



## Annexure VII:

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the Financial Year ended on 31.03.2018**  
**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	L74899DL1996PLC078481
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	A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi – 110 044 Tel. No.: +91 11 – 4128 1100, Fax No.: +91 11 - 4128 1101
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana State Tel. No.: +91 (40) 6716 2222, 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, 2018)

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)	U73100DL1997PTC186183	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	G K Publications Private Limited	U22110DL2001PTC111015	Subsidiary	100.00%	2(87)(ii)
4	CL Media Private Limited	U74300DL2008PTC173449	Subsidiary	100.00%	2(87)(ii)
5	Accendere Knowledge Management Services Private Limited <sup>1</sup>	U74900TN2008PTC069339 <sup>2</sup>	Subsidiary	100.00%	2(87)(ii)
6	Career Launcher Education Infrastructure and Services Limited (CLEIS)	U70101DL2005PLC137699	Subsidiary	100.00%	2(87)(ii)
7	Career Launcher Infrastructure Private Limited	U45200DL2008PTC174240	Indirect Subsidiary	100.00% by CLEIS	2(87)(ii)
8	ICE Gate Educational Institute Private Limited <sup>3</sup>	U80300GJ2015PTC084170	Subsidiary	50.70%	2(87)(ii)

9	Kestone CL US limited <sup>4</sup>	-	Indirect Subsidiary	100.00% by Kestone CL Asia	2(87)(ii)
10	Threesixtyone Degree Minds Consulting Private Limited <sup>5</sup>	U74910TN2006PTC060463	Associate	4.43% Equity shares 76.92% CCPS	2(6)
11	B&S Strategy Services Private Limited <sup>6</sup>	U80904HR2009PTC038966	Associate of CLEIS	43.40% Equity shares by CLEIS	2(6)

1 Accendere Knowledge Management Services Private Limited became a wholly owned subsidiary of the Company pursuant to the purchase of balance 49% i.e. 5880 no. of equity shares of Accendere Knowledge Management Services Private Limited (AKMS) by the Company on April 12, 2017.

2 The CIN No. of the AKMS has been changed to U74900DL2008PTC320628 on and with effect from July 13, 2017, pursuant to the change in registered office of the AKMS from the 'State of Tamil Nadu' to 'NCT of Delhi & Haryana'.

3 ICE Gate Educational Institute Private Limited became a subsidiary of the Company pursuant to the purchase of 50.70% i.e. 5070 no. of equity shares of ICE Gate Educational Institute Private Limited by the Company on October 31, 2017.

4 Kestone CL Asia has incorporated a wholly owned subsidiary in USA in the name of Kestone CL US Limited on March 22, 2018.

5 Threesixtyone Degree Minds Consulting Private Limited became an Associate of the Company pursuant to the purchase of 400,000 CCPS of Threesixtyone Degree Minds Consulting Private Limited by the Company on August 17, 2017.

6 The Company, through its Wholly Owned Subsidiary Company, Career Launcher Education Infrastructure and Services Limited (CLEIS) held 43.40% of the voting rights in B&S Strategy Services Private Limited ("B&S or Eduvisors") and pursuant to Shareholders Agreement dated March 16, 2017, the Company had representation on the Board of B&S and participation in all significant financial and operating decisions.

#### 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 31/03/2017				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	5516801	0	5516801	38.95	5516801	0	5516801	38.94	-0.01
(b)	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
(c)	Bodies Corporate	1253090	0	1253090	8.85	1253090	0	1253090	8.85	0
(d)	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
(e)	Others	11485	0	11485	0.08	11485	0	11485	0.08	0
	Sub-Total A(1) :	6781376	0	6781376	47.88	6781376	0	6781376	47.87	-0.01
2	FOREIGN									
(a)	Individuals (NRIs/ Foreign Individuals)	0	0	0	0	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0	0	0
(d)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(e)	Others	0	0	0	0	0	0	0	0	0
	Sub-Total A(2) :	0	0	0	0	0	0	0	0	0
	Total A=A(1)+A(2)	6781376	0	6781376	47.88	6781376	0	6781376	47.87	-0.01
(B)	PUBLIC SHAREHOLDING									
1	INSTITUTIONS									
(a)	Mutual Funds /UTI	1094053	0	1094053	7.72	1735387	0	1735387	12.25	4.53
(b)	Financial Institutions / Banks	0	0	0	0	1599	0	1599	0.01	0.01



(c)	Central Government / State Government(s)	0	0	0	0	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	251409	0	251409	1.77	1.77
(e)	Insurance Companies	0	0	0	0	0	0	0	0	0
(f)	Foreign Institutional Investors	904677	0	904677	6.39	1153737	0	1153737	8.14	1.76
(g)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(i)	Others	0	0	0	0	0	0	0	0	0
	Sub-Total B(1) :	1998730	0	1998730	14.11	3142132	0	3142132	22.18	8.07
2	NON-INSTITUTIONS									
(a)	Bodies Corporate	1639065	12843	1651908	11.66	1492736	12843	1505579	10.63	-1.03
(b)	Individuals									
	(i) Individuals holding nominal share capital upto ₹1 lakh	1930474	113982	2044456	14.43	1021122	96867	1117989	7.89	-6.54
	(ii) Individuals holding nominal share capital in excess of ₹1 lakh	481698	151097	632795	4.47	550328	79156	629484	4.44	-0.02
(c)	Others									
	CLEARING MEMBERS	87376	0	87376	0.62	12466	0	12466	0.09	-0.53
	DIRECTORS	0	7200	7200	0.05	1600	4800	6400	0.05	-0.01
	FOREIGN BODIES	946473	0	946473	6.68	946473	0	946473	6.68	0
	NON RESIDENT INDIANS	4408	0	4408	0.03	7165	7643	14808	0.1	0.07
	NRI NON-REPATRIATION	8556	0	8556	0.06	8971	0	8971	0.06	0
(d)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
	Sub-Total B(2) :	5098050	285122	5383172	38.01	4040861	201309	4242170	29.95	-8.06
	Total B=B(1)+B(2) :	7096780	285122	7381902	52.12	7182993	201309	7384302	52.13	0.01
	Total (A+B) :	13878156	285122	14163278	100.00	13964369	201309	14165678	100.00	0
(C)	Shares held by custodians, against which Depository Receipts have been issued	0	0	0	0	0	0	0	0	0
1	Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
2	Public	0	0	0	0	0	0	0	0	0
	GRAND TOTAL (A+B+C) :	13878156	285122	14163278	100.00	13964369	201309	14165678	100.00	

**(i) (b) Category-wise Preference Share Holding**

There is no preference shareholding of Company as on March 31, 2018

**(ii) Shareholding of Promoter-**

S.No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2017)			Shareholding at the end of the year (31.03.2018)			% 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	2262579	15.97	0.00	2262579	15.97	0.00	NIL
2	Mr. Gautam Puri	2262579	15.97	0.00	2262579	15.97	0.00	NIL
3	Mr. Sreenivasan .R	349698	2.47	0.00	349698	2.47	0.00	NIL
4	Mr. Shiva Kumar Ramachandran	349698	2.47	0.00	349698	2.47	0.00	NIL

5	Mr. Sujit Bhattacharyya	203062	1.43	0.00	203062	1.43	0.00	NIL
6	Mr. Nikhil Mahajan	29817	0.21	0.00	29817	0.21	0.00	NIL
7	Bilakes Consulting Private Limited	1253090	8.85	0.00	1253090	8.85	0.00	NIL

(iii) Change in Promoters' Shareholding (please specify, if there is no change): No Change

(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 Share olding
		No. of shares at the beginning 31.03.2017/ end of the year 31.03.18	% of total shares of the company		
1	GPE (INDIA) LTD	946473	6.68%	01.04.2017	-
		946473	6.68%	31.03.2018	
2	HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED	594233	4.20%	01.04.2017	-
		594233	4.19%	31.03.2018	
3	OCEAN DIAL GATEWAY TO INDIA MAURITIUS LIMITED	416308	2.94%	01.04.2017	(156,096)
		260212	1.84%	31.03.2018	
4	SUNDARAM MUTUAL FUND A/C SUNDARAM TAX SAVER (OPEN-ENDED) FUND	339923	2.40%	01.04.2017	447,306
		787229	5.56%	31.03.2018	
5	HDFC TRUSTEE COMPANY LIMITED - HDFC PRUDENCE FUND	319890	2.26%	01.04.2017	(47,967)
		271923	1.92%	31.03.2018	
6	DSP BLACKROCK MICRO CAP FUND	279697	1.97%	01.04.2017	241,995
		521692	3.68%	31.03.2018	
7	CANARA HSBC ORIENTAL BANK OF COMMERCE LIFE INSURANCE COMPANY LTD	274954	1.94%	01.04.2017	(39,812)
		235142	1.66%	31.03.2018	
8	GAJA TRUSTEE COMPANY PVT LTD	251409	1.78%	01.04.2017	-
		251409	1.77%	31.03.2018	



9	ICICI LOMBARD GENERAL INSURANCE COMPANY LTD	243757	1.72%	01.04.2017	
		243757	1.72%	31.03.2018	
10	MACQUARIE EMERGING MARKETS ASIAN TRADING PTE. LTD.	236604	1.67%	01.04.2017	(68,000)
		168604	1.19%	31.03.2018	

**(v) Shareholding of Directors and Key Managerial Personnel (as on March 31, 2018):**

S.No.	Particulars	Shareholding		Date	Increase / Decrease In Share Holding	Reason	Cumulative Shareholding During The Year (31-03-17 To 31-03-2018)	
		No. of shares at the beginning 31.03.2017/ end of the year 31.03.18	% of total shares of the company				No. of shares at the beginning 31.03.2017/ end of the year 31.03.18	% of total shares of the company
1	Mr. Satya Narayanan .R	2,262,579	15.97%	01.04.2017	Nil	NA	2,262,579	15.97%
		2,262,579	15.97%	31.03.2018			2,262,579	15.97%
2	Mr. Gautam Puri	2,262,579	15.97%	01.04.2017	Nil	NA	2,262,579	15.97%
		2,262,579	15.97%	31.03.2018			2,262,579	15.97%
3	Mr. Nikhil Mahajan	29,817	0.21%	01.04.2017	Nil	NA	29,817	0.21%
		29,817	0.21%	31.03.2018			29,817	0.21%
4	Mr. Sridar Iyengar	2,400	0.02%	01.04.2017	800	Alotted under ESOPs	2,400	0.02%
		3,200	0.02%	31.03.2018			3,200	0.02%
5	Mr. Viraj Tyagi	2,400	0.02%	01.04.2017	800	Alotted under ESOPs	2,400	0.02%
		3,200	0.02%	31.03.2018			3,200	0.02%
6	Mr. Paresh Surendra Thakker	NA	NA	01.04.2017	Nil	NA	NA	NA
		0	0.00%	31.03.2018			0	0.00%
7	Mr. S K Roongta	NA	NA	01.04.2017	Nil	NA	NA	NA
		0	0.00%	31.03.2018			0	0.00%
8	Mr. Gopal Jain	0	0.00%	01.04.2017	Nil	NA	0	0.00%
		0	0.00%	31.03.2018			0	0.00%
9	Ms. Madhumita Ganguli	NA	NA	01.04.2017	Nil	NA	NA	NA
		0	0.00%	31.03.2018			0	0.00%
10	Mr. Sudhir Bhargava, CFO, KMP	NA	NA	01.04.2017	Nil	NA	NA	NA
		50	0.00%	31.03.2018			50	0.00%
11	Ms. Rachna Sharma, (Company Secretary, KMP)	29	0.00%	01.04.2017	Nil	NA	29	0.00%
		29	0.00%	31.03.2018			29	0.00%

**Notes:**

- Mr. Kamil Hasan (DIN: 03457252), Non-Executive Independent Director on the Board of the Company resigned from the Board of the Company on and with effect from May 01, 2017.
- Ms. Sangeeta Modi (DIN: 03278272), Non-Executive Independent Director of the Company resigned from the Board of the Company on and with effect from July 03, 2017.
- Mr. Safir Anand (DIN: 02117658), Non-Executive Independent Director of the Company resigned from the Board of the Company, and its Committees on and with effect from February 07, 2018.

**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 (01.04.2017)				
	i) Principal Amount	259.95	325.82	-	585.77
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	2.88	3.97	-	6.85
	Total (i+ii+iii)	262.83	329.79	-	592.62
	Change in Indebtedness during the Financial Year				
	* Addition	700.00	-	-	700.00
	* Reduction	(134.98)	(325.82)	-	(460.80)
	Net Change	565.02	(325.82)	-	239.20
2	Indebtedness at the end of the Financial Year (31.03.2018)				
	i) Principal Amount	824.89	-	-	824.89
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	1.62	-	-	1.62
	Total (i+ii+iii)	826.51	-	-	826.51

The above details do not include the amount of OD limit of ₹ 3148.91 Lacs availed by the Company as on March 31, 2018.

**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	58.46	57.96	40.92*	167.86
	(b) Value of perquisites u/s 17(2) Income- tax Act, 1961	0.54	0.40	0.40	1.34
	(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, specify...	-	-	-	-



5	Others*	-	-	10.52	-
	Total (A)	58.46	57.96	51.44	169.20
	Ceiling as per the Act	₹ 120.00 Lacs per person as per Schedule V of Part II Section II, Remuneration payable by companies having no profit or inadequate profit without Central Government approval. This limit shall be doubled if the resolution passed by the shareholders is a special resolution.			

\* An amount equivalent to 10,000 AED per month is paid to Mr. Nikhil Mahajan as part of his compensation, out of Company's Dubai business operations. The amount quoted above represents the 6 months' payout for Mr. Nikhil Mahajan out of the total due, made during 2017-18. The remaining amount shall be paid to him during the financial year 2018-19.

## B. Remuneration to other directors (Independent Directors)

(₹ in Lacs)

S. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Mr. Sridar Iyengar	Mr. Viraj Tyagi	Mr. Safir Anand	Mr. Paresh Surendra Thakker <sup>1</sup>	Ms. Madhumita Ganguli <sup>2</sup>	Mr. Gopal Jain	
1	Independent Directors							
	Fee for attending board & committee meetings	1.40	1.50	2.10	1.00	1.00	NA	7.00
	Commission	-	-	-	-	-	NA	-
	Others, please specify						NA	
	Total (1)	1.40	1.50	2.10	1.00	1.00	NA	7.00
2	Other Non-Executive Directors							
	Fee for attending board & committee meetings	NA	NA	NA	NA	NA	0.70	0.70
	Commission	NA	NA	NA	NA	NA	NA	NA
	Others, please specify							
	Total (2)	NA	NA	NA	NA	NA	0.70	0.70
	Total (B)=(1+2)	1.40	1.50	2.10	1.00	1.00	0.70	7.70
	Total Managerial Remuneration (A+B)							176.90
	Overall Ceiling as per the Act	₹ 100,000 per Board Meeting or Committee thereof						

<sup>1</sup> Ms. Madhumita Ganguli & Mr. Paresh Surendra Thakker have been appointed as Non-Executive Independent Directors on the Board of the Company on and with effect from July 02, 2017.

<sup>2</sup> Mr. Safir Anand, Non-Executive Independent Director of the Company has resigned from the Board of the Company on and with effect from February 07, 2018.

## C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

(₹ in Lacs)

S. No.	Particulars of Remuneration	CFO (Mr. Sudhir Bhargava)	CS (Ms. Rachna Sharma)	Total
1	Gross salary	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	49.48	21.51	70.99
	(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, specify...			
5	Others*	-	-	-
	<b>Total</b>	<b>49.48</b>	<b>21.51</b>	<b>70.99</b>

## 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

Place: New Delhi  
Date: July 06, 2018

sd/-

**Nikhil Mahajan**

Executive Director & Group CEO Enterprise Business  
DIN: 00033404  
Address: House No. 457, Sector – 30,  
Faridabad - 121 003, Haryana