

**ANNEXURE I**

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

1. Name of Listed Entity - **CL Educate Limited**  
 2. Quarter ending - **31-Mar-2022**

**i. Composition of Board of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Members hip in Committee of the Company	Remarks
Mr.	SATYA NARAYANAN R	00307326	AFJPS7585N	C,ED		25-Apr-1996	01-Apr-2020			13-Jul-1970	NA		1	0	0	0		
Mr.	GAUTAM PURI	00033548	AAHP P5688E	ED	MD	25-Apr-1996	01-Apr-2020			13-Jan-1965	NA		1	0	2	0	AC,SC	
Mr.	NIKHIL MAHAJAN	00033404	AAAP M2004J	ED	CEO	12-Oct-2001	01-Apr-2020			06-Jul-1971	NA		1	0	1	0	SC	
Ms.	MADHUMITA GANGULI	00676830	AAEP G7669R	ID		02-Jul-2017	02-Jul-2017		60	22-Sep-1956	NA		2	2	1	0	AC	
Mr.	GIRISH SHIVANI	03593974	AIDPS 1148L	ID		30-Sep-2018	30-Sep-2018		60	04-Dec-1970	NA		1	1	0	2	AC, SC, NRC	
Mr.	IMRAN JAFAR	03485628	AEQPJ 9499E	NED		02-Nov-2018	02-Nov-2018			26-Feb-1975	NA		1	0	0	0	NRC	
Mr.	SANJAY TAPRIYA	00064703	ABPPT 7660R	ID		24-Oct-2019	24-Oct-2019		60	27-Jun-1961	NA		1	1	1	0	AC,NRC	
Mr.	PIYUSH SHARMA	08759840	AIEPS 6942F	ID		17-Jul-2020	17-Jul-2020		60	11-Sep-1966	NA		1	1	0	0		

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to	No

For CL Educate Limited  
  
 Company Secretary



MD or CEO	
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**ii. Composition of Committees**

**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	GIRISH SHIVANI	ID	Chairperson	06-Oct-2018	
2	MADHUMITA GANGULI	ID	Member	24-Jul-2017	
3	SANJAY TAPRIYA	ID	Member	29-Jun-2020	
4	GAUTAM PURI	ED	Member	10-Nov-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

For CL Educate Limited

*Rae*  
Company Secretary



**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SANJAY TAPRIYA	ID	Chairperson	10-Nov-2020	
2	IMRAN JAFAR	NED	Member	02-Nov-2018	
3	GIRISH SHIVANI	ID	Member	27-Nov-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
30-Oct-2021	02-Feb-2022	Yes	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	94

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	30-Oct-2021		Yes	4	3
Audit Committee		02-Feb-2022	Yes	4	3
Nomination & Remuneration Committee	30-Oct-2021		Yes	3	2
Nomination & Remuneration Committee		02-Feb-2022	Yes	2	2
Stakeholders Relationship Committee	30-Oct-2021		Yes	3	1
Stakeholders Relationship Committee		02-Feb-2022	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	94

For CL Educate Limited  
  
 Company Secretary



v. **Related Party Transactions**

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

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

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




**Name** : **Rachna Sharma**  
**Designation** : **Company Secretary & Compliance Officer**

## ANNEXURE II

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

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<i>Item</i>	<i>Compliance status</i>	Company Remark	Website
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		www.cleducate.com
Terms and conditions of appointment of independent directors	Yes		www.cleducate.com
Composition of various committees of board of directors	Yes		www.cleducate.com
Code of conduct of board of directors and senior management personnel	Yes		www.cleducate.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.cleducate.com
Criteria of making payments to non-executive directors	Yes		www.cleducate.com
Policy on dealing with related party transactions	Yes		www.cleducate.com
Policy for determining 'material' subsidiaries	Yes		www.cleducate.com
Details of familiarization programs imparted to independent directors	Yes		www.cleducate.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.cleducate.com
Contact information of the designated officials of the listed entity who are responsible for assisting and	Yes		www.cleducate.com
Financial results	Yes		www.cleducate.com
Shareholding pattern	Yes		www.cleducate.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.cleducate.com
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.cleducate.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Not		
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial	Yes		www.cleducate.com
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.cleducate.com
Materiality Policy as per Regulation 30	Yes		www.cleducate.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Not		
It is certified that these contents on the website of the listed entity are correct.	Yes		www.cleducate.com
<b>II Annual Affirmations</b>			

For CL Educate Limited  
  
 Company Secretary



<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	

For CL Educate Limited

*Rae*  
Company Secretary



<i>Policy for related party Transaction</i>	23(1),(1A),(	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4), (5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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For CL Educate Limited  
  
 Company Secretary



**III Affirmations:**

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

<b>Other Information</b>	
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**Name** : **Rachna Sharma**  
**Designation** : **Company Secretary & Compliance Officer**





**ANNEXURE IV**

%symbol%	%companyName%	%quarterEnded%
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**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	1260472 82	0	0	0

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled</i>	0	0	0

For CL Educate Limited

Company Secretary



<i>by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

<b>Entity</b>	<b>Type of Security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

For CL Educate Limited  
  
 Company Secretary



**Due to the recently approved merger of the company with its subsidiaries, the mentioned balance indicates the loan outstanding of the CL (Merged) entity**

**Affirmations**

*All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company*

**Company Remarks in case of non-compliant status**

**Name:** Arjun Wadhwa  
**Designation:** Chief Financial Officer  
**Place:** New Delhi  
**Date:** 19-Apr-2022

For CL Educate Limited  
  
Company Secretary

