

# Corporate Governance

| General information about company |                    |
|-----------------------------------|--------------------|
| Scrip Code                        | 540403             |
| NSE Symbol                        | CLEEDUCATE         |
| MSEI Symbol                       | NOTLISTED          |
| ISIN                              | INE201M01029       |
| Name of the entity                | CL Educate Limited |
| Date of start of financial year   | 01-APR-2024        |
| Date of end of financial year     | 31-MAR-2025        |
| Reporting Quarter                 | Half Yearly        |
| Date of Report                    | 30-Sep-2024        |
| Risk management committee         | Not Applicable     |

| Annexure I   |                               |            |          |  |
|--|-------------------------------|------------|----------|--|
| Annexure I to be submitted by listed entity on quarterly basis |                               |            |          |  |
| I. Composition of Board of Directors                           |                               |            |          |  |
| Mr.  | SATIYA NARAYANAN RAMAKRISHNAN | AFJPS7585N | 00307326 | Executive Director                       |
| 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                   | AEQPI9499E | 03485628 | Non-Executive - Non Independent Director |

| Annexure 1   |  |
|--|--|
| II. Composition of Committees                                |  |
| Disclosure of notes on composition of committees explanatory |  |

| Audit Committee Details                               |                   |                                      |             |             |     |
|---|-------------------|--------------------------------------|-------------|-------------|-----|
| Whether the Audit Committee has a Regular Chairperson |                   |                                      |             |             | Yes |
| 03593974  | GIRISH SHIVANI    | Non-Executive - Independent Director | Chairperson | 06-Oct-2018 |     |
| 00676830  | MADHUMITA GANGULI | Non-Executive - Independent Director | Member      | 24-Jul-2017 |     |
| 00064703  | SANJAY TAPRIYA    | Non-Executive - Independent Director | Member      | 29-Jun-2020 |     |
| 00033548  | GAUTAM PURI       | Executive Director                   | Member      | 10-Nov-2020 |     |

| Nomination and remuneration committee                 |                |  |             |             |     |
|---|----------------|--|-------------|-------------|-----|
| Whether the Audit Committee has a Regular Chairperson |                |  |             |             | Yes |
| 00064703  | SANJAY TAPRIYA | Non-Executive - Independent Director     | Chairperson | 10-Nov-2020 |     |
| 03485628  | IMRAN JAFAR    | Non-Executive - Non Independent Director | Member      | 02-Nov-2018 |     |
| 03593974  | GIRISH SHIVANI | Non-Executive - Independent Director     | Member      | 27-Nov-2018 |     |

| Stakeholders Relationship Committee                   |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| 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             | 27-Nov-2018         |                   |         |
| 2   | 00033548   | GAUTAM PURI               | Executive Director                   | Member                  | 22-Jul-2014         |                   |         |
| 3   | 00033404   | NIKHIL MAHAJAN            | Executive Director                   | Member                  | 22-Jul-2014         |                   |         |

|   |             |    |  |      |   |   |   |
|---|-------------|----|--|------|---|---|---|
| 1 | 08-May-2024 |    |  | true | 8 | 7 | 3 |
| 2 | 07-Aug-2024 | 90 |  | true | 8 | 7 | 4 |
| 3 | 29-Aug-2024 | 21 |  | true | 8 | 7 | 3 |

|   |                                       |             |    |  |      |   |   |   |   |
|---|---------------------------------------|-------------|----|--|------|---|---|---|---|
| 1 | Audit Committee                       | 08-May-2024 |    |  | true | 4 | 4 | 3 | 0 |
| 2 | Audit Committee                       | 07-Aug-2024 | 90 |  | true | 4 | 3 | 3 | 0 |
| 3 | Audit Committee                       | 29-Aug-2024 | 21 |  | true | 4 | 4 | 3 | 0 |
| 4 | Nomination and remuneration committee | 08-May-2024 |    |  | true | 3 | 2 | 2 | 0 |
| 5 | Nomination and remuneration committee | 07-Aug-2024 | 90 |  | true | 3 | 3 | 2 | 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) | NA                         |
| 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 III                         |   |                                      |                               |  |
|--------------------------------------|---|--------------------------------------|-------------------------------|--|
| III. Affirmations                    |   |                                      |                               |  |
| Sr                                   | Particulars   | Regulation Number                    | Compliance status (Yes/No/NA) | If status is No details of non-compliance may be given here. |
| 1                                    | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report, displayed on website | 46(2)                                | 0                             |  |
| 2                                    | Presence of Chairperson of Audit Committee at the Annual General Meeting  | 18(1)(d)                             | 0                             |  |
| 3                                    | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting  | 19(3)                                | 0                             |  |
| 4                                    | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting   | 20(3)                                | 0                             |  |
| 5                                    | Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report  | 24A(1)                               | 0                             |  |
| 6                                    | Submission of Annual Secretarial Compliance Report  | 24A(2)                               | 0                             |  |
| 7                                    | Whether 'Corporate Governance Report' disclosed in Annual Report  | 34(3) read with para C of Schedule V | 0                             |  |
| Any other information to be provided |   |                                      |                               |  |

| Annexure III |                   |               |
|--------------|-------------------|---------------|
| 1            | Name of signatory | Rachna Sharma |
| 2            | Designation       | CFO           |

| 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  |   |  |  |
| 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. |   | Compliance Status                                      | Company Remarks  |
|   |   | Yes  |  |
| Name  | Arjun Wadhwa                                |  |  |
| Designation   | CFO   |  |  |
| Place   | New Delhi                                   |  |  |
| Date  | 18-Oct-2024                                 |  |  |



*PAJ*