

Annexure VI

FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on March 31, 2020

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	Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003 Tel. No.: +91 129-2273242
	Address of the Corporate/Head office & contact details	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.	KFin Technologies Private Limited (Formerly known as "Karvy Fintech Private Limited") Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, India, Tel. No.: +91 (40) 6716 2222, Email Id: kfinkart.support@kfintech.com, Website: www.kfintech.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, 2020)

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) (Kestone CL Asia)	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)

S. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
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	58.95%	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)
12	CL Educate (Africa) Limited	Business Registration Number: C20169944	Indirect Subsidiary	90.00% by Kestone CL Asia	2(87)(ii)

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				% 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	5,542,573	0	5,542,573	39.13	5,637,854	0	5,637,854	39.80	0.67
(b)	Central Government/ State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	1,255,460	0	1,255,460	8.86	1,255,460	0	1,255,460	8.86	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	11,485	0	11,485	0.08	11,433	0	11,433	0.08	0.00
	Sub-Total A(1) :	6,809,518	0	6,809,518	48.07	6,904,747	0	6,904,747	48.74	0.67
2	FOREIGN									
(a)	Individuals (NRIs/ Foreign Indi-viduals)	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)	6,809,518	0	6,809,518	48.07	6,904,747	0	6,904,747	48.74	0.67

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				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(B)	PUBLIC SHAREHOLDING									
1	INSTITUTIONS									
(a)	Mutual Funds /UTI	1,870,193	0	1,870,193	13.20	1,035,267	0	1,035,267	7.31	-5.89
(b)	Financial Institutions /Banks	0	0	0	0.00	0	0	0	0.00	0.00
(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	1,238,337	0	1,238,337	8.74	1,232,572	0	1,232,572	8.70	-0.04
(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) :	3,359,939	0	3,359,939	23.72	2,519,271	0	2,519,271	17.78	-5.93
2	NON-INSTITUTIONS									
(a)	Bodies Corporate	889,689	239	889,928	6.28	732,752	239	732,991	5.17	-1.11
(b)	Individuals									
	(i) Individuals holding nominal share capital ₹ 1 lakh	1,205,521	74,913	1,280,434	9.04	1,466,514	62,196	1,528,710	10.79	1.75
	(ii) Individuals holding nominal share capital in excess of ₹ 1 lakh	791,566	0	791,566	5.59	1,399,779	0	1,399,779	9.88	4.29
(c)	Others									
	CLEARING MEMBERS	8,448	0	8,448	0.06	23,095	0	23,095	0.16	0.10
	DIRECTORS	800	2,400	3,200	0.02	800	2,400	3,200	0.02	0.00
	FOREIGN BODIES	946,473	0	946,473	6.68	946,473	0	946,473	6.68	0.00
	NBFC	0	0	0	0.00	0	0	0	0.00	0.00
	NON RESIDENT INDIANS	16,801	7,643	24,444	0.17	30,849	2,250	33,099	0.23	0.06
	NRI NON-REPATRI ATION	51,728	0	51,728	0.37	74,313	0	74,313	0.52	0.16
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2) :	3,911,026	85,195	3,996,221	28.21	4,674,575	67,085	4,741,660	33.47	5.26
	Total B=B(1)+B(2) :	7,270,965	85,195	7,356,160	51.93	7,193,846	67,085	7,260,931	51.26	-0.67
	Total (A+B) :	14,080,483	85,195	14,165,678	100.00	14,098,593	67,085	14,165,678	100	0.00
(C)	Shares held by custodians, against which									
	Depository Receipts have been issued									
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) :	14,080,483	85,195	14,165,678	100.00	14,098,593	67,085	14,165,678	100	

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

There is no preference shareholding of Company as on March 31, 2020.

(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	2,280,579	16.10	0.00	2,327,806	16.43	0.00	0.33
2	Mr. Gautam Puri	2,270,351	16.03	0.00	2,310,104	16.31	0.00	0.28
3	Mr. Sreenivasan R	349,698	2.47	0.00	353,698	2.50	0.00	0.03
4	Mr. Shiva Kumar Ramachandran	349,698	2.47	0.00	350,999	2.48	0.00	0.01
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	32,817	0.23	0.00	0.02
7	Bilakes Consulting Private Limited	1,255,460	8.86	0.00	1,255,460	8.86	0.00	0.00

(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	2,280,579	16.10	06.09.2019	1,000	Purchase from open market	2,281,579	16.11
				13.09.2019	1,000		2,282,579	16.11
				20.09.2019	10,000		2,292,579	16.18
				04.10.2019	5,000		2,297,579	16.22
				06.03.2020	3,000		2,300,579	16.24
				13.03.2020	3,030		2,303,609	16.26
				20.03.2020	7,697		2,311,306	16.32
				27.03.2020	8,000		2,319,306	16.37
				31.03.2020	8,500		2,327,806	16.43
2	Mr. Gautam Puri			04.10.2019	6,400	Purchase from open market	2,276,751	16.07
				06.03.2020	2,577		2,279,328	16.09
				13.03.2020	2,000		2,281,328	16.10
				20.03.2020	6,500		2,287,828	16.15
				27.03.2020	8,296		2,296,124	16.21
				31.03.2020	13,980		2,310,104	16.31

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
4	Mr. Shiva Kumar Ramachandran	349,698	2.47	27.03.2020	301	Purchase from open market	349,699	2.47
				31.03.2020	1,000		350,999	2.48
5	Mr. Sujit Bhattacharyya	203,062	1.43	-	-	-	203,062	1.43
6	Mr. Nikhil Mahajan	29,817	0.21	13.03.2020	2000	Purchase from open market	31,817	0.22
				20.03.2020	1000		32,817	0.23
7	Bilakes Consulting Private Limited	1,255,460	8.86	-	-	-	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	01.04.2019	-
		946,473	6.68	31.03.2020	
2	Sundaram Mutual Fund A/C Sundaram Diversified Equity	921,623	6.51	01.04.2019	-49,097
		872,526	6.16	31.03.2020	
3	Arjuna Fund Pte. Ltd	709,780	5.01	01.04.2019	3,300
		713,080	5.03	31.03.2020	
4	Housing Development Finance Corporation Limited	594,233	4.19	01.04.2019	-
		594,233	4.19	31.03.2020	
5	Elizabeth Mathew	0	0.00	01.04.2019	428846
		428,846	3.03	31.03.2020	
6	Gaja Trustee Company Private Limited	251,409	1.77	01.04.2019	-
		251,409	1.77	31.03.2020	
7	BNP Paribas Arbitrage	247,800	1.75	01.04.2019	-40,800
		207,000	1.46	31.03.2020	
8	Madhavan Kunniyur	225,504	1.59	01.04.2019	-
		225,504	1.59	31.03.2020	
9	Ashoka Pte Ltd	188,457	1.33	01.04.2019	-5,765
		182,692	1.29	31.03.2020	
10	DSP Small Cap Fund	521,692	3.68	01.04.2019	-358,951
		162,741	1.15	31.03.2020	

(v) Shareholding of Directors and Key Managerial Personnel (as on March 31, 2020):

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	2,280,579	16.10	01.04.2019	47,227	Purchase from open market	2,280,579	16.10
		2,327,806	16.43	31.03.2020			2,327,806	16.43
2	Mr. Gautam Puri	2,270,351	16.03	01.04.2019	39,753	Purchase from open market	2,270,351	16.03
		2,310,104	16.31	31.03.2020			2,310,104	16.31
3	Mr. Nikhil Mahajan	29,817	0.21	01.04.2019	3,000	Purchase from open market	29,817	0.21
		32,817	0.23	31.03.2020			32,817	0.23
4	Mr. Viraj Tyagi	3,200	0.03	01.04.2019	-	-	3,200	0.03
		3,200	0.03	31.03.2020			3,200	0.03
5	Ms. Madhumita Ganguli	0	0.00	01.04.2019	-	-	0	0.00
		0	0.00	31.03.2020			0	0.00
6	Mr. Girish Shivani	0	0.00	01.04.2019	-	-	0	0.00
		0	0.00	31.03.2020			0	0.00
7	Mr. Imran Jafar	0	0.00	01.04.2019	-	-	0	0.00
		0	0.00	31.03.2020			0	0.00
8	Mr. Sanjay Tapriya ¹	NA	NA	01.04.2019	-	-	NA	NA
		0	0.00	31.03.2020			0	0.00
9	Mr. Arjun Wadhwa, CFO, KMP	627	0.00	01.04.2019	-	-	627	0.00
		627	0.00	31.03.2020			627	0.00
10	Ms. Rachna Sharma, (Company Secretary, KMP)	29	0.00	01.04.2019	-	-	29	0.00
		29	0.00	31.03.2020			29	0.00

¹ Mr. Sanjay Tapriya was appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from October 24, 2019.

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(₹ in Lakhs)

S. No.	Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
1	Indebtedness at the beginning of the Financial Year (01.04.2019)				
	i) Principal Amount	490.98	-	-	490.98
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	0.18	-	-	0.18

S. No.	Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
	Total (i+ii+iii)	491.15	-	-	491.15
	Change in Indebtedness during the Financial Year				
	* Addition	0.16	-	-	0.16
	* Reduction	(166.26)	-	-	(166.26)
	Net Change	(166.10)	-	-	(166.10)
2	Indebtedness at the end of the Financial Year (31.03.2020)				
	i) Principal Amount	324.71	-	-	324.71
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	0.34	-	-	0.34
	Total (i+ii+iii)	325.05	-	-	325.05

The above details do not include the amount of OD limit of ₹ 3,433.39 Lakhs availed by the Company as on March 31, 2020.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration of Managing Director, Whole-time Directors and/or Manager for the Financial Year 2019-20:

(₹ in Lakhs)

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	52.26	47.20	46.71	146.17
	(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	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
-	- as % of profit	-	-	-	-
-	- others, please specify	-	-	-	-
5	Others ¹	-	-	21.60	21.60
6	Arrears for the Financial Year 2019-20 ²	33.34	37.79	14.70	85.83
7	Variable Compensation*	-	-	-	-
	Total (A)³	85.60	84.99	83.01	253.60
	Ceiling as per the Act	₹ 120.00 Lakhs 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 ₹ 120 lakhs 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 for the Financial Year 2019-20.

²The Arrears pertain to the Financial Year 2019-20 and shall be paid to the Executive Directors in the coming years.

³The difference between these totals and those on Page no. 77 and 102 are on account of LTA and Perquisites.

B. Remuneration of other directors

(₹ in Lakhs)

S. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Mr. Viraj Tyagi	Ms. Madhumita Ganguli	Mr. Sushil Kumar Roongta ¹	Mr. Girish Shivani	Mr. Imran Jafar	Mr. Sanjay Tapriya ²	
1	Independent Directors							
	Fee for attending board & committee meetings	0.00	1.80	0.20	3.10	NA	0.20	5.30
	Commission*	0.00	0.00	0.00	0.00	NA	0.00	0.00
	Others, please specify	-	-	-	-	NA	-	-
	Total (1)	0.00	1.80	0.20	3.10	NA	0.20	5.30
2	Other Non-Executive Directors							
	Fee for attending board & committee meetings	NA	NA	NA	NA	0.60	NA	0.60
	Commission	NA	NA	NA	NA	NA	NA	-
	Others, please specify							
	Total (2)	NA	NA	NA	NA	0.60	NA	0.60
	Total (B)=(1+2)	0.00	1.80	0.20	3.10	0.60	0.20	5.90
	Total Managerial Remuneration (A+B)							259.50
	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.						

¹Mr. 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.

²Mr. Sanjay Tapriya was appointed as an Additional (Non-Executive Independent) Director on the Board of the Company on and with effect from October 24, 2019.

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

(₹ in Lakhs)

S. No.	Particulars of Remuneration	CFO (Mr. Arjun Wadhwa)	CS (Ms. Rachna Sharma)	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	52.16	25.22	77.38
	(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	-	-	-

S. No.	Particulars of Remuneration	CFO (Mr. Arjun Wadhwa)	CS (Ms. Rachna Sharma)	Total
2	Stock Option (Exercised)	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit			
	Others, please specify			
5	Others	-	-	-
6	Variable Compensation*	0.00	0.00	0.00
	Total	52.16	25.22	77.38

*As the Company has incurred losses during the financial year 2019-20, the Non-Executive Directors of the Company are not entitled to any Commission payment for the financial year 2019-20. For the same reasons, the Executive Directors of the Company have voluntarily decided to waive off their variable payout for the Financial Year 2019-20. Due to the prevailing COVID situation and its potential impact on the Company's Cash Flows, the management has decided not to pay out the variable component of salary pertaining to the Financial Year 2019-20 to the employees of the Company as of now. Depending on how the situation develops in the future as a result of the COVID Pandemic, the same may be paid out to employees, other than managerial personnel, in which case the above figures might change. The Company shall make appropriate disclosures to this effect at a later stage.

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 and Managing Director
DIN: 00033548
Address: R-90, Greater Kailash-I,
New Delhi – 110 048

Sd/-
Nikhil Mahajan
Executive Director and Group CEO Enterprise Business
DIN: 00033404
Address: House No. 457, Sector – 30,
Faridabad - 121 003, Haryana

Date: August 22, 2020
Place: New Delhi