Form No. MGT-7

Form language

(•) English ( ) Hindi

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

सत्यमेव जयते

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN): L74899DL1996PLC425162

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY): 01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY): 31/03/2026

(c) *Type of Annual filing: (•) Original ( ) Revised

(d) SRN of MGT-7 filed earlier for the same financial years:

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	CL EDUCATE LIMITED	CL EDUCATE LIMITED
Registered office address	A-45, First Floor,Mohan Co-operative Industrial Estate, Mathura Road,Badarpur (South Delhi),New Delhi,South Delhi,Delhi,India,110044	A-45, First Floor, Mohan Co-operative Industrial Estate, Mathura Road, Badarpur (South Delhi), New Delhi, South Delhi, Delhi, India, 110044
Latitude details	28.52051	28.52051
Longitude details	77.292524	77.292524

(a) *Photograph of the registered office of the Company showing external building and name prominently visible: CL registered office photo.pdf

(b) *Permanent Account Number (PAN) of the company: AA******5C

(c) *e-mail ID of the company: *****iance@cleducate.com

(d) *Telephone number with STD code: 01*******00

(e) Website | https://www.cleducate.com/

iv *Date of Incorporation (DD/MM/YYYY) | 25/04/1996

v (a) *Class of Company (as on the financial year end date) | Public company
(Private company/Public Company/One Person Company)

(b) *Category of the Company (as on the financial year end date) | Company limited by shares
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date) | Indian Non-Government company
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)

vi *Whether company is having share capital (as on the financial year end date) ◉ Yes ◯ No

vii (a) Whether shares listed on recognized Stock Exchange(s) ◉ Yes ◯ No

(b) Details of stock exchanges where shares are listed

S. No.	**Stock Exchange Name**	**Code**
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent | 1

CIN of the Registrar and Transfer Agent	**Name of the Registrar and Transfer Agent**	**Registered office address of the Registrar and Transfer Agents**	**SEBI registration number of Registrar and Transfer Agent**
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West),Mumbai,Mumbai,Maharashtra,India,400070	INR000000221

ix * (a) Whether Annual General Meeting (AGM) held ◯ Yes ◉ No

(b) If yes, date of AGM (DD/MM/YYYY) |

(c) Due date of AGM (DD/MM/YYYY) | 30/09/2026

(d) Whether any extension for AGM granted ◯ Yes ◉ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension |

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

Due Date not arrived

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities: 1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	P	Education	85	Education	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given: 12

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1		169944	CL Educate (Africa) Limited	Subsidiary	90
2		202333162R	CL Singapore Hub Pte. Ltd	Subsidiary	100
3	U22100DL2008PTC174240		CAREER LAUNCHER INFRASTRUCTURE PRIVATE LIMITED	Subsidiary	100
4	U80301DL2021PTC378555		CAREER LAUNCHER PRIVATE LIMITED	Subsidiary	99
5	U80300GJ2015PTC084170		ICE GATE EDUCATIONAL INSTITUTE PRIVATE LIMITED	Subsidiary	39.07
6	U80902DL2020NPL372856		CAREER LAUNCHER FOUNDATION	Subsidiary	100

7	U74910TN2006PTC060463		THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED	Subsidiary	53.15
8	U56210DL2024PTC440151		KESTONE UTSAV PRIVATE LIMITED	Subsidiary	100
9	U72200MH1999PLC122456		DEXIT GLOBAL LIMITED	Subsidiary	100
10		200715067R	Kestone CL Asia Hub Pte. Ltd.	Subsidiary	99.9
11		2082112363	Kestone CL US Limited	Subsidiary	100
12		955705108907000	PT. Kestone CLE Indonesia	Subsidiary	100

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	**Authorised Capital**	**Issued capital**	**Subscribed capital**	**Paid Up capital**
Total number of equity shares	80000000.00	54223958.00	54223958.00	54223958.00
Total amount of equity shares (in rupees)	400000000.00	271119790.00	271119790.00	271119790.00

Number of classes: 1

Class of shares EQUITY SHARES	**Authorised Capital**	**Issued capital**	**Subscribed Capital**	**Paid Up capital**
Number of equity shares	80000000	54223958	54223958	54223958
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	400000000	271119790	271119790	271119790

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes: 0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	185568	53912746	54098314.00	270491570	270491570	
Increase during the year	0.00	221128.00	221128.00	1105640.00	1105640.00	1193378.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
v ESOPs	0	125644	125644.00	628220	628220	1193378
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Physical Shares have been converted into Demat		95484		477420	477420	
Decrease during the year	95484.00	0.00	95484.00	477420.00	477420.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Physical Shares have been converted into Demat	95484		95484.00	477420	477420	
At the end of the year	90084.00	54133874.00	54223958.00	271119790.00	271119790.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company: INE201M01029

ii Details of stock split/consolidation during the year (for each class of shares): 0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☑ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)
(a) Non-convertible debentures

*Number of classes: 0

Classes of non-convertible debentures	**Number of units**	**Nominal value per unit**	**Total value (Outstanding at the end of the year)**

Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes 0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes 0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover 2752813630

ii * Net worth of the Company 2295958371

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity	Preference

		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	23011112	42.44	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	5021840	9.26	0	0.00
10	Others Society	45732	0.08	0	0.00
	Total	28078684.00	51.78	0.00	0

Total number of shareholders (promoters) 18

B Public/Other than promoters

S. No	Category	Equity	Preference

		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	17074735	31.49	0	0.00
	(ii) Non-resident Indian (NRI)	405498	0.75	0	0.00
	(iii) Foreign national (other than NRI)	137690	0.25	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	4280154	7.89	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	1366498	2.52	0	0.00
10	Others Foreign Company,IEPF	2880699	5.31	0	0.00
	Total	26145274.00	48.21	0.00	0

Total number of shareholders (other than promoters) 19836

Total number of shareholders (Promoters + Public/Other than promoters) 19854.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	4091
2	Individual - Male	8444
3	Individual - Transgender	0
4	Other than individuals	7319
	Total	19854.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company 3

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Arjuna Fund Pte. Ltd.	83 Tras Street Singapore	01/04/2024	Singapore	2605545	4.80
Vanderbilt University - Flowering Tree Investment Management Pte. Ltd.	2100 West End Avenue Suite 1000 Nashville Tennessee	01/04/2024	United States	1624523	3
Quadrature Trading VCC- Sub-Fund No. 1	JP Morgan Chase Bank, N.A. India Sub Custody 3rd Flr,JP Morgan Tower, Off CST Road Kalina, Santacruz East, Mumbai	01/04/2024	India	50086	0.09

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	20	18
Members (other than promoters)	20882	19836
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	3	0	3	0	36	0
B Non-Promoter	0	5	0	6	0.00	0.00
i Non-Independent	0	1	0	1	0	0
ii Independent	0	4	0	5	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	3	5	3	6	36.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 12

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SATYA NARAYANAN RAMAKRISHNAN	00307326	Whole-time director	9959832	
GAUTAM PURI	00033548	Managing Director	9428520	
NIKHIL MAHAJAN	00033404	Whole-time director	131468	
MADHUMITA GANGULI	00676830	Director	0	
GIRISH SHIVANI	03593974	Director	0	
SANJAY TAPRIYA	00064703	Director	2000	

PIYUSH SHARMA	08759840	Director	0	
IMRAN JAFAR	03485628	Director	0	
YATRIK RUSHIKESH VIN	07662795	Director	0	
NIKHIL MAHAJAN	AAAPM2004J	CEO	131468	
ARJUN WADHWA	AANPW9242M	CFO	33824	
RACHNA SHARMA	ANXPS4951J	Company Secretary	11704	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year 2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
YATRIK RUSHIKESH VIN	07662795	Director	07/08/2025	Appointment
PIYUSH SHARMA	08759840	Director	17/07/2025	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held 1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2025	20966	76	44.57

B BOARD MEETINGS

*Number of meetings held 4

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance

			Number of directors attended	% of attendance
1	14/05/2025	8	7	87.5
2	07/08/2025	9	8	88.89
3	07/11/2025	9	9	100
4	05/02/2026	9	8	88.89

C COMMITTEE MEETINGS

Number of meetings held: 11

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	14/05/2025	4	4	100
2	Audit Committee	07/08/2025	4	4	100
3	Audit Committee	07/11/2025	4	4	100
4	Audit Committee	05/02/2026	4	4	100
5	Nomination Remuneration and Compensation Committee	07/08/2025	3	3	100
6	Nomination Remuneration and Compensation Committee	07/11/2025	3	2	66.67
7	Nomination Remuneration and Compensation Committee	05/02/2026	3	2	66.67
8	Stakeholders Relationship Committee	07/08/2025	3	3	100
9	Stakeholders Relationship Committee	07/11/2025	3	3	100
10	Corporate Social Responsibility Committee	07/08/2025	3	3	100
11	Corporate Social Responsibility Committee	07/11/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	(Y/N/NA)
1	SATYA NARAYANAN RAMAKRISHNAN	4	4	100	2	2	100	
2	GAUTAM PURI	4	4	100	8	8	100	
3	NIKHIL MAHAJAN	4	4	100	2	2	100	
4	MADHUMITA GANGULI	4	4	100	4	4	100	
5	GIRISH SHIVANI	4	4	100	11	11	100	
6	SANJAY TAPRIYA	4	4	100	7	7	100	
7	PIYUSH SHARMA	4	3	75	0	0	0	
8	IMRAN JAFAR	4	2	50	3	1	33	
9	YATRIK RUSHIKESH VIN	3	3	100	0	0	0	

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Satya Narayanan Ramakrishnan	Whole-time director	12096000				12096000.00
2	Gautam Puri	Managing Director	12096000				12096000.00
3	Nikhil Mahajan	Whole-time director	12013142				12013142.00
	Total		36205142.00	0.00	0.00	0.00	36205142.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Nikhil Mahajan	CEO	12013142				12013142.00
2	Arjun Wadhwa	CFO	6579000		1164084		7743084.00
3	Rachna Sharma	Company Secretary	3793000		438496		4231496.00
	Total		22385142.00	0.00	1602580.00	0.00	23987722.00

C *Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Madhumita Ganguli	Director	0	0	0	300000	300000.00
2	Girish Shivani	Director	0	0	0	510000	510000.00
3	Sanjay Tapriya	Director	0	0	0	390000	390000.00
4	Piyush Sharma	Director	0	0	0	130000	130000.00
5	Yatrik Rushikesh Vin	Director	0	0	0	150000	150000.00
	Total		0.00	0.00	0.00	1480000.00	1480000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

◉ Yes ○ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS

☑ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES ☑ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder: 19854

XIV Attachments

(a) List of share holders, debenture holders: CLEL_MGT7_Details of Shareholder_31032026.xlsm

(b) Optional Attachment(s), if any: CL Clarification Letter Final.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of CL Educate Limited as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:
A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1 its status under the Act;
2 maintenance of registers/records & making entries therein within the time prescribed therefor;
3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5 closure of Register of Members / Security holders, as the case may be.
6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7 contracts/arrangements with related parties as specified in section 188 of the Act;
8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name: Abhishek Gupta

Date (DD/MM/YYYY): 06/09/2026

Place: Delhi

Whether associate or fellow:

◯ Associate ◉ Fellow

Certificate of practice number: 1*2*2

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person: 17780

*(b) Name of the Designated Person: RACHNA SHARMA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 33 dated* (DD/MM/YYYY) 22/07/2014 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

To be digitally signed by

*Designation: Director

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator: 0*0*3*0*

To be digitally signed by

◉ Company Secretary ◯ Company secretary in practice

*Whether associate or fellow:

◉ Associate ◯ Fellow

Membership number: 1*7*0

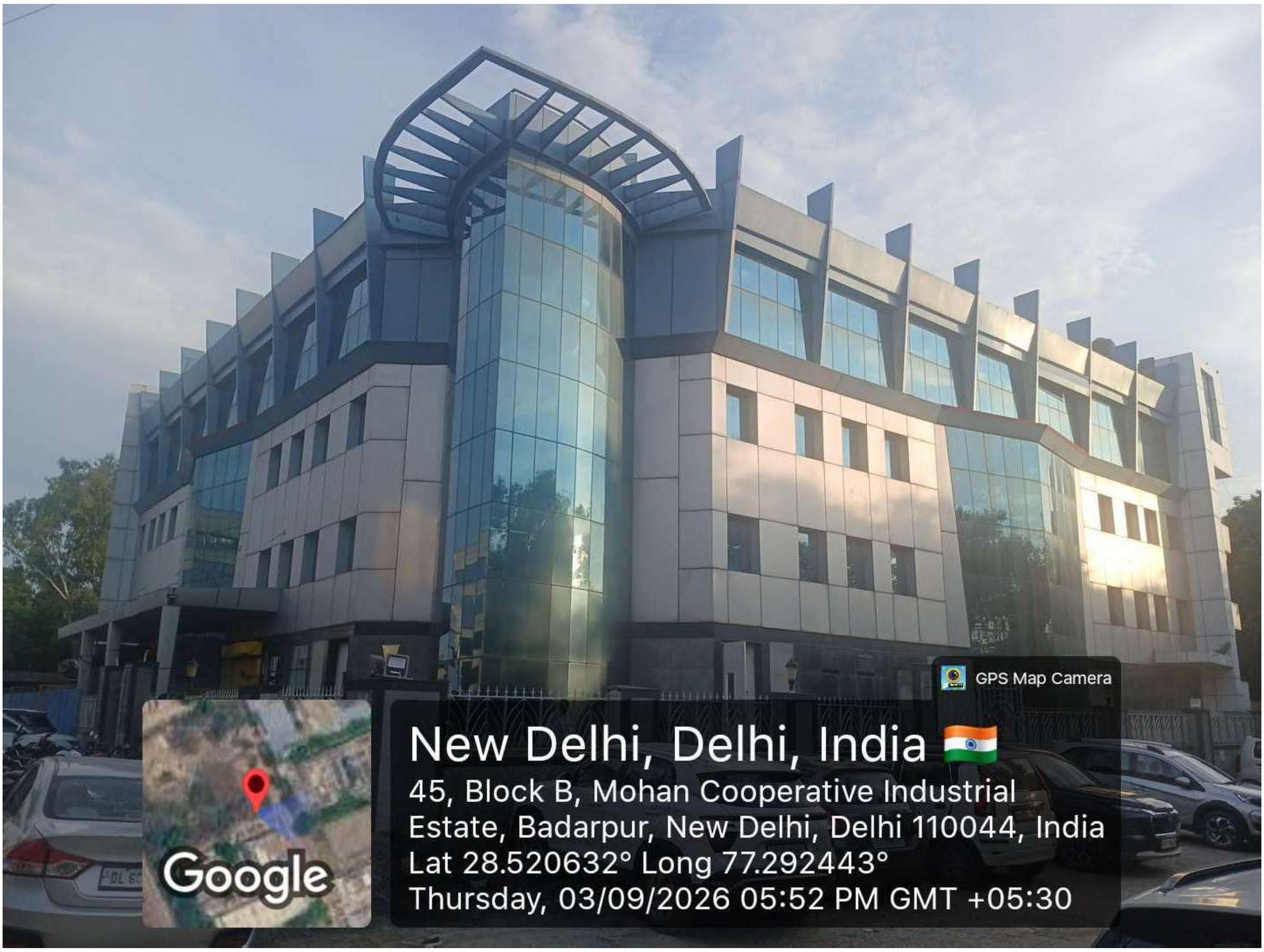
Certificate of practice number	

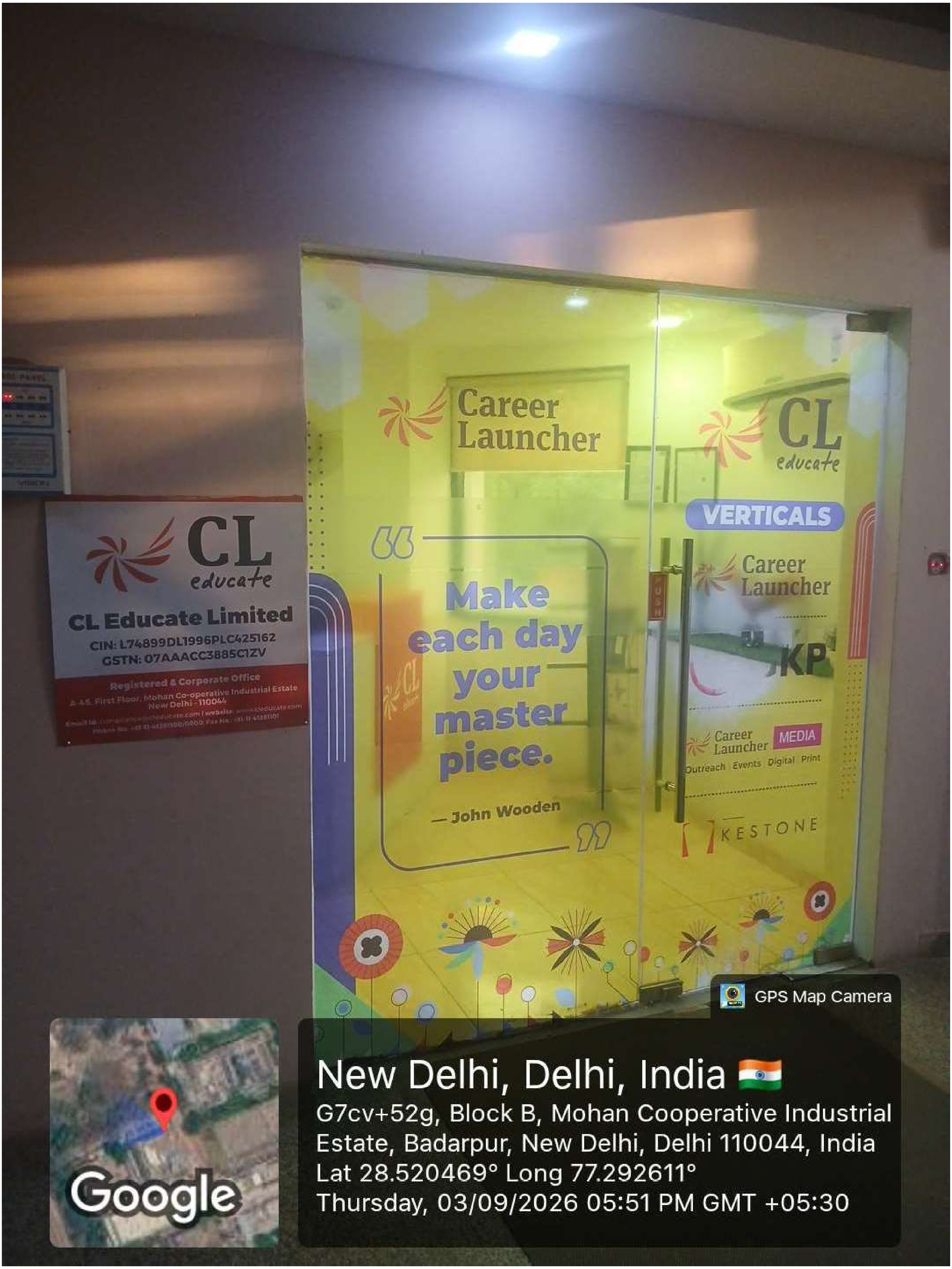
Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)	AC5639087
eForm filing date (DD/MM/YYYY)	06/09/2026

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company


GPS Map Camera
Google
New Delhi, Delhi, India
45, Block B, Mohan Cooperative Industrial
Estate, Badarpur, New Delhi, Delhi 110044, India
Lat 28.520632° Long 77.292443°
Thursday, 03/09/2026 05:52 PM GMT +05:30


CL educate
CL Educate Limited
CIN: L74899DL1996PLC425162
GSTN: 07AAACC3885C1ZV
Registered & Corporate Office
Career Launcher
CL educate
VERTICALS
Make each day your master piece.
— John Wooden
Career Launcher
KP
Career Launcher MEDIA
Outreach Events Digital Print
KESTONE
GPS Map Camera
New Delhi, Delhi, India
G7cv+52g, Block B, Mohan Cooperative Industrial Estate, Badarpur, New Delhi, Delhi 110044, India
Lat 28.520469° Long 77.292611°
Thursday, 03/09/2026 05:51 PM GMT +05:30
Google

To,
The Registrar of Companies,
ROC Delhi I,
Ministry of Corporate Affairs,
4th Floor, IFCI Tower,
61, Nehru Place, New Delhi- 110019,

Subject: Clarifications with respect to e- Form MGT- 7 (Annual Return) of CL Educate Limited ("the Company") having CIN: L74899DL1996PLC425162.

Dear Sir/ Madam,

With reference to the e- Form MGT-7 filed by the Company for the Financial Year ended March 31, 2026, we wish to submit the following clarifications for your kind consideration:

1. **Point III- Particulars of Holding, Subsidiary and Associate Companies (including Joint Ventures):** The particulars of both the direct and step-down subsidiaries of CL Educate Limited have been included in this field.

2. **Point VI(B)- Break- up of total number of shareholders (Promoters + other than Promoters):** It is clarified that National Securities Depository Limited (NSDL) has not yet developed the system enabling gender- wise classification of folios/ demat accounts. Accordingly, the Company has provided gender- wise details in respect of folios/ demat accounts maintained with CDSL. In respect of folios/ demat accounts maintained with NSDL, the relevant figures have been reported under the category "**Other than Individuals**".

3. **Point VI(C)- Details of Foreign institutional investors' (FIIs) holding shares of the Company:** The field **"Date of Incorporation"** is mandatory in the e- Form. However, the relevant date of incorporation data is not available with the Registrar of Share Transfers/ Depositories/ Depository Participants. Hence, solely for the purpose of validating and submitting the e-Form, **April 1, 2024** has been entered as the date of incorporation.

4. **Point X- Remuneration of Directors and Key Managerial Personnel:** The remuneration details of the Directors and Key Managerial Personnel reported in the e-Form comprise only the fixed component of remuneration pertaining to FY 2025-26. The variable component relating to FY 2025-26 has not been included, as the appraisal cycle for FY 2025-26 had not been concluded as on the date of filing of the e-Form and, accordingly, the variable component was not finalised at that time.

5. **Point XA.** Mr. Nikhil Mahajan is currently on deputation to Kestone US and is paid his remuneration in US Dollars by the Company's 100% Subsidiary Company-Kestone CL US Limited (Kestone US). For the purpose of reporting his remuneration in INR, the average of the month-end exchange rates during FY 2025-26 have been considered.

We request you to kindly take the above clarifications on record.

Thanking you
Yours faithfully,

Sd/-
Rachna Sharma
Company Secretary & Compliance Officer
ICSI M. No.: A17780