

Corporate Governance

General information about company	
Scrip Code	540403
NSE Symbol	CLEDCATE
MSEI Symbol	NOTLISTED
ISIN	INE201M01029
Name of the entity	CL Educate Limited
Date of start of financial year	01-APR-2023
Date of end of financial year	31-MAR-2024
Reporting Quarter	Yearly
Date of Report	31-Mar-2024
Risk management committee	Applicable

Annexure I to be submitted by listed entity on quarterly basis			
Sr	DIN Number	Name of Committee members	Remarks
Mr.	GAUTAM PURI	AAHPP5688E	00033548 Executive Director
Mr.	NIKHIL MAHAJAN	AAAPM2004J	00033404 Executive Director
Ms.	MADHUMITA GANGULI	AAEPG7669R	00676830 Non-Executive - Independent Director
Mr.	GIRISH SHIVANI	AIDPS1148L	03593974 Non-Executive - Independent Director
Mr.	SANJAY TAPRIYA	ABPPT7660R	00064703 Non-Executive - Independent Director
Mr.	PIYUSH SHARMA	AIEPS6942F	08759840 Non-Executive - Independent Director
Mr.	IMRAN JAFAR	AEQP9499E	03485628 Non-Executive - Non Independent Director

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03593974	GIRISH SHIVANI	Non-Executive - Independent Director	Chairperson	06-Oct-2018		
2	00676830	MADHUMITA GANGULI	Non-Executive - Independent Director	Member	24-Jul-2017		
3	00064703	SANJAY TAPRIYA	Non-Executive - Independent Director	Member	29-Jun-2020		
4	00033548	GAUTAM PURI	Executive Director	Member	10-Nov-2020		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00064703	SANJAY TAPRIYA	Non-Executive - Independent Director	Chairperson	10-Nov-2020		
2	03485628	IMRAN JAFAR	Non-Executive - Non Independent Director	Member	02-Nov-2018		
3	03593974	GIRISH SHIVANI	Non-Executive - Independent Director	Member	27-Nov-2018		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03593974	GIRISH SHIVANI	Non-Executive - Independent Director	Chairperson	27-Nov-2018		
2	00033548	GAUTAM PURI	Executive Director	Member	22-Jul-2014		
3	00033404	NIKHIL MAHAJAN	Executive Director	Member	22-Jul-2014		

1	03-Nov-2023			true	8	8	4
2	02-Feb-2024	90		true	8	8	4
3	30-Mar-2024	56		true	8	7	4

1	Audit Committee	03-Nov-2023				true	4	4	3	0
2	Nomination and remuneration committee	03-Nov-2023					3	3	2	0
3	Audit Committee	02-Feb-2024	90			true	4	4	3	0
4	Nomination and remuneration committee	02-Feb-2024				true	3	3	2	0
5	Audit Committee	30-Mar-2024	56			true	4	4	3	0

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			
Disclosure of notes of material transaction with related party			

Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No	
Other details of cyber security incidence or breaches or loss of data event			
Number of cyber security incidence or breaches or loss of data event occurred during the quarter			
Sr	Date of the event	Brief details of the event	

Annexure 1			
VI. Affirmations			
Sr	Subject	Compliance status (Yes/No)	
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	
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes	
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes	
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes	
6	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	
7	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	
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes	
9	Any comments/observations/advice of Board of Directors may be mentioned here:		

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Rachna Sharma
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.cleducate.com
2	Terms and conditions of appointment of independent directors	Yes		www.cleducate.com
3	Composition of various committees and board of directors	Yes		www.cleducate.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.cleducate.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.cleducate.com
6	Criteria of making payments to non-executive directors	Yes		www.cleducate.com
7	Policy on dealing with related party transactions	Yes		www.cleducate.com
8	Policy for determining 'material' subsidiaries	Yes		www.cleducate.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.cleducate.com
10	Email address for grievance redressal and other relevant details	Yes		www.cleducate.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.cleducate.com
12	Financial results	Yes		www.cleducate.com
13	Shareholding pattern	Yes		www.cleducate.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	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
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		www.cleducate.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.cleducate.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.cleducate.com
20	Secretarial Compliance Report	Yes		www.cleducate.com
21	Materiality Policy as per Regulation 30(4)	Yes		www.cleducate.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.cleducate.com
23	Disclosures under regulation 30(8)	Yes		www.cleducate.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend distribution policy as specified in regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.cleducate.com
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.cleducate.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes		www.cleducate.com
Disclosure of notes on website in terms of Listing Regulations explanatory				

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of directorship	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration committee meeting	19(2A)	Yes	
20	Meeting of nomination & remuneration committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
23	Meeting of stakeholder relationship committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided - Add Notes				

Annexure II		
Sr	Name of signatory	Compliance status
1		Rachna Sharma
2	Designation	Company Secretary and Compliance Officer

Annexure II	
Sr	Particulars
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied
Any other information to be provided	

Additional Half yearly Disclosure			
Applicability of disclosure		Applicable	
Reason for Non Applicability			
I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	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)
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	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			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0
(D) Additional Information			
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
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.		Yes	
Name	Arjun Wadhwa		
Designation	CFO		
Place	New Delhi		
Date	19-Apr-2024		



Rachna