

ICE GATE EDUCATIONAL INSTITUTE PRIVATE LIMITED

ANNUAL REPORT FOR THE FINANCIAL YEAR 2023-24

THE BOARD OF DIRECTORS (as on August 06, 2024)

Mr. Rammohan Parameswaran#	Additional Director
Mr. Arjun Wadhwa#	Additional Director
Mr. Lloyd Mohan Palikandy	Director
Mr. Gautam Puri*	Director
Mr. Sujit Bhattacharyya*	Director
Mr. Deepak Madan*	Director

Appointed on the Board on and with effect from August 06, 2024.

** Resigned from the Board on and with effect from August 06, 2024.*

STATUTORY AUDITORS
(Financial Year 2023-24)

M/s. NKSC & Co.,
Chartered Accountants
Firm Registration No.: 20076N

REGISTERED OFFICE

Unit No. FF- 11, Swastik Avenue, 55 Swastik Society, Navrangpura, Ahmedabad, City Taluka Gujarat- 380009, India (earlier Shop No. 101, First Floor, Amit Enclaves, B. No. 64, Swastik Society, Opp Sagun complex, Navrangpura, Ahmedabad, Gujarat- 380009)

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ICE GATE EDUCATIONAL INSTITUTE PRIVATE LIMITED

Registered Office: Unit No. FF-11, Swastik Avenue, 55 Swastik Society, Navrangpura, Ahmedabad, City
Taluka, Gujarat- 380009

CIN: U80300GJ2015PTC084170, Email: legal@icegate.co Phone No.: +91 9978559986

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 9TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF ICE GATE EDUCATIONAL INSTITUTE PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, SEPTEMBER 30, 2024 AT 09:15 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO. FF-11, SWASTIK AVENUE, 55 SWASTIK SOCIETY, NAVRANGPURA, AHMEDABAD, CITY TALUKA, GUJARAT- 380009, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. Adoption of Annual Audited Financial Statements for the Financial Year ended March 31, 2024;

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, along with the reports of the Statutory Auditor and Board of Directors thereon.

2. Retirement by Rotation;

To appoint a Director in place of Mr. Lloyd Mohan Palikandy (DIN: 05236563), Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for re-appointment.

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company, be and is hereby accorded to the re-appointment of **Mr. Llyod Mohan Palikandy (DIN: 05236563)**, Director of the Company, who retires by rotation, and being eligible has offered himself for re-appointment, as a Director liable to retire by rotation."

3. **Re-appointment of M/s. NKSC & Co., Chartered Accountants (Firm Registration No.: 20076N), as the Statutory Auditor of the Company for a period of One (1) year and to fix their remuneration in this regard;**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the re-appointment of M/s. NKSC & Co., Chartered Accountants (Firm Registration No.: 20076N), as the Statutory Auditor of the Company for a further period of One (1) year, to conduct the Statutory Audit for the Financial Year 2024-25, and to hold office till the conclusion of the 10th Annual General Meeting of the Company to be held in the Financial Year 2025-26, at such terms and conditions, remuneration and reimbursement of out-of-pocket expenses as may be agreed upon between the Statutory Auditor and the Management of the Company.

RESOLVED FURTHER THAT the Individual Directors on the Board of the Company, be and are hereby severally authorized, for and on behalf of the Company, to do all such acts, deeds and things and to sign all papers, forms, documents, returns etc. and to take all such steps as may be considered necessary, proper or expedient in order to give effect to the above resolution, including filing of the necessary forms/ returns with the Registrar of Companies.”

SPECIAL BUSINESS:

4. **To regularize the appointment of Mr. Arjun Wadhwa (DIN: 06825193), Additional Director, as a Director (Non- Executive, Professional) of the Company;**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to regularize the appointment of **Mr. Arjun Wadhwa (DIN: 06825193)**, who was appointed as an Additional Director by the Board of Directors of the Company on and with effect from August 06, 2024, as a Director (Non- Executive, Professional) of the Company, with his office liable to determination by retirement by rotation.

RESOLVED FURTHER THAT the Individual Directors on the Board of the Company, be and are hereby severally authorized, for and on behalf of the Company, to do all such acts, deeds and things and to sign all papers, forms, documents, returns etc. and to take all such steps as may be considered necessary, proper or expedient in order to give effect to the above resolution, including filing of the necessary forms/ returns with the Registrar of Companies.”

5. To regularize the appointment of Mr. Rammohan Parameswaran (DIN: 01828999), Additional Director, as a Director (Non- Executive, Professional) of the Company:

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to regularize the appointment of **Mr. Rammohan Parameswaran (DIN: 01828999)**, appointed as an Additional Director by the Board of Directors of the Company on and with effect from August 06, 2024, as a Director (Non- Executive, Professional) of the Company, with his office liable to determination by retirement by rotation.

RESOLVED FURTHER THAT the Individual Directors on the Board of the Company, be and are hereby severally authorized, for and on behalf of the Company, to do all such acts, deeds and things and to sign all papers, forms, documents, returns etc. and to take all such steps as may be considered necessary, proper or expedient in order to give effect to the above resolution, including filing of the necessary forms/ returns with the Registrar of Companies.”

**By order of the Board
ICE Gate Educational Institute Private Limited**


Gautam Puri
Director
DIN: 00033548



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

**Date: August 06, 2024
Place: New Delhi**

NOTES:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) to attend and vote instead of himself and such proxy need not be a member of the Company. Proxy in order to be effective must be deposited at the Company's Registered Office not less than 48 (Forty Eight) hours before the commencement of the meeting. The instrument appointing the proxy is annexed as **Annexure- A**.

Further, a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. In case of Corporate Member, a certified true copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting must be sent.
3. Members are requested to bring their copy of Annual Report and attendance slip (enclosed with this notice) with them at the AGM.
4. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) from 11:00 A.M. to 04:00 P.M. up to the date of the AGM of the Company.
5. Pursuant to Section 102(1) of the Act, the Explanatory Statement in respect of the Items of Special Business mentioned under Item No. 4 and 5 above to be transacted at the AGM, is annexed hereto.
6. Additional Information, pursuant to Secretarial Standard 2 (SS- 2) as issued by the Institute of Company Secretaries of India ("ICSI") with respect to the Directors seeking appointment/ re- appointment is annexed as **Annexure- B**.

By order of the Board
ICE Gate Educational Institute Private Limited


Gautam Puri
Director
DIN: 00033548



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

Date: August 06, 2024

Place: New Delhi

**Form No. MGT-11
Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U80300GJ2015PTC084170

Name of the Company: ICE Gate Educational Institute Private Limited

Registered Office: Unit No. FF-11, Swastik Avenue, 55, Swastik Society, Navrangpura, Ahmedabad, City Taluka, Gujarat- 380009, India

Name of the members (s):

Registered address:

E-Mail Id:

Folio No./ Client ID:

DP ID:

I, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:, or failing him.

2. Name:
Address:
E-mail Id:
Signature:, or failing him

3. Name:
Address:
E-mail Id:
Signature:, or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 9th Annual General Meeting of the Company, to be held on Monday, September 30, 2024 at 09:15 A.M. at the Registered Office of the Company situated at Unit No. FF-11, Swastik Avenue, 55, Swastik Society, Navrangpura, Ahmedabad, City Taluka, Gujarat-380009, India and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
Ordinary Business:			
1.	Adoption of Annual Audited Financial Statements for the Financial Year ended March 31, 2024;		
2.	To appoint a Director in place of Mr. Lloyd Mohan Palikandy (DIN: 05236563), Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for re-appointment.		
3.	Re-appointment of M/s. NKSC & Co., Chartered Accountants (Firm Registration No.: 20076N), as the Statutory Auditor of the Company for a period of One (1) year and to fix their remuneration in this regard.		
Special Business:			
4.	To regularize the appointment of Mr. Arjun Wadhwa (DIN: 06825193), Additional Director, as a Director (Non- Executive, Professional) of the Company		
5.	To regularize the appointment of Mr. Rammohan Parameswaran (DIN: 01828999), Additional Director, as a Director (Non- Executive, Professional) of the Company:		

Signed this September ____, 2024

Affix Revenue Stamp

Signature of the shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

The proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP FOR ATTENDING THE 9TH ANNUAL GENERAL MEETING

Venue of the meeting:

Unit No. FF-11, Swastik Avenue, 55, Swastik Society,
Navrangpura, Ahmedabad, City Taluka,
Gujarat- 380009, India

Date and Time:

Monday, September 30, 2024 at 09:15 A.M.

Please fill the attendance slip and hand over at the entrance of the meeting venue

Regd. Folio No./ DP ID & Client ID	
Name of the Shareholder	
No. of Shares	

I certify that I am the registered shareholder/ Proxy for the registered shareholder of the Company holding _____ shares.

I hereby record my presence at the 9th Annual General Meeting of ICE Gate Educational Institute Private Limited held on Monday, September 30, 2024 at 09:15 A.M. at Unit No. FF-11, Swastik Avenue, 55, Swastik Society, Navrangpura, Ahmedabad, City Taluka, Gujarat- 380009.

Signature of the Member/ Proxy

ICE GATE EDUCATIONAL INSTITUTE PRIVATE LIMITED

Registered Office: Unit No. FF-11, Swastik Avenue, 55 Swastik Society, Navrangpura, Ahmedabad, City Taluka,
Gujarat- 380009

CIN: U80300GJ2015PTC084170, Email: legal@icegate.co Phone No.: +91 9978559986

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE CALLING 9TH ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 4:

To regularize the appointment of Mr. Arjun Wadhwa (DIN: 06825193), Additional Director, as a Director (Non- Executive, Professional) of the Company:

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Arjun Wadhwa (DIN: 06825193) was appointed as an Additional Director of the Company by the Board of Directors on and with effect from August 06, 2024 and he holds office up to the conclusion of the 9th Annual General Meeting of the Company. Mr. Arjun Wadhwa has offered himself to be re-appointed on the Board of the Company.

The Board recommends that Mr. Arjun Wadhwa be appointed as a Director, Category- Non- Executive, Professional, on the Board of the Company.

A brief Profile of Mr. Arjun Wadhwa is given below:

'Arjun is a young CFO with a strong entrepreneurial and business leadership background, with significant cross-functional experience. Since 2018 he has been serving as the Chief Financial Officer (CFO) of CL Educate Limited, India's leading EdTech Company, listed on the Bombay and National Stock Exchanges. Arjun joined CL Educate after successfully exiting a SportsTech startup that he founded and ran as its CEO.

Blessed with a strong technological and creative bent of mind, Arjun has over 20 years of corporate experience, a significant part of which has been in entrepreneurial roles, especially in the Education, Sports and Journalism industries.

Whilst his core skill is in Business Leadership, Arjun has an excellent insight into running and operating different business functions having held cross functional leadership roles in Finance, Operations, HR and Marketing.

Arjun is a highly skilled communicator, who excels in Business Planning, Risk Management, Investor Relations and Financial Management.'

The Board feels that the presence of Mr. Arjun Wadhwa on the Board would be immensely beneficial to the Company, and hence recommends Resolution No. 4 for approval of the shareholders of the Company.

Except for Mr. Arjun Wadhwa, being the proposed appointee himself, none of the Directors or their relatives, are in any way, concerned or interested, whether financially or otherwise, in the Ordinary Resolution set out at Item No. 4 to this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of this Notice for approval of the shareholders.

Additional Information, pursuant to Secretarial Standard- 2 as issued by Institute of Company Secretaries of India with respect to the Directors seeking appointment/ re- appointment is annexed as **Annexure- B**.

Item No. 5:

To regularize the appointment of Mr. Rammohan Parameswaran (DIN: 01828999), Additional Director, as a Director (Non- Executive, Professional) of the Company:

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Rammohan Parameswaran (DIN: 01828999) was appointed as an Additional Director of the Company by the Board of Directors on and with effect from August 06, 2024 and he holds office up to the conclusion of the 9th Annual General Meeting of the Company. Mr. Rammohan Parameswaran has offered himself to be re-appointed on the Board of the Company.

The Board recommends that Mr. Arjun Wadhwa be appointed as a Director, Category- Non- Executive, Professional, on the Board of the Company.

The Board recommends that Mr. Rammohan Parameswaran be appointed as a Director, Category- Non- Executive, Professional, on the Board of the Company.

A brief Profile of Mr. Rammohan is given below:

Mr. Rammohan is a founder member and a business leader of Threesixtyone Degree Minds Consulting Private Limited ("361DM") since inception i.e. 2006. He took charge of the University division in 2011-12 and initiated MoU with Annamalai University and ran the MoU till 2019-20. He has signed MoUs with multiple universities from 2020-21 and running the division since then. He heads Business Development and Marketing in 361DM.

He has over 33 years of experience in sales and marketing and he specializes in Entrepreneurship, Marketing and EdTech.'

The Board feels that the presence of Mr. Rammohan Parameswaran on the Board would be immensely beneficial to the Company, and hence recommends Resolution No. 5 for approval of the shareholders of the Company.

Except for Mr. Rammohan Parameswaran, being the proposed appointee himself, none of the Directors or their relatives, are in any way, concerned or interested, whether financially or otherwise, in the Ordinary Resolution set out at Item No. 5 to this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of this Notice for approval of the shareholders.

Additional Information, pursuant to Secretarial Standard- 2 as issued by Institute of Company Secretaries of India with respect to the Directors seeking appointment/ re- appointment is annexed as **Annexure- B**.

Annexure- B

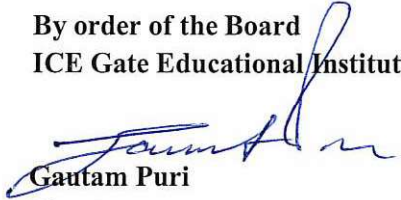
Information pursuant to Secretarial Standard on General Meetings regarding Directors seeking appointment/ re-appointment and/or fixation of remuneration of Director is given herein below:

S. No.	Particulars	Information		
1.	Name of the Director	Mr. Lloyd Mohan Palikandy	Mr. Arjun Wadhwa	Mr. Rammohan Parameswaran
2.	Date of Birth and age	Date of Birth: February 11, 1984 Age: 40 years	Date of Birth: January 18, 1980 Age: 44 years	Date of Birth: February 28, 1970 Age: 54 years
3.	Date of First Appointment on the Board	August 12, 2015	August 06, 2024 as an Additional Director	August 06, 2024 as an Additional Director
4.	Date of re-appointment	September 30, 2024 (AGM 2024 Date)	September 30, 2024 (AGM 2024 Date)	September 30, 2024 (AGM 2024 Date)
5.	Qualification	B.Tech from VNIT	MBA (Finance), B.Sc., Statistics	Bachelor of Pharmacy (Hons), Post Graduate Diploma in Business Analytics, and Post Graduate Diploma in Hospital Administration.
6.	Experience	He has worked with Capgemini for 3 years. Further, is the Co-founder of ICE Gate and one of the Business Partner of Career Launcher-Nagpur, Pune and Ahmedabad since 2015.	He has over 20 years of Corporate experience, a significant part of which has been in entrepreneurial roles, especially in the Education, Sports and Journalism industries.	He has over 33 years of experience in sales and marketing.
7.	List of other Companies in which Directorship held	The names of the Companies are as follows: 1. Zenith Learning Services Private Limited 2. Palikandy Marts Private Limited 3. FCKB Ecommerce Private Limited 4. Invinedutech Services Private Limited	None	The names of the Companies are as follows: 1. Threesixtyone Degree Minds Consulting Private Limited 2. Threesixtyone Degree Minds Consulting Inc. (USA)

		5.VFG Integrated Private Limited 6.Aeu Learning Private Limited 7.Kbfresh Ecommerce LLP		
8.	Chairman/ Member of Committees of Board of Directors of the Company	None	None	None
9.	Chairman/ Member of Committees of Board of Directors of other Companies	None	None	None
10.	No. of Equity Shares held in the Company (as on March 31, 2024)	500	Nil	Nil
11.	No. of Board Meetings attended during the Financial Year 2023-24	4 out of 6 Board Meetings	He was appointed as an Additional Director on the Board on and w.e.f. the Board Meeting held on August 06, 2024 and therefore, did not attend any meeting held during the Financial Year 2023-24.	He was appointed as an Additional Director on the Board on and w.e.f. the Board Meeting held on August 06, 2024 and therefore, did not attend any meeting held during the Financial Year 2023-24.
12.	Terms and Conditions of appointment/ re-appointment along with remuneration sought to be paid	He retires by rotation at the ensuing AGM to be held on Monday, September 30, 2024, and being eligible has offered himself for re-appointment. No remuneration is sought to be paid to him from the Company.	Appointment of Mr. Arjun Wadhwa, whose term as an Additional Director expires at the ensuing AGM, is proposed to be regularized as a Non-Executive Director (Professional) of the Company. No remuneration is sought to be paid to him.	Appointment of Mr. Rammohan Parameswaran, whose term as an Additional Director expires at the ensuing AGM, is proposed to be regularized as a Non-Executive Director (Professional) of the Company. No remuneration is sought to be paid to him.
13.	The Remuneration last drawn	Nil	Nil	Nil
14.	Remuneration sought to be paid	Nil	Nil	Nil
15.	Relationship with other directors,	The proposed appointee director has	The proposed appointee director has	The proposed appointee director

	Manager and Key Managerial Personnel	no relationship with other directors, Manager and/or the Key Managerial Personnel of the Company.	no relationship with other directors, Manager and/or the Key Managerial Personnel of the Company.	has no relationship with other directors, Manager and/or the Key Managerial Personnel of the Company.
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By order of the Board
ICE Gate Educational Institute Private Limited



Gautam Puri
Director
DIN: 00033548



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

Date: August 06, 2024
Place: New Delhi

ICE GATE EDUCATIONAL INSTITUTE PRIVATE LIMITED

(CIN: U80300GJ2015PTC084170)

BOARD'S REPORT 2024

To,
The Members,
Ice Gate Educational Institute Private Limited

The Board of Directors of your Company takes pleasure in presenting the 9th Board's Report on the business and operations of ICE Gate Educational Institute Private Limited (hereinafter referred to as the "Company" or "Ice Gate") together with the Company's Audited Financial Statements and the Independent Auditor's Report thereon for the Financial Year ended March 31, 2024.

1. FINANCIAL HIGHLIGHTS/ SUMMARY

(Amount in Rs. Lakhs)

Particulars	March 31, 2024	March 31, 2023
Total Income	192.18	130.66
Total expenditure	95.69	146.46
Profit / Loss Before tax	96.49	(15.80)
Exceptional Items	62.29	-
Tax Expenses	21.48	(13.48)
Profit / Loss after tax	12.72	(2.32)
Other Comprehensive Income	-	-
Total Comprehensive Income	12.72	(2.32)

The total income of the Company increased by 47.08% to Rs. 192.18 Lakhs in FY 2024 from Rs. 130.66 Lakhs in FY 2023.

The expenses decreased by 34.66% to Rs. 95.69 Lakhs in FY 2024 from Rs. 146.46 Lakhs in FY 2023.

2. STATE OF COMPANY'S AFFAIRS

Your Company has been engaged in the business of providing education to students preparing for Graduate Aptitude Test in Engineering (GATE) and related exams, through physical & digital means.

However, recently the Company has added to its model of revenue generation. The Company has entered into an agreement with its parent entity, CL Educate Limited, whereby it has licensed its proprietary platform- GATEFLIX to the parent entity for a fixed amount for a period of 3 years & is also entitled to get 25% of every enrolment done through this platform.

Your Directors expect the business to do much better in the years to come.

During the year under review, the Registered Office of the Company was shifted from "No.101, First Floor, Amit Enclaves, B. No. 64, Swastik Society, Opp Sagun complex, Navrangpura Ahmedabad 380009, Gujarat" to "55 Swastik Society, Near Infocus Hospital, Off C G Road - Above arodrappe 1st floor, Navrangpura Ahmedabad - 383009, Gujarat".

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the year under review, except for as stated above.

4. SUBSIDIARIES, JOINT VENTURES & ASSOCIATES

Your Company does not have any subsidiary or joint ventures or associate Company.

5. DIVIDEND

Keeping in view the sales figure of the Company during the year under review, your Directors do not recommend any dividend.

6. CAPITAL STRUCTURE

The paid-up Equity Share Capital of the Company as on March 31, 2024 was Rs. 1.00 Lakh. During the year under review, the Company did not issue any equity shares.

7. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments have occurred after the closure of the Financial Year till the date of this report, which may affect the financial position of the Company.

8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, the Company has not advanced any loans or given any guarantee or made any investments in securities.

9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions entered into by the Company with Related Parties during the Financial Year 2023-24 as defined under section 2(76) and Section 188 of the Companies Act, 2013 were in the Ordinary Course of Business and at Arm's Length basis. Suitable disclosures as required under IndAS-24 have been made in the Note No. 36 to the Financial Statements.

Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 the relevant details in respect of the particulars of contracts or arrangements with related parties under section 188, in the prescribed form AOC-2, are also annexed as **Annexure-I** to this Report.

10. TRANSFER TO RESERVES

Keeping in view the future growth driven plans and prospects of the Company, the Company shall retain the entire amount generated/ utilized from Profit & Loss statement as part of Other Equity.

Further, the balance of 'Other equity' as on 31st March, 2024 is Rs. (3.86) Lakhs.

11. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Company is not having its own dedicated website. Therefore while no link of website in pursuance of Section 92(3) is being provided, the Annual Return of the Company for the Financial Year 2023-24, is being attached as **Annexure-II** to this Report.

12. DISCLOSURE OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

The Company does not carry any manufacturing activity, thus, disclosure requirements under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies Accounts Rules, 2014 are not applicable to the Company. However, wherever possible and feasible, continuous efforts have been made for conservation of energy and to minimize energy costs and to upgrade the technology with a view to increase the efficiency and to reduce the cost of operations.

During the financial year under review, the Foreign Exchange earnings and outgo were nil.

13. SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

Your Company complies with the mandatory Secretarial Standards issued by the ICSI.

14. INTERNAL FINANCIAL CONTROL SYSTEMS

The Company has a set of Internal Financial Control Systems in place, some of which are as under:

1. All accounting entries are passed through a fully integrated and robust ERP system, through which real time reports can be generated anytime;
2. There is an appropriate maker-checker system in place, whereby there is complete manpower segregation while making the accounting entries, and while posting the same into the ERP system.
3. All the bank accounts are maintained and operated under joint signatories.

15. DIRECTORS

a) Appointments and Cessations during the Financial Year 2023-24:

Board of Directors and Shareholders of the Company, at their respective Meetings held on September 04, 2023 and September 30, 2023, terminated Mr. Rohan Garg (DIN: 07188764) from the Board of Directors of the Company with effect from September 04, 2023, on account of Business and Financial Mismanagement on his part.

At the 8th Annual General Meeting of the Company held on September 30, 2023, appointment of Mr. Deepak Madan was regularized as a Director by the Shareholders of the Company.

b) Appointments and Cessations after the Financial Year 2023-24:

Mr. Arjun Wadhwa (DIN: 06825193), was appointed as an Additional Director of the Company by the Board of Directors on and with effect from August 06, 2024.

Mr. Rammohan Parameswaran (DIN: 01828999), was appointed as an Additional Director of the Company by the Board of Directors on and with effect from August 06, 2024.

Citing pre-occupation as the reason, Mr. Sujit Bhattacharyya (DIN: 00033613), Mr. Gautam Puri (DIN: 00033548), and Mr. Deepak Madan (DIN: 02086598), Nominee Directors on the Board of the Company resigned from Directorship on and with effect from August 06, 2024.

c) Regularization of Appointments at the ensuing AGM:

Mr. Arjun Wadhwa (DIN: 06825193), appointed as an Additional Director of the Company by the Board of Directors on and with effect from August 06, 2024, holds office till the conclusion of ensuing Annual General Meeting of the Company, unless appointed thereat. Your Directors recommend that Mr. Arjun Wadhwa's appointment on Board be regularized as a Director (Non-Executive, Professional) of the Company, with his office liable to determination by retirement by rotation, at the ensuing Annual General Meeting of the Company.

Mr. Rammohan Parameswaran (DIN:01828999), appointed as an Additional Director of the Company by the Board of Directors on and with effect from August 06, 2024, holds office till the conclusion of ensuing Annual General Meeting of the Company, unless appointed thereat. Your Directors recommend that Mr. Rammohan Parameswaran's appointment on Board be regularized as a Director (Non-Executive, Professional) of the Company, with his office liable to determination by retirement by rotation, at the ensuing Annual General Meeting of the Company.

d) Director/s Retiring by Rotation at the ensuing AGM:

Mr. Lloyd Mohan Palikandy (DIN: 05236563), Director, been longest in office retires by rotation at the 9th Annual General Meeting (2024) and being eligible has offered himself for re-appointment. Resolution seeking members' approval to the appointment of Mr. Lloyd Mohan Palikandy has been incorporated in the notice convening the 9th AGM of the Company.

e) Disclosure of Interest in other entities

The Company has received the Annual disclosure(s) from all the Directors, disclosing their Directorship/ Interest in other entities in the prescribed format, for the Financial Years 2023-24 and 2024-25.

The Company has received confirmation from all the Directors that as on March 31, 2024, none of them were disqualified to act as Directors by virtue of the provisions of Section 164(2) of the Act.

16. AUDITOR AND AUDITOR'S REPORT

At their respective Meetings held on June 22, 2023 and September 30, 2023, the Board of Directors as well as the Members of the Company approved the re-appointment of M/s. NKSC & Co., Chartered

Accountants (Firm Registration No. 20076N), as the Statutory Auditor of the Company for the Financial Year 2023-24. The current term of appointment of M/s. NKSC & Co., Chartered Accountants as the Statutory Auditor of the Company expires at the ensuing Annual General Meeting of the Company.

At its meeting held on August 06, 2024, the Board of Directors, has approved the re-appointment of M/s. NKSC & Co., Chartered Accountants, as the Statutory Auditors of the Company for a further period of One year, i.e. to hold office from the conclusion of 9th Annual General Meeting till the conclusion of the 10th Annual General Meeting of the Company to be held during the Financial Year 2025-26, and has recommended the same to the shareholders of the Company for their approval.

The Company has received written consent to act as the Statutory Auditor of the Company from M/s. NKSC & Co., Chartered Accountants, along with a certificate stating that they satisfy the eligibility criteria provided under Section 141 of the Act read with the Rules made thereunder and that their re-appointment, if approved by the Members of the Company, shall be within the limits prescribed under the Act, and have confirmed that they are not disqualified for such re-appointment pursuant to the applicable provisions of the Act and the Rules made thereunder.

In this respect, the Members are requested to consider approving the re-appointment of M/s. NKSC & Co. Chartered Accountants, having FRN: 20076N as the Statutory Auditor of the Company for a further term of One (1) year i.e. to hold office from the conclusion of the 9th Annual General Meeting of the Company to be held in the Financial Year 2024-25 till the conclusion of its 10th Annual General Meeting to be held during the Financial Year 2025-26 and to fix their remuneration in this regard.

Statutory Auditor's Report 2024

There is no qualification, reservation, adverse remark or disclaimer made by the Statutory Auditor in their Auditor's/ CARO Report.

17. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) OF THE ACT OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditors of the Company have not reported any fraud to the Board of Directors of the Company under the provisions of Section 143(12) of the Act.

18. CORPORATE GOVERNANCE

Your Company strives to ensure that the best Corporate Governance practices are identified, adopted and consistently followed in the Company. Your Company believes that good governance is the basis for sustainable growth of the business and for enhancement of stakeholders' value.

As on the date of this Report, your Company has 3 Directors on Board, all of whom are Non-Executive Directors.

19. NUMBER OF BOARD MEETINGS:

- Details of the Board Meetings held during the Financial Year 2023-2024 are provided below:

S. No.	Date of Meeting	Board Strength*	No. of Directors Present
1	April 07, 2023 (adjourned to April 27, 2023)	5	4
2	May 10, 2023	5	4
3	June 22, 2023	5	4
4	August 02, 2023	5	3
5	September 04, 2023	5	4
6	November 03, 2023	4	3
7	February 02, 2024	4	2

**Includes Mr. Rohan Garg, who held the position as Director till September 04, 2023.*

- Attendance at Board Meetings held during the Financial Year 2023-24:

Board	Board
Meetings held	7
Directors' Attendance	
Mr. Lloyd Mohan Palikandy	5
Mr. Rohan Garg*	0
Mr. Gautam Puri	6
Mr. Sujit Bhattacharyya	6
Mr. Deepak Madan	7

**Mr. Rohan Garg, Director of the Company, was terminated from the Board and consequently from the Committee/s of the Company w.e.f. September 04, 2023.*

The Company is/ was not required to constitute any committee of the Board pursuant to the provisions of Act.

20. CORPORATE SOCIAL RESPONSIBILITY

The said provisions were not applicable to the Company during the year under review.

21. RISK MANAGEMENT

The Company has an in-built mechanism in all its operations to mitigate risks inherent to the industry in which the Company is operating.

22. WHISTLE BLOWER/ VIGIL MECHANISM

Section 177 of the Act is not applicable to your Company.

23. DISCLOSURES

- a) No Bonus Shares were declared for the current Financial Year.
- b) There was no amount which was required to be transferred to the Investor Education and Protection Fund (IEPF).
- c) Your Company has not issued any Equity shares with Differential rights during the Financial Year under review.
- d) Your Company has not issued any Employees Stock options/ Sweat Equity Shares.
- e) Your Company has not redeemed any preference shares or Debentures during the Financial Year under review.
- f) Your Company has not accepted any Public Deposits.
- g) Your Company has not bought back any of its securities during the Financial Year under review.
- h) No significant and material orders have been passed by any regulators or courts or tribunals against the Company impacting the going concern status and Company's operations in future.
- i) The maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, is not applicable on the Company.
- j) During the year under review, the Company did not make any application under the Insolvency and Bankruptcy Code, 2016, and hence no proceeding is pending under the Code.
- k) The requirement of stating the difference between the amount of valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions does not arise, and the same is not applicable on the Company.
- l) The provisions related to appointment of Independent Directors are not applicable to the Company. Therefore, no independent director was appointed during the year. Accordingly, the requirement of providing a statement by the Board with regard to integrity, expertise and experience (including the proficiency) of the independent director does not arise.

24. POLICY ON PREVENTION, PROHIBITION, REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

During the year under review, there were no permanent employees on the payroll of the Company. Hence, the requirement of constituting an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder was not applicable on your Company. However, your Company is committed to creating and maintaining a secure work environment where its employees, agents, vendors and partners can work and pursue business together in an atmosphere free of harassment, exploitation and intimidation.

25. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3)(c) of the Act:

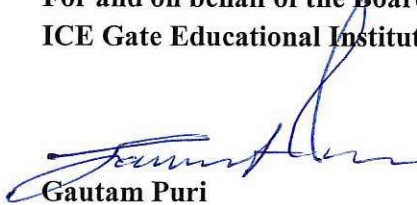
- a) in the preparation of the Annual Accounts for the Financial Year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the Financial Year ended March 31, 2024 and of the losses of the Company for that period;

- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the Annual Financial Statements/Annual Accounts on a 'going concern' basis; and
- e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

26. ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the Company's customers, shareholders, employees, vendors and bankers for their support and look forward to their continued support in the future.

For and on behalf of the Board
ICE Gate Educational Institute Private Limited



Gautam Puri
Director
DIN: 00033548



Sujit Bhattacharyya
Director
DIN: 00033613



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

Address: F- 501, Prateek Stylome,
Near Amrapalli, Guatam Budhha Nagar,
Sector- 45, Noida- 201303

Date: August 06, 2024
Place: New Delhi

Particulars of Contracts / arrangements made with related parties
[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies
(Accounts) Rules, 2014- AOC-2

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

- 1. Details of contract or arrangements of transactions not at arm's length basis:** There were no contracts or arrangements, or transactions entered into by the Company with any of its Related Parties during the Financial Year ended March 31, 2024, which were not at arm's length basis.
- 2. Details of Material contracts or arrangement or transactions at arm's length basis:** During the Financial Year ended March 31, 2024, there were no contracts or arrangements or transactions entered into with Related Parties that were Material. For the sake of transparency, and as a Good Corporate Governance measure, the details of all the contracts or arrangements or transactions at arm's length basis during the Financial Year ended March 31, 2024 are given hereunder:

(Amount in Rs. Lakhs)

Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangement/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advance (if any)	Cumulative Amount of Transaction During the Financial Year ended 31.03.2024
CL Educate Limited, Holding Company	License fees and a portion of revenue is being paid to Ice Gate by CL against the usage of its proprietary software named Gateflix and sell related books and materials.	3 years For Financial Year 2023-24 till 2025-26.	Ice Gate to license its proprietary software- GATEflix to CL for an initial 1 time Fee, an Annual License Fee and a revenue share.	May 10, 2023	-	63.45

For and on behalf ICE Gate Educational Institute Private Limited



Gautam Puri
Director
DIN: 00033548





Sujit Bhattacharyya
Director
DIN: 00033613



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

Date: August 06, 2024
Place: New Delhi

Address: F- 501, Prateek Stylome, Near
Amrapalli, Gautam Budhha Nagar,
Sector- 45, Noida- 201303

Form No. MGT-7
ANNUAL RETURN
As on the Financial Year ended on 31/03/2024
of
ICE GATE EDUCATIONAL INSTITUTE PRIVATE LIMITED
[Pursuant to Section 92(1) of the Companies Act, 2013
and
Rule 11(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	U80300GJ2015PTC084170
	Foreign Company Registration Number/GLN	-
	Permanent Account Number (PAN) of the company	AADCI8954K
ii)	a) Name of the Company	ICE Gate Educational Institute Private Limited
	b) Registered office address	Unit No. FF-11, Swastik Avenue, 55, Swastik Society, Navrangpura, Ahmedabad, City Taluka, Gujarat- 380009
	c) email-ID of the company	legal@icegate.co
	d) Telephone number with STD code	+91- 9978559986
	e) Website	-
iii)	Date of Incorporation	12/08/2015
iv)	Type of the Company	Private Company, Subsidiary of a Listed Public Company
	Category of the Company	Company limited by shares
	Sub-category of the Company	Indian Non-Government company
V	Whether company is having share capital	Yes
Vi	Whether shares listed on recognized Stock Exchange(s)	No

(a) Details of stock exchanges where shares are listed	S. No.	Stock Exchange Name	Code
	1	N.A.	N.A.
	2	N.A.	N.A.
(b) CIN of the Registrar and Transfer Agent	U99999MH1994PTC076534		
Name of the Registrar and Transfer Agent	Bigshare Services Private Limited		
Registered office address of the Registrar and Transfer Agents	E-3, Ansa Industrial Estates, Aki Vihar Road, Sakinaka, Mumbai- 400072		
Vii Financial year From	01/04/2023 to 31/03/2024		
Vii Whether Annual General Meeting (AGM) held	-		
(a) If yes, date of AGM	Scheduled to be held on September 30, 2024		
(b) Due date of AGM	30/09/2024		
(c) Whether any extension for AGM granted	No		
(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension	N.A.		
(e) Extended due date of AGM after grant of extension	N.A.		
(f) Specify the reasons for not holding the same	N.A.		

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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	P4	Educational support services	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES) (not applicable for OPC)

No. of Companies for which information is to be given: 1

S. No.	Name of the Company	CIN / FCRN	Holding/ Associate/ Joint venture	% of shares held
1.	CL Educate Limited	L74899DL1996PLC425162	Holding	69.5%

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	10,000	10,000	10,000	10,000
Total amount of equity shares (in rupees)	1,00,000	1,00,000	1,00,000	1,00,000

Number of classes: 1

Class of Shares Equity Shares With Voting Rights	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Number of equity shares	10,000	10,000	10,000	10,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,00,000	1,00,000	1,00,000	1,00,000

(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			
Equity shares						
At the beginning of the year	0	10,000	10,000	1,00,000	1,00,000	
Increase during the year	0	0	0	0	0	0
i. Public Issue	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	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	0	0	0	0	0
Decrease during the year	0	0	0	0	0	0
i. Buy-Back 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	0	0	0	0	0	0
At the end of the year	0	10,000	10,000	1,00,000	1,00,000	0
Preference shares						
At the beginning of the year	0	0	0	0	0	0
Increase during the year	0	0	0	0	0	0
i. Issue of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify	0	0	0	0	0	0
Decrease during the year	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	0	0	0	0	0	0

share capital						
iv. Others, specify	0	0	0	0	0	0
At the end of the year	0	0	0	0	0	0

ISIN of the equity shares of the company: **INE08RB01014**

Details of stock split/ consolidation during the year (for each class of shares): **Not Applicable**

(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] – **Not Applicable**

Separate sheet attached for details of transfers - **Not Applicable**

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 Previous AGM	30/09/2023
Date of Registration of Transfer	
Type of transfer	
Number of Shares/ Debentures/ Units Transferred	
Amount per Shares/ Debentures/ Units (in Rs.)	
Ledger Folio of Transferor	
Transferor's Name	First Name :- Middle Name :- Surname :-
Ledger Folio of Transferee	
Transferee's Name	First Name :- Middle Name :- Surname :-

(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

Fully convertible debentures	0	0	0
Total	0	0	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)-

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: Rs. 6,344,928

(ii) Net worth of the Company: Rs. (285,924.64)

(a) SHARE HOLDING PATTERN – Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family	3,050	30.5	0	0
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	6,950	69.5	0	0
10.	Others	0	0	0	0
	Total	10,000	100	0	0

Total number of shareholders (promoters): 3

(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	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government	0	0	0	0
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	Total	0	0	0	0

Total number of shareholders (other than promoters): 0

Total number of shareholders (Promoters + Public/Other than promoters): 3

VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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	1*	1	0	1	0	5
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	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	3	0	3	0	0
Total	1	4	0	4	0	5

* Includes Mr. Rohan Garg, who held the position as Director during the Financial Year 2023-24. He was terminated from the Board w.e.f. September 04, 2023.

Details of directors and Key managerial personnel as on the closure of financial year: 4

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year if any)
Gautam Puri	00033548	Nominee Director	0	August 06, 2024
Sujit Bhattacharyya	00033613	Nominee Director	0	August 06, 2024
Lloyd Mohan Palikandy	05236563	Director	500	-
Deepak Madan	02086598	Nominee Director	0	August 06, 2024

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	Nature of change (Appointment/ Change in designation/ Cessation)
Rohan Garg*	07188764	Whole Time Director	04/09/2023	Cessation
Deepak Madan	02086598	Additional Director	30/09/2023	Change in Designation

**Mr. Rohan Garg resigned from his position as a Director on the Board of the Company via e-mail dated February 27, 2023. On March 02, 2023, he filed his resignation vide e-Form DIR-11 with the Registrar of Companies, with immediate effect. However, his resignation was kept in abeyance under a unanimous decision of the Board of Directors of the Company dated February 28, 2023. At their respective Meetings held on September 04, 2023 and September 30, 2023, the Board as well as the General Body of shareholders terminated him from the post of Directorship with effect from September 04, 2023.*

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

A. MEMBERS/ CLASS / REQUISITIONED/ CLB/ NCLT/ COURT CONVENED MEETING

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	30/09/2023	3	2	74.5%

B. BOARD MEETINGS

Number of meetings held: 7

S. No.	Date of meeting	Total Number of directors as on the date of meeting*	Attendance	
			Number of directors attended	% of attendance
1	07/04/2023 (The meeting was adjourned to April 27, 2023)	5	4	80
2	10/05/2023	5	4	80
3	22/06/2023	5	4	80
4	02/08/2023	5	3	60
5	04/09/2023	5	4	80
6	03/11/2023	4	3	75
7	02/02/2024	4	2	50

**Includes Mr. Rohan Garg, who held the position of a Director during a major part of Financial Year 2023-24. Mr. Rohan Garg's position as a Director remained uncertain from 28th February, 2023 when he resigned from the Board till September 04, 2023 when he was terminated from the Board for reasons stated above.*

C. COMMITTEE MEETINGS

Number of meetings held: 0

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

D. ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA) Scheduled to be held on 30/09/2024
		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	Gautam Puri	7	6	85.71	0	0	0	-
2	Sujit Bhattacharya	7	6	85.71	0	0	0	-
3	Lloyd Mohan Palikandy	7	5	71.42	0	0	0	-
4	Deepak Madan	7	7	100	0	0	0	-
5	Rohan Garg*	5	0	0	0	0	0	-

- Mr. Rohan Garg's position as a Director remained uncertain from 28th February, 2023 when he resigned from the Board till September 04, 2023 when he was terminated from the Board for reasons stated above.

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.							
	Total						

B. Number of CEO, CFO and Company secretary whose remuneration details to be entered: Nil

S. No	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.							
	Total						

C. Number of other directors whose remuneration details to be entered: Nil

S. No	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.							
	Total						

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

B. If No, give the 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

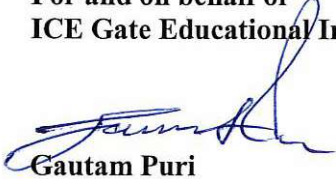
Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

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

XIV. 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: Form MGT-8 is not applicable on the Company.

For and on behalf of
ICE Gate Educational Institute Private Limited



Gautam Puri
Director
DIN: 00033548



Sujit Bhattacharyya
Director
DIN: 00033613



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

Address: F- 501, Prateek Stylome, Near
Amrapalli, Gautam Budhha Nagar,
Sector- 45, Noida- 201303

Date: August 06, 2024

Place: New Delhi

ICE GATE EDUCATIONAL INSTITUTE PRIVATE LIMITED

Registered Office: Unit No. FF-11, Swastik Avenue, 55 Swastik Society, Navrangpura, Ahmedabad, City Taluka,
Gujarat- 380009

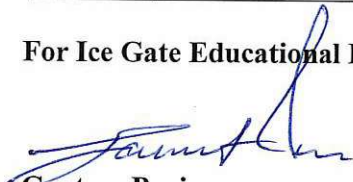
CIN: U80300GJ2015PTC084170, Email: legal@icegate.co Phone No.: +91 9978559986

ICE GATE EDUCATIONAL INSTITUTE PRIVATE LIMITED

List of Shareholders as on March 31, 2024

S. No.	Name of the Shareholder	No. of Equity Shares	% of total Equity Shares
1	CL Educate Limited	6,950	69.50
2	Mr. Rohan Garg	2,550	25.50
3	Mr. Lloyd Mohan Palikandy	500	5.00
	Total	10,000	100.00

For Ice Gate Educational Institute Private Limited


Gautam Puri
Director
DIN: 00033548



Address: R-90, Greater Kailash,
Part-I, New Delhi -110048

Date: August 06, 2024
Place: New Delhi