

# FORM NO. MGT-7

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



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L74899DL1996PLC425162

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACC3885C

(ii) (a) Name of the company

CL EDUCATE LIMITED

(b) Registered office address

A-45, First Floor Mohan Co-operative Industrial Estate, Mathura Road Badarpur (South Delhi)  
New Delhi  
South Delhi  
Delhi  
110044



(c) \* e-mail ID of the company

compliance@cleducate.com

(d) \* Telephone number with STD code

01141281100

(e) Website

ww.cleducate.com

(iii) Date of Incorporation

25/04/1996

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \* Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(vii) \* Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \* Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

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	P4	Educational support services	100

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

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	CAREER LAUNCHER INFRASTRU +	U22100DL2008PTC174240	Subsidiary	100
2	CAREER LAUNCHER PRIVATE LI +	U80301DL2021PTC378555	Subsidiary	99

3	ICE GATE EDUCATIONAL INSTI +	U80300GJ2015PTC084170	Subsidiary	69.5
4	CAREER LAUNCHER FOUNDAT +	U80902DL2020NPL372856	Subsidiary	100
5	THREESIXTYONE DEGREE MIN +	U74910TN2006PTC060463	Subsidiary	38.92
6	Kestone CL Asia Hub Pte. Ltd.		Subsidiary	99.89
7	Kestone CL US Limited		Subsidiary	100
8	PT. Kestone CLE Indonesia		Subsidiary	100
9	CL Educate (Africa) Limited		Subsidiary	90
10	CL Singapore Hub Pte. Ltd		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	80,000,000	54,052,393	54,052,393	54,052,393
Total amount of equity shares (in Rupees)	400,000,000	270,261,965	270,261,965	270,261,965

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share with Voting Rights				
Number of equity shares	80,000,000	54,052,393	54,052,393	54,052,393
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	400,000,000	270,261,965	270,261,965	270,261,965

###### (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**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	215,072	54,853,240	55068312	275,341,560	275,341,560	
<b>Increase during the year</b>	0	34,690	34690	173,450	173,450	234,892
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	33,556	33556	167,780	167,780	234,892
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	1,134	1134	5,670	5,670	0
Physical Shares have been converted into Demat						
<b>Decrease during the year</b>	1,134	1,049,475	1050609	5,253,045	5,253,045	0
i. Buy-back of shares	0	1,049,475	1049475	5,247,375	5,247,375	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	

iv. Others, specify	1,134	0	1134	5,670	5,670	
Physical Shares have been converted into Demat S						
<b>At the end of the year</b>	213,938	53,838,455	54052393	270,261,965	270,261,965	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

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		(i)	(ii)	(iii)
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

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 90%;" type="text"/>
---	--

Date of registration of transfer (Date Month Year)	<input style="width: 90%;" type="text"/>
--	--

Type of transfer	<input style="width: 90%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 90%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 90%;" type="text"/>
---	--	---	--

Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
----------------------------	--

Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
----------------------------	--

Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 90%;" type="text"/>
--	--

Type of transfer	<input style="width: 90%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 90%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 90%;" type="text"/>
---	--	---	--

Ledger Folio of Transferor		<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	
Ledger Folio of Transferee		<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of 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
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(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
<b>Total</b>	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

2,919,667,760

(ii) Net worth of the Company

2,679,293,170

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	23,860,360	44.14	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,021,840	9.29	0	
10.	Others Society	45,732	0.08	0	
	<b>Total</b>	28,927,932	53.51	0	0

**Total number of shareholders (promoters)**

24

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	14,036,729	25.97	0	
	(ii) Non-resident Indian (NRI)	459,894	0.85	0	
	(iii) Foreign national (other than NRI)	401,112	0.74	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	4,394,796	8.13	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	795,636	1.47	0	
9.	Body corporate (not mentioned above)	2,040,402	3.77	0	
10.	Others FOREIGN CORPORATE BOD +	2,995,892	5.54	0	
	<b>Total</b>	25,124,461	46.47	0	0

**Total number of shareholders (other than promoters)**

22,221

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

22,245

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

6

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ARJUNA FUND PTE. LT +	83 TRAS STREET SINGAPORE		SG	2,457,966	4.55
VANDERBILT UNIVERS +	2100 WEST END AVENUE SUITE 10 +		US	1,772,322	3.28
ACADIAN EMERGING I +	MAPLES CORPORATE SERVICES UC +		KY	82,690	0.15
JOHN ALBERT GUNN	ORBIS FINANCIAL CORPORATION I +		IN	76,600	0.14

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
COPTHALL MAURITIUS	C/O CIM CORPORATE SERVICES LT		MU	4,257	0.01
QUADRATURE CAPITAL	Suite #7 Grand Pavillon Commercial		KY	961	0

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	24	24
Members (other than promoters)	23,020	22,221
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
<b>A. Promoter</b>	3	0	3	0	36.1	0
<b>B. Non-Promoter</b>	0	5	0	5	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & 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
<b>Total</b>	<b>3</b>	<b>5</b>	<b>3</b>	<b>5</b>	<b>36.1</b>	<b>0</b>

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

11

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SATYA NARAYANAN	00307326	Whole-time director	9,954,832	
GAUTAM PURI	00033548	Managing Director	9,428,520	
NIKHIL MAHAJAN	00033404	Whole-time director	131,468	
MADHUMITA GANGULI	00676830	Director	0	
GIRISH SHIVANI	03593974	Director	0	
SANJAY TAPRIYA	00064703	Director	2,100	
PIYUSH SHARMA	08759840	Director	0	
IMRAN JAFAR	03485628	Director	0	
NIKHIL MAHAJAN	AAAPM2004J	CEO	131,468	
ARJUN WADHWA	AANPW9242M	CFO	6,416	
RACHNA SHARMA	ANXPS4951J	Company Secretary	1,466	

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

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**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	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	03/08/2023	22,805	84	52.11

**B. BOARD MEETINGS**

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/05/2023	8	8	100
2	22/06/2023	8	7	87.5
3	02/08/2023	8	7	87.5
4	26/09/2023	8	8	100
5	03/11/2023	8	8	100
6	02/02/2024	8	8	100
7	30/03/2024	8	7	87.5

### C. COMMITTEE MEETINGS

Number of meetings held

14

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	10/05/2023	4	4	100
2	Audit Committee	22/06/2023	4	3	75
3	Audit Committee	02/08/2023	4	4	100
4	Audit Committee	26/09/2023	4	4	100
5	Audit Committee	03/11/2023	4	4	100
6	Audit Committee	02/02/2024	4	4	100
7	Audit Committee	30/03/2024	4	4	100
8	Nomination, R	10/05/2023	3	3	100
9	Nomination, R	22/06/2023	3	3	100
10	Nomination, R	03/11/2023	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	
1	SATYA NARA	7	7	100	2	2	100	
2	GAUTAM PUF	7	7	100	10	10	100	
3	NIKHIL MAHA	7	7	100	1	1	100	
4	MADHUMITA	7	6	85.71	7	6	85.71	
5	GIRISH SHIV/	7	7	100	14	14	100	
6	SANJAY TAPI	7	7	100	11	11	100	
7	PIYUSH SHAI	7	6	85.71	0	0	0	
8	IMRAN JAFAP	7	6	85.71	4	4	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

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 NARAYAN/	WHOLE-TIME D +	18,200,008	0	0	0	18,200,008
2	GAUTAM PURI	MANAGING DIF +	18,200,008	0	0	0	18,200,008
3	NIKHIL MAHAJAN	WHOLE-TIME D +	18,503,035.34	0	0	0	18,503,035.34
	Total		54,903,051.34	0	0	0	54,903,051.34

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	18,503,035.34	0	0	0	18,503,035.34
2	ARJUN WADHWA	CFO	6,628,764	0	177,984	0	6,806,748
3	RACHNA SHARMA +	COMPANY SEC +	3,568,704	0	64,800	0	3,633,504
	Total		28,700,503.34	0	242,784	0	28,943,287.34

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MADHUMITA GAN <sup>+</sup>	INDEPENDENT <sup>+</sup>	0	267,643	0	360,000	627,643
2	GIRISH SHIVANI	INDEPENDENT <sup>+</sup>	0	267,643	0	525,000	792,643
3	SANJAY TAPRIYA	INDEPENDENT <sup>+</sup>	0	267,643	0	480,000	747,643
4	PIYUSH SHARMA	INDEPENDENT <sup>+</sup>	0	267,643	0	180,000	447,643
	Total		0	1,070,572	0	1,545,000	2,615,572

#### 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	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	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

Sd/-  
Satya Narayanan R  
DIN: 00307326  
Designation: Chairman and Executive Director

Sd/-  
Gautam Puri  
DIN:00033548  
Vice Chairman and Managing Director

Address: D-63, Pinnacle Apts, DLF Phase – 5  
Gurgaon, Galleria, DLF-IV Gurgaon  
Haryana-122009

Address: R-90, Greater Kailash - 1, New  
Delhi 110048

Date: August 07, 2024  
Place: New Delhi

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

C. Committee Meetings: **Continued**

S.No	Type of Meeting	Date of Meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
11	Nomination, Remuneration and Compensation Committee	02/02/2024	3	3	100%
12	Corporate Social Responsibility Committee	10/05/2023	3	3	100%
13	Corporate Social Responsibility Committee	02/02/2024	3	3	100%
14	Stakeholders' Relationship Committee	10/05/2023	3	3	100%