

**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-2017

I. Composition of Board of Directors									
Title (Mr./ Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of 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
Mr.	SATYA NARAYANAN .R	00307326	C & ED	01-Apr-2014			1	0	0
Mr.	GAUTAM PURI	00033548	ED	01-Apr-2014			1	1	0
Mr.	NIKHIL MAHAJAN	00033404	ED	01-Apr-2014			1	1	0
Mr.	GOPAL JAIN	00032308	NED,ND	06-Mar-2008			2	1	0
Mr.	SRIDAR A. IYENGAR	00278512	NED,ID	05-Sep-2014		5	3	0	4
Mr.	SAFIR ANAND	02117658	NED,ID	05-Sep-2014		5	1	1	1
Mr.	VIRAJ TYAGI	01760948	NED,ID	05-Sep-2014		5	1	1	0
Mr.	KAMIL HASAN	03457252	NED,ID	05-Sep-2014		5	1	1	0
Mrs.	SANGEETA MODI	03278272	NED,ID	05-Sep-2014		5	1	0	0

*Nikhil Mahajan*





II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	GOPAL JAIN	NED,ND	Member
2	SRIDAR A. IYENGAR	NED,ID	Chairperson
3	SAFIR ANAND	NED,ID	Member
4	VIRAJ TYAGI	NED,ID	Member
5	KAMIL HASAN	NED,ID	Member

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	GAUTAM PURI	ED	Member
2	NIKHIL MAHAJAN	ED	Member
3	SAFIR ANAND	NED,ID	Chairperson

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	SATYA NARAYANAN .R	C & ED	Chairperson
2	GAUTAM PURI	ED	Member
3	NIKHIL MAHAJAN	ED	Member

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	GOPAL JAIN	NED,ND	Member
2	SAFIR ANAND	NED,ID	Member
3	VIRAJ TYAGI	NED,ID	Chairperson
4	KAMIL HASAN	NED,ID	Member





III. Meeting of Board of Directors		Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter		62
27-Oct-2016	23-Jan-2017		
21-Nov-2016	09-Feb-2017		
	06-Mar-2017		
	24-Mar-2017		

IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	09-Feb-2017	Yes	27-Oct-2016	104

V. Related Party Transactions		Compliance status (Yes/No/NA)
Subject		
Whether prior approval of audit committee obtained		Not Applicable
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		Not Applicable

#### 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. - **No**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name :   
Designation : **Director**





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>		<b>Compliance status (Yes/No/NA)</b>
<b>Item</b>		
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		No
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Not Applicable
<b>II Annual Affirmations</b>		Not Applicable
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Not Applicable
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Not Applicable
Compliance Certificate	17(8)	Not Applicable





Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Not Applicable
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)	Not Applicable
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Not Applicable
Disclosure of Shareholding by Non- Executive Directors	26(4)	Not Applicable
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes





**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**

Name : **Nikhil Mahajan**  
Designation : **Director**

*Nikhil Mahajan*  
  
