

Q4 & FY17 Investor Update

JUNE 2017

BSE: 540403 | NSE: CLEDUCATE



Safe harbor

Certain statements in this document may be forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties like regulatory changes, local political or economic developments, and many other factors that could cause our actual results to differ materially from those contemplated by the relevant forward-looking statements.

CL Educate Ltd. will not be in any way responsible for any action taken based on such statements and undertakes no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances.

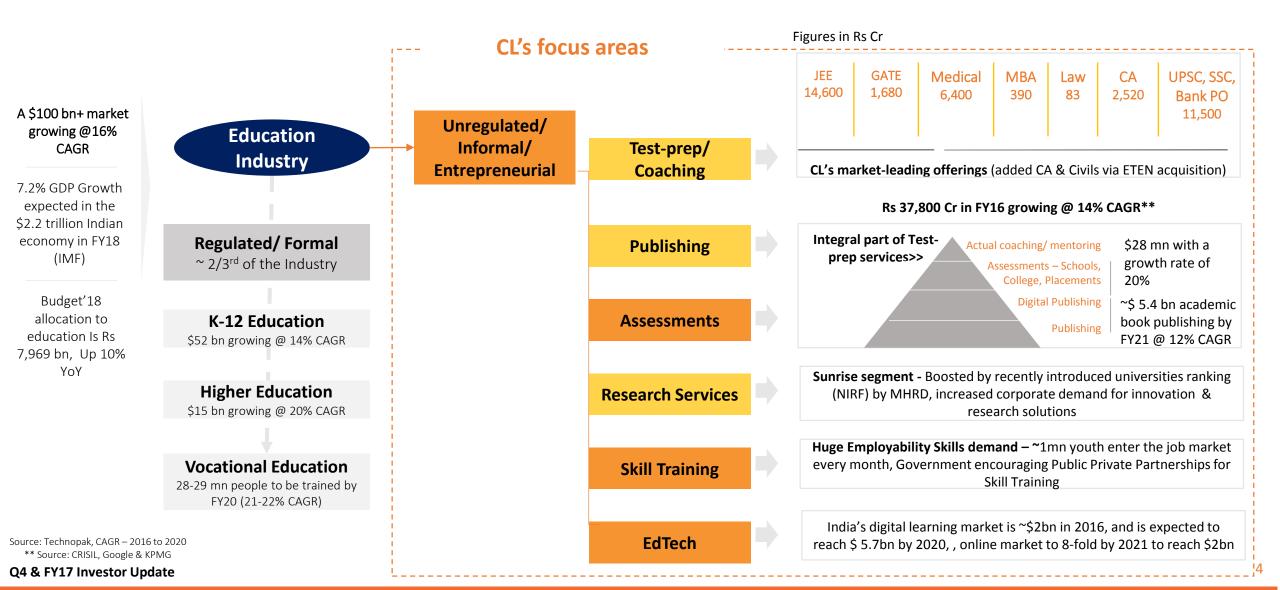


Contents

| CL Educate : A sustainable education services play | 4-11 |
|--|-------|
| Financial Performance | 13-15 |
| Strong Business Performance | 17-28 |
| Annexure | 30-34 |
| Corporate Structure | 30 |
| Shareholding Pattern | 31 |
| Financials | 32-34 |



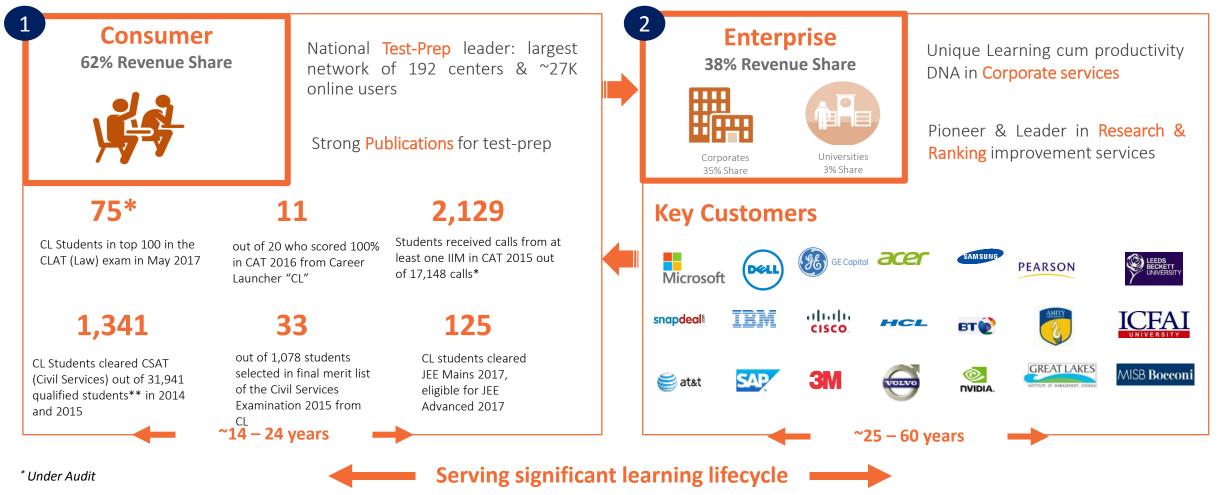
Sizable @\$100 bn+, fast-growing with new opportunities





Well established brand with diversified revenue streams

Balanced Consumer, Enterprise mix in Revenues; Delivering Successful Outcomes

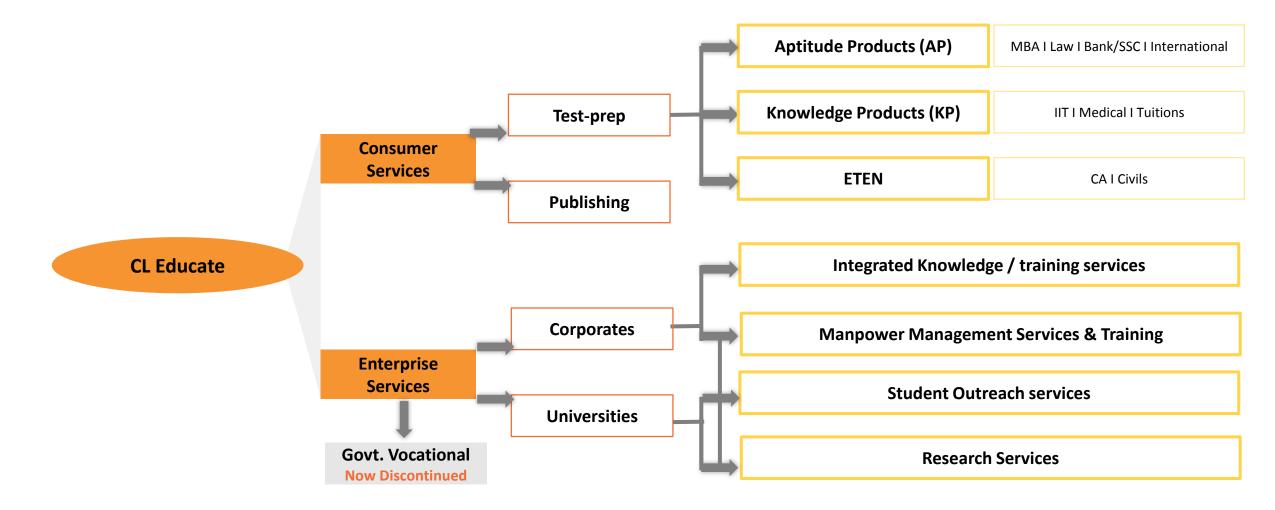


Q4 & FY17 Investor Update

CL's portfolio



Comprehensive product portfolio in Knowledge & Career Services





Strong foundation for accelerated growth

| | | | 2015 | 2017 |
|-----------------------|---------------------------|--|---|--|
| | 1996 - 2005 Foundation | 2010 Diversification + Enterprise + pan India | Consolidation + Research Services Cross-leveraging synergies | Acceleration driven by Digital Asset Light High ROI |
| Revenues | Rs 40 Cr | Rs 123 Cr | Rs 283 Cr Adj. Rev. Rs 228 Cr* | Rs 279 Cr Adj. Rev. Rs 277 Cr* |
| Student Enrolments | 34,526 | 67,229 | 77,953 | 86,636 |
| Active titles | - | - | 1,306 titles | 2,066 titles |
| # of TP Centers | 72 | 157 | 146 | 162 |
| Digital Enrolments | - | - | 13% | 31% |
| Enterprise Clients | Nil | 31 | 159 | 146 |

Q4 & FY17 Investor Update

* Adjusted for consciously scaled down Vocational Revenue and Nokia Business

Unique Synergies



Cross-leveraging between consumer & enterprise platforms

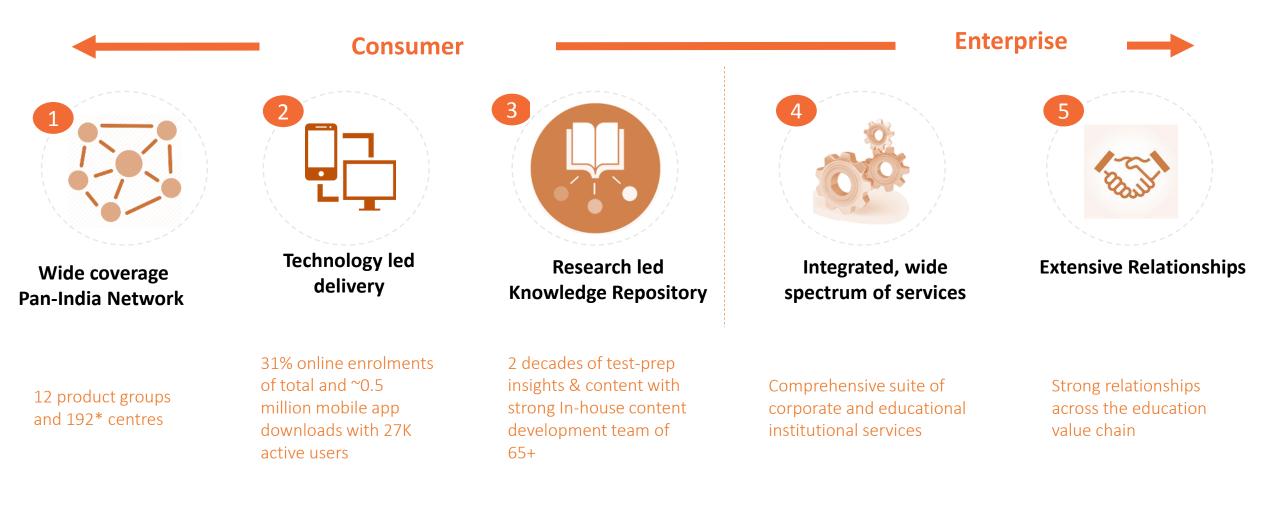


Our USP



Key differentiators

Strong brand equity across businesses





Our Team Well qualified & experienced team steering at the helm

Satya Narayanan R.,

Chairman & Executive Director

- 19+ years of experience in the education sector
- Bachelor's degree in Computer Sciences from St Stephen's
- Post Graduate Diploma from IIM Bangalore

Gautam Puri,

Vice Chairman & Managing Director

- 19+ years of experience in the education sector
- Bachelor's degree in Chemical Engineering from Punjab Engineering College
- Post Graduate diploma from IIM
 Bangalore

Nikhil Mahajan,

Executive Director & CFO

- 18+ years of experience in finance and education
- Bachelor's degree in Electrical Engineering from Benaras Hindu University
- Post Graduate diploma from IIM Bangalore

R Shiva Kumar,

Chief Academic Officer

- 18+ years of experience in the private education sector,
- IIT Madras/IIM Kolkata

Sreenivasan .R,

- Chief Customer Officer
- 15 years+ experience in education,
- MTech from JNU,
- MBA from IIM Bangalore

Sujit Bhattacharyya,

Chief Digital Officer

- Over 15 years of experience in the education sector,
- BTech from IIT Kharagpur;
- Post Graduate diploma from IIM Bangalore



Strong ethos

Focussed on governance & processes

Independent/ Nominee Directors are a majority on Board

Sridar A. lyengar, Independent Director, Chairman Audit Committee

- 35 years+ experience in financial services
- Ex-Chairman & CEO of KPMG-India, serves on the Board of American India Foundation

Safir Anand,

Independent Director, Chairman CSR Committee

- Senior Partner and head of trademarks and contractual law (Anand & Anand)
- Recognized as a leading intellectual property lawyer by Chambers Asia-Pacific and by ICFM 250 in 2014

Viraj Tyagi,

Independent Director

- Over 21 years of experience in the financial services sector
- Post Graduate diploma from IIM
 Bangalore

Sangeeta Modi,

Independent Director

- 22 years + experience in financial services sector
- Post Graduate diploma from IIM Bangalore; Co-founder of Access Asset Managers Private Limited

Gopal Jain,

Nominee Director

- 25+ years of experience in the private equity & financial services sector
- Bachelor's degree in Electrical Engineering from the IIT, Delhi; Cofounder of Gaja Capital

Focussed on high corporate governance

Internal Audit performed by an external firm Audit Committee, Nomination & Remuneration Committee has only independent/ nominee directors

Whistle-blower mechanism Statutory Auditors – Haribhakti & Co LLP & Auditors Deloitte



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|--|-------|
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| Strong Business Performance | 17-28 |
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FY17 Highlights



Stable financial performance despite planned exit from Govt. Business

Robust performance of core operations – Adjusted Revenues up 21% YoY

| Consolidated financials, In Rs Cr | FY 15 | FY 16 | FY 17 |
|-----------------------------------|--------|--------|--------|
| Reported Revenue | 283 | 282 | 279 |
| Adjusted Revenue* | 214 | 228 | 277 |
| Reported EBITDA | 44 | 48 | 47 |
| Adjusted EBITDA | 39 | 52 | 53 |
| Reported PAT | 21 | 21 | 19 |
| Adjusted PAT | 15 | 24 | 25 |
| Debt/Equity | 0.30 x | 0.29 x | 0.16 x |
| Adjusted ROCE [#] | 11.4% | 14.3% | 13.9% |

Adverse Factors

External

Demonetisation and delay in X & XII Board exams from March to April - revenue loss of Rs 8-9 cr and EBITDA loss to the tune of Rs 4.5-5 Cr

Internal

- Loss of Rs 17 Cr from discontinuation of Nokia Business
- Planned descaling of GVET revenue impact of Rs 33.5 Cr and ~5 Cr of EBITDA

*Figures adjusted for GVET and Nokia Businesses

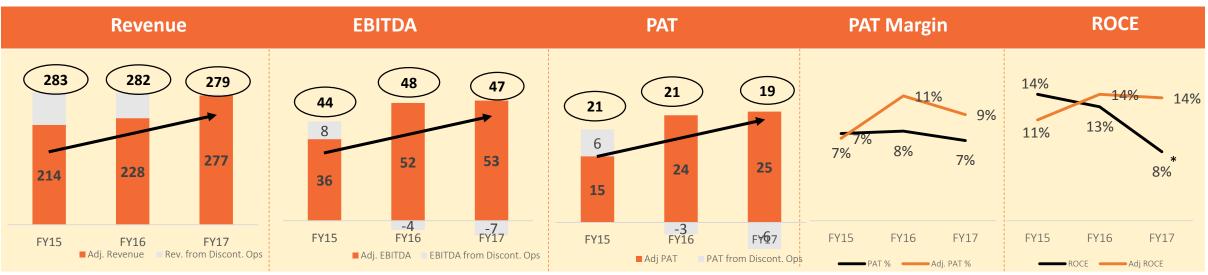
Return Ratios are calculated with Networth adjusted for Unutilized IPO Proceeds, and PAT and EBIT adjusted for GVET and Nokia Businesses

FY17 Results Review



Diversified model helps overcome external challenges in H2

Consolidated financials, In Rs Cr



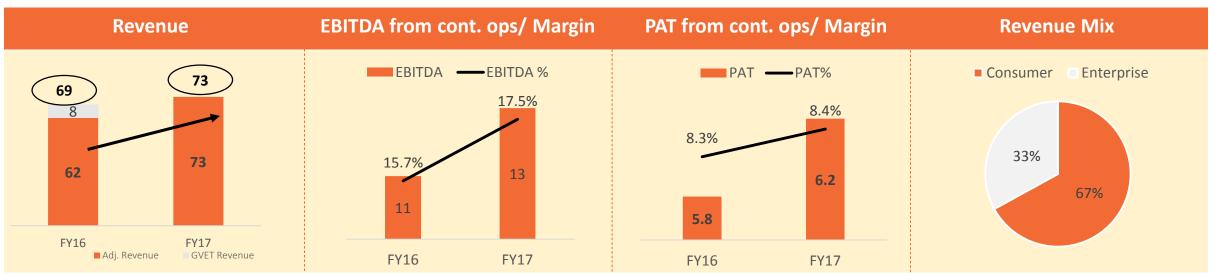
Consolidated revenue down marginally i.e. ~1% at Rs 279 Cr despite drop in GVET revenue and Nokia due to strong growth in Consumer Businesses.

- Adjusted Revenue up 21% YoY at Rs 277 Cr
- EBTIDA margin stable at ~17% of revenue, EBITDA at Rs 46.8 Cr vs. Rs 47.3 Cr in FY16
- PBT at Rs 28.5 Cr, with a PBT margin of 10.2%
 - Depreciation lower than last year as non working assets off-loaded; Interest cost to go down in future, given liquidity available post IPO
- Profit for the year at Rs 18.95 Cr, with a margin of 6.8%,
 - Average tax rate of 34% vs. 28% last year due to disappearance of 80IC benefits & MAT Credits in CL Media



Adjusted revenue up 18% despite impact of demonetisation

Consolidated financials, In Rs Cr



- Revenue up 6% YoY at Rs 73 Cr with robust growth in core businesses more than compensating for discontinued GVET Revenue (Rs 7.7 Cr in Q4FY16)
 - Share of consumer in total segmental revenues at 67%*
- EBTIDA up by 18%YoY to reach Rs 12.8 Cr FY17. EBITDA margin up to 17.5% from 15.7%% in Q4FY16
 - Impact of GVET EBITDA Loss of Rs 1.9 Cr. Excluding that, Adjusted EBITDA of Rs 14.7 Cr
- PAT from continuing operations up 8% YoY to reach Rs 6.2 Cr with margin of 8.4%
 - PAT from discontinued operations of Rs 0.8 Cr in FY17 compared to Rs 1.2 Cr in FY17.
 - Total PAT of Rs 7.0 Cr in FY17 with margin of 9.5%



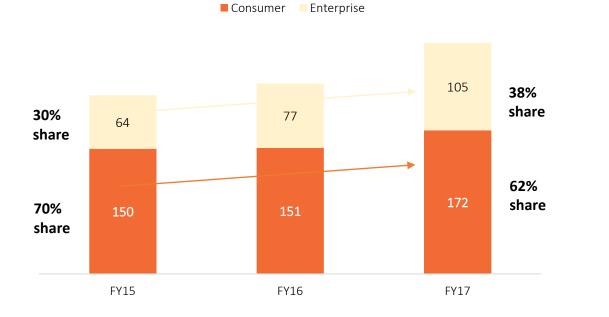
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|--|-------|
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Detailed Business Overview

Consumer & Enterprise deliver growth

Segmental Revenues Break-up

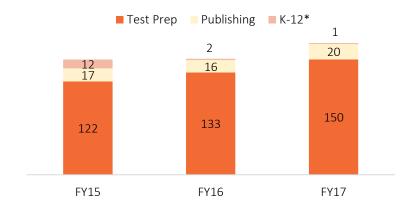


Consolidated financials, figures in Rs Cr

Consumer revenues include Test-Prep, Publishing & K12 (Discontinued) Enterprise Revenues excludes GVET & Nokia Business

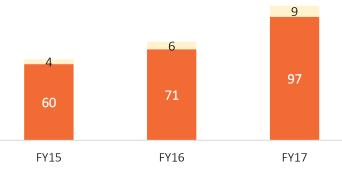


Consumer Revenue



Enterprise Revenue

Corporate Universities





CONSUMER BUSINESS

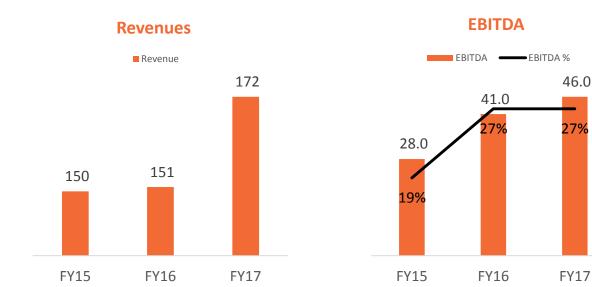
Consumer Business



High revenue growth (YoY) with stable EBITDA Margins

Strong brand with pan-India presence in Test-Preparation

- Scalable & asset-light business
- Market leader in Aptitude Products (AP) MBA and Law Test prep offering
- 192* test prep centers with 90* owned centers and 102 centers under partnership model
- Comprehensive and fully owned content, complemented by experienced faculty and trainers
- ETEN CA & IAS business acquisition to add Knowledge Products (KP) based test-prep offerings
- 2,066 active titles and 1.1 million copies sold in FY17



Consumer Revenue up by 14% to reach Rs 172 Cr driven by both Test Prep and Publishing businesses

- Consumer EBITDA up by 13% to reach Rs 46 Cr
- EBDITA Margins maintained at 27%

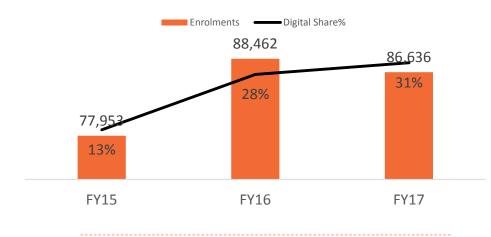
Note: *Includes 30 centres of ETEN (Acquired in April 2017) Consolidated financials, figures in Rs Cr

Consumer revenues include Test-Prep, Publishing & K-12 (K12 (Discontinued))



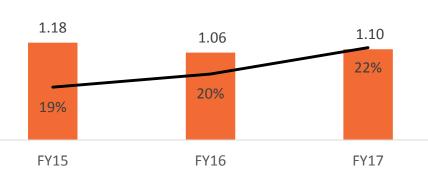
Consumer Business: Growth fuelled by digital strategy

Test-Prep in #s



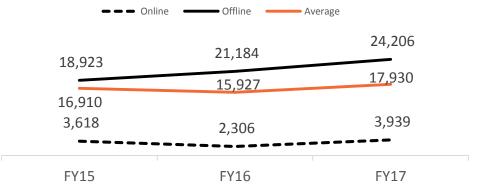
Publishing in #s

Copies Sold (in Mn)



Digital Share%

Average Pricing of TP courses



- □ TP enrolments down by 2% to 86,636, Avg. price per student up by 11%
- Digital billing in FY17 up by 86% YoY
 - Online enrolments increased by 9% YoY
 - Average pricing increased by 71% YoY
- 2,066 test-prep content titles in FY17
 - Share of copies sold through digital model up to 22% from 20% in FY16

Consolidated financials, In Rs Cr

Consumer Business:



ETEN Acquisition: High growth, High ROE CA + Civils products

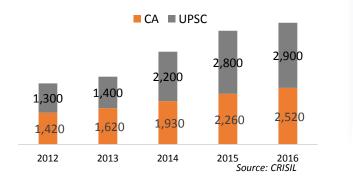
ETEN's Strong Assets

- Well-established & reputed test-prep brand in CA & IAS
- Pan India Network 25 centres, 5 studios
- Asset-light highly scalable VSAT model

At peak in FY14-15, ETEN had 71,000+ students

Large Market Opportunity

CA & UPSC market (Rs Cr)



CL emerges as one of the largest pan-India network offering full bouquet of Aptitude-based & Knowledge-based test-prep services





- □ Larger combined network: 192 centers from an earlier network of 162 centres
- Huge Cross-selling opportunities
- Strengthen knowledge-based test prep programs: Vantage entry into CA coaching, strengthens Civils portfolio - replicable into other CL segments utilizing ETEN's network
- Opportunity to add other knowledge products : IITJEE/ Medical/ GATE, etc.

Payback in 2 years

Attractive terms - Staggered payment of Rs 6 cr over 30 months & 4% Revenue Share in FY18, FY19 & FY20

□ 3x Revenue Growth in 3 years

□ ROE at end of 3rd year > 100% of Capital deployed

Consumer Business: Future Growth strategy



Expand Offerings

- New Products
 - Focus on KP portfolio
 - Esp. Engg/ Medical
- Digital Expansion
 - Introducing live online classes for existing products
 - Tapping different media Youtube, Mobile Apps and Portals

Inorganic

- □ ETEN Integration & Scale up
 - □ Rs 36- 40 Cr by 2020

- Grow geographical test prep network
 - Franchising
 - □ VSAT as multiplier for existing products
 - Cross-Sell ETEN KP on Career Launcher Network
- □ Increase per centre utilisation

- □ Fill portfolio gaps
 - Acquisitions
 - Strategic Partnerships (like ETEN KD Campus)

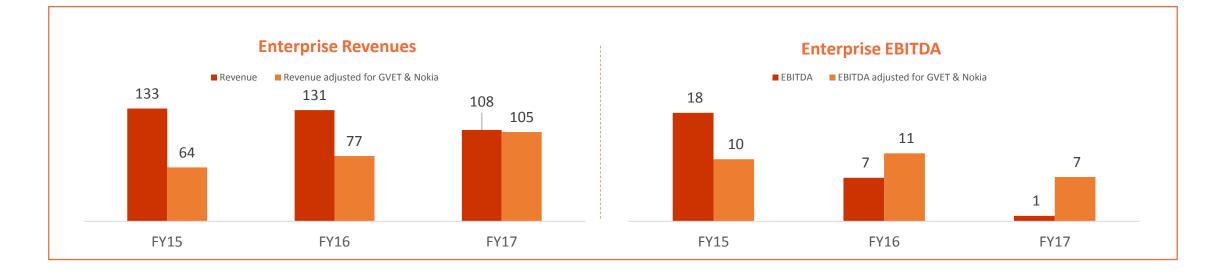


ENTERPRISE BUSINESS

Enterprise Business



Higher profits* with planned exit from Govt. vocational Business



Overall Kestone (Corporates) Revenue sustained, revenue growth of 20% adjusted for Nokia business of Rs 17 cr

- GVET business discontinuation impacted EBITDA by ~3-3.5 Cr
- Demonetisation effect : Low corporate marketing spends for 90 days with operational challenges and work shifted to new fiscal as clients shifted product launches to new year
- New marquee clients added in corporates including Google



Knowledge services for Corporates

Kestone provides Integrated Business, Marketing & Sales Services for Corporates

Knowledge services

- Corporate research services and IP management
- Product and Marketing consulting services
- Sales consulting services

Integrated marketing services and solutions

- Product Launches
- Dealer Meet/ Sales conferences / Seminars
- Activation Customer Promotion / Tele-marketing Services
- Lead Generation / Channel Loyalty Programs
- Online marketing communication
- Social media marketing/ Corporate training

Manpower management and Training Services

- Retail/ Secondary/ Enterprise Sales
 Management
- Product Training Sales Training
- Corporate Training Workshops



Enterprise Business:



Knowledge services for Universities & Corporates

CL Media facilitates universities wrt reaching out to the right student set and improving their quality of intake

Business Solutions

- Project Consultancy
- Student Outreach Services
- Digital Marketing and Social Media Campaigns
- Print Media Campaigns
- Events

Benefits extended to the universities

- Attract Smart Students
- Better Placement Records
- Improved Brand equity
- International presence and thought leadership
- Student Diversity

Accendere facilitates universities wrt improving their rankings through research and start-up incubation

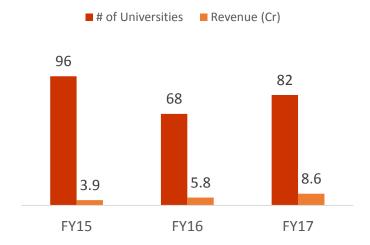
Research and Innovation

- Research Incubation Services
- Start-up Incubation Services
- Worldwide Academia-Industry Network
- Corporate Research Incubation and IP
 Management

Benefits extended to the universities

- Attract Smart Students
- Improved Research Output & Publishing
- Seed Funding and CSR projects
- Attract Research Funds from Govt. & Industry
- NIRF, NAAC, QS and THE consultancy

Universities



- Media and research business grew 48% at Rs 8.6 Cr vs Rs 5.8 Cr LY
- Research business 2 clients in FY 16 to 7 in FY17



3 YEAR BUSINESS STRATEGY



Our Strategy

Asset-light multi-faceted strategy for growth and high stakeholder returns



Strengthen core consumer businesses Expand offerings

- Introduce new courses
- Grow geographical test prep network
- Increase per centre utilisation

Tech-enabled

- Expand digital content & tools
- Expand digital distribution
- Tech-enabled optimization



Build upon B2B businesses

- Cross-Leverage knowledge assets & insights to expand B2B service offerings
- Cross-sell to corporate & educational institute relationships build via consumer businesses



Inorganic

- Fill in portfolio gaps
- Enhance customer base
- Multiplier effect from cross-sell
- Build on successful past track record

Outlook 2020

- Revenue Goal Rs 500 to 520 cr @19-21% CAGR
 - Consumer Business Rs 290-305 cr. , CAGR of 21-22% Including ETEN
 - Enterprise Business Rs 200-210 cr , CAGR of 20-21%
- EBIDTA: Rs 102-110 Cr , CAGR of 28-30%
- **PAT**: Rs 66-69 cr , CAGR of 38-42%
- **ROCE**: 17.5 18%
- Cash in bank: Rs 280-300 cr (Rs 125 cr Post IPO)

Goals of Key New Businesses

- ETEN: Revenue of ~Rs 36-40 cr , CAGR of 35%, Operating Margin at 15%
- Accendere Research Business: Revenue of ~Rs 20 cr with Operating margin at 35%

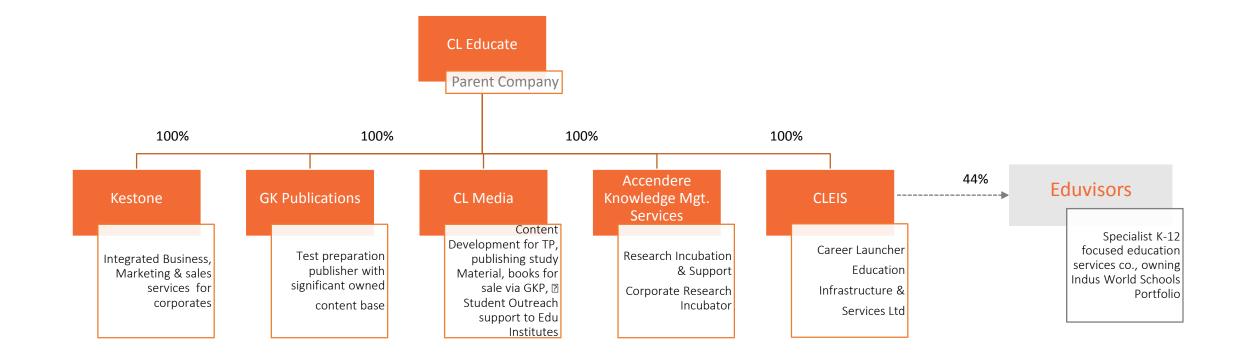


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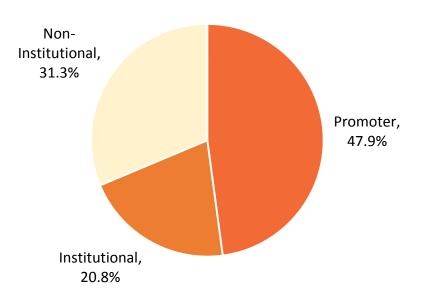
Corporate Structure





Shareholding pattern

Outstanding Shares (March 31, 2017) 14,163,278



Key investors > 1%

| Investor | % Shareholding |
|--|----------------|
| Gaja Trustee Company Ltd/ GPE (India) Limited | 8.5% |
| Housing Development Finance Corporation Ltd. | 4.2% |
| Ashoka PTE/Macquaire Emerging Markets Asian Trading PTE Ltd. | 3.1% |
| Ocean Dial Gateway to India Mauritius Ltd. | 2.9% |
| Sundaram Mutual Fund – Sundaram Tax Saver Fund | 2.4% |
| HDFC Trustee Company Ltd – HDFC Prudence Fund | 2.3% |
| DSP Blackrock Micro Cap Fund | 2.0% |
| Canara HSBC Oriental Bank of Commerce Life Insurance Company Ltd. | 1.9% |
| ICICI Lombard Gen. Insurance Company Ltd. | 1.7% |
| HDFC Standard Life Insurance Company Ltd. | 1.5% |
| Principal Trustee Company Pvt. Ltd. | 1.1% |

Consolidated Profit and Loss Report

| Particulars (Rs Cr) | Q4 FY'17 | Q4 FY'16 | Q3 FY'17 | % Chg YoY | % Chg QoQ | FY'17 | FY16 | % Chg YoY |
|---|----------|----------|----------|-----------|-----------|-------|-------|-----------|
| Net sales | 66.7 | 58.4 | 49.4 | 14.3% | 35.0% | 258.9 | 261.3 | -0.9% |
| Other Operating Income | 3.8 | 8.2 | 0.2 | -53.7% | 2060.6% | 10.9 | 12.6 | -13.2% |
| Other Income | 2.9 | 2.6 | 1.9 | 15.2% | 57.7% | 9.2 | 8.4 | 9.3% |
| Total Revenue | 73.5 | 69.2 | 51.5 | 6.2% | 42.7% | 279.1 | 282.3 | -1.1% |
| Cost of raw material and components consumed | 3.1 | 1.7 | 1.5 | 81.1% | 114.0% | 8.7 | 6.5 | 33.7% |
| Purchases of traded goods | 0.4 | 0.5 | 0.2 | -31.6% | 119.8% | 1.6 | 3.4 | -53.9% |
| Decrease in inventories of finished goods, work-in- | (0.7) | 0.9 | | NM | NM | | 1.8 | NM |
| progress and traded goods | | | (1.0) | | | (2.1) | | |
| Cost of services | 34.7 | 29.3 | 24.7 | 18.5% | 40.4% | 132.7 | 118.0 | 12.4% |
| Employee benefit expenses | 11.7 | 11.9 | 12.5 | -2.2% | -6.9% | 50.6 | 61.1 | -17.2% |
| Other expenses | 11.4 | 13.9 | 12.0 | -17.7% | -4.7% | 48.7 | 51.6 | -5.6% |
| Depreciation and Amortization | 1.6 | 1.8 | 1.6 | -10.2% | 1.6% | 6.4 | 8.0 | -19.4% |
| EBIT | 11.2 | 9.0 | (0.0) | 24.2% | NM | 32.5 | 31.8 | 2.0% |
| Interest & Finance charges | 2.5 | 2.5 | 2.2 | 0.7% | 15.8% | 7.9 | 7.1 | 10.8% |
| РВТ | 8.7 | 6.5 | (2.2) | 33.2% | NM | 24.6 | 24.7 | -0.6% |
| Tax Expense | 2.5 | 0.8 | (0.7) | 221.5% | NM | 8.0 | 5.7 | 39.3% |
| PAT from Continuing Operations | 6.2 | 5.7 | (1.5) | 7.9% | NM | 16.6 | 19.0 | -12.6% |
| Discontinued Operations | | | | | | | | |
| PBT from Discontinued Operations | 1.3 | 2.0 | 1.1 | -30.9% | 24.2% | 3.9 | 4.2 | -7.2% |
| Tax Expense of Discontinued Operations | 0.5 | 0.7 | 0.3 | -28.6% | 107.1% | 1.6 | 1.8 | -10.8% |
| PAT from Discontinued Operations | 0.8 | 1.2 | 0.8 | -32.4% | -1.0% | 2.3 | 2.5 | -4.5% |
| Total PAT | 7.0 | 7.0 | (0.6) | 0.9% | NM | 19.0 | 21.5 | -11.7% |

Consolidated Balance-Sheet

| Particulars (Rs Cr) | FY'17 | FY16 |
|--------------------------------|-------|-------|
| Share capital | 14.2 | 11.9 |
| Reserves and Surplus | 343.9 | 228.6 |
| Shareholder's funds | 358.1 | 240.6 |
| Long-term Borrowings | 8.0 | 25.5 |
| Deferred Tax Liabilities (net) | 2.2 | 1.5 |
| Other Long-term Liabilities | 0.4 | 0.3 |
| Long-term Provisions | 3.8 | 3.5 |
| Non-current Liabilities | 14.2 | 30.7 |
| Short-term borrowings | 43.4 | 37.6 |
| Trade Payables | 26.7 | 24.7 |
| Other current Liabilities | 174.5 | 50.7 |
| Short-term Provisions | 2.2 | 2.2 |
| Current Liabilities | 246.9 | 115.3 |
| Total Liabilities | 619.2 | 386.6 |
| | | |
| Fixed Assets | 96.0 | 87.6 |
| Goodwill on consolidation | 33.1 | 33.1 |
| Non-current investments | 1.7 | 1.7 |
| Deferred tax assets (net) | 1.1 | 0.8 |
| Long-term loans and advances | 19.4 | 22.0 |
| Other non-current assets | 12.8 | 11.2 |
| | | |
| Inventories | 8.2 | 6.5 |
| Trade receivables | 139.1 | 118.0 |
| Cash and cash equivalents | 222.5 | 15.9 |
| Short-term loans and advances | 72.1 | 73.9 |
| Other current assets | 13.4 | 15.9 |
| Current Assets | 455.2 | 230.2 |
| Total Assets | 619.2 | 386.6 |
| | | |

Financial Statements



Ratios

Key P&L Ratios

| | FY17 | FY16 |
|---------------------------------|------|------|
| Growth (%) on Adjusted* Revenue | 21% | 7% |
| EBITDA Margin (%) | 17% | 17% |
| Adjusted EBITDA Margin (%) | 19% | 23% |
| PAT Margin (%) | 7% | 8% |
| Adjusted PAT Margins (%) | 9% | 11% |

*Figures adjusted for GVET and Nokia Businesses

Key Balance-Sheet Ratios

| Financial Ratios | FY17 | FY16 |
|---------------------------------------|-------|-------|
| D/E | 0.16 | 0.29 |
| Total Receivable days | 188 | 157 |
| Vocational Debtors % of Total Debtors | 38% | 47% |
| ROCE (%) | 7.8% | 12.9% |
| Adjusted ROCE [#] | 13.9% | 14.3% |

adjusted for Unutilized IPO Proceeds, GVET and Nokia Businesses



CONTACT US

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About CL Educate Ltd.

CL Educate Ltd. is a well-diversified and technology enabled provider of education products, services, contents and infrastructure with presence across the education value-chain. It commenced its operations in 1996 and is present in test-preparation & training services, publishing & content development, integrated business, marketing & sales services for corporate, vocational training programs, integrated solutions to educational institutions. For more information visit <u>www.cleducate.com</u>