is the price per square metre (sqm).

Fair value hierarchy:

The fair value measurement for the investment property has been categorised as a Level 2 fair value based on the inputs to the valuation technique used.

The valuation techniques and the inputs used in the fair value measurement categorised within Level 2 of the fair value hierarchy is as follows:

Valuation technique	**Obesrvable inputs**
Market method	Guideline rate (Per sq. m.) Similar piece of land rate (Per sq. m.)

Investment property mainly consists of buildings in Mumbai & Pune. During the year the company has revalued investment property for Mumbai building only and for Pune building the company believes that the fair value of investment property as at March 31, 2019 significantly approximates with the fair value computed as at March 31, 2018.

E. Leasing arrangements

The Group has given its premises on cancellable operating lease to one of its franchise. Lease receipts recognized in the Statement of profit and loss (including of depreciation of Rs. 5.96 lacs (March 31, 2018: Rs. 2.06 lacs) during the year amounts to Rs. 24.62 lacs (March 31, 2018: Rs 23.04 lacs). Further information about these leases is included in Note 45.

5. Goodwill

Amount in Rupees lacs

Reserves and Surplus	Amount in ₹
Reconciliation of carrying amount	
Cost or deemed cost	
Opening Balance as at April 1, 2017	2,518.45
Acquisitions through business combinations	826.60
Balance as at March 31, 2018	**3,345.05**
Acquisitions through business combinations	-
Balance as at March 31, 2019	**3,345.05**

5.1 Impairment tests for Goodwill

Goodwill is monitored by management at the level of the five operating segments identified in note 56.

For the purpose of impairment testing, goodwill is allocated to the Group's operating divisions which represent the lowest level within the Group at which goodwill is monitored for internal management purposes, which is not higher than the Group's operating segments. The aggregate carrying amounts of goodwill allocated to segments are as follows:

	As at March 31, 2019	As at March 31, 2018
a) Consumer test prep	826.60	826.60
b) Consumer publishing	610.44	610.44
c) Enterprise corporate	488.20	488.20
d) Enterprise institutional	1,351.33	1,351.33
e) Others (Incl Vocational and K12)	68.48	68.48

5.2 Significant estimate: key assumptions used for value-in-use calculations

The group tests whether goodwill has suffered any impairment on an annual basis. The recoverable amount of a cash generating unit (CGU) is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates.

The following table sets out the key assumptions for those CGUs that have significant goodwill allocated to them. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been on historical data from both external and internal sources.

March 31, 2019	Consumer test prep	Consumer publishing	Enterprise corporate	Enterprise institutional	Others
Sales volume (% annual growth rate)	15.00%	12.00%	15.00%	25.00%	5.00%
Long term growth rate (%)	6.00%	6.00%	6.00%	6.00%	6.00%
Pre-tax discount rate (%)	16.00%	17.00%	16.00%	13.50%	10.70%

March 31, 2018	Consumer test prep	Consumer publishing	Enterprise corporate	Enterprise institutional	Others
Sales volume (% annual growth rate)	21.00%	10.00%	17.00%	35.00%	5.00%
Long term growth rate (%)	6.00%	6.00%	6.00%	6.00%	6.00%
Pre-tax discount rate (%)	17.12%	16.00%	16.00%	16.60%	10.70%
Management has determined the values assigned to each of the above key assumptions as follows:					

Assumption Approach used to determining values

Sales volume :	Average annual growth rate over the five-year forecast period; based on past performance and management's expectations of market development.
Long-term growth rate:	This is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rates are consistent with forecasts included in industry reports.
Pre-tax discount rates:	Reflect specific risks relating to the relevant segments and the countries in which they operate.

The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the cash generating unit.

6a. Other intangible assets

Amount in Rupees lacs

Reconciliation of carrying amount	Brand	Intellectual property rights and trademarks	Computer softwares	License fees	Content development	Web Site	Distribution network	Non-compete fees	CAT Online Module	Wain Connect	IQM	Melting Pot	Online video content	Total
Cost or deemed cost (Gross carrying amount)		-	-	-	-	-	-	-	-	-	-	-	-	
Balance as at April 1, 2017		739.08	62.24	87.29	601.33	22.04	28.56	5.00	9.60	-	-	-	-	**1,555.14**
Additions during the year	-	-	24.80	-	366.69	-	-	-	17.38	-	-	-	-	**408.87**
Additions – internally developed (refer note 6 (b) below)	-	-	-	-	181.59	-	-	-	-	22.50	118.40	112.69	-	**435.18**
Acquisitions through business combination (refer note 57)	330.00	-	-	-	-	-	-	79.00	-	-	-	-	-	**409.00**
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2018	**330.00**	**739.08**	**87.04**	**87.29**	**1,149.61**	**22.04**	**28.56**	**84.00**	**26.98**	**22.50**	**118.40**	**112.69**	**-**	**2,808.19**
Balance as at 1 April 2018	330.00	739.08	87.04	87.29	1,149.61	22.04	28.56	84.00	26.98	22.50	118.40	112.69	-	2,808.19
Additions during the year	-	-	113.46	-	219.18	-	-	15.00	-	-	-	-	-	347.63
Additions – internally developed (refer note 6 (b) below)	-	-	-	-	220.78	-	-	-	-	-	-	12.08	43.50	276.36
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2019	**330.00**	**739.08**	**200.49**	**87.29**	**1,589.57**	**22.04**	**28.56**	**99.00**	**26.98**	**22.50**	**118.40**	**124.77**	**43.50**	**3,432.18**
Accumulated amortisation and impairment losses														
Balance as at April 1, 2017	-	138.21	16.34	26.42	89.95	0.05	28.56	5.00	8.65	-	-	-	-	313.18
Amortisation for the year	33.00	140.62	17.24	26.42	181.10	7.33	-	22.57	1.14	1.13	2.98	2.84	-	436.37
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2018	**33.00**	**278.83**	**33.58**	**52.84**	**271.05**	**7.38**	**28.56**	**27.57**	**9.79**	**1.13**	**2.98**	**2.84**	**-**	**749.55**
Balance as at 1 April 2018	33.00	278.83	33.58	52.84	271.05	7.38	28.56	27.57	9.79	1.13	2.98	2.84	-	749.55
Amortisation for the year	33.00	138.63	26.27	26.32	284.02	7.35	-	39.42	5.79	4.50	11.84	11.26	4.35	592.75
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2019	**66.00**	**417.46**	**59.85**	**79.16**	**555.07**	**14.73**	**28.56**	**66.99**	**15.58**	**5.63**	**14.82**	**14.10**	**4.35**	**1,342.30**
Carrying amount (net)														
As at March 31, 2018	**297.00**	**460.25**	**53.46**	**34.45**	**878.56**	**14.66**	**-**	**56.43**	**17.19**	**21.37**	**115.42**	**109.85**	**-**	**2,058.64**
As at March 31, 2019	**264.00**	**321.62**	**140.64**	**8.13**	**1,034.50**	**7.31**	**-**	**32.01**	**11.40**	**16.87**	**103.58**	**110.66**	**39.15**	**2,089.88**

Refer note 'b' below for internally generated intangble assets.

Note:

i. Intangible assets are subject to first pari passu charge to secure the Group's borrowings referred in notes as secured term loan from banks and bank overdrafts. (Refer note 24 and 28)

ii. For details related to assets identified for slump sale (discontinued operations) (Refer note 55)

iii. Content is at the core of the offering of the test preparation product and is a intellectual property. It includes content in form of books, questions and solutions, mock tests, video lectures and analysis of test papers. Amortisation is calculated to write off the cost of content over their estimated useful life (range 1 to 5 years) using the straight-line method.

iv. A non-compete fee is the outcome of an agreement entered between company and IndiaCan for on-going business should be protected from competition by the outgoing entity. Amortisation is calculated to write off the cost of non compete fees over its useful life of 5 years using the straight-line method. During the year company has paid consideration against the non compete agreement.

v. Brand is recognised separately for ETEN acquisition, ETEN was a business division of IndiaCan, engaged in the test preparation business for chartered accountancy courses and civil services entrance examination supported by VSAT (very small aperture terminal) network in India, were acquired by the Group via Business Transfer Agreement. Amortisation is calculated to write off the cost of brand over its useful life of 10 years using the straight-line method.

vi. Inquizitive Minds (IQM) is India's biggest quiz challenge at school and college level. It is an endeavour to encourage young India to learn through contests and know more about what's happening around the world. Amortisation is calculated to write off the cost of 'IQM' over its useful life of 10 years using the straight-line method.

vii. Melting Pot 2020 Innovation Summit is the platform for enabling collaboration, networking and knowledge sharing between the various stakeholders in the innovation eco-system to catalyze the transformation of the region into a global innovation hub. Amortisation is calculated to write off the cost of 'Melting Pot' over its useful life of 10 years using the straight-line method.

viii. The Group has not carried out any revaluation of intangible assets for the year ended March 31, 2019 and March 31, 2018.

ix. The Group does not have acquired intangible assets free of charge, or for nominal consideration, by way of a government grant.

x. There are no other restriction on title of intangible assets other than as already disclosed.

xi. There are no exchange differences adjusted in intangible assets.

xii. Refer note 41 for amortisation.

6b. Details of internally generated intangible assets

Amount in Rupees lacs

Reconciliation of carrying amount	Content Development
Cost or deemed cost (Gross carrying amount)	
Balance as at April 1, 2017	214.84
Additions during the year	181.59
Disposals during the year	-
Balance as at March 31, 2018	**396.43**
Balance as at April 1, 2018	396.43
Additions during the year	220.78
Disposals during the year	-
Balance as at March 31, 2019	**617.21**
Accumulated amortisation and impairment losses	
Balance as at April 1, 2017	23.72
Amortisation for the year	39.95
Disposals during the year	-
Balance as at March 31, 2018	**63.67**
Balance as at 1 April 2018	63.67
Amortisation for the year	33.13
Disposals during the year	
Balance as at March 31, 2019	**96.80**
Carrying amount (net)	
As at March 31, 2018	**332.76**
As at March 31, 2019	**520.41**

i. Content is at the core of the offering of the test preparation product and is an intellectual property. It includes content in form of books, questions and solutions, mock tests, vedio lectures and analysis of test papers. Amortisation is calculated to write off the cost of content over their estimated useful life (5 years) using the straight-line method.

6 (c) Details of Intangibles under development

Amount in Rupees lacs

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Balance	135.24	-
Add: Addition during the year	140.49	135.24
Less: Capitalized during the year	(63.50)	-
Less: Expensed Off during the year	(37.78)	-
Closing Balance	174.45	135.24

7. Non-current Investments

	As at March 31, 2019	As at March 31, 2018
In equity instruments		
Unquoted at fair value thorugh profit and loss		
50,000 (Previous year 50,000) shares of Rs. 10 each fully paid up in Investment in Energy Plantation Project Private Limited	5.00	5.00
Sub total	**5.00**	**5.00**
Impairment in the value of investments		
Energy Plantation Project Private Limited	5.00	5.00
Sub total	**5.00**	**5.00**
Total	-	**-**
Aggregate amount of unquoted investments	**5.00**	**5.00**
Aggregate amount of quoted investments	**-**	**-**
Aggregate amount of impairment in value of investments	**5.00**	**5.00**

Note:

i. There are no significant restrictions on the right of ownership, realisability of investments or the remittance of income and proceeds of disposal.

8. Non-current financial assets - loans

	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good		
Security deposits	175.88	282.83
	175.88	**282.83**

Note:
i. The Group's exposure to credit and currency risks are disclosed in Note 58.

9. Other non-current financial assets

	As at March 31, 2019	As at March 31, 2018
Non-current bank balances (Deposits with maturity for more than 12 months from reporting date) (Refer note i)	1,651.47	1,474.15
	1,651.47	**1,474.15**

Note (i):
i. Non-current bank balance include:
- Deposits of Rs. 1.01 lacs (March 31, 2018: Rs. 1.01 lacs) for issue of guarantees in favor of value added tax authorities,
- Deposits of Rs. Nil (March 31, 2018: Rs. 19.75 lacs) for issue of guarantees in favor of Development Support Agency of Gujarat- TDD Project,
- Deposits of Rs. 3.18 lacs (March 31, 2018: Rs. 2.56 lacs) for issue of guarantees in favor of The Directorate of Employment Training, Gandhi Nagar-TDD,
- Deposits aggregating to Rs. 1100.00 lacs (March 31, 2018: Rs. 1100.00 lacs) pledged with banks for certain loan facility (Refer note 24),
- Deposits of Rs. 0.93 lacs (March 31, 2018: Rs. 0.82 lacs) submitted in bank against consumer court case appeal,
- Deposits of Rs. 371.35 lacs (March 31, 2018 Rs. 350 lacs) pledged with RBL Bank for term loan facility (Refer note 24),
- Deposits of Rs. 175 Lacs (March 31, 2018 Rs. Nil) are under lien towards Term Loan from Tata Capital Financial Services Ltd

ii. The Group's exposure to credit and currency risks are disclosed in Note 58.

Amount in Rupees lacs

10. Deferred tax assets (net)

	As at March 31, 2019	As at March 31, 2018
Deferred tax assets (net) (refer note 61)	1,179.44	1,565.28
	1,179.44	**1,565.28**

11. Non-current tax assets (net)

	As at March 31, 2019	As at March 31, 2018
Advance tax (Net of provision for income tax of Rs. 1886.88 lacs) [March 31, 2018 - Rs. 1751.94 lacs])	3,166.04	2,354.56
	3,166.04	**2,354.56**

12. Other non-current assets

	As at March 31, 2019	As at March 31, 2018
Capital advances (refer note 47)	17.04	18.11
Prepaid expenses	181.47	126.11
Gratuity fund (refer note 46)	1.30	1.30
Financial guarantee commission	3.14	-
	202.95	**145.52**

13. Inventories

	As at March 31, 2019	As at March 31, 2018
Valued at lower of cost and Net Realisable value unless otherwise stated		
Raw materials (refer note i)	19.61	35.09
Work-in-progress (refer note ii)	6.69	-
Finished goods produced	777.51	826.50
Less: Provision for slow moving inventory	(13.76)	(61.92)
Right to return assets (refer note v)	190.59	-
	980.64	**799.67**

Note:
i. Includes raw materials lying with third parties Rs. 19.61 lacs (March 31, 2018: Rs. 35.09 lacs).
ii. Includes work-in-progress lying with third parties Rs. 6.69 lacs (March 31, 2018: Rs. Nil).
iii. Inventories are pledged as securities for borrowings taken from banks (refer note 24)
iv. All inventories categories represent text books and paper.
v. For explaination regarding right to return asset. Refer note 34(i)

14. Current Investments

	As at March 31, 2019	As at March 31, 2018
Investment in mutual funds		
Unquoted at fair value thorugh profit and loss	2,743.09	-
	2,743.09	**-**
Aggregate amount of unquoted investments	**2,743.09**	**-**
Aggregate amount of impairment in value of investments	**-**	**-**

Details of Investment in liquid mutual und units

The balances held in liquid mutual fund as at March 31, 2019 and March 31, 2018 are as follows:

	As at March 31, 2019		As at March 31, 2018	
	Unit	Amount	Unit	Amount
ICICI Prudential MF Collection	1,88,372	520.69	-	**-**
HDFC Mutual Fund	11,262	414.25	-	-
UTI Mutual Fund	22,883	700.38	-	-

Amount in Rupees lacs

Birla SunLife MF	1,90,627	572.71	-	-
DSP Mutual Fund	20,014	535.06	-	-
Total	**4,33,158**	**2,743.09**	**-**	**-**

Note:

i. There are no significant restrictions on the right of ownership, realisability of investments or the remittance of income and proceeds of disposal.

15. Trade receivables

	As at March 31, 2019	As at March 31, 2018
Unsecured		
Considered good	12,992.13	11,484.66
Credit impaired	1,572.83	2,010.86
Less: Allowances for credit impaired	(1,572.83)	(2,010.86)
	12,992.13	**11,484.66**
Of the above, trade receivables from related parties are as below		
Total trade receivables from related parties	75.28	75.28
	75.28	**75.28**

Note:

i. For trade receivables from related parties refer note 47.
ii. The Group's exposure to credit and currency risks and loss allowances related to trade receivables are disclosed in Note 58.
iii. Trade receivable are non interest bearing and are normally received in normal operating cycle.
iv. Trade receivable are pledged as securities for borrowings taken from banks (refer note 24).
v. Trade receivable for amounting Rs. 136.34 lacs (March 31, 2018: Rs. 136.34 lacs) considered good (refer note 50).

16. Cash and cash equivalents

	As at March 31, 2019	As at March 31, 2018
Balances with banks:		
- on current account	791.85	1,241.82
Cheques/ drafts on hand	74.38	36.23
Cash on hand	174.87	87.85
	1,041.10	**1,365.90**

Note:

i. The Group's exposure to liquidity risks are disclosed in Note 58.

17. Bank balances other than cash and cash equivalent

	As at March 31, 2019	As at March 31, 2018
Unpaid dividend account- bank balance (refer note (vi))	1.57	0.18
Deposits with original maturity for more than three months but less than twelve months from the reporting date	978.63	3,057.57
	980.20	**3,057.75**

Note :

(i) Deposits of Rs. 290.00 lacs (March 31, 2018 Rs 290.00 lacs) are under lien towards cash credit facility from IndusInd Bank.

(ii) Fixed deposits amounting Rs. 200.00 Lacs (March 31, 2018 Rs Nil) are under lien towards term loan facility from Tata Capital Financial Servcies Limited

(iii) Fixed deposits amounting Rs. 300.00 Lacs (March 31, 2018 Rs Nil) are under lien towards overdraft facility taken from ICICI Bank.

(iv) Deposits of Rs. 15.50 lacs (March 31, 2018: Rs. Nil) for issue of guarantees in favor of Northern Eastern Council Secretariat, Shillong.

(v) Deposits of Rs. 150 lacs (March 31, 2018 Rs Nil) are under lien towards overdraft facility from Indusind Bank to GK Publication Private Limited (A subsidiary with common Directors).

(vi) During the year company had declared an interim dividend as on August 07,2018, out of which Rs.1.57 lacs not claimed by the shareholder as on March 31, 2019.

(vii) The amount in respect of previous year represents minimum balance required to be maintained in current account and does not represent unpaid dividend amount.

(viii) The Group's exposure to liquidity risks are disclosed in Note 58.

18. Current financial assets - loans

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
Secured, considered good		
Security deposits	33.75	16.81
Unsecured, considered good		
Loan to employees	45.37	50.58
Advance to employees	2.96	
Security deposits	-	138.44
Loans to related parties	1,498.95	1,803.61
Credit impaired	75.00	-
Less: Allowance for Credit Impaired	(75.00)	-
Loans to others	**249.90**	**-**
Unsecured, considered doubtful		
Loans to CL USA	399.49	399.49
Less: Provision for loss allowance	(399.49)	(399.49)
Loans to related parties	-	8.34
Less: Provision for loss allowance	-	(8.34)
Security deposits	315.00	28.05
Less: Provision for loss allowance	(28.05)	(28.05)
	2,117.88	**2,009.44**

Note:
i. Refer note 47 for transactions with related party.
ii. The Group's exposure to credit and currency risks are disclosed in Note 58

The Company has given unsecured loan to their group companies/parties for meeting their working capital requirement. Details of the same are as below:

Company Name	Amount Given	Rate of interest	March 31, 2019	March 31, 2018
- Career Launcher Education Foundation	12.13	Nil	1,322.64	1,328.01
- Nalanda Foundation*	Nil	Nil	-	27.54
- CLEF – AP	14.82	12.5% (till September, 2018)	251.31	236.49
Total	**26.95**		**1,573.95**	**1,592.04**

.
* Nalanda Foundation ceases to be a related party with effect from June 30, 2017.

19. Other current financial assets

	As at March 31, 2019	As at March 31, 2018
Unbilled Revenue	36.28	1,271.61
Contract assets (refer note 34 (i))	697.51	-
Amount recoverable from Non Banking Financial Company	1.52	0.27
Interest accrued but not due on deposits	55.31	135.73
Interest accrued but not due on loans		
- related parties	34.63	31.57
- others	1.35	-
Interest accrued but not due on loans to others		
Other receivables from related parties	5.80	-
Receivables on account of transfer of property, plant and equipment	-	26.35
Other receivables	61.03	10.54
Receivable on account of sale of business from related party (refer footnote i)	344.70	335.20
Application money paid towards securities	-	1.83
	1,238.13	**1,813.10**

Note:
i. Refer note 47 for transactions with related party.
ii. The Group's exposure to credit and currency risks are disclosed in Note 58.

20. Other current assets

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
Advances to related parties	80.42	95.50
Prepaid expenses	1,584.74	1,136.59
Advances to employees	48.46	9.84
Gratuity fund	-	0.13
Balances recoverable from government authorities	94.85	488.81
Advances to suppliers	505.55	868.19
Other advances	0.13	-
Right to return asset	14.79	-
	2,328.94	**2,599.06**

Note:

i. Refer note 47 for transactions with related party.

21. Assets classified as held for sale

	As at March 31, 2019	As at March 31, 2018
Disposal group held for sale (note 55)	2,923.21	2,923.24
	2,923.21	**2,923.24**

Note:

Fair vale measurements

i. The fair value of asset classified as held for sale is higher than its carrying value as at April 1, 2016 and hence no impairment loss has been recognised.

22. Share capital

	As at March 31, 2019	As at March 31, 2018
Authorised shares		
16,000,000 (March 31, 2018: 16,000,000;) equity shares of Rs. 10 each fully paid up	1,600.00	1,600.00
Issued, subscribed and paid-up shares		
14,165,678 (March 31, 2018: 14,165,678;) equity shares of Rs. 10 each fully paid up	1,416.57	1,416.57
	1,416.57	**1,416.57**

a. Terms and rights attached to equity shares

Voting

Each holder of equity shares is entitled to one vote per share held.

Dividends

The Group declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting except in the case where interim dividend is distributed.

	As at March 31, 2019	As at March 31, 2018
During the year, the company has distributed interim dividend as follows:	Re.1.00 per share	NIL

Liquidation

In the event of liquidation of the Group, the holders of equity shares shall be entitled to receive all of the remaining assets of the Group, after distribution of all preferential amounts, if any. Such distribution amounts will be in proportion to the number of equity shares held by the shareholders.

b. Reconciliation of number of shares outstanding at the beginning and end of the year :

Amount in Rupees lacs

	Year ended March 31, 2019		Year ended March 31, 2018	
	No. of shares	**Amount**	**No. of shares**	**Amount**
At the beginning of year	1,41,65,678	1,416.57	1,41,63,278	1,416.33
Add: Share issued during the year by way of:				
- Employee stock option plan (refer note i)	-	-	2,400	0.24
Outstanding at the end of the year	**1,41,65,678**	**1,416.57**	**1,41,65,678**	**1,416.57**

Note: (i)

For the year ended March 31, 2019

During the year company has not issued any fresh equity share on account of Employee stock option plan.

For the year ended March 31, 2018

Pursuant to ESOP Plan, 2,400 equity shares of the Company of Rs. 10 each were allotted at Rs. 300 per equity share.

Date of allotment	**No. of shares**	**Share capital**	**Securities Premium**	**Total**
October 13, 2017	2,400	0.24	6.96	7.20

c. Details of shareholders holding more than 5% shares in the Company:

	Year ended March 31, 2019		Year ended March 31, 2018	
	No. of shares	**Percentage**	**No. of shares**	**Percentage**
Promoters' Holding				
Mr. Gautam Puri	22,70,351	16.03%	22,62,579	15.97%
Mr. Satya Narayanan R	22,80,579	16.10%	22,62,579	15.97%
GPE (India) Limited	9,46,473	6.68%	9,46,473	6.68%
Bilakes Consulting Private Limited	12,55,460	8.86%	12,53,090	8.85%
Sundaram Assest Management Company Limited (along with its Persons acting in Concern)	9,21,623	6.51%	7,87,229	5.56%
Flowering Tree Investment Management Pte. Ltd. (along with its Persons acting in Concern)	8,98,237	6.34%	6,55,058	4.62%
	85,72,723	**60.52%**	**81,67,008**	**57.65%**

d. Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date

i. The company has issued 1,193,229 equity shares as fully paid without payment being received in cash during the financial years 2014-15 to 2018-19, which includes 927,625 equity shares issued in financial year 2014-15 and 265,604 equity shares issued in financial year 2015-16. These do not include compulsory convertible preference shares which are considered as fully paid instead of other than cash.

ii. The Company has issued equity shares aggregating 77,700 (March 31, 2018: 77,700) of Rs. 10 each fully paid up during the financial years 2014-15 to 2018-19, on exercise of options granted under the employee stock option plans wherein part consideration was received in form of employee services.

iii. Nil equity shares has been issued by way of bonus shares during the financial years 2014-15 to 2018-19.

iv. Nil equity shares bought back pursuant to Section 68, 69 and 70 of the Companies Act, 2013 during the financial years 2014-15 to 2018-19.

e. No class of shares have been bought back by the Group during the period of five years immediately preceding the reporting date.

f. Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option of the Company (refer to Note 52)

23. Other equity

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
a. Securities premium		
Opening balance	29,853.45	29,854.05
-on issue of equity shares	-	6.96
-of ESOP	-	3.60
Less: Share issue expenses	-	-11.16
Closing balance (A)	**29,853.45**	**29,853.45**
b. Capital reserves (B)	0.20	0.20
	0.20	**0.20**
c. General reserves		
Opening balance	64.70	64.70
Add: Transferred from ESOP reserves	136.67	-
Less: Interim dividend paid duirng the year	(170.77)	-
Closing balance (C)	**30.60**	**64.70**
d. Employee stock option outstanding		
Gross employee stock compensation for options granted in earlier years	176.73	144.27
Add: Gross compensation for options for the year	(5.26)	14.26
Add: Gross compensation for options granted to employees of subsidiary	-	18.20
Less: Transferred to general reserve	(136.67)	-
Closing balance (D)	**34.80**	**176.73**
e. Surplus in the Statement of Profit and Loss		
Opening balance	2,746.30	2,175.67
Add: Net profit for the year	1,997.63	573.94
Transactions with NCI	(2.97)	-3.31
	4,740.96	**2,746.30**
f. Other comprehensive income	43.57	16.34
Opening	18.85	27.23
Remeasurement of defined benefit obligation	62.42	43.57
Closing balance (E)	**4,803.38**	**2,789.87**
g. Foreign currency translation reserve		
Opening balance	(3.13)	5.39
Addition during the year	(3.82)	(8.52)
Closing balance (F)	**(6.95)**	**(3.13)**
h. Deemed equity		
Opening balance	32.78	16.91
Addition during the year	0.49	15.87
Closing balance (G)	**33.27**	**32.78**
i. Equity component of compound financial instruments	**4.85**	**4.85**
Closing balance (H)	**4.85**	**4.85**
j. Non-controlling interest reserve		
Opening balance	(1,984.44)	-675.44
Transaction during the year	(343.01)	-1,309.00
Closing balance (I)	**(2,327.45)**	**-1,984.44**
Total reserves and surplus (A+B+C+D+E+F+G+H+I)	**32,426.15**	**30,935.01**

Amount in Rupees lacs

Nature and purpose of other reserves/ other equity

(i) General reserve

The Group appropriates a portion to general reserves out of the profits either as per the requirements of the Companies Act 2013 ('Act') or voluntarily to meet future contingencies. The said reserve is available for payment of dividend to the shareholders as per the provisions of the Act.

(ii) Secutities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

(iii) Employee stock options outstanding amount

The Group appropriates a portion to general reserves out of the profits either as per the requirements of the Companies Act 2013 ('Act') or voluntarily to meet future contingencies. The said reserve is available for payment of dividend to the shareholders as per the provisions of the Act. Refer to note 53 for further details on these plans.

(iv) Foreign currency translation reserve

The Group appropriates a portion to general reserves out of the profits either as per the requirements of the Companies Act 2013 ('Act') or voluntarily to meet future contingencies. The said reserve is available for payment of dividend to the shareholders as per the provisions of the Act.

(v) Deemed equity

Deemed equity arising out of financial guarantee received from its Promoters.

(vi) Capital reserve

The capital reserve was generated on account of acquisition of erstwhile Paragon classes in the FY 2001-02.

24. Non-current borrowings

	As at March 31, 2019	As at March 31, 2018
Secured loans		
From banks		
-Term loans (refer note ii & iii)	463.29	818.37
-Vehicle loans (refer note i)	45.11	40.29
From financial institutions		
-Term loans (refer note iv)	757.74	-
-Vehicle loans (refer note v)	-	4.16
Unsecured loans		
-Working capital term loan from bank (Refer note vi)	-	36.10
-Working capital term loan from others (Refer note vii)	-	129.88
Finance lease obligations	58.69	52.31
Total non-current borrowings	**1,324.83**	**1,081.11**
Less: Current maturities of non-current borrowing (included in note 30)	487.26	530.32
Less: Current maturities of finance lease obligations (included in note 30)	31.88	25.51
Less: Interest accrued but not due on borrowings (included in note 30)	0.96	3.96
Non-current borrowings (as per balance sheet)	804.73	521.32

The Group's exposure to currency risks, liquidity risks and interest rate risks are disclosed in Note 58.

Notes:

i. Vehicle loans from banks are secured against hypothecation of concerned vehicles.

The terms of the vehicle loans are as follows:

For amount outstanding as at March 31, 2019

Loan	Outstanding Amount	Equal monthly instalment (EMI)	Equal monthly installment (EMI)	Date of Last EMI
	Amount	Amount		
Loan A	21.00	0.49	8.25%	05-Jun-23
Loan B	6.69	0.15	9.18%	01-Aug-23
Loan 6	8.57	0.25	8.76%	07-Jul-22
Loan 7	8.57	0.25	8.76%	07-Jul-22
	44.83			

For amount outstanding as at March 31, 2018

Loan	Outstanding Amount	Equal monthly instalment (EMI)	Equal monthly installment (EMI)	Date of Last EMI
	Amount	Amount		
Loan 1	2.86	0.28	14.00%	05-Feb-19
Loan 2	1.31	0.13	14.00%	05-Feb-19
Loan 3	3.89	0.38	14.00%	05-Feb-19
Loan 4	8.05	0.78	13.50%	05-Feb-19
Loan 5	2.45	0.26	13.50%	05-Feb-19
Loan 6	10.69	0.25	8.76%	07-Jul-22
Loan 7	10.69	0.25	8.76%	07-Jul-22
	39.94			

ii. Secured term loans from Bank-other term loans

i) The Company had entered into a finance facility agreement with limit amounting Rs.3,155.00 lacs (March 31, 2018 :Rs.5,100.00 lacs) with Kotak Mahindra Bank, under which various term loans and overdrafts have been availed at different times.

In previous years ,the term loans availed comprise of Rs. 440.00 lacs.Year end balances of these loans are Rs. Nil (March 31, 2018: 124.07 lacs).

Interest rate

a) These loans carry interest at bank's base rate + 2.35% (March 31, 2018: bank's base rate + 3.75%) per annum ranging from 11.55% to 11.95 % (March 31, 2018: 10.90% to 13.25%).

Repayment schedule:

The loan of Rs. 440.00 lacs is repayable in 48 equal monthly installments of Rs. 12.08 lacs (inclusive of interest) for which March 1, 2019 was the last installment date.

Primary security:

These loans together with short term borrowings are secured by way of first and exclusive charge on all present and future current and moveable assets including moveable fixed assets of the Group.

Collateral security

a) Lien over fixed deposits of Rs. 1,100.00 lacs

b) The loans are further secured by equitable mortgage on following properties of the Group:

- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi
- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai.

c) The loans are further secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Group.

d) These loans are part of overall limit sanctioned by the bank to the Group, which comprise term loans as detailed above, overdraft facility upto Rs. 2,900.00 lacs (March 31, 2018: 3,850.00 lacs) (disclosed in current borrowings in the financial

Amount in Rupees lacs

statements), cash management facility of Rs. 25.00 lacs (March 31, 2018: 25.00 lacs) and overdraft against credit card receivables of Rs. 150.00 lacs (availed) (March 31, 2018: 150.00 lacs). Securities mentioned above are securities provided by the Group for such overall limit.

iii. Unsecured loans represent term loan taken from Ratnakar Bank Limited (RBL). Year end balances of these loans are Rs. 459.67 lacs (March 31, 2018: 700 lacs)

Interest rate:

These loans carry interest at 10.50% per annum.

Repayment schedule:

a) In previous year, the Group has taken an loan of Rs. 700.00 lacs which is repayable in 12 equal quarterly installments of Rs. 58.33 lacs (exclusive of interest). The repayment of installments will commence from June 30, 2018 and the last installment will be due on March 31, 2021.

Primary security

a) These loans together with current borrowings are secured by subservient charge by way of hypothecation on all present and future current assets inclusive of stock and book debts and moveable fixed assets of the Group.

b) Lien on fixed deposit of Rs. 371.35 lacs (March 31, 2018: Rs. 350.00 lacs) to be kept with Bank during the tenure of Loan.

Collateral security:

a) The loan is secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Group.

iv. Secured term loans- from financial institutions

During the year ended March 31, 2019, the Group has taken the long term loan amounting to Rs.750 lacs from Tata Capital.

Name of the Lender	Outstanding Amount	Equal monthly Principal (EMP)	Rate of Interest	Date of Last EMI
	Amount	Amount		
Tata Capital	750.00	20.83	12.00%	01-Apr-22

v. Vehicle loans from financial institutions are secured against hypothecation of concerned vehicles.

The terms of the vehicle loans are as follows:

Loan	Outstanding Amount	Equal monthly installment (EMI)	Rate of Interest	Date of Last EMI
	Amount	Amount		
Loan 1	4.16	0.45	17.74%	01-Jan-19

vi. Unsecured working loans- from financial institutions

During the year, the Group has taken working loan from financial institution, details of the loans are as follows:

For amount outstanding as at March 31, 2019

Name of Bank	Loan taken	Rate of Interest	Tenure	Date of first EMI/ EDI	EMI
Capital First Limited	40.00	18.50%	36 Months	05-Oct-16	1.46

Guarantees :

The loans taken from Magma Fincorp Limited and IndusInd bank are secured by corporate guarantee of CL Educate Limited, the Holding Company.

During the year, the Group has taken working loan from banks and financial institution, details of the loans are as follows:-

For amount outstanding as at March 31, 2018

Amount in Rupees lacs

Name of Bank	Loan taken	Rate of Interest	Tenure	Date of first EMI/ EDI	EMI
Ratnakar Bank Limited	35.00	19.00%	36 Months	05-Jan-16	1.28
Name of financial institutions					
Edelweiss Retail Finance Limited	30.00	18.50%	36 Months	05-Mar-16	1.09
Capital First Limited	40.00	18.50%	36 Months	05-Oct-16	1.46
IIFL	35.00	19.50%	24 Months	03-Nov-16	1.77

vii. Unsecured working loans- from others

Loan from others represents interest free loan taken from directors of subsidiary and others. The said loans are payable on or after 24 months from the reporting date.

viii. Aggregate amount of loans guaranteed by directors of the Company are Rs. 4,644.69 lacs (March 31, 2018: 5,060.37 lacs) [Includes amount of Rs. 233.33 lacs(March 31, 2018 : 466.67 lacs) disclosed under non current borrowings and Rs.233.34 (March 31,2018 :Rs. 357.41lacs (Refer note 30)) disclosed under current maturities of non-current borrowing and current borrowings amounting Rs. 4,162.93 lacs (March 31, 2018: 4,194.05 lacs) (Refer note 28).

25. Non-current provisions

	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits (refer note 46)		
Gratuity	314.67	268.07
Compensated absences	168.04	174.26
	482.71	**442.33**

26. Deferred tax liabilities (net)

	As at March 31, 2019	As at March 31, 2018
Deferred tax liabilities (refer note 61)	71.62	72.34
	71.62	**72.34**

27. Other non current liabilities

	As at March 31, 2019	As at March 31, 2018
Unearned revenue	355.53	304.26
Financial guarantee payable	-	0.01
Lease equalisation reserve	17.55	12.38
	373.08	**316.65**

28. Current borrowings

	As at March 31, 2019	As at March 31, 2018
Secured		
-From banks		
-Cash credit from bank (Refer note i)	4,307.67	4,236.29
Unsecured		
-loan from NBFC (Refer note ii)	142.13	-
Loan from others	0.50	0.50
Total current borrowings	**4,450.30**	**4,236.79**

Notes:

Details of these loans are as follows:

i. Cash credit represents two loans from Kotak Mahindra Bank taken by CL Educate Limited and G.K. Publications Private Limited and one loan from IndusInd Bank and one loan from ICICI Bank taken by Kestone Integrated Marketing Services Private Limited which are repayable on demand.

Cash credit from Kotak Mahindra Bank-loan 1

1. It carries interest rate of bank's base rate plus 3.75 % ranging from 11.00% to 12.25% (Previous year 10.90% to 13.25%) calculated on monthly basis on the actual amount utilised.
2. Refer note 24 for detail of security provided against such loans.
3. The Company's exposure to currency risks, liquidity risks and interest rate risks are disclosed in Note 58.

Cash credit from Kotak Mahindra Bank-loan 2

1. This loan represents the limit availed out of the total fund limit of Rs. 150.00 lacs (March 31, 2018: Rs. 150.00 lacs). The loan is secured by the following:

2. Security details:

Primary security

First and exclusive charge on all present and future current and movable assets including movable fixed assets of the G.K. Publications Private Limited.

Collateral Security

Lien over the fixed deposit of Rs. 15,000,000.

The loan is further secured by personal guarantees of Mr. Satya Narayanan .R, Mr. Gautam Puri and Mr. Nikhil Mahajan.

The facility carries an interest rate ranging between 11.05% p.a. and 12.40% p.a.(previous year 12.05% p.a. and 12.25% p.a.) payable on monthly basis.

This loan is repayable on demand.

Cash credit from IndusInd Bank-loan 3

Interest Rate

a. 13.55% p.a till September 25, 2017 on CC Limit from Indusind Bank.

b. 11.50% p.a from September 26, 2017 on CC Limit & Loan from Indusind Bank.

Security details:

Primary Security

First and exclusive charge on entire current assets of Kestone Integrated Marketing Services Private Limited both present and future for Cash credit from Indusind Bank.

Collateral Security (IndusInd Bank)

a. First and exclusive charge on movable fixed assets of Kestone both present and future.
b. Corporate guarantee of CL Educate Limited (Holding Group) amounting Rs. 1450.00 lacs (March 31, 2018 : Rs 1,450.00 lacs)
c. Lien on fixed deposits amounting Rs. 290.00 lacs (March 31, 2018: Rs 290.00 lacs).
d. Personal guarantee of directors, Mr Nikhil Mahajan and Mr. Gautam Puri.

Cash credit from ICICI Bank-loan 4

Interest Rate

0.75% p.a over and above the FD interest rate on OD facility from ICICI Bank.

Collateral security

Lien on fixed deposits amounting Rs. 300.00 Lacs (March 31, 2018: Rs Nil)

ii. During the year, The Group has taken a working capital loan from Northern Arc.

Terms and condition of the loans are as follows:

Amount in Rupees lacs

Name of Lender	Outstanding amount	Equal monthly instalment (EMI)	Rate of interest	Date of last EMI
Loan from Northern Arc	142.13	29.48	14.50%	13-Aug-19
	142.13			

29. Trade payables

	As at March 31, 2019	As at March 31, 2018
Trade payables		
- to micro enterprises and small enterprises	921.26	34.49
- to others	3,887.39	4,607.36
	4,808.65	**4,641.85**

Note:

i. for trade payables to related parties please refer note 46.

ii. Refer note 51 for dues to micro and small enterprises.

iii. The Group's exposure to currency and liquidity risks related to trade payables are disclosed in Note 58.

iv. Other creditor are non interest bearing and are normally settled in normal trade cycle.

30. Other current financial Liabilities

	As at March 31, 2019	As at March 31, 2018
Current maturities of non-current loan from bank	241.91	383.49
Current maturities of non-current loan- vehicle loan from bank	10.22	22.81
Current maturities of non-current loan- vehicle loan from others	-	4.16
Current maturities of non-current loan from others	235.13	119.86
Current maturity of finance lease obligations	31.89	25.51
Interest accrued but not due on borrowings	2.19	3.96
Unpaid dividend	1.57	-
Payable to selling shareholders	28.06	47.71
Payables for purchase of investments		
-to related parties (refer note 47)	-	15.08
Payable for property, plant and equipment		
-to related parties (refer note 47)	229.82	12.94
-to others	11.76	5.15
Other payables		
Employee related payables	636.73	564.47
Receipt on behalf of clients	275.64	226.80
Payable towards business combination (refer note 57)	143.81	310.13
Contingent consideration (refer note 57)	50.00	50.00
	1,898.73	**1,792.07**

Note:

i. The Group's exposure to currency risks, liquidity risks and interest rate risks are disclosed in Note 58.

ii. Refer note 47 for transactions with related party.

31. Other current Liabilities

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
Unearned revenue	1,136.63	1,604.61
Lease equalisation reserve	-	0.32
Statutory dues payable	376.39	569.72
Provision for security	-	1.55
Advance from customers	-	2.18
Employee imprest	51.50	16.46
Advance against slump sale	13.85	110.38
Refund Liablity created against right to return	270.22	-
	1,848.59	**2,305.22**

32. Current provisions

	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits (refer note 46)		
Gratuity	11.32	9.35
Compensated absences	6.89	8.51
Provision for sales return (refer note i)	-	15.48
	18.21	**33.34**

Note:

i. Provision for sales return has been created for estimated loss of margin on expected sales returns in future period against products sold during the year. The provision has been recorded based on management's estimate as per past trend and actual sales return till the date of approval of financial statements. Following is the movement in provision made:

	As at March 31, 2019	As at March 31, 2018
Opening balance	15.48	7.03
(+) Additions during the year	-	15.48
(-) Utilised/reversed during the year	(15.48)	(7.03)
Closing balance	**-**	**15.48**

33. Current tax liabilities (net)

	As at March 31, 2019	As at March 31, 2018
Provision for income tax (Net of advance tax of Rs. 2153.49 lacs [March 31, 2018 Rs. 1758.55 lacs])	793.76	645.27
	793.76	**645.27**

34. Revenue from operations

	Year ended March 31, 2019	Year ended March 31, 2018
Sale of products		
- Text books	4,396.88	5,034.54
Sale of services		
- Education and training programmes	15,025.40	13,490.64
- Manpower services income	1,449.45	643.93
- Event management Services income	11,150.85	8,084.79
Other operating revenue		
Start up fees from franchisees	413.36	250.77
Advertising Income	1,462.46	1,369.53
Infrastructure fees	27.55	13.09
Other miscellaneous operating Income	-	1.67
	33,925.95	**28,888.97**

Disaggregated revenue information as per geographical markets

Amount in Rupees lacs

Particulars	For the year ended 31st March, 2019		
	Geographical markets		
	India	Overseas	Total
Educational Training	14,771.98	253.42	15,025.40
Sale of Education Material	3,977.82	419.06	4,396.88
Income from advertisement services	1,462.46	-	1,462.46
Events	10,218.75	620.30	10,839.05
Digital	250.79	61.01	311.80
MMS	1,403.54	45.91	1,449.45
Start up fee	413.36	-	413.36
Infrastructure fees	27.55	-	27.55
Total	**32,526.25**	**1,399.70**	**33,925.95**

Changes in contract liablity are as follows:

Particulars	As at March 31, 2019
Balance at the beginning of the year	2,717.63
Revenue recognised that was deducted from trade receivables as unearned revenue balance at the beginning of the year	(2,314.99)
Increase due to invoicing during the year,excluding amount recognised as revenue during the year	2,509.70
Revenue not recognised and shown as contract liabilities arising out of unearned revenue at the end of the year	(1,420.18)
Balance at the end of the year	**1,492.16**

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied)

Particulars	Year ended March 31, 2019
Within one year	2,461.35
More than one year	450.98
	2,912.33

Changes in contract assets are as follows:-

Particulars	As at March 31, 2019
Balance at the beginning of the year	1,221.15
Revenue recognised that was deducted from trade receivables as unearned revenue balance at the beginning of the year	(1,162.58)
Increase due to invoicing during the year,excluding amount recognised as revenue during the year	638.94
Revenue not recognised and shown as contract liabilities arising out of unearned revenue at the end of the year	-
Balance at the end of the year	**697.51**

Reconcilation of Revenue Recognised with the Contratced Price is as follows.

Particulars	Year ended March 31, 2019
Contracted Price	2,541.30
Reduction towards variable consideration components	-
-on account of volume discount	-
-on account of returns	(1,242.91)
Revenue Recognised	1,298.39

*Reduction towards variable consideration components on account of returns includes Rs. 270.22 lacs towards expected returns against which refund liability has been created. The cost component of expected returns has been shown as right to return assets under inventory.

It includes revenue from Related Party. (Refer Note 47)

Revenue as an agent

Amount in Rupees lacs

The Group is involved in marketing and sale services. Such activities interalia involves, working at times, as agent of the customers for certain events or for certain activities in an event. For example the customer at times request for collection of registration fees for the event, which is collected by the Group and paid to the customers. In such cases normally there are, either the related event revenue or normal fees/commission. In such case the revenue disclosed in the financials includes only the amount of the fees/commission in accordance with para 34 to 38 of Ind As 115. During the financial year 2018-19 the details of the collectable amount on behalf of the customers are detailed as under. Such amount is generally paid as and when collected and balance if any is disclosed under "Receipts on behalf of clients" as other current financial liability.

Particulars	Year ended March 31, 2019
Amount collected/collectable on behalf of various customers	1,386.43
Add: GST	249.56
Total amount collectable	1,635.99
Amount of fees/commission/related charges forming part of the revenue for the year	90.11

The Group is involved in marketing and sale services. Such activities interalia involves, working at times, as agent of the customers for certain events or for certain activities in an event. For example the customer at times request for payment to various vendors for the services rendered to them, which is paid by the Group to various vendors and collected from customers. In such cases normally there are, either the related event revenue or normal fees/commission. In such case the revenue disclosed in the financials includes only the amount of the fees/commission in accordance with para 34 to 38 of Ind As 115. During the financial year 2018-19 the details of the amount paid/ payable on behalf of the customers are detailed as under. Such amount is generally collected from client as and when paid and balance if any is disclosed under "Trade Receivable" as current financial assets.

	March 31, 2019
Amount paid/payable on behalf of various customers during the year	503.44
Amount of fees/commission/related charges forming part of the revenue for the year	35.85

35. Other Income

	As at March 31, 2019	As at March 31, 2018
Interest income from financial assets measured at amortised cost		
-Security deposits	27.47	29.11
Interest income on		
-Fixed deposits	196.87	351.39
-Income tax refund	-	29.15
-Loan to related parties (refer note 47)	20.08	41.06
-Loan to others	-	0.12
Gain on mutual funds	211.09	-
Gain on fair value changes of Investment	124.56	-
Finance income on financial guarantees	-	0.36
Manpower cost sharing	-	279.71
Liabilities no longer required written back	332.25	193.78
Excess provision written back	91.55	-
Rent income on investment property net of expenses	19.41	20.98
Discount income	5.57	-
Reversal of loss allowance on doubtful debtors	33.92	34.84
Gratuity expense written back	0.02	-
Sale of scrap	17.66	-
Income on employee stock option (ESOP) scheme (refer note 53)	133.47	-
Net gain on foreign currency transactions and translations	17.99	27.38
Faculty service charge income	22.78	
Miscellaneous income	60.82	124.61

Amount in Rupees lacs

Profit on sale of property, plant and equipment	8.15	81.94
Profit on sale of business on slump sale basis	-	76.80
	1,323.66	**1,291.23**

36. Cost of materials consumed

	Year ended March 31, 2019	Year ended March 31, 2018
Inventory at the beginning of the year	35.09	41.65
Add: Purchases during the year	569.19	804.27
Sub-total (A)	**604.28**	**845.92**
Less: Impact of right to return of asset	50.23	-
Less: Inventory at the end of the year	19.61	35.09
Sub-total (B)	**69.84**	**35.09**
Printing cost	627.49	454.74
Content editing and typing charges	2.04	3.92
Packing material consumed		0.66
Binding and cover pasting charges	8.64	16.61
Sub-total (C)	**638.17**	**475.93**
Cost of raw material and components consumed (A-B+C)	**1,172.61**	**1,286.76**

Notes:

Details of purchases are as follows:

	Year ended March 31, 2019	Year ended March 31, 2018
Paper	567.10	802.05
Lamination material	2.09	2.23
	569.19	**804.27**

37. Purchases of stock in trade

	Year ended March 31, 2019	Year ended March 31, 2018
Text books	32.90	104.22
	32.90	**104.22**

38. Changes in inventories of stock in trade

	As at March 31, 2019	As at March 31, 2018
Inventories at the beginning of the year		
Finished goods	816.43	740.65
On acquisition of subsidiary	-	16.14
Work-in-progress	-	73.13
	816.43	**829.92**
Inventories at the end of the year		
Finished goods	767.45	816.43
Work-in-progress	6.69	-
Right to return the asset	140.36	-
	914.50	816.43
Net decrease/(increase) in inventories of stock in trade	**(98.07)**	**13.49**

Amount in Rupees lacs

39. Employee benefit expense

	Year ended March 31, 2019	Year ended March 31, 2018
Salaries, wages and bonus	5,285.71	5,518.32
Expenses related to post-employment defined benefit plans (refer note 46)	102.10	107.50
Expenses related to compensated absences (refer note 46)	28.17	32.18
Staff welfare expenses	217.52	203.10
Contribution to provident and other funds	179.71	216.00
Employee share-based payment expense (refer note 53)	-	32.46
	5,813.21	**6,109.56**

40. Finance cost

	Year ended March 31, 2019	Year ended March 31, 2018
Interest expense on financial liabilities measured at amortised cost	3.53	59.64
Interest expense on term loans	75.27	44.90
Interest expense on overdraft	519.57	401.14
Interest on delayed payment of statutory dues	5.39	77.62
Finance cost on finance lease obligation	6.38	6.38
Finance cost on financial guarantees	6.72	45.71
Other borrowing costs	3.02	7.59
	619.88	**642.98**

41. Depreciation and amortization expense

	Year ended March 31, 2019	Year ended March 31, 2018
Depreciation on tangible assets	355.58	410.16
Amortisation on intangible assets	592.75	436.37
	948.33	**846.53**

42. Other expenses

	Year ended March 31, 2019	Year ended March 31, 2018
Giveaways	1,589.04	1,735.31
Event consultancy	1,979.44	1,363.10
Banquet and hotel charges	1,512.63	1,282.55
Rent (refer note 45)	878.07	1,072.26
Business promotion	2,034.07	1,243.59
Travelling and conveyance	1,034.55	1,021.58
Faculty expenses	937.19	913.60
Bad debts written off	1,445.29	806.11
Equipment hire charges	1,291.57	758.26
Communication	455.97	525.38
Legal and professional (Refer note i below)	387.29	448.62
CSR Expenses	68.84	-
Temporary manpower resources	609.00	497.92
Loss allowance on trade receivables	75.00	363.77
Advertisement, publicity and sales promotion	910.89	491.04
Office expenses	751.65	561.18
Sales incentive	101.65	153.22
Material printing cost	143.52	176.09
Sponsorship fee	141.25	128.59
Repairs to:		

Amount in Rupees lacs

-Buildings	90.94	127.16
-Others	100.02	49.66
Freight and cartage expenses	102.45	97.11
Bank charges	0.16	65.57
Rates, taxes and fees	30.80	65.71
Provision for sales return	-	15.48
Provision for slow moving inventory	-	27.77
Insurance	66.53	36.14
Advances written-off	187.23	11.53
Commission to non executive directors	11.20	12.28
Recruitment, training and development expenses	168.46	96.10
Property, plant and equipment written off	-	1.12
Net loss on foreign currency transactions and translations	-	1.36
Miscellaneous expenses	267.18	122.16
	17,371.88	**14,271.32**

Note:

i. Payment to auditors (excluding taxes)

	Year ended March 31, 2019	Year ended March 31, 2018
Statutory audit	48.50	54.72
Limited review	21.25	24.00
Consolidation audit fee	4.00	4.00
Certificate & other audits	4.34	7.40
Out of pocket expenses	3.76	2.78
	81.85	**92.90**

43. Earning per share

		Year ended March 31, 2019	Year ended March 31, 2018
(a)	**Basic earnings per share**		
	From continuing operations (a)/(e)	12.50	2.29
	From discontinuing operations (b)/(e)	1.60	1.76
	Total basic earnings per share attributable to the equity holders of the company	**14.21**	**4.18**
(b)	**Diluted earnings per share**		
	From continuing operations '(c)/(f)	12.50	2.28
	From discontinuing operations (d)/(f)	1.60	1.76
	Total basic earnings per share attributable to the equity holders of the company	**14.21**	**4.17**
(c)	**Reconciliations of earnings used in calculating earnings per share**		
	Basic earnings per share		
	Profit attributable to the equity holders of the company used in calculating basic earnings per share:		
	From continuing operations (a)	1,770.88	324.36
	From discontinuing operations (b)	226.75	249.58
	From other comprehensive income	15.03	18.71
		2,012.66	**592.65**
	Diluted earnings per share		
	Profit attributable to the equity holders of the company used in calculating basic earnings per share:		
	From continuing operations (c)	1,770.88	324.36
	From discontinuing operations (d)	226.75	249.58
	From other comprehensive income	15.03	18.71
	Profit attributable to the equity holders of the company used in calculating diluted earnings per share	**2,012.66**	**592.65**

Amount in Rupees lacs

		No of shares	No of shares
(d)	**Weighted average number of shares used as the denominator**		
	Weighted average number of equity shares used as the denominator in calculating basic earnings per share (e)	1,41,65,678	1,41,64,396
	Adjustments for calculation of diluted earnings per share:		
	Stock Options Plan	-	36,568
	Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share (f)	**1,41,65,678**	**1,42,00,964**
(e)	**Information concerning the classification of securities** Share options : Options granted to employees are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share.		

44. Contingent liabilities, contingent assets and commitments

A.	**Commitments**	**As at March 31, 2019**	**As at March 31, 2018**
a.	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	-
		-	-
b.	Contingent liabilities		
	Claims against the Group not acknowledged as debts (refer note i)	1,509.89	1,508.55
	Corporate guarantees given to bank for loan taken by the related party [refer note 47]	-	150.00
		1,509.89	**1,658.55**

Service Tax and CENVAT	Matters in dispute under appeal for various years	755.09	755.09
Income Tax	Matters in dispute under appeal for various years	657.35	702.89
Other cases (a)	Matters in dispute under appeal for various years	97.45	50.57
Total		**1,509.89**	**1508.55**

Amount above includes:

i. The management is of the opinion that, based on issues decided in the earlier year and the legal advice that the ultimate outcome of the legal proceedings in respect to tax matters, as given above, will not have material adverse effect to the financial position of the Group.

ii. The Group received demand of income tax amounting to Rs.718.32 lacs and Rs.501.44 lacs pertaining to AY 2011-12 and 2012-13 respectively. Although the same is a disputed and appeals have been filed with the Appellate Authority and are pending for disposal, the management of the Group is of the view that since the disputed demand pertains to a specific issue which has been consistently decided in the favour of the Group, in earlier years, by the ITAT and Honourable High Court and there being no appeal filed by the department with Supreme Court, the issue is considered to be in favour of the Group and therefore there cannot be any contingent liability on the Group on this specific issue for these years. Accordingly, the same not included in contingent liability. Further, in AY 2013-14 and 2014-15, the department itself has not raised any demand on this issue, which further strengthen the view of the Group.

a. Other cases

Triangle Education, a franchisee of the Group in Jaipur, had arbitrarily terminated the agreement and started a competing business using the brand of CL Educate. The Group has filed a statement of claim before the sole Arbitrator amounting Rs. 190.00 lacs (March 31, 2018: Rs. 190.00 lacs) against triangle education. Triangle Education also filed a counter claim against the Group amounting Rs. 32.06 lacs (March 31, 2018: Rs. 32.06 lacs) and the matter is fixed for final argument on August 27, 2019.

A student, has filled a case against the Group for refund of fees amounting Rs. 6.20 lacs (March 31, 2018: Rs. 6.20 lacs) on the ground that he paid fees to Brilliant Tutorials considering the fact that the Group has a tie-up with Brilliant Tutorial which was subsequently called off by the Group and the matter is fixed for final argument on October 30, 2019.

The Director of Industries and Commerce cum Chairman MSE- Chandigarh has sent a notice amounting Rs. 12.31 lacs (March 31, 2018: Rs.12.31 lacs including interest of Rs. 3.30 lacs) on behalf of Reivera Fabricators regarding non payment of dues on account of uniforms supplied to Indus World Schools. The Group has preferred an appeal against the same and the matter is fixed for final argument on June 23, 2019.

Bawadia Kala Shiksha Samiti , a lessor has filled a case against the Group for recovery of rent /arrears amounting Rs.46.88

lacs for non payment of rent, Group engaged a local lawyer who will file necessary application to transfer the case to New Delhi as the rent agreement have arbitration clause , which will be decided in New delhi. The matter is fixed for final argument on June 24, 2019.

C. Contingent Assets

The Group does not have any contingent assets as at March 31, 2019 and March 31, 2018.

45. Leases

Operating leases

A. Leases as a lessee

The Group is lessee under various operating leases for coaching centres across India. The lease terms of these premises range from 1 to 5 years and accordingly are short term leases. These lease agreements have varying terms, escalation clauses ranging from 0% to 10%, renewal rights and are usually renewable on mutually agreeable terms.

Disclosure in respect of such operating leases is as given below:

		As at March 31, 2019	As at March 31, 2018
i.	**Future minimum lease payments**		
	Within one year	227.45	135.63
	Later than one year but not later than five years	343.40	327.15
	Later than five years	-	-
		570.85	**462.78**

		Year ended March 31, 2019	Year ended March 31, 2018
ii.	**Amounts recognised in profit and loss account**		
	Rent expense	878.07	1,072.26

B. Leases as a lessor

The Group has given its premises on cancellable operating lease to one of its franchise

Lease receipts are recognized in the statement of profit and loss during the year amounting Rs 24.62 lacs (March 31, 2018: Rs. 23.05 lacs). There are no non cancellable leases and hence disclosure relating to minimum lease receipts has not been provided.

Finance leases

A. Leases as a lessee

The Group has obtained a leasehold land on finance lease basis. The legal title to the leasehold land vests with the lessor. The lease term of such leasehold land is 90 years with annual payments subject to an escalation clause of maximum 50% after every 10 years post commencement of the agreement. The interest rate used for arriving at the finance lease obligation is 20%.

The minimum lease payments and the present value of minimum lease payments in respect of arrangements classified as finance leases are as below:

		As at March 31, 2019		
		Future minimum lease payments (MLP)	Interest element of MLP	Present value of minimum lease payments
i.	**Particulars**			
	Within less than one year	12.75	6.38	6.38
	Between one and five years	25.51	25.51	-
	After more than five years	440.05	406.87	52.31
		478.31	**438.76**	**58.69**

Amount in Rupees lacs

		As at March 31, 2018		
		Future minimum lease payments (MLP)	Interest element of MLP	Present value of minimum lease payments
ii.	**Particulars**			
	Within less than one year	12.75	6.38	6.38
	Between one and five years	25.51	25.51	-
	After more than five years	452.79	419.61	45.93
		491.05	**451.50**	**52.31**

Refer note 3 for net carrying amount at the end of reporting period.

46. Employee benefits

The Group contributes to the following post-employment defined benefit plans in India.

(i) Defined Contribution Plans:

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and EDLI, which are defined contribution plans. The Group has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue.

	As at March 31, 2019	As at March 31, 2018
Employers contribution to provident fund	198.35	201.74

(ii) Defined Benefit Plan:

Gratuity

The Group operates a post-employment defined benefit plan for Gratuity. This plan entitles an employee to receive half month's salary for each year of completed service at the time of retirement/exit. The Group contributes to a trust set up by the Group which further contributes to a policy taken from the Life Insurance Corporation of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognize each period of service as giving rise to additional employee benefit entitlement and measures each unit separately to build up the final obligation.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Group's financial statements as at balance sheet date:

	As at March 31, 2019	As at March 31, 2018
Net defined benefit (asset)/liability		
Gratuity (funded)	325.85	277.42
Total employee benefit liabilities	**325.85**	**277.42**
Non-current	314.52	268.07
Current	11.32	9.35

	As at March 31, 2019	As at March 31, 2018
Net defined benefit (asset)/liability		
Gratuity (funded)	1.30	-
Total employee benefit liabilities	**1.30**	**-**
Non-current	1.30	-
Current	-	-

B. Movement in net defined benefit (asset)/liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

Amount in Rupees lacs

	Year ended March 31, 2019			Year ended March 31, 2018		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset) / liability
Balance at the beginning of the year	303.57	27.45	276.12	250.41	28.56	221.85
Included in profit or loss						
Current service cost	79.17	-	79.17	76.76	-	76.76
Interest cost (income)	15.08	0.74	14.34	19.10	2.19	16.91
Past Service Cost including curtailment Gains/Losses	8.60	0.31	8.29	13.84	-	13.84
Adjustment acquisition Out	(0.27)		(0.27)	-	-	-
Adjustment acquisition In	0.57		0.57	-	-	-
	103.15	**1.05**	**102.10**	**109.69**	**2.19**	**107.51**
Included in OCI						
Remeasurements loss (gain)						
– Actuarial loss (gain) arising from:						
- financial assumptions	5.98	-	5.98	(11.95)	-	(11.95)
- demographic adjustment	0.01	-	0.01	1.44	-	1.44
- experience adjustment	(31.76)	-	(31.76)	(29.94)	-	(29.94)
Return on plan assets	-	0.31	(0.31)	-	(0.08)	0.08
	(25.77)	**0.31**	**(26.08)**	**(40.45)**	**(0.08)**	**(40.37)**
Other						
Not consoidered in last year		-	-		0.03	(0.03)
Contributions paid by the employer	-	29.46	(29.46)	-	21.53	(21.53)
Fund management charges	-	(2.05)	2.05	-	(3.58)	3.58
Admin charges	-	(0.11)	0.11	-	(0.12)	0.12
Received from LIC against provision	-	-	-	-	(2.64)	2.64
Acquisition adjustment IN	-	-	-	6.19	-	6.19
Acquisition adjustment Out	(0.29)	-	(0.29)	(3.25)	-	(3.25)
Benefits paid	(40.71)	(40.71)	-	(19.03)	(18.44)	(0.59)
	(41.00)	**(13.41)**	**(27.59)**	**(16.09)**	**(3.22)**	**(12.87)**
Balance at the end of the year	**339.95**	**15.40**	**324.55**	**303.57**	**27.45**	**276.12**

Expenses recognised in the Statement of profit and loss	**Year ended March 31, 2019**	**Year ended March 31, 2018**
Service cost	78.52	90.59
Net interest cost	23.58	16.91
	102.10	**107.50**

C. Plan assets

The plan assets of the Group are managed by Life Insurance Corporation of India through a trust managed by the Group in terms of an insurance policy taken to fund obligations of the Group with respect to its gratuity plan. The categories of plan assets as a percentage of total plan assets is based on information provided by Life Insurance Corporation of India with respect to its investment pattern for group gratuity fund for investments managed in total for several other companies.

	As at March 31, 2019	**As at March 31, 2018**
Funds Managed by Insurer (investment with insurer)	100%	100%

Amount in Rupees lacs

D. Actuarial assumptions

a. Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. Valuation aaumptions are as follows which have been selected by the group.

Particulars	As at March 31, 2019	As at March 31, 2018
Discount rate	7.66-7.69%	7.80%
Expected rate of future salary increase	8.00%	8.00%

b. Demographic assumptions

	Particulars	As at March 31, 2018	As at March 31, 2017
i.	Retirement age (years)	58.00	58.00
ii.	Mortality rates inclusive of provision for disability	100% of IALM (2006-08)	
iii.	Ages	Withdrawal rate	Withdrawal rate
	Upto 30 years	2.32-1.22	3.00-1.22
	From 31 to 44 years	2.00-0.90	2.00-0.90
	Above 44 years	1.00-0.06	1.00-0.06

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Sensitivity due to mortality and withdrawls are not material and hence impact of change not calculated. Sensitivity as to rate of inflation, rate of increase of pensions in payament, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Particulars	As at March 31, 2019		As at March 31, 2018	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(22.83)	24.24	(22.00)	22.84
Expected rate of future salary increase (0.5% movement)	22.31	(21.24)	21.53	(20.93)

Description of risk exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Group is exposed to various risks as follow -

A) Salary increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

B) Investment risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

C) Discount rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

E) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

Amount in Rupees lacs

F. Expected maturity analysis of the defined benefit plans in future years

Particulars	As at March 31, 2019	As at March 31, 2018
Duration of defined benefit obligation		
Less than 1 year	11.54	9.36
Between 1-2 years	4.10	3.84
Between 2-5 years	15.29	15.74
Over 5 years	309.02	274.62
Total	**339.95**	**303.56**

Expected contributions to post-employment benefit plans for the year ending 31 March 2020 is Rs. 128.12 lacs.

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 29.36-18.50 years (March 31, 2018: 22.89-18.78 years).

(ii) Other long-term employee benefits:

The Group provides for compensated absences to its employees. The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit.

The present value obligation in respect of earned leave is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligations. The summarised positions of various defined benefits are as under:

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the compensated absences and the amounts recognised in the Group's financial statements as at balance sheet date:

Particulars	As at March 31, 2019	As at March 31, 2018
Net defined benefit liability		
Earned Leave (unfunded)	174.93	182.77
Total employee benefit liabilities	**174.93**	**182.77**
Non-current	168.04	174.26
Current	6.89	8.51

B. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

	Year ended March 31, 2019			Year ended March 31, 2018		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset) / liability
Balance at the beginning of the year	182.77	-	182.77	164.26	-	164.26
Included in profit or loss						
Acquisition adjustment Out	(0.18)	-	(0.18)	-	-	-
Acquisition adjustment In	0.31	-	0.31	-	-	-
Current service cost	27.13	-	27.13	42.02	-	42.02
Interest cost (income)	14.12	-	14.12	12.63	-	12.63
Past Service Cost including curtailment Gains/Losses	0.13	-	0.13	0.42	-	0.42

Amount in Rupees lacs

	41.51		41.51	55.07		55.07
Included in OCI						
Remeasurements loss (gain)						
– Actuarial loss (gain) arising from:						
- financial assumptions	2.34	-	2.34	(2.26)	-	(2.26)
- demographic adjustment	(0.01)	-	(0.01)	(0.01)	-	(0.01)
- experience adjustment	(3.54)	-	(3.54)	(20.63)	-	(20.63)
Return on plan assets	(12.14)	-	(12.14)	-		-
	(13.34)	**-**	**(13.34)**	**(22.90)**	**-**	**(22.90)**
Other						
Acquisition adjustment IN	-	-	-	3.37	-	3.37
Acquisition adjustment Out	(0.01)	-	(0.01)	(1.79)	-	(1.79)
Benefits paid	(36.00)	-	(36.00)	(15.23)	-	(15.23)
	(36.01)	-	**(36.01)**	**(13.65)**		**(13.65)**
Balance at the end of the year	**174.93**		**174.93**	**182.77**	**-**	**182.77**

Expenses recognised in the Statement of profit and loss	Year ended March 31, 2019	Year ended March 31, 2018
Service cost	27.39	42.44
Net interest cost	14.12	12.63
Actuarial (Gain)/Loss on obligation	(13.34)	(22.89)
	28.17	**32.18**

C. Actuarial assumptions

a. Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. Valuation aaumptions are as follows which have been selected by the group.

Particulars	As at March 31, 2019	As at March 31, 2018
Discount rate	7.66-7.80%	7.80%
Expected rate of future salary increase	8.00%	8.00%

b. Demographic assumptions

	Particulars	As at March 31, 2019	As at March 31, 2018
i.	Retirement age (years)	58.00	58.00
ii.	Mortality rates inclusive of provision for disability	100% of IALM (2006-08)	
iii.	Ages	Withdrawal rate	Withdrawal rate
	Upto 30 years	3.00-0.0	3.00-0.0
	From 31 to 44 years	2.23-2.00	2.23-2.00
	Above 44 years	1.00-0.0	1.00-0.0

D. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the obligation by the amounts shown below.

Sensitivity due to mortality and withdrawls are not material and hence impact of change not calculated. Sensitivity as to rate of inflation, rate of increase of pensions in payament, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Amount in Rupees lacs

Particulars	As at March 31, 2019		As at March 31, 2018	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(8.11)	8.74	(9.34)	10.11
Expected rate of future salary increase (0.5% movement)	8.66	(8.16)	10.05	(9.37)

Description of risk exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Group is exposed to various risks as follow -

A) Salary increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

B) Investment risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

C) Discount rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

E) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

E. Expected maturity analysis of the defined benefit plans in future years

Particulars	As at March 31, 2019	As at March 31, 2018
Duration of defined benefit obligation		
Less than 1 year	6.78	8.50
Between 1-2 years	2.96	3.15
Between 2-5 years	29.63	29.87
Over 5 years	135.56	141.24
Total	**174.93**	**182.76**

Expected contributions to post-employment benefit plans for the year ending 31 March 2020 is Rs. 16.16 lacs.

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 29.36-18.08 (March 31, 2018: 22.89-18.78 years).

47. Related party

In accordance with the requirements of Ind AS 24 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by the management are:

(A) Name and description of relationship of the related party

	Nature of relationship	Name of related party
i.	Associate companies	Three Sixty One Degree Minds Consulting Private Ltd (w.e.f. from August 3, 2017)
		B&S Strategy Services Private Limited (w.e.f. from July 1, 2017)
ii.	Employees' benefit trusts, where control exists	Career Launcher Education Infrastructure & Services Limited Employee Group Gratuity Trust
		Career Launcher Employee Group Gratuity Trust
		CL Media Employee Gratuity Trust
		Career Launcher Infrastructure Private Limited Employee Group Gratuity Trust

iii.	Enterprises in which KMP and their relatives are able to exercise significant influence	Career Launcher Education Foundation, India
		CLEF – AP, India
		Nalanda Foundation, India (upto 30 June 2017)
		Bilakes Consulting Private Limited, India
		CL Media Employee Gratuity Trust
		Phoenix Academy
		Phoenix Education (upto November 2, 2017)
		Zenith Learning Services Private Limited
		Zeal Learning Services
		Zest Learning Services
iv.	Key management personnel (KMP)	Mr. Satya Narayanan R (Chairman and Executive Director)
		Mr. Gautam Puri (Vice Chairman and Managing Director)
		Mr. Nikhil Mahajan (Executive Director and Group CEO Enterprise Business)
		Mr. Sridar Arvamudhan Iyengar (Non-Executive Non Independent Director) (up to November 02, 2018)
		Mr. Gopal Jain (Non-Executive Non Independent Director) (up to November 02,2018)
		Mr. Viraj Tyagi (Non executive Non Independent Director)
		Mr. Kamil Hasan (Non executive Non Independent Director) (up to May 01, 2017)
		Mr. Paresh Surendra Thakker (Non-Executive Independent Director) (up to November 15, 2018)
		Mr. Girish Shivani (Additional Non-Executive Independent Director) (w.e.f. September 30, 2018)
		Mr.Imran Jafar (Additional Non-Executive Non Independent Director) (w.e.f. November 02, 2018)
		Ms. Madhumita Ganguli (Non-Executive Independent Director) (w.e.f. July 02, 2017)
		Ms. Sangeeta Modi (Non-Executive Non Independent Director) (up to July 03, 2017)
		Mr. Safir Anand (Non-Executive Independent Director) (up to Feb 07, 2018)
		Mr. Sushil Kumar Roongta {Additional (Non-Executive Independent) Director (w.e.f. March 13, 2018)
	Close family member of key management personal	Mr. R Sreenivasan
		Mr. R Shivakumar

(B) Transactions during the year:

Amount in Rupees lacs

		For the year ended March 31, 2019	For the year ended March 31, 2018
a.	Enterprises in which KMP and their relatives are able to exercise significant influence		
i	**Revenue from operations**		
	a. Soft skill fees		
	- Nalanda Foundation	-	74.59
	b. License fees		
	- Nalanda Foundation	-	6.88
	c. Infrastructure Fees		
	- Nalanda Foundation	-	72.35
ii.	**Other Income**		
	Interest on loans		
	- Nalanda Foundation	-	8.44
	Faculty service charge income		
	- Phoenix Education	7.88	-
	- Zenith Learning Services Private Limited	1.21	-
	- Zest Learning Services	0.27	-

Amount in Rupees lacs

	Online education services		
	- Zenith Learning Services Private Limited	0.03	-
	- Phoenix Education	0.03	-
	- Phoenix Institute	0.01	-
iii.	**Conversion of interest accrued into unsecured loan**		
	- Nalanda Foundation	-	6.67
iv.	**Repayment of loans**		
	- Nalanda Foundation	-	56.95
	- Career Launcher Education Foundation	17.50	-
v.	**Tution Expenses**		
	- Phoenix Institute	55.23	-
	- Phoenix Education	141.35	208.25
	- Zenith Learning Services Private Limited	153.20	113.00
	- Zeal Learning Services	-	39.82
	- Courier Service charges		
	- Zenith Learning Services Private Limited	0.50	-
	- Phoenix Institute	0.24	-
	- Phoenix Education	0.01	-
B.	**Employees' benefit trusts, where control exists**		
i.	**Other Income**		
	a. Interest on loans		
	- Career launcher education foundation	5.09	5.65
	- CLEF AP Trust	14.82	26.97
	b. Interest income on gratuity fund		
	- CL Media Employee Gratuity Trust	0.65	0.54
ii.	**Loan given**		
	-Career Launcher Education Foundation	12.13	0.17
	- Nalanda foundation	-	55.00
	Reimbursement of expenses from related parties		
	- CLEF AP	-	0.40
	- B&S Strategy Services Private Limited	-	15.27
	Other expenses		
	Material development and printing expenses		
	- Three Sixty One Degree Minds Consulting Private Ltd	26.98	44.18
	Reimbursement of expenses to related parties		
	- B&S Strategy Services Private Limited	-	2.48
	Payment received on behalf of		
	- B&S Strategy Services Private Limited	148.53	48.31
iii.	**Conversion of interest accrued into unsecured loan**		
	- CLEF – AP	14.82	26.97
C.	**Key management personnel (KMP)**		
	Short term employee benefits:		
	- Mr. Gautam Puri	111.91	57.96
	- Mr. Satya Narayanan R	115.63	58.61
	- Mr. Nikhil Mahajan	116.49	62.04
	Post employment benefits:		
	- Mr.Gautam Puri	1.18	5.19
	- Mr. Satya Narayanan R	1.01	2.94
	- Mr. Nikhil Mahajan	0.96	2.37
	Other long term benefits		
	- Mr.Gautam Puri	0.07	0.34
	- Mr. Satya Narayanan R	1.37	1.35
	- Mr. Nikhil Mahajan	0.24	0.44

Amount in Rupees lacs

	Commission to non-executive Directors	10.83	12.28
C.	**Related party balances as at the year end:**		
	Enterprises in which KMP and their relatives are able to exercise significant influence		
	Current Loans		
	- Career Launcher Education Foundation	1,322.64	1,328.01
	- Nalanda Foundation	-	27.54
	- CLEF – AP	251.31	236.49
	Other non current assets		
	-Bilakes Consulting Private Limited	16.00	16.02
	Interest accrued on loans		
	- Nalanda Foundation	-	1.35
	- Career Launcher Education Foundation	34.63	30.21

		As at March 31, 2019	As at March 31, 2018
	Other receivables		
	Other non current assets		
	- Bilakes Consulting Private Limited	80.42	95.50
	Other non current financial assets		
	- CLEF AP Trust	-	0.40
	- B&S Strategy Services Private Limited	344.70	337.03
	Trade receivables		
	- Career Launcher Education Foundation	75.28	75.28
	- Zeal Learning Services	-	1.60
	Trade payable		
	- Career Launcher Education Foundation	3.92	8.92
	- Zenith Learning Services Private Limited	12.33	11.84
	- Phoenix Institute	1.03	-
	- Phoenix Education	1.03	2.36
	Non current financial assets		
	-CL Media Employee Gratuity Trust	10.35	12.55
	Other payable		
	Phoenix Education	-	2.36
	Zenith Learning Services Private Limited	-	11.84
	Other receivable		
	Zeal Learning Services	-	1.60
	Payable for purchase of investments		
	- Bilakes Consulting Pvt Ltd	-	15.08
	Payable for expenses		
	- Three Sixty One Degree Minds Consulting Private Ltd	29.13	29.38
	Guarantees given to Group:		
	- Bilakes Consulting Private Limited (Guarantee against loans given to Career Launcher Education Foundation)	457.58	457.58
	Remuneration payable to KMPs		
	Short term employee benefits:		
	- Mr.Gautam Puri	52.30	3.89
	- Mr. Satya Narayanan R	53.45	4.42
	- Mr. Nikhil Mahajan	44.27	15.96
	Post employment benefits:		
	- Mr.Gautam Puri	16.37	15.19
	- Mr. Satya Narayanan R	13.95	12.94
	- Mr. Nikhil Mahajan	13.33	12.37

Amount in Rupees lacs

	Other long term benefits		
	- Mr.Gautam Puri	22.77	22.70
	- Mr. Satya Narayanan R	22.82	21.46
	- Mr. Nikhil Mahajan	22.16	21.92
	Interim Dividend Paid		
	- Mr. Satya Narayanan .R	22.75	-
	- Mr.Gautam Puri	22.70	-
	-Bilakes Consulting Private Limited	12.53	-
	- Mr. R Sreenivasan	3.50	-
	- Mr. R Shivakumar	3.50	-

D. Terms and conditions of transactions with the related parties

i. The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions and are at market value. Outstanding balances at the year-end are unsecured, interest free and settlement occurs in cash. For the year ended 31 March 2019, the Group has not recorded any impairment of receivables relating to amounts owed by related parties except below .This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

ii. For the year ended March 31, 2019 the Company has created provision on Loans and Advances to CLEF AP Trust ₹ 75 Lacs in FY 2018-19 (FY 2017-18: ₹ Nil) and no other impairment/ provision recorded on amounts owed by related party . This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

iii. The Company has given unsecured loan to their group companies/parties for meeting their working capital requirement. Details of the same are as below:

Company Name	Terms	Rate of interest	March 31, 2019
- Career Launcher Education Foundation	Unsecured and repayble on demand	12.55%	40.70
- Career Launcher Education Foundation	Unsecured and repayble on demand	Nil	739.51
- Career Launcher Education Foundation	Unsecured and repayble on demand	Nil	542.43
- CLEF – AP	Unsecured and repayble on demand	12.5% till September 2018	251.31
Total			**1,573.95**

The interest on loan is added to the loan amount at the end of every financial year, when it becomes due.

iv. Short term employee benefits includes the board recommended performance incentive of KMPs for current financial year as follows:

- Mr.Gautam Puri	41.00	-
- Mr. Satya Narayanan .R	41.00	-
- Mr. Nikhil Mahajan	39.70	-

48. Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013 read with guidelines issued by DPE, the Company is required to spend, in every financial year, at least two per cent of the average net profits of the Company made during the three immediately preceding financial years in accordance with its CSR Policy. The details of CSR expenses for the year are as under:

Particulars	March 31, 2019	March 31, 2018
A. Amount required to be spent during the year	24.65	113.65
B. Shortfall amount of previous year	153.87	46.50
C. Total (A+B)	**178.52**	**160.15**
D. Amount spent during the year on-		
- On purposes other than above	38.26	6.28
- from identified activities	21.20	-
Total	59.46	6.28
Shortfall amount carried forward to next year	**119.06**	**153.87**

49. In the financial year 2009-10, the Group had given a franchisee to Ms Monica Oli in the name of Comprehensive Education and IT Training Institute to provide test preparation services in Dubai (UAE). In the financial year 2012-13, the Group had terminated the franchise agreement on account of non-recovery of fees collected by the franchisee from students. At the time of the cancellation of agreement the total amount of receivables from and payable to Ms Monica Oli in the name of Comprehensive Education and IT Training Institute were AED 1,019,842 (Rs. 150.88 lacs) and AED 261,318 (Rs. 38.66 lacs) respectively. The details of the amount recoverable are as follows:

1. An amount of AED 625,775 on account of short deposit of fee collected by Monica Oli in the name of the Group from the students;
2. An amount of AED 1,392,200 on account of fee collected by Monika Oli against the installment due as on 31 January 2013 and not deposited in the bank account of the Group.
3. An amount of AED 18,120 on account of settlement of wage account and cancellation of visa of Mr. Yogeshwar Singh Batyal by the Group;
4. An amount of AED 4,300 on account of payment of outstanding dues of bill in respect of communication expenses of Mr. Akhilesh Jha, an employee and erstwhile center manager of Dubai office of the Group.

In the financial year 2012-13, the Group had adjusted/squared off traded receivables of AED 261,318 (Rs. 38.66 lacs) against the amounts payable to AED 261,318 (Rs. 38.66 lacs) on account of its share in the books of account.

In the financial year 2013-14, the Group had initiated legal actions against Monika Oli to recover the said amounts. The Group had sent legal notice dated 6 November 2013 to Monica Oli asking her to pay the following amounts to the Group.

1) An amount of AED 2,040,395 as mentioned above;

2) An amount of AED 50,000 on account of losses suffered by the Group due to non-communication by Monika Oli regarding termination of agreement;

3) An amount of AED 1,000,000 on account of damages for starting a same/similar business in violation of terms of the agreement and unauthorizedly using data/information, manuals etc. pertaining to the Group;

The Group had preferred arbitration in the matter and the Hon'ble Arbitrator had issued notices to parties for appearance.

During the financial year 2014-15, on March 16, 2015 the Hon'ble Arbitrator has passed an award amounting AED 2,063,267 (equivalent to Rs. 351.37 lacs) in favour of the Group.

During the year 2015-16, the Company has filed execution petition to Delhi High Court for execution of award passed by Hon'ble Arbritrator and matter is listed for further proceedings.

During the previous year, the Company had obtained necessary documents from Delhi High Court and were submitted to Ministry of Law on 13 April 2017. The Company understands that these documents have been sent to UAE through Indian Embassy for depositing in Dubai Courts for execution.The case is in progress in Dubai court.

50. The Group has filed legal cases against certain debtors for recovery of outstanding receivables amounting Rs 136.34 lacs (March 31, 2018: Rs 136.34 lacs). The Group is of the view that all such balances are fully recoverable and no provision is required. Further, the Group has also filed cases against certain parties for recovery of damages arising from fraudulent use of Group's brand name, violation of terms and conditions of employment etc, amounting Rs 728.12 lacs (March 31, 2018: Rs. 728.12 lacs). The amount likely to be realised, in all these cases, is currently not ascertainable but the Group, based on discussion with concerned lawyers and the proceedings of the cases is hopeful that there would not be any adverse impact on the financial position, and the realisation would be more than the outstanding amount. The Group has recorded all expenses pertaining to legal and professional charges in respect of all such cases.

51. During the year ended March 31, 2017, pursuant to initial public offering (IPO), 2,180,119 equity shares of Rs. 10 each were alloted to public at a premium of Rs. 492 per share along with offer for sale of 2,579,881 equity shares by the selling shareholders. The proceeds of the IPO was in Escrow account as at March 31, 2017. The details of which are as under:

Amount in Rupees lacs

Particulars	No. of Shares	Price per share	Amount
Gross proceeds from IPO - Fresh issue	21,80,119	502	10,944.20
Gross proceeds from IPO - Selling shareholders	25,79,881	502	12,951.00
Total share issue expenses			1,806.75
Net Proceeds from IPO			**22,088.45**

The designated utilisation of proceeds from the IPO net of share issue expenses during the current year are as below:

Objects	Amount	Utilised amount upto March 31, 2019	Unutilised amount	Remarks
Repayment of loan taken by Career Launcher Infrastructure Private Limited from HDFC Bank Limited	1,860.40	1,860.40	-	The Company has completely utilized the IPO proceed in financial year 2018-19 for purpose specified
Meeting the working capital requirements of CL Educate and its subsidiaries namely Kestone Integrated Marketing Services Private Limited and GK Publications Private Limited	5,250.00	5,250.00	-	
Funding Acquisitions and other strategic Initiatives	2,000.00	2,000.00	-	
General Corporate purposes	1,010.25	1,010.25	-	
	10,120.65	**10,120.65**	**-**	

The designated utilisation of proceeds from the IPO net of share issue expenses during the previous year ending March 31, 2018 are as below:

Objects	Amount	Utilised amount upto March 31, 2018	Unutilised amount	Remarks
Repayment of loan taken by Career Launcher Infrastructure Private Limited from HDFC Bank Limited	1,860.40	1,860.40	-	The Company expects to utilize remaining funds in financial year 2018-19. remaining Unutilized amounts have been deployed in Bank FDs till full amounts are utilized.
Meeting the working capital requirements of CL Educate and its subsidiaries namely Kestone Integrated Marketing Services Private Limited and GK Publications Private Limited	5,250.00	4,643.13	606.87	
Funding Acquisitions and other strategic Initiatives	2,000.00	1,835.11	164.89	
General Corporate purposes	1,010.25	-	1,010.25	
	10,120.65	**8,338.64**	**1,782.01**	

52. In terms of the clause 22 of chapter V micro, small and Medium enterprises development Act 2006 (MSMED act 2006), the disclosure of payments due to any supplier are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
The principal amount and the interest due thereon remaining unpaid to any MSME supplier as at the end of each accounting period included in		
Principal amount due to micro and small enterprises	1,006.75	34.49
Interest due on above	5.21	-
	1,011.96	**34.49**
The amount of interest paid by the buyer in terms of section 16 of the MSMED ACT 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the period) but without adding the interest specified under the MSMED Act, 2006.	-	-

The amount of interest accrued and remaining unpaid at the end of each accounting period	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible under section 23 of the MSMED Act 2006.	-	-

53. Share based payments

Description of share-based payment arrangements

Pursuant to the resolution passed by the Board of Directors at its meeting on March 6, 2008 and the Special Resolution passed by the members in the EGM held on March 31, 2008, the Group introduced "Career Launcher Employee Stock Options Plan 2008" which provides for the issue of 250,000 equity shares to employees of the Group and its subsidiaries. All the above options granted are planned to be settled in equity at the time of exercise and have maximum vesting period of 3 years from the date of respective grants, unless otherwise stated in the grant letter. As on March 31, 2019 and March 31, 2018 the Group had 1,23,525 and 60,775 number of options that can be granted under the scheme respectively.

Pursuant to the resolution passed by the Board of Directors at its meeting held on January 28, 2014 and special resolution passed by the members in the Extraordinary general meeting held on May 29, 2014, the Company renewed "Career Launcher Employee Stock Options Plan 2008" for a further period of one year i.e. from April 1, 2014 upto March 31, 2015 by Board and from May 30, 2014 upto May 29, 2015 by shareholders respectively. Further, pursuant to resolution passed by Board of Directors at its meeting held on August 11, 2014 and special resolution passed by the members in its Annual General Meeting held on September 5, 2014 adopted the amended and extended "Ammended Career Launcher Employee Stock Options Plan 2008" the same is valid for further period of 3 years. Further, pursuant to resolution passed by Board of Directors at its meeting held on January 29, 2016 and special resolution passed by the members in its Extraordinary General Meeting held on March 22, 2016 adopted "Amended and Restated Career Launcher Employee Stock Options Plan 2014". Further, pursuant to resolution passed by the Members in the Annual General Meeting held on August 24, 2017, the Company ratified and renewed the "Amended and Restated Career Launcher Employee Stock Options Plan 2014" for further period of 1 year i.e. from September 5, 2017 upto September 4, 2018. The company in its 22nd Annual General Meeting held on August 7, 2018 has ratified and renewed the "Amended and Restated Career Launcher Employee Stock Option Plan 2014" for further period of 3 year i.e. from September 5, 2018 to September 4, 2021.

The Group has "Amended and Restated Career Launcher Employee Stock Options Plan 2014 (CL ESOP -2014)" which provides for the issue of 250,000 stock options to directors and employees of the Group and its subsidiary companies. The plan entitles directors and employees to purchase equity shares in the Group at the stipulated exercise price, subject to compliance with vesting conditions. The vesting period for the share options is 3 years from the grant date, unless otherwise stated in the grant letter. All exercised options shall be settled by physical/demat delivery of equity shares. As per the plan holders of vesting options are entitle to purchase one equity share for each option. Till date 312,468 (March 31, 2018: 312,468) stock options have been granted under this scheme.

Note: Although a total of 250,000 options were available to be granted, these include grants that had been forfeited/lapsed, and pooled back, and granted again. At no point of time did the total number of options granted under the plan exceed 250,000.

No options were granted during the year.

a. Details of options outstanding at the year end with the range of exercise price and weighted average remaining contractual life:

Employees entitled	No. of options	Vesting conditions	Weighted Contractual life of options (in year)
Employees	44,000	3 years' service from the grant date	2.31

Amount in Rupees lacs

b. Reconciliation of outstanding share options:

The number and weighetd-average exercise prices of share options under the share option plans are as follows:

ESOP to directors of the Group

	Year ended March 31, 2019		Year ended March 31, 2018	
	Weighted Average exercise price per share option	Number of options	Weighted Average exercise price per share option	Number of options
Outstanding at the beginning of the year	-	-	300.00	2,400
Granted during the year	-	-	-	-
Exercised during the year	-	-	300.00	2,400
Forfeited during the year	-	-	-	-
Outstanding at the end of the year	-	-	-	-
Vested during the yerar	-	-	-	-
Exercisable during the year	-	-	-	-

	Year ended March 31, 2019		Year ended March 31, 2018	
	Weighted Average exercise price per share option	Number of options	Weighted Average exercise price per share option	Number of options
Outstanding at the beginning of the year	387.89	1,06,750	375.46	1,54,357
Granted during the year	-	-	-	-
Exercised during the year	-	-	-	-
Forfeited during the year	430.00	6,875	430.00	2,500
Expired during the year	387.14	55,875	343.02	45,107
Outstanding at the end of the year	**430.00**	**44,000**	**387.89**	**1,06,750**
Vested during the year	**430.00**	**11,750**	**430.00**	**13,625**
Exercisable during the year	**387.14**	**26,500**	**368.53**	**73,125**

C. Fair value of options granted:

No options were granted during the year. The fair value at grant date is determined using the Black Scholes Model. Expected volatility has been determined using historical fluctuation in share issue prices of the Group.

Particulars	As at March 31, 2019	As at March 31, 2018
Dividend yield	-	-
Expected volatility (%)*	-	-
Risk-free interest rate (%)	7.69%	7.80%
Weighted average share price (in Rs.)	590.00	590.00
Exercise price (in Rs.)	210-430	210-430

D. Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

Share based payment (income)/expenses	For the year ended March 31, 2019	For the year ended March 31, 2018
Employee option plan	(5.26)	14.26
Total employee share-based payment (income)/expenses	**(5.26)**	**14.26**

54. The Group has in the past undertaken various Central and State Government / Agencies, projects in the education / skill development sector. Most of these projects are complete, however the dues from the concerned department / agency has not been realized mainly on account of delays and long process. The details of such vocational trade receivables which are outstanding for a considerable period of time are given below. In the opinion of the management it has made the necessary provision, wherever required and such balances are fully recoverable. The details of amount recoverable are as under and refer note 58 for expected credit loss.

Amount in Rupees lacs

Vocational trade receivables	Amount	Amount O/s. for more than 3 years (out of total amount)	Expected Credit Loss (ECL) on total out-standing
As at March 31, 2019	2,832.59	2,594.66	449.10
As at March 31, 2018	4,196.88	746.44	837.31

55. Discontinued operation

A. Pursuant to the Business Transfer Agreement dated March 18, 2017 and its amendement dated July 18, 2017 entered into by one of the subsidiary Career Launcher Education Infrastructure & Services Limited (CLEIS) with B&S Strategy Service Private Limited effective July 01, 2017, the business of running and operating pre-schools and providing school management services carried on by CLEIS was sold on slump sale basis for a total consideration of ₹ 4,650 lacs of which ₹ 200 lacs was paid in cash, ₹ 4,050 lacs by way of share swap and balance ₹ 400 lacs was to be received as cash by March 31, 2018 which is receivable as of date.

a. The following statement shows the revenue and expenses of the business subject to slump sale:

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Revenue	-	113.20
Employee benefits expense	-	17.00
Finance cost	-	-
Depreciation & amortisation expenses	-	0.78
Other expenses	-	82.61
Profit from discontinued operations before tax	-	12.81
Income tax epenses	-	-
Profit after tax	-	12.81
Gain on sale of discontinued operation	-	76.80
Income tax on gain on sale of discontinued operation	-	-
Profit from discontinued operation, net of tax	**-**	**89.61**

The profit from discontinued operation of Rs. Nil (2017-18: Rs. 89.61 lacs) is attributable entirely to the owners of the Group.

The carrying amounts of assets and liabilities as at the date of sale i.e. July 1, 2017 and as at previous year ended on March 31, 2019 were listed below.

Particulars	March 31, 2019	July 1, 2017
Property, plant and equipment	-	106.84
Non-current financial asset-loans	-	78.75
Trade receivables	-	598.67
Current financial asset-loans	-	3,819.99
Other current assets	-	0.04
Total Assets	**-**	**4,604.29**
Long term provision	-	3.66
Other current financial liabilities	-	32.91
Other current liabilities	-	22.63
Short term provisions	-	0.09
Total Liabilities	**-**	**59.29**
Net Asset Transferred	**-**	**4,545.00**
Consideration received (net of expenses)	-	4,621.80
Cash and cash equivalent dispossed off		
Net profit/ (loss)	**-**	**76.80**

b. The net cash flows attributable to the business subject to slump sale are stated below:

Amount in Rupees lacs

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Operating activities	-	13.59
Investing activities	-	76.80
Financing activities	-	-

B. On March 16, 2017, one of the step down subsidiary named Career Launcher Infrastructure Private Limited (CLIP) had entered into a Business Transfer Agreement (BTA) with I-Take Care Private Limited for sale of its K-12 infrastructure services businsess on slump sale basis. The proposed sale of business is consitent with group's long term strategy to discontinue the K-12 business. The operations of K-12 business, is being disclosed as discontinued operations. As on date, transaction is pending closure as I Take Care Private Limited hasn't been able to arrange the requisite funds to close the sale. The management is taking appropriate action to ensure that its right and interests are protected . The company is in parallel discussions with other parties to give effect to the above mentioned transaction. Thus the company is still disclosing such business as discontinued operations and the asset as held for sale in accordance with IND AS 105 "Non current assets held for Sale and Discontinued Operations".

a. The following statement shows the revenue and expenses of the business subject to slump sale:

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Revenue	300.00	282.35
Finance cost	161.85	11.05
Depreciation and amortisation expenses	-	6.97
Other expenses	73.25	27.56
Profit/(loss) from discontinued operations before tax	64.90	236.77
Income tax epenses	-	-
Profit/(loss) from discontinued operations after tax	64.90	236.77

As at March 31, 2019, the carrying value of the fixed assets and other assets are listed below.The process of selling the said listed assets expected to be completed on March 31, 2020.

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Property, plant and equipment	2,922.28	2,922.29
Other current assets	0.93	0.95
Total Assets	**2,923.21**	**2,923.24**

b. The net cash flows attributable to the business subject to slump sale are stated below:

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Operating activities	129.58	9.44
Investing activities	-	-
Financing activities	-	-

56. Operating segments

A. Basis for Segmentation

Segment information is presented in respect of the Group's key operating segments. The operating segments are based on the Group's management and internal reporting structure. The chief operating decision maker identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/ loss amounts are evaluated regularly. All operating segments' operating results are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segments and assess their performance.

The 'Board of Directors' have been identified as the Chief Operating Decision Maker ('CODM'), since they are responsible for all major decision w.r.t. the preparation and execution of business plan, preparation of budget, planning, expansion, alliance, joint venture, merger and acquisition, and expansion of any facility.

The Board of Directors examines the Group's performance both from a product and geographic perspective and have identified the following reportable segments of its business:

The following summary describes the operations in each of the Group's reportable segments:

Reportable segments	Operations
a) Consumer test prep	This mainly includes coaching for higher education entrance exams.
b) Consumer publishing	This mainly includes publishing and sale of educational books related and third parties.
c) Enterprise corporate	The Group provides integrated business marketing and sales service like managed manpower, training, event management, customer engagement, marketing communication and digital marketing services for corporates to conduct very large conferences and exhibitions.
d) Enterprise institutional	The Group offers integrated business advisory, research incubation and outreach support services to educational institutes and universities across India
e) Others (Incl Vocational and K12)	The Group provides soft skills, infrastructure facilities and other support services to schools and senior secondary studies and specific projects undertaken (including government projects)

B. Information about reportable segments

Segment assets, segment liabilities and Segment profit and loss are measured in the same way as in the financial statements.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Group's Board of Directors. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing, if any, is determined on an arm's length basis.

Amount in Rupees lacs

	Reportable segment					
For the year ended March 31, 2019	**Consumer test prep**	**Consumer publishing**	**Enterprise corporate**	**Enterprise institutional**	**Other segment**	**Total**
- Segment revenue	18,208.02	3,897.81	12,600.30	2,485.13	27.55	**37,218.81**
- Inter segment revenue		2,652.57	-	640.29	-	**3,292.86**
Revenue from external customers	**18,208.02**	**1,245.24**	**12,600.30**	**1,844.84**	**27.55**	**33,925.95**
Segment profit before tax	**2,386.51**	**563.41**	**479.82**	**547.83**	**(922.19)**	**3,055.38**
Segment assets	**10,300.92**	**9,746.50**	**9,224.98**	**3,146.30**	**10,512.73**	**42,931.43**
Segment liabilities	**4,535.34**	**5,370.39**	**5,391.80**	**1,372.22**	**4,904.68**	**21,574.43**

	Reportable segment					
For the year ended March 31, 2018	**Consumer test prep**	**Consumer publishing**	**Enterprise corporate**	**Enterprise institutional**	**Other segment**	**Total**
- Segment revenue	15,826.82	4,382.47	10,196.43	1,767.13	13.09	**32,185.94**
- Inter segment revenue		2,732.47	286.90	277.60	-	**3,296.97**
Revenue from external customers	**15,826.82**	**1,650.00**	**9,909.53**	**1,489.53**	**13.09**	**28,888.97**
Segment profit before tax	**1,862.15**	**686.68**	**331.41**	**229.94**	**(1,112.95)**	**1,997.23**
Segment assets	**9,382.20**	**8,914.33**	**7,513.46**	**2,831.77**	**12,270.55**	**40,912.31**
Segment liabilities	**4,433.09**	**4,588.99**	**4,035.15**	**1,550.22**	**5,586.63**	**20,194.08**

C. Reconciliations of information on reportable segments

Amount in Rupees lacs

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
i. Revenues		
Total revenue for reportable segments		
Consumer test prep	18,208.02	15,826.82
Consumer publishing	3,897.81	4,382.47
Enterprise corporate	12,600.30	10,196.43
Enterprise institutional	2,485.13	1,767.13
Other segment	27.55	13.09
Intersegment eliminations	(3,292.86)	(3,296.97)
	33,925.95	**28,888.97**

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
ii. Profit before tax		
Total profit before tax for reportable segments	4,379.04	3,925.77
Elimination of inter-segment profits	286.74	(335.70)
Unallocated expenses:		
Finance cost	619.88	642.98
Other expenses	1,601.51	2,163.28
Profit before tax	**2,444.39**	**783.81**
Share of net profit of associates accounted for using the equity method	4.58	6.80
Tax expense	**678.09**	**466.25**
Profit after tax	**1,770.88**	**324.36**
Discontinued Operations		
Profit from discontinued operation before tax	**226.75**	**249.58**
Tax expense:		
Current tax	-	-
Deferred tax (Benefit)/Charge	-	-
Profit from discontinued operation	**226.75**	**249.58**
Other comprehensive income		
Items that may be reclassified to profit or loss		
Exchange difference on translation of foreign operation	(5.30)	(12.79)
Income tax relating to above	1.47	4.27
Items that will not be reclassified to profit or loss		
Remeasurement of defined benefit plans	26.07	40.37
Income tax relating to these items	(7.21)	(13.14)
Total comprehensive income for the year	**2,012.66**	**592.65**

iii. Assets

Amount in Rupees lacs

	As at March 31, 2019	As at March 31, 2018
Total assets for reportable segments		
Consumer test prep	10,300.92	9,382.20
Consumer publishing	9,746.50	8,914.33
Enterprise corporate	9,224.98	7,513.46
Enterprise institutional	3,146.30	2,831.77
Other segment	10,512.73	12,270.55
Intersegment eliminations	(7,377.67)	(7,386.13)
Assets held for sale	2,923.21	2,923.24
Unallocated amounts	**10,916.13**	**10,909.34**
Investments in associates accounted using equity method	5,430.68	5,053.00
Other corporate assets	5,485.45	5,856.34
Total assets	**49,393.10**	**47,358.76**

iv. Liabilities

	As at March 31, 2019	As at March 31, 2018
Total liabilities for reportable segments		
Consumer test prep	4,535.34	4,433.09
Consumer publishing	5,370.39	4,588.99
Enterprise corporate	5,391.80	4,035.15
Enterprise institutional	1,372.22	1,550.22
Other segment	4,904.68	5,586.63
Intersegment eliminations	(10,771.99)	(10,537.05)
Unallocated amounts	4,747.97	5,350.15
	15,550.41	**15,007.18**

v. Other material items

For the year ended March 31, 2019	Interest revenue	Interest expense	Depreciation and amortisation expense	Capital expenditure during the year
Consumer test prep	-	-	617.98	684.45
Consumer publishing	10.76	-	26.63	27.30
Enterprise corporate	6.61	-	91.53	81.45
Enterprise institutional	-	-	7.35	-
Other segment	-	-	64.15	-
Unallocable	163.02	619.88	140.69	5.57
	180.39	**619.88**	**948.33**	**798.77**

For the year ended March 31, 2018	Interest revenue	Interest expense	Depreciation and amortisation expense	Capital expenditure during the year
Consumer test prep	-	-	543.61	782.63
Consumer publishing	9.63	-	24.36	0.25
Enterprise corporate	71.00	-	128.52	72.25
Enterprise institutional	-	-	7.84	-
Other segment	349.85	-	88.55	-
Unallocable	20.35	635.39	53.64	68.04
	450.83	**635.39**	**846.52**	**923.17**

D. Geographic information

Amount in Rupees lacs

The geographic information analyses the Group's revenue and non-current assets by the Group's country of domicile in other countries. In presenting the geographic information, segment revenue has been based on the geographic location of customers and segment assets were based on the geographic location of the assets.

The Group is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown below:

a) Revenues from different geographies

	For the year ended March 31, 2019	For the year ended March 31, 2018
Within India	32,526.25	27,674.43
Outside India	1,399.70	1,214.54
	33,925.95	**28,888.97**

b) Non-current assets*

	For the year ended March 31, 2019	For the year ended March 31, 2018
Within India	19,035.12	17,971.65
Outside India	5.87	12.02
	19,040.99	**17,983.67**

*Non-current assets other than financial instruments, deferred tax assets, post-employment benefit assets

E. Major customer

There are no major customers which contribute more than 10% of the Group's total revenues in the current financial year.

Revenue from two major customers of the Group's Enterprise Institutional segment in March 31, 2018: Rs. 3,774.00 lacs and Rs. 2,344.00 lacs which is more than 10% of the Group's total revenues.

57. Business combinations

Acquisiton of IndiaCan Education Private Limited

Summary of acquisitions

Pursuant to the term sheet dated December 23, 2016 with IndiaCan Education Private Limited (IndiaCan), all the assets and liabilities of ETEN, a business division of IndiaCan, engaged in the test preparation business for chartered accountancy courses and civil services entrance examination supported by VSAT (very small aperture terminal) network in India, were acquired by the Group via Business Transfer Agreement signed on April 19, 2017 and will effective from April 1, 2017. This acquisition enabled the Group to make its presence in the commercial coaching of prestigious courses like Civil Services and Chartered Accountancy in India. It will also enable the Group to connect with the students through the Digital VSAT network.

As per para 18 of Ind AS 103 (Business Combinations), all identifiable assets and liabilities were assumed by the Group at its fair value.

A. Consideration transferred

The following table summarises the acquisition date fair values of each major class of consideration transferred:

Purchase consideration	Amount
Consideration committed in cash and equivalents	593.81
Contingent consideration	50.00
Total purchase consideration	**643.81**

B. Acquisition-related costs

The Group incurred acquisition-related costs of Rs. 1 lac on professional and other costs. These costs were included in 'Miscellaneous expenses'.

C. Identifiable assets acquired and liabilities assumed

Amount in Rupees lacs

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the date of acquisition.

	Amount
Property, plant and equipment	157.05
Intangible assets	409.00
Financial assets	93.58
Non financial assets	11.11
Deferred tax liabilities	(141.55)
Financial liabilities	(29.79)
Non Financial liabilities	(30.62)
Provisions	(37.35)
Total identifiable net assets acquired	**431.43**

D. Calculation of Goodwill

	Amount
Consideration transferred (A)	643.81
Less: Net identifiable assets acquired (B)	431.43
Goodwill (A-B)	**212.38**

E. Contingent consideration

The Group had agreed to pay to the seller in each of the 3 years starting from FY 2017-18 consideration @ 4% per annum of the revenue generated from Chartered Accountancy and Civil Services business. Further, if cumulative revenues exceeds Rs. 15,000.00 lacs in 3 years starting FY 2017-18 an additional consideration @ 1% shall be payable to seller. The Group has included Rs.50.00 lacs as contingent consideration related to the additional consideration, which represents its fair value at the date of acquisition. As at March 31, 2019, the contingent consideration has remained same.

F. Revenue and profit contribution

The acquired business contributed revenues of Rs. 235.05 lacs (March 31, 2018: Rs. 471.29 lacs) and loss of Rs. 176.57 (March 31, 2018: Rs. 321.97 lacs) to the Company for the year ended March 31, 2019.

G. Descriptive note on goodwill (explaining payment of goodwill)

This acquisition will enable the Group to launch CA product and also add General Studies product offering for the Civil Services entrance examination leading to strengthening and enhancing penetration of its test prep business. The Group had acquired the brand name ETEN, the studios at various locations including alliances/partnerships for academic delivery, franchise relationships at about 25 locations.

58. Fair value measurement and financial instruments

a. Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilties, including their levels in the fair value hierarchy.

As at March 31, 2019

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets							
Non-current							
Investments	-	-	-	-	-	-	-
Loans	-	-	175.88	175.88	-	-	175.88
Other financial assets	**-**	**-**	**1,651.47**	**1,651.47**	**-**	**-**	**-**
Current							

Amount in Rupees lacs

Investments	-	-	2,743.09	2,743.09	-	-	-
Trade receivables	-	-	12,992.13	12,992.13	-	-	-
Cash and cash equivalents	-	-	1,041.10	1,041.10	-	-	-
Bank balances other than cash and cash equivalents	-	-	980.20	980.20	-	-	-
Loans	-	-	2,117.88	2,117.88	-	-	-
Other financial assets	-	-	1,238.13	1,238.13	-	-	-
Total	**-**	**-**	**22,939.88**	**22,939.88**	**-**	**-**	**175.88**
Financial liabilities							
Non-current							
Borrowings	-	-	804.73	804.73	-	-	804.73
Current							
Borrowings	-	-	4,450.30	4,450.30	-	-	-
Trade payables	-	-	4,808.65	4,808.65	-	-	-
Other financial liabilities	-	-	1,898.73	1,898.73	-	-	-
Total	**-**	**-**	**11,962.41**	**11,962.41**	**-**	**-**	**804.73**

As at March 31, 2018

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets							
Non-current							
Investments	-	-	-	-	-	-	-
Loans	-	-	282.83	282.83	-	-	282.83
Other financial assets	-	-	1,474.15	1,474.15	-	-	-
Current							
Trade receivables	-	-	11,484.66	11,484.66	-	-	-
Cash and cash equivalents	-	-	1,365.90	1,365.90	-	-	-
Bank balances other than cash and cash equivalents	-	-	3,057.75	3,057.75	-	-	-
Loans	-	-	2,009.44	2,009.44	-	-	-
Other financial assets	-	-	1,813.10	1,813.10	-	-	-
Total	**-**	**-**	**21,487.83**	**21,487.83**	**-**	**-**	**282.83**
Financial liabilities							
Non-current							
Borrowings	-	-	521.32	521.32	-	-	521.32
Current							
Borrowings	-	-	4,236.79	4,236.79	-	-	-
Trade payables	-	-	4,641.85	4,641.85	-	-	-
Other financial liabilities	-	-	1,792.07	1,792.07	-	-	-
Total	**-**	**-**	**11,192.03**	**11,192.03**	**-**	**-**	**521.32**

The Group's borrowings have been contracted at floating rates of interest, which resets at short intervals. Accordingly, the carrying value of such borrowings (including interest accrued but not due) approximates fair value.

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other financial assets and liabilities, approximates the fair values, due to their short-term nature. Fair value of non-current financial assets which includes bank deposits (due for maturity after twelve months from the reporting date) and security deposits is smiliar to the carrying value as there is no significant differences between carrying value and fair value.

There have been no transfers between Level 1, Level 2 and Level 3 for the years ended March 31, 2019 and March 31, 2018.

Valuation technique used to determine fair value

Specific valuation techniques used to value non current financial assets and liabilities for whom the fair values have been determined based on present values and the appropriate discount rates of the Group at each balance sheet date. The discount rate is based on the weighted average cost of borrowings of the Group at each balance sheet date.

Financial risk management

The Group has exposure to the following risks arising from financial instruments:

— Credit risk

— Liquidity risk

— Currency rate risk

— Interest rate risk

Risk management framework

The Group's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board of Directors have authorised senior management to establish the processes and ensure control over risks through the mechanism of properly defined framework in line with the businesses of the group.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Group's activities.

b. Financial risk management

(i) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the Balance Sheet.

Amount in Rupees lacs

Particulars	As at March 31, 2019	As at March 31, 2018
Trade receivables	12,992.13	11,484.66
Cash and cash equivalents	1,041.10	1,365.90
Balances other than cash and cash equivalents	980.20	3,057.75
Loans	2,293.76	2,292.27
Investments	2,743.09	-
Other financial assets	2,889.60	3,287.25

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers. The carrying amount of financial assets represents the maximum credit exposure.

The Group's credit risk is primarily to the amount due from customers. The Company maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis.

i. Credit risk on loans is limited as the loans are given to susbisidaries and other related parties.

ii. Credit risk on cash and cash equivalents is limited as the Company invests in deposits with scheduled commercial banks with high credit ratings assigned by domestic credit rating agencies.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are unsecured and are derived from revenue earned from customers primarily located in India. The Group does monitor the economic enviorment in which it operates and the Group manages its Credit risk through credit approvals, establishing credit limits and continously monitoring credit worthiness of customers to which the Group grants credit terms in the normal course of business.

On adoption of Ind AS 109, the Group uses expected credit loss model to assess the impairment loss or gain. The Group

Amount in Rupees lacs

establishes an allowance for impairment that represents its expected credit losses in respect of trade receivable. The management uses a simplified approach (i.e. based on lifetime ECL) for the purpose of impairment loss allowance, the Group estimates amounts based on the business environment in which the Group operates, and management considers that the trade receivables are in default (credit impaired) when counter party fails to make payments as per terms of sale/ service agreements. However the Group based upon historical experience determine an impairment allowance for loss on receivables.

The gross carrying amount of trade receivables is Rs. 14,564.96 lacs (March 31, 2018: Rs. 13,495.52 lacs). Trade receivables are generally realised within the credit period.

The Group believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour.

The Group's exposure to credit risk for trade receivables are as follows:

Particulars	Gross carrying amount	
	As at March 31, 2019	As at March 31, 2018
1-90 days past due	8,183.89	4,887.42
91 to 180 days past due	1,338.16	980.34
More than 180 days past due	5,042.91	7,627.76
	14,564.96	**13,495.52**

Movement in the allowance for impairment in respect of trade receivables:

Particulars	As at March 31, 2019	As at March 31, 2018
Balance at the beginning	2,010.86	1,859.37
Impairment loss recognised / (reversed)	(438.03)	151.49
Balance at the end	**1,572.83**	**2,010.86**

(ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the group's reputation.

The Group believes that its liquidity position, including total cash (including bank deposits under lien and the anticipated future internally generated funds from operations) will enable it to meet its future known obligations in the ordinary course of business.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and funding from group companies to meet its liquidity requirements in the short and long term.

The Group's liquidity management process as monitored by management, includes the following:

- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.

- Maintaining rolling forecasts of the Group's liquidity position on the basis of expected cash flows.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date.

March 31, 2019	Contractual cash flows			
	Total	Less than one year	Between one year and five years	More than 5 years
Borrowings				
Secured				
-From banks				
a) Vehicle loans (refer note 23)	45.11	10.22	34.89	-
b) term loans	463.29	241.91	221.37	-
-From others/financial institution				

Amount in Rupees lacs

a) Term loan	757.74	235.13	522.61	
Current borrowings				
Secured				
-Cash credit from banks	4,307.67	4,307.67	-	-
Unsecured				
-loan from nbfc	142.13	142.13	-	-
Unsecured				
-form related parties	0.50	0.50	-	-
Trade payables	4,808.65	4,808.65	-	-
Other financial liabilities				
Payable for property, plant and equipment	241.57	241.57	-	-
Unpaid dividend	1.57	1.57	-	-
Finance lease obligation	58.69	31.89	26.80	-
Payable for selling shareholders	28.06	28.06	-	-
Payable towards business combination (refer note 57)	143.81	143.81	-	-
Contingent consideration (refer note 57)	50.00	50.00	-	-
Employee related payables	636.73	636.73	-	-
Receipt on behalf of clients	275.64	275.64	-	-
Total	**11,961.16**	**11,155.48**	**805.67**	**-**

March 31, 2018	**Contractual cash flows**			
	Total	**Less than one year**	**Between one year and five years**	**More than 5 years**
Borrowings				
Secured				
-From banks				
a) Vehicle loans	40.29	23.16	17.13	-
b) term loans	825.70	359.03	466.67	-
- From others/financial institution				
b) Vehicle loans	4.16	4.16	-	-
Unsecured loans				
-Working capital term loan from bank	36.10	30.46	5.64	-
-Working capital term loan from others	131.35	122.69	8.66	-
Current borrowings				
Secured				
-Cash credit from banks	4,236.29	4,236.29	-	-
Unsecured				
-form related parties	0.50	0.50	-	-
Trade payables	4,641.85	4,641.85	-	-
Other financial liabilities				
Payables for purchase of investments	15.08	15.08	-	-
Payable for property, plant and equipment	18.09	18.09	-	-
Finance lease obligation	491.06	12.75	25.51	452.79
Payable to selling shareholders	47.71	47.71	-	
Payable for business combination	310.13	310.13		
Contingent consideration	50.00	50.00	-	-
Employee related payables	564.47	564.47	-	-
Receipt on behalf of clients	226.80	226.80	-	-
Total	**11,639.58**	**10,663.17**	**523.61**	**452.79**

Amount in Rupees lacs

The above amounts reflects the contractual undiscounted cash flows which may differ from the carrying value of the liabilities at the reporting date.

B. Financial risk management

iii. Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, the Group mainly has exposure to two type of market risk namely: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows to the extent of earnings and expenses in foreign currencies. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Group's operating, investing and financing activities.

There are no derivative contracts entered by the Company. Hence, there is no associated risk.

Exposure to currency risk

The summary of quantitative data about the Group's exposure to currency risk, as expressed in Indian Rupees, as at March 31, 2019 and March 31, 2018 are as below:

Particulars	As at March 31, 2019									
	AED	Amount in Rs.	SGD	Amount in Rs.	USD	Amount in Rs.	AUD	Amount in Rs.	GBP	Amount in Rs.
Financial assets										
Trade receivables	31.39	587.32	0.38	19.15	0.54	37.23	-	-	-	-
Other financial asset	(1.50)	(28.30)	-	-	7.69	399.49	-	-	-	-
Other bank balances	5.41	102.11								
Loan			5.70	289.10			-	-	-	-
	35.30	**661.13**	**6.08**	**308.25**	**8.23**	**436.72**	-	-	**-**	**-**
Financial liabilities										
Trade payables	6.09	114.87	-	-	0.54	37.57	0.05	2.66	0.07	5.96
	6.09	**114.87**	**-**	**-**	**0.54**	**37.57**	**0.05**	**2.66**	**0.07**	**5.96**
Net exposure in respect of recognised assets and liabilities	**29.21**	**546.26**	**6.08**	**308.25**	**7.69**	**399.15**	**(0.05)**	**(2.66)**	**(0.07)**	**(5.96)**

Particulars	As at March 31, 2018					
	AED	Amount in Rs.	SGD	Amount in Rs.	USD	Amount in Rs.
Financial assets						
Trade receivables	32.33	521.95	-	-	0.54	35.40
Other financial asset	(1.18)	(20.92)	4.50	222.91	7.69	399.49
Other bank balances	2.68	47.52				
	33.83	**548.55**	**4.50**	**222.91**	**8.23**	**434.89**
Financial liabilities						
Trade payables	6.65	117.89	-	-	0.55	36.13
	6.65	**117.89**	**-**	**-**	**0.55**	**36.13**
Net exposure in respect of recognised assets and liabilities	**27.18**	**430.66**	**4.50**	**222.91**	**7.68**	**398.76**

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against below currencies at March 31, 2019 and March 31, 2018 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Amount in Rupees lacs

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
1% depreciation/appreciation in Indian Rupees against following foreign currencies:				
For the year ended March 31, 2019				
AED	5.46	(5.46)	3.94	(3.94)
SGD	3.08	(3.08)	2.22	(2.22)
USD	3.99	(3.99)	2.88	(2.88)
AUD	(0.03)	0.03	(0.02)	0.02
GBP	(0.06)	0.06	(0.04)	0.04
Total	**12.44**	**(12.44)**	**8.98**	**(8.98)**

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
For the year ended March 31, 2018				
AED	4.31	(4.31)	2.82	(2.82)
SGD	2.23	(2.23)	1.46	(1.46)
USD	3.99	(3.99)	2.61	(2.61)
Total	**10.53**	**(10.53)**	**6.89**	**(6.89)**

AED: United Arab Emirates Dirham, SGD: Singapore Dollar and USD: United States Dollar, AUD: Australian Dollar, GBP: Great Britain Pound

B. Financial risk management

(iii) Market risk

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's main interest rate risk.

Exposure to interest rate risk

The Group's interest rate risk arises majorly from the term loans from banks carrying floating rate of interest. These obligations exposes the Group to cash flow interest rate risk. The exposure of the Group's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

Variable-rate instruments	As at March 31, 2019	As at March 31, 2018
Term loans from banks and others	1,278.77	984.36
Vehicle loans	45.11	44.45
Cash credit from banks	4,307.67	4,236.29
Total	**5,631.55**	**5,265.10**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points (bps) in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit or loss		Equity, net of tax	
Particulars	50 bps increase	50 bps decrease	50 bps increase	50 bps decrease
Interest on term loans from banks				
For the year ended March 31, 2019	9.90	(9.90)	6.96	(5.95)
For the year ended March 31, 2018	(39.30)	39.30	(30.18)	37.91
Interest on term loans from others				
For the year ended March 31, 2019	(5.93)	5.93	(6.15)	6.15
For the year ended March 31, 2018	-	-	-	-

59. Capital Management

Amount in Rupees lacs

For the purpose of the group's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Group.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

To maintain or adjust the capital structure, the Group may return capital to shareholders, raise new debt or issue new shares.

The Group monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts divided by total capital (equity attributable to owners of the parent plus interest-bearing debts).

Particulars	As at March 31, 2019	As at March 31, 2018
Borrowings	5,774.17	5,313.94
Less : Cash and cash equivalent	1,041.10	1,365.90
Adjusted net debt (A)	**4,733.07**	**3,948.04**
Total equity (B)	**33,842.72**	**32,351.58**
Adjusted net debt to adjusted equity ratio (A/B)	**13.99%**	**12.20%**

60. Interests in other entities

(a) Subsidiaries

The Group's subsidiaries at March 31, 2019 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of the Entity	Place of business/ country of incorporation	Ownership interest held by the group as at		Ownership interest held by non-controlling interests as at	
		March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Kestone Integrated Management Services Private Limited	India	100%	100%	-	-
G.K. Publications Private Limited	India	100%	100%	-	-
CL Media Private Limited	India	100%	100%	-	-
Career Launcher Education Infrastructure Services Private Limited	India	100%	100%	-	-
Career Launcher Infrastructure Private Limited	India	100%	100%	-	-
Kestone Asia Hub Pte Ltd	Singapore	100%	100%	-	-
Accendere Knowledge Management Services Private Limited	India	100%	100%	-	-
ICE Gate Educational Institute Private Limited	India	50.70%	50.70%	49.30%	49.30%
Kestone CL US Limited	USA	100%	100%	-	-

Principal activities of group companies

Kestone Integrated Management Services Private Limited and Kestone Asia Hub Pte Ltd

Kestone provides integrated business, marketing and sales services to the corporate customers, including event management, marketing support (including digital marketing support in the form of online marketing initiatives, to support offline marketing campaigns), customer engagement (including audience generation, lead generation, loyalty and reward programs and contest management), managed manpower and training services.

G.K. Publications Private Limited

GKP is currently engaged in the business of distribution of test preparation guides, books and other academic material.

CL Media Private Limited

CL Media is currently engaged in the business of content development and advertisement for study material, publishing study material and books and providing sales & marketing services and research related services to Institutions and Universities.

Career Launcher Education Infrastructure Services Private Limited and Career Launcher Infrastructure Private Limited

The Group provides soft skills, infrastructure facilities and other support services to schools and senior secondary studies and specific projects undertaken (including govt projects).

Accendere Knowledge Management Services Private Limited (AKMS)

Accendere is currently engaged in the business of facilitating educational institutions and establishing their institutional credibility, international presence and thought leadership by improving their research output in terms of both the quality and quantity of research articles published by them.

ICE Gate Educational Institute Private Limited

This mainly includes test prep coaching examinations like Graduate Aptitude Test in Engineering/Indian Engineering Services.

Kestone CL US

Ketonte CL Asia Hub Pte. Ltd has incorporated a wholly owned subsidiary in USA on March 22, 2018 in the name of Kestone CL US Limited with an objective to provide Integrated sales and marketing services to the corporate and institutions in USA.

(b) Associate Companies

Setout below are the associates of the group as at March 31, 2019 which, in the opinion of the directors, are material to the group.

Amount in Rupees lacs

Name of entity	Place of business	% of ownership interest		Accounting method	Carrying amount	
		As at March 31, 2019	As at March 31, 2018		As at March 31, 2019	As at March 31, 2018
Threesixtyone Degree Minds Consulting Private Limited	Chennai	4.41% of equity shares	4.43% of equity shares	Equity	676.92	450.80
B & S Strategy Services Private Limited	New Delhi	44.18% of equity shares	43.40% of equity shares	Equity	4,753.76	4,602.20
Total equity accounted investments					**5,430.68**	**5,053.00**

Principal activities of each associate entity

(i) Threesixtyone Degree Minds Consulting Private Limited- The Company provides learning and education solutions for corporations, colleges and universities, academic service providers, and government bodies in India and internationally. The Group offers graduation/diploma programs, as well as leadership programs to corporate managers.

(ii) B & S Strategy Services Private Limited: The Company is mainly engaged in rendering consulting services in the education sector and managing schools.

i. Significant judgement: existence of significant influence

(i) Threesixtyone Degree Minds Consulting Private Limited- CL Educate have representation on the board of Threesixtyone Degree Minds Consulting Private Limited and right to nominate one Director on the Board, it also participates in all significant financial and operating decisions. The group has therefore determined that it has significant influence over this entity, even though it only holds 4.41% of the voting rights.

(ii) B&S Strategy Services Private Limited: Through the shareholder agreement, CL Educate holds 44.18% of the voting rights in B&S Strategy Services Private Limited and is guaranteed two seats on the board of the Group, it also participates in all significant financial and operating decisions. The group has therefore determined that it has significant influence over this entity.

ii. Summarised financial information for associates

The tables below provide summarised financial information for the associates. The information disclosed reflects the amounts

Amount in Rupees lacs

presented in the financial statements of the relevant associates and not CL Educate Limited's share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method and modifications for differences in accounting policies, if any.

Summarised balance sheet	Three Sixty One Degree Minds Consulting Private Limited		B& S Strategy Services Private Limited	
	As at March 31, 2019	Unaudited As at March 31, 2018	As at March 31, 2019	Unaudited As at March 31, 2018
Total current assets	882.13	746.63	1,095.69	1,101.75
Total non-current assets	260.96	197.20	4,573.13	4,337.89
Total assets	**1,143.09**	**943.83**	**5,668.82**	**5,439.64**
Total current liabilities	130.96	102.53	566.90	514.11
Total non-current liabilities	166.67	116.79	60.32	39.30
Total liabilities	**297.63**	**219.32**	**627.22**	**553.41**
Net assets	**845.46**	**724.51**	**5,041.60**	**4,886.23**

Summarised statement of profit and loss

	For the year ended March 31, 2019	Unaudited numbers for the year ended March 31, 2018	For the year ended March 31, 2019	Unaudited numbers for the year ended March 31, 2018
Revenue	631.41	446.61	297.46	329.70
Other income	4.93	11.60	4.69	1.05
Depreciation and amortisation	96.09	68.93	28.07	20.48
Profit before tax	43.28	(54.10)	14.26	25.09
Tax expense	8.25	0.87	7.41	8.19
Profit for the year	**35.03**	**(54.97)**	**6.85**	**16.90**
Other comprehensive income	**-**		**-**	
Total comprehensive income/(loss)	**35.03**	**(54.97)**	**6.85**	**16.90**
Dividends received		-		-

iii. **Reconciliation to carrying amount of investments**

	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Investment in associates	450.00	450.00	4,596.20	4,596.20
Investment during the year	100.00	-	148.54	-
Gain on fair valuation	124.57	-	-	-
Profit after the period of acquisition	53.10	18.06	20.66	13.81
Group's share in the profit	2.35	0.80	9.02	6.00
Carrying amount of investment in the associate	**676.92**	**450.80**	**4,753.76**	**4,602.20**

iv. **Calculation of Goodwill**

Fair value of identifiable net assets of the associate as at acquisiton date	61.48	61.48	3,139.78	3,139.78
Purchase consideration paid	450.00	450.00	4,050.00	4,050.00
Goodwill	**388.52**	**388.52**	**910.22**	**910.22**

(c) Non-controlling interest (NCI)

Amount in Rupees lacs

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-Group eliminations.

i. ICE Gate

Summarised balance sheet	As at March 31, 2019	Unaudited as at March 31, 2018
Current assets	534.08	482.65
Non-current assets	219.76	101.90
Total assets	**753.84**	**584.55**
Current liabilities	567.98	501.28
Non-current liabilities	154.58	58.02
Total liabilities	**722.56**	**559.30**
Net assets	**31.28**	**25.25**
% of Non controlling interest	**49.30%**	**49.30%**
Accumulated NCI	**15.42**	**12.45**

Summarised statement of profit and loss A/c	For the year ended March 31, 2019	Unaudited figures for the year ended March 31, 2018
Revenue	1,207.06	305.42
Profit/(loss) for the year	6.01	6.72
Other comprehensive income	-	-
Total comprehensive income	**6.01**	**6.72**
Profit allocated to NCI	-	3.31
Dividends paid to NCI	-	-

Summarised cash flow	For the year ended March 31, 2019	Unaudited figures for the year ended March 31, 2018
Cash flows from operating activities	94.52	3.66
Cash flows from investing activities	(66.13)	(46.00)
Cash flows from financing activities	(44.73)	49.31
Net increase/ (decrease) in cash and cash equivalents	**(16.34)**	**6.97**

iii. Transactions with non-controlling interest

The group had acquired 51% stake in AKMS private limited on March 31, 2017. On 12 April 2017, the group acquired an additional 49% stake for Rs. 132,300,000. Immediately prior to the purchase, the carrying amount of the existing 49% NCI was (Rs. 4,870,049). The effect on the equity attributable to the owners of the Group during the year is summarised as follows:

Summarised balance sheet	As at March 31, 2019	Unaudited as at March 31, 2018
Carrying amount of non-controlling interests acquired	-	(48.70)
Consideration paid to non-controlling interests	-	1,323.00
Excess of consideration paid recognised in retained earnings within equity	**-**	**(1,371.70)**

There were no transactions with non-controlling interests during 2018-19.

61. Income tax

Amount in Rupees lacs

A. Amounts recognised in profit or loss

	For the year ended March 31, 2019	For the year ended March 31, 2018
Current tax expense		
Current year	637.86	475.35
Adjustment for prior years	-	24.90
	637.86	**500.25**
Deferred tax expense	**40.23**	**(34.00)**
	40.23	**(34.00)**
Total Tax Expense	**678.09**	**466.25**

B. Amounts recognised in Other Comprehensive Income

	For the year ended March 31, 2019	For the year ended March 31, 2018
Income tax relating to items that will not be reclassified to profit or loss		
- Income tax relating to remeasurement of defined benefit plans	(5.74)	(8.87)
	(5.74)	**(8.87)**

C. Reconciliation of effective tax rate

Summarised balance sheet	**For the year ended March 31, 2019**		**For the year ended March 31, 2018**	
	Rate	**Amount**	**Rate**	**Amount**
Profit before tax from continuing operations	27.82%	2,675.72	34.61%	1,040.20
Tax using the Company's domestic tax rate		744.39		359.99
Tax effect of:				
Non-deductible expenses		(40.79)		15.04
Non-taxable expenses		(94.70)		(2.18)
Tax incentives		(0.74)		(23.07)
Deductible expenses		24.95		(10.59)
Non-taxable income		(8.82)		-
impact of rate changes		83.88		5.52
Tax adjustments relating to earlier years		-		20.05
Business loss of March 2018		(47.54)		-
Carried forward business losses on which deferred tax not considered		(3.17)		3.66
MAT credit entitlement		(11.46)		-
Recognition of Timing Differences		22.81		-
Reversal of deferred tax		21.64		13.16
Others		(12.36)		84.67
	27.82%	**678.09**	**34.61%**	**466.24**

D. Movement in deferred tax balances

Amount in Rupees lacs

	As at March 31, 2018	Recognized in P&L	Recognized in OCI	As at March 31, 2019
Deferred Tax Assets				
Unabsorbed Losses	42.07	30.16	-	72.23
Elimination of inventory profit	168.83	8.94	-	159.89
Provision for employee benefit	147.42	1.89	(7.21)	142.09
Provision for bonus	25.11	(13.77)	-	11.34
Provision for sales Incentive	2.31	53.33	-	55.64
Property, plant and equipment and intangibles	1.82	12.78	-	14.60
Provision for investment impairment	1.60	(1.60)	-	-
Loss allowance for doubtful debtors	720.85	(302.39)	-	418.46
Provision for loss allowance on doubtful advances	0.13	(0.13)	-	-
Provision for slow moving inventory	8.78	(8.78)	-	-
Provision for obsolescence of inventory	9.75	(46.58)	-	(36.83)
Provision for sales return	4.02	(4.02)	-	-
Lease equalisation reserve	4.32	0.56	-	4.88
Fair valuation of financial guarantee	0.12	(0.12)	-	-
Amortisation of deferred rent	26.24	(31.46)	-	(5.22)
Others	0.37	(0.37)	-	-
Current loans	150.82	(31.88)	-	118.94
Finance lease obligations	17.12	(0.79)	-	16.33
Deferred revenue - franchisee fees	124.11	0.00	-	124.11
Deferred revenue - admission fees	261.51	-	-	261.51
Other current liabilities	31.29	(31.29)	-	-
Other current financial liabilities	-	68.81	-	68.81
Prepaid FRP expenses	18.60	(18.60)	-	-
MAT credit entitlement	533.89	9.34	-	543.23
Sub-Total (a)	**2,301.08**	**(305.97)**	**(7.21)**	**1,970.01**
Deferred Tax Liabilities				
Bussiness combination-GKP	71.62	-	-	71.62
Other consol adjustment	-	-	-	320.47
Non current borrowings	-	(2.08)	-	2.08
Property, plant and equipment and intangibles	521.58	202.33	-	319.25
FCTR Impact	(1.42)	0.01	1.47	(2.90)
Deferred tax on equity accounting	0.28	0.28	-	-
Deemed capital contribution on corporate guarantee	6.50	6.50	-	-
Fair valuation of financial guarantee	1.69	1.69	-	-
Amortisation of securtiy deposits	23.64	23.64	-	-
Amortisation of prepaid rent	-	(4.63)	-	4.63
Investment in subsidiary and associates	-	(34.65)	-	34.65

Amount in Rupees lacs

Investment property	37.65	37.65	-	-
Impact for EIR adjustment on Borrowings	5.05	4.11	-	0.94
Goodwill	141.55	30.10	-	111.45
MAT credit entitlement	-	0.79	-	-
Sub- Total (b)	**808.14**	**265.74**	**1.47**	**862.19**
Net Deferred Tax Asset (b)-(a)	**(1,492.94)**	**(40.23)**	**(5.74)**	**(1,107.82)**

	March 31, 2019	March 31, 2018
Total deferred tax assets of net deferred tax assets	1,179.44	1,565.28
Total deferred tax liabilities of net deferred tax assets	71.62	72.34
	1,107.82	**1,492.94**

E. Tax losses carried forward

Unused tax losses for which no deferred tax asset has been recognised

	March 31, 2019	Expiry date	March 31, 2018	Expiry date
Expire	170.65	March 31, 2020	121.13	March 31, 2019
Expire	188.98	March 31, 2021	170.65	March 31, 2020
Expire	86.10	March 31, 2022	188.98	March 31, 2021
Expire	93.82	March 31, 2023	86.10	March 31, 2022
Expire	35.31	March 31, 2024	93.82	March 31, 2023
Expire	101.70	March 31, 2025	35.31	March 31, 2024
Expire	-	-	101.70	March 31, 2025

62. Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary and Associates.

As at March 31, 2019

Name of Enterprise	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated net profit	Amount	As % of consolidated net profit	Amount	As % of consolidated net profit	Amount
Holding								
CL Educate Limited	104.01%	35,200.13	49.14%	981.67	47.28%	7.10	49.13%	988.77
Subsidiaries								
Kestone Integrated Marketing Services Private Limited	9.51%	3,218.80	16.41%	327.80	45.29%	6.81	16.63%	334.61
CL Media Private Limited	13.80%	4,671.67	40.11%	801.28	(2.49%)	(0.37)	39.79%	800.91
G.K. Publications Private Limited	(4.38%)	(1,482.25)	(9.68%)	(193.37)	7.03%	1.06	(9.55%)	(192.31)
Accendere Knowledge Management Services Private Limited	(3.84%)	(1,299.78)	3.49%	69.78	2.88%	0.43	3.49%	70.21

Amount in Rupees lacs

Career Launcher Education Infrastructure and Services Limited	(19.18%)	(6,492.32)	0.22%	4.45	0.00%	-	0.22%	4.45
ICEGATE Educational Institute Private Limited	0.02%	6.47	0.14%	2.71	0.00%	-	0.13%	2.71
NCI in all subsidiaries	0.05%	15.42	0.17%	3.31	0.00%	-	0.16%	3.31
Associates (Investments as per Equity Method)	0.01%	4.58	0.00%	-	0.00%	-	0.00%	-
	100.00%	**33,842.72**	**100.00%**	**1,997.63**	**100.00%**	**15.03**	**100.00%**	**2,012.66**

As at March 31, 2018

Name of Enterprise	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated net profit	Amount	As % of consolidated net profit	Amount	As % of consolidated net profit	Amount
Holding								
CL Educate Limited	106.80%	34,550.73	-39.09%	(224.33)	71.30%	13.34	-35.6%	(210.99)
Subsidiaries		-		-		-		
Kestone Integrated Marketing Services Private Limited	8.94%	2,892.53	57.77%	331.56	-2.14%	(0.40)	55.9%	331.16
CL Media Private Limited	12.15%	3,929.21	112.77%	647.24	13.36%	2.50	109.6%	649.73
G.K. Publications Private Limited	-3.65%	(1,180.07)	-23.19%	(133.11)	6.36%	1.19	-22.3%	(131.92)
Accendere Knowledge Management Services Private Limited	-4.23%	(1,370.00)	6.23%	35.77	9.67%	1.81	6.3%	37.58
Career Launcher Education Infrastructure and Services Limited	-20.07%	(6,493.48)	-17.28%	(99.18)	1.44%	0.27	-16.7%	(98.92)
ICEGATE Educational Institute Private Limited	0.01%	3.46	1.03%	5.89	0.00%	-	1.0%	5.89
NCI in all subsidiaries	0.04%	12.40	0.58%	3.31	0.00%	-	0.6%	3.31
Associates (Investments as per Equity Method)	0.02%	6.80	1.18%	6.80	0.00%	-	1.1%	6.80
	100.00%	**32,351.58**	**100.00%**	**573.94**	**100.00%**	**18.71**	**100.00%**	**592.65**

63. Standards issued but not yet effective

a. Ind AS-116 Leases

On March 30, 2019, the Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases standard, Ind AS 17, Leases, and related interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e. the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with an term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the Statement of Profit & Loss. The standard also contains enhanced disclosure requirements for lessee. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Group is evaluating the requirements of Ind AS 116 and has not yet determined its impact on the financial statements.

b. Amendment to Ind AS 19-plan amendment, curtailment or settlement

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, “Employee benefits”, in connection with accounting for plan amendments, curtailments and settlements.

The amendment requires an entity :

* to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and

* to recognize in profit or loss as a part of past service cost, or a gain or loss on settlement, any reduction in surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Group is currently evaluating the effect of this amendment.

c. Amendment in Ind AS 23-Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Group does not expect any impact from this amendment.

d. Ind AS – 12 Appendix C, Uncertainty over Income Tax treatments:

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatment which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to Appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, when determining tax profit (tax loss), tax bases, unused tax losses, unused tax credit and tax rates.

The Standard permits two possible methods of transition:-

* Full retrospective approach- Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Change in Accounting Estimates and Errors, without using hindsight.

*Modified Retrospective Approach - Under this approach, the Cumulative effect will be recognized at the date of initial application of the standard. The effective date of adoption of Ind AS 116 is financial period begins on or after April 1, 2019.

The Group is proposing to use the the "Modified Retrospective Approach", for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings on the date of initial application (April 1, 2019). Accordingly comparatives for the year ending or ended March 31, 2019 will not be restrospectively adjusted. The Group is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

e. Amendment to Ind AS 12-Income Taxes

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, “Income Taxes”, in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognize the income tax consequences of dividend in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

The effect of adoption of this amendment of Ind AS 12 would be insignificant in the financial statements.

64. The Board of Directors of the Group has approved a scheme of arrangement for amalgamation of its subsidiaries companies into the company in its meeting held on November 27, 2018. An application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), for the proposed amalgamation of Career launcher Education Infrastructure & Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited ("Amalagamating Company") with CL Educate Limited ("Amalgamated Company"). The scheme will be effective upon approval from National Company Law Tribunal (NCLT). The appointed date as finalized by the Company is April 1, 2019.

65. There are no borrowing cost that have been capitalised during the year ended March 31, 2019 and March 31, 2018.

66. Previous year's figures have been regrouped / reclassified as per the current year's presentation for the purpose of comparability.

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

For and on behalf of the Board of Directors of
CL Educate Limited

sd/-	**sd/-**	**sd/-**	**sd/-**	**sd/-**
Raj Kumar Agarwal	**Satya Narayanan .R**	**Nikhil Mahajan**	**Rachna Sharma**	**Arjun Wadhwa**
Partner	Chairman	Executive Director and Group CEO Enterprise Business	Company Secretary and Compliance Officer	Chief Financial Officer
Membership No.:074715	DIN: 00307326	DIN: 00033404	ICSIM. No.: A17780	
Place: New Delhi				
Date : May 29, 2019				

Place: New Delhi
Date : May 29, 2019

CL EDUCATE LIMITED
ANNUAL GENERAL MEETING 2019

CIN: L74899HR1996PLC076897
Registered Office: Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana-121003, India
Corporate Office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi-110044, India
Tel.: 011–4128 1100, Fax: 011-4128 1101
Website: www.cleducate.com, E-mail: compliance@cleducate.com

NOTICE is hereby given that the **23RD ANNUAL GENERAL MEETING** of the members of **CL Educate Limited** {formerly known as Career Launcher (India) Limited} will be held on Saturday, September 28, 2019 at 11:00 AM at the Aravali Golf Course, New Industrial Town, Faridabad, Haryana- 121001, to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Annual Financial Statements for the Financial Year ended March 31, 2019;

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019, along with the reports of the Board of Directors and Auditors thereon.

2. Confirmation of the payment of Interim Dividend on Equity Shares, already paid during the Financial Year 2018-19;

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

"RESOLVED THAT the interim dividend of Re. 1/- per Equity Share of face value of Rs. 10/- each, paid to the Shareholders of the Company during the Financial Year 2018-19, pursuant to the resolution passed by the Board of Directors of the Company at its meeting held on August 07, 2018, be and is hereby noted, ratified and confirmed."

3. Retirement by Rotation;

To appoint a Director in place of Mr. Satya Narayanan R (DIN: 00307326), Chairman and Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting, 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 re-enactment 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 R (DIN: 00307326), Chairman and Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment."

4. Appointment of the Statutory Auditor for a period of 1 (one) year and to fix their remuneration in this regard;

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

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory amendment(s) or reenactment (s) thereof for the time being in force, read with the Companies (Audit and Auditors) Rules, 2014, and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. – 103523W), as the Statutory Auditor of the Company for a second term of 1 (one) year, i.e. for the Financial Year 2019-20, to hold office till the conclusion of the 24th Annual General Meeting to be held in the year 2020, at such terms and conditions, remuneration and reimbursement of out of pocket expenses as may be agreed upon between the Statutory Auditor and the Board of Directors of the Company."

SPECIAL BUSINESS

5. Appointment of Mr. Girish Shivani (DIN: 03593974) as a Non-Executive Independent Director on the Board of the Company;

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Act and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Girish Shivani (DIN: 03593974), who, based on the recommendation of the Nomination, Remuneration and Compensation Committee, was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from September 30, 2018, be and is hereby appointed as a Non-Executive Independent Director of the Company for an initial term of 5 years commencing from September 30, 2018 upto September 29, 2023, with his period of office not liable to be determined by retirement by rotation."

6. Appointment of Mr. Imran Jafar (DIN: 03485628) as a Non-Executive Non-Independent Director on the Board of the Company;

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re- enactment thereof for the time being in force) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Imran Jafar (DIN: 03485628), who, based on the recommendation of the Nomination, Remuneration and Compensation Committee, was appointed as an Additional Director (Non-Executive Non-Independent) of the Company by the Board of Directors with effect from November 02, 2018, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, whose period of office shall be liable to be determined by retirement by rotation."

7. Re-appointment of Mr. Viraj Tyagi (DIN: 01760948) as a Non-Executive Independent Director on the Board of the Company;

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Act and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee, and approval of the Board of Directors in their respective meetings held on August 05, 2019, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Viraj Tyagi (DIN: 01760948), as a Non-Executive Independent Director of the Company, for a second term of 5 (five) years, commencing from September 05, 2019 up to September 04, 2024, with his period of office not liable to be determined by retirement by rotation."

8. Ratification of remuneration payable to the Cost Auditors for the Financial Year 2019-20;

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, the Company hereby ratifies the remuneration of Rs. 1,35000/- (Rupees One Lakh Thirty Five Thousand Only) plus applicable taxes and out of pocket expenses at actuals, if any, payable to M/s. Sunny Chhabra and Co., Cost Accountants (Firm Registration No.101544), the Cost Auditor of the Company, to conduct the audit of cost records maintained by the Company as prescribed under the Companies (Cost Record and Audit) Rules , 2014, as amended, for the Financial Year ending March 31, 2020"

9. Re-appointment of Mr. Satya Narayanan R (DIN: 00307326) as the Chairman and Executive Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2020, and approve the overall maximum remuneration payable to him;

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to such consents and permissions as may be required, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Satya Narayanan R (DIN: 00307326), as the Chairman & Executive Director (also as 'Whole-time Key Managerial Personnel') [or such other designation which the Board may determine and deem fit to give in case of any amendment in the applicable SEBI regulations in this regard] of the Company, for a period of 3 (three) years beginning April 01, 2020 till March 31, 2023, at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 (three) years from the date of his re-appointment) and on such terms and conditions as set out in the Explanatory Statement annexed hereto with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the said re-appointment in accordance with the provisions of the Act and as may be agreed to between the Board of Directors and Mr. Satya Narayanan R.

"**RESOLVED FURTHER THAT** the Board of Directors or Committee of the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

10. Re-appointment of Mr. Gautam Puri (DIN: 00033548) as the Vice-Chairman and Managing Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2020, and approve the overall maximum remuneration payable to him;

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to such consents and permissions as may be required, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Gautam Puri (DIN: 00033548), as the Vice Chairman & Managing Director (also as 'Whole-time Key Managerial Personnel') [or such other designation which the Board may determine and deem fit to give in case of any amendment in the applicable SEBI regulations in this regard] of the Company, for a period of 3 (three) years beginning April 01, 2020 till March 31, 2023, at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 (three) years from the date of his re-appointment) and on such terms and conditions as set out in the Explanatory Statement annexed hereto with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the said re-appointment in accordance with the provisions of the Act and as may be agreed to between the Board of Directors and Mr. Gautam Puri.

RESOLVED FURTHER THAT the Board of Directors or Committee of the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

11. Re-appointment of Mr. Nikhil Mahajan (DIN: 00033404) as Executive Director & Group CEO Enterprise Business of the Company for a period of 3 (Three) years w.e.f. April 01, 2020, and approve the overall maximum remuneration payable to him;

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to such consents and permissions as may be required, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Nikhil Mahajan (DIN: 00033404), as the Executive Director & Group CEO Enterprise Business (also as 'Whole-time Key Managerial Personnel') [or such other designation which the Board may determine and deem fit to give in case of any amendment in the applicable SEBI regulations in this regard] of the Company, for a period of 3 (three) years beginning April 01, 2020 till March 31, 2023, at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 (three) years from the date of his re-appointment) and on such terms and conditions as set out in the Explanatory Statement annexed hereto with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the said re-appointment in accordance with the provisions of the Act and as may be agreed to between the Board of Directors and Mr. Nikhil Mahajan.

RESOLVED FURTHER THAT the Board of Directors or Committee of the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

12. **Grant approval for making Investments, giving Loans/ Guarantees or providing Security in accordance with Section 186 of Companies Act, 2013**

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

"RESOLVED THAT in partial modification to the earlier resolution passed by the members on September 05, 2014 at the Annual General Meeting of the Company and pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to empower the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to acquire by way of subscription, purchase or otherwise, the securities of any company(ies) / entity(ies) and/or to give loans to any person (s) and/or body(ies) corporate, company(ies) / entity(ies) and / or to give any guarantee or provide security in connection with a loan to any person (s) and/or body(ies) corporate, company(ies) / entity(ies) in one or more tranches upto an aggregate amount within the maximum limits as may be provided from time to time under the Act or not exceeding Rs. 500 Crore, whichever is higher, notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or the investments towards securities so far acquired or to be acquired by the Company may collectively exceed the limits stipulated under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take, from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and/or to disinvest partially or fully of such investments and/ or withdrawal of such other decisions with respect to giving loans, guarantees or providing securities, partially or fully and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

By Order of the Board
For CL Educate Limited

Sd/-
Gautam Puri
Vice Chairman and Managing Director
DIN: 00033548

Address: R-90, Greater Kailash-I,
New Delhi – 110 048

Date: August 05, 2019
Place: New Delhi

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details of material facts relating to the special business to be transacted at the 23rd Annual General Meeting, is annexed hereto.

2. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard 2 in respect of the Directors seeking re-appointment at the 23rd Annual General Meeting are mentioned in note No. 28 below.

3. **A member entitled to attend and vote at the meeting is entitled to appoint any other person as a proxy to attend and vote at the meeting on his behalf and such proxy need not be a member of the Company.**

   As per Section 105 of the Companies Act, 2013, one person can act as a proxy for and on behalf of members not exceeding 50 in number and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.

   The attendance slip and proxy form with clear instructions for filing, stamping, signing and depositing the proxy form are enclosed.

4. Corporate members intending to send their authorised representatives to attend the 23rd Annual General Meeting are requested to send to the Company or Karvy Fintech Private Limited, Company's Registrar and Share Transfer Agent ('Registrar'), in advance, a duly certified copy of the relevant board resolution/letter of authority/power of attorney, together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.

5. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the register of members and the share transfer books of the Company will remain closed from September 22, 2019 to Spetember 28, 2019 (both days inclusive) for the purpose of 23rd Annual General Meeting of the Company.

6. Route map and details of prominent land mark of the venue of meeting is annexed with this Notice.

7. Members may utilise the facility extended by the Registrar for redressal of their queries by visiting at http://karisma.karvy.com and clicking on 'Investors' section for query registration through free identity registration process. Members may also write at einward.ris@karvy.com and compliance@cleducate.com, clearly mentioning their folio number.

8. The Auditor's certificate certifying that the ESOP Scheme of the Company is being implemented in accordance with Regulation 13 of SEBI (Share Based Employee Benefit) Regulations, 2014 will be available for inspection at the 23rd Annual General Meeting.

9. In respect of the physical shareholding, in order to prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar of any change in their address, telephone number, e-mail id, nominees or joint holders, as the case may be.

10. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.

11. Notice of the 23rd Annual General Meeting, Annual Report 2018-19 and attendance slip are being sent in electronic mode to members whose email address is registered with the Company/Registrar or the depository participants, unless the members have registered their request for the hard copy, and physical copy of the same are being sent to those members who have not registered their email address with the Company or depository participants. Members who have received the Notice of the 23rd Annual General Meeting, Annual Report 2018-19 and attendance slip in electronic mode are requested to print the attendance slip and submit a duly filled in attendance slip at the registration counter at the 23rd Annual General Meeting.

12. Members of the Company who have registered their email address are entitled to receive such communication in physical form upon making a request for the same, by any permissible mode, free of cost. For any communication, the members may also send request to the email id of the Company: compliance@cleducate.com.

13. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate risks associated with physical shares and for better management of the securities. Members can write to the Company's Registrar in this regard.

14. Members may note that the notice of the 23rd Annual General Meeting and the Annual Report for 2018-19 are available on the Company's website www.cleducate.com.

15. The Annual Report along with the Notice of 23r rd Annual General Meeting is being sent to the members, whose names appear in the register of members/depositories as at closing hours of business on Friday, August 30, 2019.

16. Inspection

The documents referred to in the Notice & explanatory statement of 23rd Annual General Meeting and Annual Report for 2018-19 will be available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) from 11:00 a.m. to 04:00 p.m. up to the date of the 23rd Annual General Meeting.

A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the 23rd Annual General Meeting and ending with the conclusion of the said meeting, provided he has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.

17. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the members holding shares in physical form may nominate, in the prescribed Form SH -13, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or of all the joint holders. Members holding shares in demat form may contact their respective DP for availing this facility.

18. In case of joint holders the Members whose name appears as the first holder in the order of names as per the register of Members of the Company will be entitled to vote.

19. Guidelines for attending the ensuing 23rd Annual General Meeting:

a) Entry to the auditorium/hall will be strictly against entry coupon available at the counters at the venue and against the exchange of duly filled in, signed and valid attendance slip;

b) Members are requested to bring their copy of the Annual Report for 2018-19 to the meeting.

20. Cut-off Date

The Company has fixed Friday, September 20, 2019 as the "Cut- Off Date" for voting. The remote e-voting /voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-Off Date i.e. Friday, September 20, 2019 only. A person who is not a member as on the Cut- Off Date should treat this Notice for information purposes only.

21. Remote e-voting

Pursuant to Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' (e-voting from a place other than venue of the AGM) through Karvy Fintech Pvt. Limited (Karvy), for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of the 23rd Annual General Meeting of the Company.

The remote e-voting period begins on Wednesday, September 25, 2019 at 09:00 AM (IST) and ends on Friday, September 27, 2019 at 05.00 P.M (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-Off Date i.e, Friday, September 20, 2019, may cast their votes electronically. The remote e-voting module shall be disabled by Karvy for voting after 5:00 p.m (IST) on Friday, September 27, 2019.

The facility for voting through poll shall be made available at the venue of the 23rd Annual General Meeting. The members attending the 23r rd Annual General Meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the 23rd Annual General Meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the Annual General Meeting.

The members desirous of voting through remote e-voting are requested to refer to the detailed procedure given hereinafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

Instructions and other information relating to remote e-voting are as under:

A. For members who receive Notice of 23rd Annual General Meeting through email, i.e. for members whose email IDs are registered with the Company/ Depository Participant(s):

(i) Launch an internet browser by typing the URL: https:// evoting.karvy.com

(ii) Enter the login credentials (i.e. user ID and password mentioned in the email). Your Folio No./DP ID-Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing user ID and password for casting your vote.

(iii) After entering these details appropriately, click on "LOGIN".

(iv) You will now reach 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 (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(v) You need to login again with the new password.

(vi) In case you are already registered with M/s Karvy Fintech Private Limited for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot Password" option available on https://evoting. karvy.com or contact Karvy Fintech Private Limited at toll free no. 1-800-2154-001 or email at evoting@karvy.com.

(vii) On successful login, the system will prompt you to select the E-Voting Event Number for CL Educate Limited.

(viii) On the voting page enter the number of shares (which represents the number of votes) as on the Cut-Off Date under "FOR/ AGAINST" or alternatively, 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 overleaf. You may also choose to "ABSTAIN" by not entering any number in "FOR/AGAINST" and the shares held will not be counted under either head.

(ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the\ folios/ demat accounts.

(x) Voting has to be done for each item of the Notice separately.

In case you do not desire to cast your vote on any specific item it will be treated as abstained.

(xi) You may then cast your vote by selecting the appropriate option and clicking on "Submit".

(xii) 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. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(xiii) Corporate / institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail ID:gains108@yahoo.com.They may also upload the same in the remote e-voting module in their login. The scanned image of the above mentioned documents should be in the naming of CL Educate Limited, 23rd Annual General Meeting.

(xiv) In case of any query pertaining to e-voting, please visit Help & FAQ's section of https://evoting.karvy.com.

B. In case a member receives physical copy of the Notice of 23rd Annual General Meeting by post/courier {for members whose email IDs are not registered with the Company / depository participant(s)}:

(i) User ID and initial password as provided overleaf.

(ii) Please follow all steps from Sr. No.(i) to (xiv) as mentioned in (A) above, to cast your vote.

22. Any person who acquires shares of the Company and becomes member of the Company post-dispatch of Notice of 23rd Annual General Meeting along with the Annual Report of 2018-19 before the Cut-Off Date may obtain the login ID and password by sending a request at evoting@ karvy.com or to the Company at compliance@cleducate. com.

23. The Company has designated Ms. Rachna Sharma, Company Secretary & Compliance Officer, to address the grievances connected with the voting by electronic means. The investors can reach Company official at +91-11-41281100 or compliance@cleducate.com. Members are advised to visit Help & FAQ section available at Karvy's website https://evoting.karvy.com for clarity on the e-voting process.

24. 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 i.e. Friday, September 20, 2019.

25. The Board of Directors has appointed Mr. Sachin Sharma or Mr. Dilip Maharana, the Designated Partners of M/s. S. Anantha & Ved LLP (Firm Reg. No. AAH 8229), Company Secretaries, as Scrutiniser to scrutinise the remote e-voting process and voting through electronic voting system or through poll at the 23rd Annual General Meeting in a fair and transparent manner.

26. The Scrutiniser shall, after conclusion of voting at the 23rd Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall within 48 hours of the conclusion of the 23rd Annual General Meeting, make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised who shall countersign the same and declare the result of voting forthwith.

27. The resolutions will be deemed to be passed on the 23rd Annual General Meeting subject to receipt of the requisite number of votes in favour of the resolutions. The results will be declared by posting the same at the website of the Company (www.cleducate.com), website of the agency viz. Karvy's website (https://evoting.karvy.com) and by filing with the stock exchanges and shall also be displayed on the notice board at the Registered Office of the Company.

28. Information required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Directors seeking appointment/re-appointment is as under:

Particulars	Mr. Satya Narayanan R (DIN:00307326) (Re-appointment as Chairman & Executive Director)	Mr. Gautam Puri (DIN:00033548) (Re-appointment as Vice Chairman & Managing Director)	Mr. Nikhil Mahajan (DIN: 00033404) (Re-appointment as Executive Director and Group CEO Enterprise Business)	Mr. Girish Shivani (DIN: 03593974) (Regularisation of Appointment made by Board of Directors)	Mr. Imran Jafar (DIN: 03485628) (Regularisation of Appointment made by Board of Directors)	Mr. Viraj Tygi (DIN: 01760948) (Re-appointment as Non-Executive Independent Director)
Date of Birth (Age)	July 13, 1970 (49 Years)	January 13, 1965 (54 Years)	July 06, 1971 (48 Years)	December 04, 1970 (48 Years)	February 26, 1975 (44 Years)	April 17, 1970 (49 Years)
Date of Appointment/	April 01, 2020	April 01, 2020	April 01, 2020	September 30, 2018	November 02, 2018	September 05, 2019
Qualifications	Bachelor's degree in computer sciences from St. Stephen's College, University of Delhi and PGDM from IIM-B.	Bachelor's degree in chemical engineering from Punjab Engineering College, Chandigarh and PGDM from IIM-B.	Bachelor's degree in electrical engineering from IIT – BHU and PGDM from IIM-B	Post graduate diploma in business management from IMT, Ghaziabad (1993) and B.Sc. (Computer Science) from St. Stephen's College, Delhi (1991)	PGDM from IIM-B and a Master's degree in software engineering from BITS-Pilani	PGDM from IIM-B
Expertise in specific functional areas	He has over 21 years of experience in the education sector.	He has over 21 years of experience in the education sector.	He has over 20 years of experience in in the field of finance and the education sector.	He has over 25 years of experience across multiple verticals and cross functional exposure in IT consulting, Telecom, Media, Presales, Finance, Corporate Strategy and Operations.	He has over 19 years of experie-nce in private equity, pharmaceuticals and technology services.	He has over 23 years of experience in the financial services industry.
Directorships Held in listed Companies	• CL Educate Limited	• CL Educate Limited	• CL Educate Limited	• CL Educate Limited	• CL Educate Limited	• CL Educate Limited

Particulars	Mr. Satya Narayanan R (DIN:00307326) (Re-appointment as Chairman & Executive Director)	Mr. Gautam Puri (DIN:00033548) (Re-appointment as Vice Chairman & Managing Director)	Mr. Nikhil Mahajan (DIN: 00033404) (Re-appointment as Executive Director and Group CEO Enterprise Business)	Mr. Girish Shivani (DIN: 03593974) (Regularisation of Appointment made by Board of Directors)	Mr. Imran Jafar (DIN: 03485628) (Regularisation of Appointment made by Board of Directors)	Mr. Viraj Tygi (DIN: 01760948) (Re-appointment as Non-Executive Independent Director)
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship	None	Member - Stakeholders relationship Committee- CL Educate Limited	Member - Stakeholders relationship Committee- CL Educate Limited	Chairman - Stakeholders relationship Committee and Audit Committee - CL Educate Limited	None	Member - Audit Committee - CL Educate Limited
Number of shares held in the	22,80,579	22,70,351	29,817	0	0	3,200
Disclosure of relationships between directors inter-se	None	None	None	None	None	None

Note: For other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of the above Directors please refer to the Board's Report and the Corporate Governance Report.

By Order of the Board
For CL Educate Limited

sd/-
Gautam Puri
Vice Chairman and Managing Director
DIN: 00033548

Address: R-90, Greater Kailash-I,
New Delhi – 110 048

Date: August 05, 2019
Place: New Delhi

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

ITEM NO. 4

Section 139(2) of the Companies Act, 2013 states that no listed company or a company belonging to such class or classes of companies as may be prescribed, shall appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Provided that an audit firm which has completed its two terms, shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term. Rule 6(3)(i) of Companies (Audit and Auditors) Rules, 2014 inter alia reads "for the purpose of the rotation of auditors- (i) in case of an auditor (whether an individual or audit firm), the period for which the individual or the firm has held office as auditor prior to the commencement of the Act shall be taken into account for calculating the period of five consecutive years or ten consecutive years, as the case may be".

M/s. Haribhakti & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 103523W) has been serving as the Statutory Auditor of the Company since Financial Year 2010-11. After the coming into force of Companies Act, 2013, the existing Auditor of the Company, M/s. Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. – 103523W) were appointed for a term of five consecutive years by the shareholders at the 18th Annual General Meeting and they hold office until the conclusion of the 23rd Annual General Meeting The term of appointment of the Statutory Auditor expires at the conclusion of this Annual General Meeting.

In view of the above, M/s. Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. – 103523W) is eligible to be re-appointed as the Statutory Auditor of the Company for a second term of 1 (One) year i.e. for the Financial Year 2019-20.

On the recommendation of the Audit Committee, and subject to the approval of the shareholders, the Board of Directors has, at its meeting held on May 29, 2019, re-appointed M/s. Haribhakti & Co. LLP, Chartered Accountants as the Statutory Auditor of the Company for the Financial Year 2019-20.

The Company has received written consent and a certificate from the Statutory Auditor stating that they satisfy the eligibility criteria provided under Section 141 of the Act read with the rules made thereunder and that the appointment, if approved by the members of the Company, shall be within the prescribed limits, and confirming that they are not disqualified for such appointment pursuant to the applicable provisions of the Act and the rules made thereunder.

M/s Haribhakti & Co. LLP, Chartered Accountants, has confirmed that it has been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the Peer Review Board of the ICAI.

In this respect, Members are requested to approve the re-appointment of M/s Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. – 103523W) as the Statutory Auditors of the Company for the Financial Year 2019-20, to hold office from the conclusion of 23rd Annual General Meeting until the conclusion of the 24th Annual General Meeting of the Company and to fix their remuneration in this regard.

Pursuant to Rule 36(5) of SEBI (LODR), Regulations, 2015, the details of the Statutory Auditor seeking re-appointment at the forthcoming Annual General Meeting are as follows:

Particulars	Details
Category of the Auditor	Auditor's Firm
Name of Auditor or Auditor's Firm	M/s. Haribhakti & Co. LLP, Chartered Accountants
ICAI Firm Registration No.	103523W
Address	Registered office Address: 705, Leela Business Park, Andheri-Kurla Road, Andheri (E), Mumbai-400059 Delhi office Address: 3rd Floor, 52-B Okhla Industrial Area, Phase III, New Delhi-110020
Number of Financial Year(s) to which appointment relates	1 (One)
Period of account for which appointed	April 01, 2019 to March 31, 2020
Date of appointment made by Board of Directors	May 29, 2019
Proposed fees payable to the statutory auditor(s) along with terms of appointment	Upto Rs. 48 Lacs (plus applicable taxes and reimbursement of out of pocket expenses at actuals, if any), inclusive of fees for Limited Review on quarterly basis and Audit of Consolidated Financial Statement. Upto Rs. 70 Lacs (plus applicable taxes and reimbursement of out of pocket expenses at actuals, if any), inclusive of fees for Limited Review on quarterly basis, Audit of Consolidated Financial Statement and Audit

	of subsidiaries of the Company, wherever they are Statutory Auditor.
In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	The proposed appointment has been approved and recommended by the Audit Committee and the Board of Directors of the Company. Credentials: Haribhakti & Co. LLP, Chartered Accountants came into being in 1954 and since then, has expanded to cover a wide array of services. It is one of the largest domestic accounting & consulting firm and provides a whole range of assurance, accounting, advisory and consulting services, both nationally and internationally, through various service divisions. The Firm is registered with the various regulatory authorities in India and outside. The team consists of 350+ members including Partners, Directors, Associate Directors, Managers, Associates, Article Trainees, etc. The team is a combination of young and dynamic team of qualified members, seniors & experienced professionals from various disciplines such as CA, MBA, CISA/DISA, CFA, CIA, CS, etc. The firm has national presence having own branch network in major cities like Mumbai, Delhi, Bengaluru, Kolkata, Pune, Hyderabad, Chennai, and Ahmedabad. The firm caters to large number of clients in varied sectors and locations.

The members are requested to approve the appointment of the Statutory Auditor as well as to authorize the Board to fix the Auditor's remuneration.

None of the Directors, Key Managerial Personnel and/or their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution.

The Board recommends the Ordinary Resolution set out in the Notice for approval by the Members.

ITEM NO. 5

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Company and pursuant to the recommendation of the Nomination Remuneration and Compensation Committee of the Company, the Board of Directors of the Company appointed Mr. Girish Shivani (DIN: 03593974) as an Additional Director (Non-Executive Independent) on Board of the Company vide a circular resolution dated September 30, 2018. In terms of the provisions of Section 161(1) of the Act, Mr. Girish Shivani (DIN: 03593974) holds office up to the date of the ensuing Annual General Meeting of the Company.

A brief profile of Mr. Girish Shivani is given hereunder:

'Aged about 48 years, Mr. Girish Shivani's scholastic achievements include a PGDBM from IMT, Ghaziabad (1993) (Topper in Finance), B.Sc. (Computer Science) from St. Stephen's College, Delhi (1991), AISSCE, The Mother's International School (1988) and Advance course in Technical Analysis from UTI Institute of Capital Markets (1993).

Mr. Girish Shivani is the Co- founder and Managing Partner of Your Nest Venture Capital, involved in Fund raising, Investment management, Mentoring and Operational support to portfolio companies for a SEBI registered early stage venture capital fund focused on technology enabled, asset light, disruptive business models. He leads the investment management vertical with key focus on identifying and tracking potential investee companies and building in-house capabilities in the consumer internet, analytics and technology space.

With more than 25 years' of experience across multiple verticals and cross functional exposure in IT consulting, Telecom, Media, Presales, Finance, Corporate Strategy and Operations, Mr. Girish Shivani has been associated with companies such as Teradata India Pvt Ltd. (Lead CME Consultant (SEA)/ Principal Solutions Consultant (India), Bennett, Coleman Company Ltd. (as General Manager (Corporate), Bharti Televentures Ltd. (Deputy General Manager (Marketing), Dabur Finance Ltd. (as Fund Manager and Head of Equity Research), amongst others in the past.'

In terms of Section 149 and other applicable provisions of the Act, Mr. Girish Shivani, being eligible, has offered himself for appointment, and it is proposed to appoint him as a Non-Executive Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years up to September 29, 2023.

Mr. Girish Shivani has given his consent to act as a Director of the Company, along with a certificate 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 the declaration as required 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 SEBI (LODR) Regulations 2015. Mr. Girish Shivani has declared that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The Board believes that it is desirable to avail services of Mr. Girish Shivani as a Non-Executive Independent Director of the Company, and considers that his experience and expertise would be of immense benefit to the Company.

The Board of Directors of your Company recommends that this resolution be passed as an Ordinary Resolution by the members.

Except for Mr. Girish Shivani, none of the Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives is, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution (Item No. 5).

ITEM NO. 6

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Company and pursuant to the recommendation of the Nomination Remuneration and Compensation Committee of the Company, the Board of Directors appointed Mr. Imran Jafar (DIN: 03485628) as an Additional Director (Non-Executive Non-Independent) on Board of the Company in its meeting dated November 02, 2018. In terms of the provisions of Section 161(1) of the Act, Mr. Imran Jafar (DIN: 03485628) holds office up to the date of the ensuing Annual General Meeting of the Company.

A brief profile of Mr. Imran Jafar is given hereunder:

'Aged about 44 years, Mr. Imran Jafar is a co-founder and Managing Partner at Gaja Capital with over 18 years of experience in private equity, pharmaceuticals and technology services. Gaja Capital is a leading Indian mid-market private equity firm focused on high growth opportunities. Mr. Imran Jafar has co-led investments in the education and consumer clusters. Mr. Imran Jafar holds an MBA from IIM Bangalore and a Master's degree in software engineering from BITS-Pilani.'

Being eligible, Mr. Imran Jafar has offered himself for appointment, and it is proposed to appoint him as a Non-Executive Non-Independent Director on the Board of the Company, whose office shall be liable to be determined by retirement by rotation.

Mr. Imran Jafar has given his consent to act as a Director of the Company, along with a certificate stating that he is not disqualified from being appointed as a Director in the Company in terms of Section 164 of the Companies Act, 2013. Mr. Imran Jafar has declared that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The Board believes that it is desirable to avail services of Mr. Imran Jafar as a Non-Executive Non-Independent Director of the Company, and considers that his experience and expertise would be of immense benefit to the Company.

The Board of Directors of your Company recommends that this resolution be passed as an Ordinary Resolution by the Members.

Except for Mr. Imran Jafar, none of the Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives is, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution (Item No. 6).

ITEM NO. 7

Mr. Viraj Tyagi (DIN: 01760948) is a Non-Executive Independent Director on the Board of the Company. Mr. Viraj Tyagi was initially appointed on the Board of Directors of the Company on April 28, 2008. Mr. Viraj Tyagi is the Chairman of the Nomination, Remuneration and Compensation Committee of the Company, and is one of the members of the Audit Committee of the Company.

Section 149(10) of the Companies Act, 2013 (the "Act") provides that the appointment of Independent Directors can be for two consecutive terms of five years each and their office is not liable to retire by rotation. For this purpose, the tenure of an independent director already served by or before the date of commencement of the Act (i.e. till March 31, 2014) shall not be counted as 'term'.

The First Term of 5 years of Mr. Viraj Tyagi, as an Independent Director expires on September 04, 2019. The proposal to re-appoint Mr. Viraj Tyagi as an Independent Director for a 2nd term of 5 years forms part of the Notice AGM 2019.

A brief profile of Mr. Viraj Tyagi is given here under:

'Aged about 49 years, Mr. Viraj Tyagi holds a post graduate diploma in management administration from the Indian Institute of Management, Bangalore. He is the CEO of eGovernments Foundation. He was the CEO and co-founder of Nett Positive – one of the first Big Data and Analytics company in India which was acquired by Equifax. He has previously worked at Standard Chartered Bank, India, Halifax Bank of Scotland and American Express, Europe. He has over 23 years of experience in the financial services industry. Mr. Viraj Tyagi has been responsible for developing and deploying analytics based strategies in various organizations.'

In terms of Section 149 and other applicable provisions of the Act, Mr. Viraj Tyagi, being eligible, has offered himself for re-appointment, and it is proposed to re-appoint him as Non-Executive Independent Director on Board for a second term of 5 (five) consecutive years, commencing from September 05, 2019 up to September 04, 2024, with his period of office not liable to be determined by retirement by rotation.

Mr. Viraj Tyagi has given his consent to act as a Director of the Company, along with a certificate 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 the declaration as required 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 SEBI (LODR) Regulations 2015. Mr. Viraj Tyagi has declared that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The Board considers that it is desirable to continue to avail services of Mr. Viraj Tyagi as an Independent Director and that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Viraj Tyagi as an Independent Director, for the approval by the shareholders of the Company, by way of a special resolution.

He holds 3200 equity shares in the Company issued under CL ESOP Plan 2008 of the Company.

Except for Mr. Viraj Tyagi, none of the Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives is, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution (Item No. 7).

ITEM NO. 8

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications thereof, for the time being in force), 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 an audit of the Cost Records of the Company for the Financial Year 2019-20. The Remuneration payable to the Cost Auditors for the Financial Year 2019-20, as fixed by the Board of Directors is stated hereunder:

Name of the Cost Auditor	Financial Year	Remuneration for the Financial Year 2019-20 (in Rupees) (Excluding out of pocket expenses)
M/s. Sunny Chhabra & Co.	2019-2020	135,000

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Remuneration of the Cost Auditors is required to be approved and/or ratified by the shareholders of the Company.

The Board of Directors of your Company, recommends that this resolution be passed as an Ordinary Resolution by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives is, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution (Item No.8) of the Notice.

ITEM NO. 9 to 11

At the Annual General Meeting (AGM) of the Company held on September 21, 2016, the Shareholders had approved of the re-appointment of Mr. Gautam Puri as the Managing Director and Mr. Satya Narayanan R & Mr. Nikhil Mahajan as Whole Time Director(s) of the Company for a period of 3 (three) years i.e. from April 01, 2017 to March 31, 2020, along with the remuneration payable to them.

The Board now intends to seek the approval of the shareholders, by way of a special resolution, to the re-appointment of Mr. Gautam Puri as the Managing Director and Mr. Satya Narayanan R & Mr. Nikhil Mahajan as Whole Time Director(s) of the Company as well as the overall maximum managerial remuneration that may be paid to the Managing Director and Whole Time Directors for the next three years, i.e. from April 01, 2020 to March 31, 2023.

Particulars	Mr. Satya Narayanan R	Mr. Gautam Puri	Mr. Nikhil Mahajan
Basic Salary	Upto Rs. 5 Lacs per month	Upto Rs. 5 Lacs per month	Upto Rs. 5 Lacs per month
Allowances	Upto 183.33% of Basic Salary	Upto 183.33% of Basic Salary	Upto 183.33% of Basic Salary
LTA	Upto Rs. 100,000 per annum	Upto Rs. 100,000 per annum	Upto Rs. 100,000 per annum
Food Coupons	Upto Rs. 26,400 per annum	Upto Rs. 26,400 per annum	Upto Rs. 26,400 per annum
Performance Linked Incentive	Upto 12 months' basic salary	Upto 12 months' basic salary	Upto 12 months' basic salary

Other Payables	1. 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 2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service 3. Encashment of leave at the end of tenure 4. Provision of Car for official purposes, as well as provision of telephone/internet at residence 5. Medical Insurance Premium as per the Company's Policy	1. 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 2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service 3. Encashment of leave at the end of tenure 4. Provision of Car for official purposes, as well as provision of telephone/internet at residence 5. Medical Insurance Premium as per the Company's Policy	1. 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 2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service 3. Encashment of leave at the end of tenure 4. Provision of Car for official purposes, as well as provision of telephone/internet at residence 5. Medical Insurance Premium as per the Company's Policy

A brief profile of the Executive Directors of the Company being proposed to be re-appointed is given hereunder:

Explanation as per Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of SBEB Regulations:

- **Mr. Satya Narayanan R** aged 49 years, is our Chairman and Executive Director. He holds a bachelor's degree in computer science from St. Stephen's College, University of Delhi and a post graduate diploma in management from the IIM-B. The said remuneration is justified for Mr. Satya Narayanan R having regard to the nature of services required from him and the responsibility which he is called upon to bear as the Chairman and Whole Time Director of the Company. He has over 21 years of experience in the education sector and has been a Director on our Board since incorporation. So, it will be in the interest of the Company to avail of the experience of Mr. Satya Narayanan R and his appointment will be a benefit for the Company. The Board recommends passing of the resolution.

- **Mr. Gautam Puri** aged 54 years, is our Vice Chairman and Managing Director. He holds a bachelor's degree in chemical engineering from Punjab Engineering College, Chandigarh and a post graduate diploma in management administration from the IIM-B. The said remuneration is justified for Mr. Gautam Puri having regard to the nature of services required from him and the responsibility which he is called upon to bear as the Managing Director of the Company. He has over 21 years of experience in the education sector and has been a Director on our Board since incorporation. So it will be in the interest of the Company to avail the experience of Mr. Gautam Puri and his appointment will be a benefit for the Company. The Board recommends passing of the resolution.

- **Mr. Nikhil Mahajan** aged 48 years, is our Executive Director and Group CEO Enterprise Business. He holds a bachelor's degree in electrical engineering from IIT-BHU and a post graduate diploma in management administration from the Indian Institute of Management, Bangalore. The said remuneration is justified for Mr. Nikhil Mahajan having regard to the nature of services required from him and the responsibility which he is called upon to bear as a Whole Time Director of the Company. He has over 20 years of experience in the education sector and has been a Director on our Board since 2001. It will be in the interest of the Company to avail the experience of Mr. Nikhil Mahajan and his appointment will be a benefit for the Company. The Board recommends passing of the resolution.

Except Mr. Satya Narayanan R, Mr. Gautam Puri and Mr. Nikhil Mahajan, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution except and to the extent they are members of the Company.

However, Mr. Sreenivasan .R, one of the key employees of the CL Group and one of the Promoters of the Company, is the brother of Mr. Satya Narayanan R; and Mr. Shiva Kumar Ramachandran, one of the key employees of CL Group and one of the Promoters of the Company, is the brother-in-law of Mr. Satya Narayanan R. All of them may be taken to be interested to the extent of their relation with Mr. Satya Narayanan R. Also, Ms. Sapna Puri, one of the employees of the Company, is the Wife of Mr. Gautam Puri. She may be taken to be interested to the extent of her relation with Mr. Gautam Puri.

The Explanatory Statement together with the accompanying notice may also be regarded as an abstract and memorandum of interest for the terms of remuneration of Managing Director & Whole Time Directors of the Company under the Companies Act, 2013.

Within the overall range approved by the shareholders, the actual payout shall be decided by the Board, keeping in view the recommendations of the Nomination, Remuneration and Compensation Committee (NRC Committee), on a year to year basis. Within the overall variable component of the remuneration so approved by the Board, the actual payout (of variable component) will again be determined and recommended by the NRC Committee, based mainly upon the financial performance of the Company, and target achievement for that year, among other considerations, subject to the compliance with the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013.

Minimum Remuneration

In the event of absence or inadequacy of profits of the Company in any financial year, the Appointee(s) shall be entitled to receive such minimum remuneration as specified above, subject to the applicable provisions of the Companies Act, 2013 read with rules made thereunder also read with the terms of Schedule V thereto as applicable. Such minimum remuneration can be payable during the period of 3 years from the date of his appointment in case of loss or inadequacy of profit.

Sitting Fees

The above amounts shall be exclusive of the Sitting Fee that may be paid to the Directors for attending meetings of the Board or committees thereof or for any other purpose whatsoever as may be decided by the Board, provided that the amount of such fees shall not exceed the amount as may be prescribed under the Companies Act 2013, or the Rules framed thereunder, from time to time.

The additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. General Information

1. **Nature of Industry:** Education and Training
2. **Date or expected date of Commencement of Commercial production:** The Company is already Operational and it is a running Company since 1996.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
4. **Financial performance based on given indicators:** Please refer to the audited accounts for the financial year ended March 31, 2019.
5. **Foreign Investment or collaborations, if any:** The Company has not entered into any foreign collaboration and no direct capital investment has been made by/in the company in the last three Financial Years, except for the foreign investment made in the Company's Initial Public Offering in the year 2017.

II. Information about the appointee:

<table>
<tr><th>Particulars</th><th colspan="3">Satya Narayanan R</th><th colspan="3">Gautam Puri</th><th colspan="3">Nikhil Mahajan</th></tr>
<tr><td>Background Details</td><td colspan="3">Details given in point no. 28 of notes forming part of this AGM Notice.</td><td colspan="3">Details given in point no. 28 of notes forming part of this AGM Notice.</td><td colspan="3">Details given in point no. 28 of notes forming part of this AGM Notice.</td></tr>
<tr><td rowspan="2">Past Remuneration</td><td>Fixed</td><td>Variable[1]</td><td>Total[3]</td><td>Fixed</td><td>Variable[1]</td><td>Total[3]</td><td>Fixed[2]</td><td>Variable[1]</td><td>Total[3]</td></tr>
<tr><td>74.63</td><td>41.00</td><td>115.63</td><td>70.91</td><td>41.00</td><td>111.91</td><td>76.79</td><td>39.70</td><td>116.49</td></tr>
<tr><td>Recognition and Award</td><td colspan="3">He has received various awards, including the Karamveer Puraskar in 2009-10 by iCONGO and the Most Promising Entrepreneur Award in the Asia Pacific Entrepreneurship Awards 2009.</td><td colspan="3">None</td><td colspan="3">None</td></tr>
</table>

Job profile and his suitability	**Business responsibilities:** - Overall growth and profitability responsibilities for the entire group - Direct responsibility of consumer business - Oversee the CFO office and other support functions **Corporate Responsibilities:** - Strategic planning and guiding the company into the future - Steering and guiding the board as the Chairman - Shareholder value maximization by driving all allied activities and communications - Part of the CSR Committee	**Business Responsibilities:** - Drive fulfillment functions such as academics and content for testprep business - Drive the performance of new testprep businesses including Icegate / UPSC / CA - Core member driving new initiatives for growth in testprep business **Corporate Responsibilities:** - Part of the NRC, CSR and Stakeholders' Relationship committee and play the role of guiding and coordinating all relevant matters - Guide and preside over all Secretarial and Board Affairs and matters - Be a part of the broad corporate core group in developing plans into the future	**Business Responsibilities:** - Drive the enterprise business in India - Responsible for the international business (consumer & Enterprise) revenues and growth - Core team member in all business and Finance critical decisions **Corporate Responsibilities:** - Part of the audit committee, and a guiding resource for the CFO office in all critical matters including regulatory, planning and reviews - Core member in the strategic planning and execution in all initiatives including M&A, recruitment - Part of the Stakeholders' Relationship committee. Core member along with the Chairman in the - Shareholders interfacing including the institutional investors
Remuneration proposed	The proposed overall Remuneration which can be paid out to Mr. Satya Narayanan R over the next 3 years is mentioned above. Within this overall maximum limit, the actual remuneration payable is approved by the Board of Directors, considering the recommendation of the NRC Committee and the limits prescribed under the Companies Act, 2013.	The proposed overall Remuneration which can be paid out to Mr. Gautam Puri over the next 3 years is mentioned above. Within this overall maximum limit, the actual remuneration payable is approved by the Board of Directors, considering the recommendation of the NRC Committee and the limits prescribed under the Companies Act, 2013.	The proposed overall Remuneration which can be paid out to Mr. Nikhil Mahajan over the next 3 years is mentioned above. Within this overall maximum limit, the actual remuneration payable is approved by the Board of Directors, considering the recommendation of the NRC Committee and the limits prescribed under the Companies Act, 2013.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking in to consideration the size of the Company, profile of Mr. Satya Narayanan R, and the responsibilities shouldered by him, the aforesaid remuneration package is reasonable, and commensurate with the remuneration package held by managerial personnel in other companies in the same/ similar industry.	Taking in to consideration the size of the Company, profile of Mr. Gautam Puri, and the responsibilities shouldered by him, the aforesaid remuneration package is reasonable, and commensurate with the remuneration package held by managerial personnel in other companies in the same/ similar industry.	Taking in to consideration the size of the Company, profile of Mr. Nikhil Mahajan, and the responsibilities shouldered by him, the aforesaid remuneration package is reasonable, and commensurate with the remuneration package held by managerial personnel in other companies in the same/ similar industry.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:	Mr. Sreenivasan R., one of the key employees of the CL Group, and one of the Promoters of the Company, is the brother of Mr. Satya Narayanan R. Mr. Shiva Kumar Ramachandran, one of the key employees of CL Group, and one of the Promoters of the Company, is the brother-in-law of Mr. Satya Narayanan R. All of them have been associated with the Company since its inception, in some way or the other.	None	None

[1]Variable part of compensation pertaining to Financial Year 2018-19 shall be paid to the Directors in the Financial Year 2019-20.

[2]Includes an amount equivalent to 120,000 AED that is the remuneration payable to Mr. Nikhil Mahajan out of Company's Dubai business operations. Out of this, an amount equivalent to 90,000 AED (9 months' compensation) was paid to Mr. Nikhil Mahajan during the Financial Year 2018-19. The remaining amount (equivalent to 30,000 AED, pertaining to 3 months' compensation) shall be paid to him during the financial year 2019-20.

[3] Includes Variable part of compensation pertaining to Financial Year 2018-19, that shall be paid to the Directors in the Financial Year 2019-20.

III.Other Information

a. **Reasons for loss or inadequate profits:** Though the Company is achieving profits, but the same could be considered as inadequate and considering the abilities and rich experience of the respective Appointee(s), it would be required to compensate them adequately.

b. **Steps taken or proposed to be taken for improvement:** By enlarging its areas of operations, and opening up new avenues, while pursuing its main object of imparting education.

c. **Expected increase in productivity and profits in measurable terms:** The Company expects good profitability over the years to come.

In accordance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the said Act, the proposed re-appointment and the terms of remuneration payable to the Appointee(s) require approval of the members by passing a Special Resolution.

The Board recommends the resolution set out at Item No. 9 to11, for approval of the shareholders by way of Special Resolutions.

ITEM NO. 12

The members on September 05, 2014 at the Annual General Meeting of the Company passed a Special Resolution authorizing the Board of Directors / Committee of the Company to invest the funds and/or to give loans and / or give any guarantee or provide security in connection with a loan to any subsidiary of the Company upto an aggregate amount of Rs.250 Crores.

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

Considering the potential of investment opportunities in securities of any entity(ies) / company(ies) and/or loan funds and/or to give any guarantee or provide security in connection with a loan to any person (s) or body(ies) corporate, company(ies) / entity(ies) in terms of the business opportunities / requirements, the Board of Directors of the Company has proposed to obtain the approval of the Members of the Company authorizing the Board of Directors of the Company (including a Committee or any person(s) authorized by the Board to exercise the powers conferred on the Board thereof) to invest the funds of the Company to acquire by way of subscription, purchase or otherwise, the securities of any company(ies) / entity(ies) and/or to give loans to any person (s) or body(ies) corporate, company(ies) / entity(ies) and / or give any guarantee or provide security in connection with a loan to any person (s) or body(ies) corporate, company(ies) / entity(ies) in one or more tranches upto an aggregate amount within the maximum limits as may be provided from time to time under the Act or not exceeding Rs. 500 Crore, whichever is higher, notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits stipulated under the Act.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under to any person (s) or body(ies) corporate, company(ies) / entity(ies) in one or more tranches upto an aggregate amount, within the maximum limits as is mentioned above.

The Board accordingly recommends that the Special resolution be passed.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members to the extent of their shareholding in the Company.

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

Sd/-
Gautam Puri
Vice Chairman and Managing Director
DIN: 00033548

Address: R-90, Greater Kailash-I,
New Delhi – 110 048

Date: August 05, 2019
Place: New Delhi

CL EDUCATE LIMITED

CIN: L74899HR1996PLC076897
Registered Office: Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana-121003, India
Corporate Office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi-110044, India
Tel.: 011–4128 1100, Fax: 011-4128 1101
Website: www.cleducate.com, E-mail: compliance@cleducate.com

ATTENDANCE SLIP

PLEASE FILL THIS ATTENDANCE SLIP AND HANDOVER THE SAME AT THE VENUE OF THE MEETING

DP ID*	
Client ID*	

Folio No.	
No. of Shares held	

Full name of the Shareholder/Proxy..

I/We hereby record my/our presence at the 23rd Annual General Meeting of the Company held on Saturday, September 28, 2019 at 11:00 A.M. at the Aravali Golf Course, New Industrial Town, Faridabad, Haryana-121001, India.

……………………………………………….

Signature of Shareholder/Proxy

Note.

*1. Applicable for shareholders holding shares in electronic/demat form

2. Member / Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

CL EDUCATE LIMITED

CIN: L74899HR1996PLC076897
Registered Office: Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana-121003, India
Corporate Office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi-110044, India
Tel.: 011–4128 1100, Fax: 011-4128 1101
Website: www.cleducate.com, E-mail: compliance@cleducate.com

Form No. MGT-11

(Proxy Form)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies

(Management and Administration) Rules, 2014]

Name of the Member(s): ....

Registered address: ....

E-mail Id: .... Folio No/ Client Id: ....

DP ID: ....

I/We, being the member (s) of .... shares of CL Educate Limited, hereby appoint

1. Name:..Address:..

   E-mail Id:.. Signature:..or failing him;

2. Name:.. Address:..

   E-mail Id:..Signature:..or failing him;

3. Name:..Address:..

   E-mail Id:..Signature:..

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company held on Saturday, September 28, 2019 at 11:00 A.M. at the Aravali Golf Course, New Industrial Town, Faridabad, Haryana-121001, India, in respect of such resolutions as are indicated below:

Resolutions			
Ordinary Business		**For**	**Against**
1.	Adoption of Annual Financial Statements for the Financial Year ended March 31, 2019;		
2.	Confirmation of the payment of Interim Dividend on Equity Shares, already paid during the Financial Year 2018-19;		
3.	Appointment of Director in place of Mr. Satya Narayanan R (DIN: 00307326, who retires by rotation and being eligible, offers himself for reappointment;		
4.	Appointment of the Statutory Auditor for a period of 1 (one) year and to fix their remuneration in this regard;		
Special Business			
5.	Appointment of Mr. Girish Shivani (DIN: 03593974) as a Non-Executive Independent Director on the Board of the Company;		
6.	Appointment of Mr. Imran Jafar (DIN: 03485628) as a Non-Executive Non-Independent Director on the Board of the Company;		

7.	Re-appointment of Mr. Viraj Tyagi (DIN: 01760948) as a Non-Executive Independent Director on the Board of the Company;		
8.	Ratification of remuneration payable to the Cost Auditors for the Financial Year 2019-20;		
9.	Re-appointment of Mr. Satya Narayanan R (DIN: 00307326) as the Chairman and Executive Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2020, and approve the overall maximum remuneration payable to him;		
10.	Re-appointment of Mr. Gautam Puri (DIN: 00033548) as the Vice-Chairman and Managing Director of the Company for a period of 3 (Three) years w.e.f. April 01, 2020, and approve the overall maximum remuneration payable to him;		
11.	Re-appointment of Mr. Nikhil Mahajan (DIN: 00033404) as Executive Director & Group CEO Enterprise Business of the Company for a period of 3 (Three) years w.e.f. April 01, 2020, and approve the overall maximum remuneration payable to him;		
12.	Grant approval for making Investments, giving Loans/ Guarantees or providing Security in accordance with Section 186 of Companies Act, 2013.		

Affix Revenue Stamp not less than ₹ 0.15

Signed this............................day of...2019

Signature of Shareholder..

Signature of Proxy holder(s)...

Note:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. Any alteration or correction made to this Proxy form must be initialed by the signatory/signatories.
3. If you wish to vote for a Resolution, place a tick in the corresponding box under column marked “For”. If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked “Against”. If no direction is given, your Proxy may vote or abstain as he/she thinks fit.

The Aravali Golf Course, New Industrial Town, Faridabad, Haryana-121001, India (Near Nahar Singh Stadium)

CL Educate Limited

Registered Office: Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana-121003, India
Corporate Office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi-110044, India
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www.cleducate.com

Enclosure - C

ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - *(Consolidated)*

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2019
[*See* Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	35,249.61	35,249.61
	2.	Total Expenditure	32,805.22	32,805.22
	3.	Net Profit/(Loss)	2,012.66	2,012.66
	4.	Earnings Per Share	12.5	12.5
	5.	Total Assets	49,393.10	49,393.10
	6.	Total Liabilities	15,565.80	15,565.80
	7.	Net Worth	33,827.30	33,827.30
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-

II. Audit Qualification (each audit qualification separately):

a. **Details of Audit Qualification:**

We refer to the qualification which is included by the other statutory auditor of ICE Gate Educational Institute Private Limited in the Basis of Qualification paragraph in their audit report:

The Company has more than 10 employees on its roll as at March 31, 2019. However, the Company has not registered itself under the provisions of The Employees Provident Fund & Miscellaneous Provisions Act, 1952 and The Employees State Insurance Act, 1948. The impact of such non-compliance, if any, is not ascertainable.

b. **Type of Audit Qualification :**

Qualified Opinion

c. Frequency of qualification:

First Time

d. **For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**

The impact is not quantifiable at present.

(iii) Auditors' Comments on (i) or (ii) above:

The aforesaid qualification has been reported in the consolidated audit report in respect of one of the subsidiaries which is audited by some other auditors. As per the said auditor and best of our understanding, the effect of such qualification is not quantifiable.

HARIBHAKTI & CO. LLP * NEW DELHI * CHARTERED ACCOUNTANTS

III. Signatories:

Nikhil Mahajan
Executive Director and Group CEO Enterprise Business
DIN: 0033404

Arjun Wadhwa
Chief Financial Officer

Vishwa Shivani
Audit Committee Chairman

Raj Kumar Agarwal
Partner
Membership No. 074715

Place: New Delhi
Date: May 29, 2019