

It is hereby certified that the draft Composite Scheme of Arrangement (“Scheme”) to amalgamate Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Keystone Integrated Marketing Services Private Limited, (all being wholly owned subsidiaries of the Company and collectively referred to as the “**Amalgamating Companies**” or “**Unlisted transferor companies**”), with CL Educate Limited (“**Amalgamated Company**” or “**Company**” or “**Listed Transferee Company**”) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and the circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, including the following:

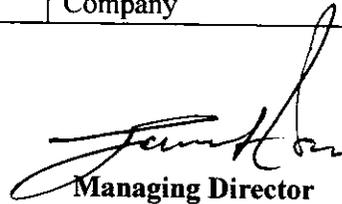
S.N	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, complied
Requirements of this circular			
a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, submitted
b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes, complied
c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Not applicable
d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, complied (Annexure Number VIII)

Ravi

e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Yes, the Scheme shall be acted upon only if the votes cast by public shareholders in favor of the Scheme are more than the number of votes cast by public shareholders against it. The aforesaid requirement and the requirement relating to approval of public shareholders through e-voting will be complied by the Amalgamated Company
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Company Secretary

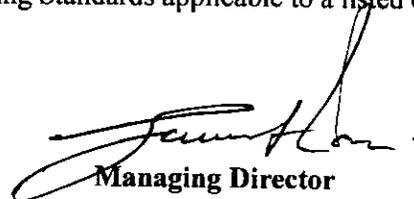



Managing Director

Certified that the transactions / accounting treatment provided in the draft Composite Scheme of Arrangement ("Scheme") to amalgamate Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited, (all being wholly owned subsidiaries of the Company and collectively referred to as the "Amalgamating Companies" or "Unlisted transferor companies"), with CL Educate Limited ("Amalgamated Company" or "Company" or "Listed transferee company") are in compliance with all the Accounting Standards applicable to a listed entity.



Chief Financial Officer



Managing Director

Date: April 06, 2019

Place: New Delhi

ANNEXURE I

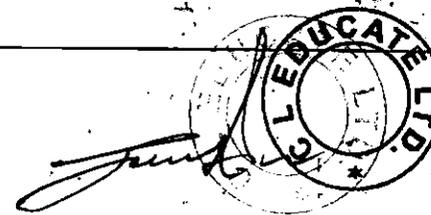
Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - CL Educate Limited
2. Quarter ending - 31-Dec-2018

i. Composition of Board of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Members hip in Committees of the Company	Remarks
Mr.	SATYA NARAYANAN .R	00307326	AFJPS7585N	C & ED		01-Apr-2017			1	0		RMC	
Mr.	GAUTAM PURI	00033548	AAHPP5688E	ED	MD	01-Apr-2017			1	1	0	SC,RC	
Mr.	NIKHIL MAHAJAN	00033404	AAAPM2004J	ED	CEO	01-Apr-2017			1	1	0	SC,RC	
Mr.	GOPAL JAIN	00032308	AAAPJ2149P	NED		06-Mar-2008	02-Nov-2018		1	1	0	AC,NRC	
Mr.	VIRAJ TYAGI	01760948	AEKPT2705H	ID		05-Sep-2014		60	1	1	0	AC,NRC	
Mr.	PARESH SURENDRA THAKKER	00120892	AAAPT5268M	ID		02-Jul-2017	15-Nov-2018	60	1	0	1	SC,NRC	
Ms.	MADHUMITA GANGULI	00676830	AAEPG7669R	ID		02-Jul-2017		60	1	1	0	AC	
Mr.	SUSHIL KUMAR ROONGTA	00309302	AAAPR4551P	ID		13-Mar-2018		60	6	5	1		
Mr.	GIRISH SHIVANI	03593974	AIDPS1148L	ID		30-Sep-2018		60	1	0	2	AC,SC,NRC	
Mr.	IMRAN JAFAR	03485628	AEQPJ9499E	NED		02-Nov-2018			1	0	0	NRC	

Company Remarks	Mr. Gopal Jain and Mr. ParesH Surendra Thakker have resigned from the Board and its Committees with effect from November 02, 2018 and November 15, 2018 respectively. Further, as on the date of their resignation, they do not hold Directorship on the Board of any other listed entity.
Whether Permanent chairperson appointed	Yes



For CL Educate Limited

Ravi
Company Secretary



ii. **Composition of Committees**

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Girish Shivani	ID	Chairperson	06-Oct-2018	
2	Madhumita Ganguli	ID	Member	24-Jul-2017	
3	Viraj Tyagi	ID	Member	29-Apr-2014	
4	Gopal Jain	NED	Member	06-Mar-2008	02-Nov-2018

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

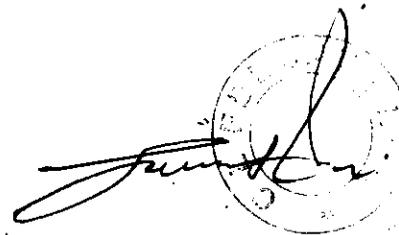
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Girish Shivani	ID	Chairperson	27-Nov-2018	
2	Nikhil Mahajan	ED	Member	22-Jul-2014	
3	Gautam Puri	ED	Member	22-Jul-2014	
4	Paresh Surendra Thakker	ID	Member	13-Mar-2018	15-Nov-2018

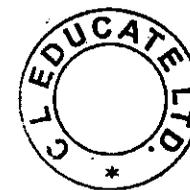
Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Nikhil Mahajan	ED	Member	11-Aug-2014	
2	Gautam Puri	ED	Member	11-Aug-2014	
3	Satya Narayanan .R	C & ED	Chairperson	11-Aug-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes





d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Girish Shivani	ID	Member	27-Nov-2018	
2	Imran Jafar	NED	Member	02-Nov-2018	
3	Paresh Surendra Thakker	ID	Member	24-Jul-2017	15-Nov-2018
4	Gopal Jain	NED	Member	01-May-2009	02-Nov-2018
5	Viraj Tyagi	ID	Chairperson	27-Aug-2008	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

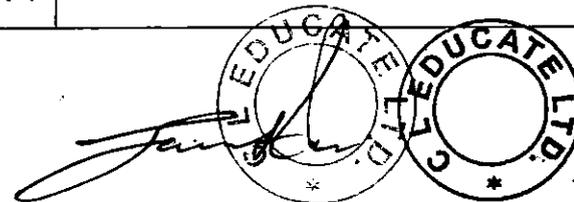
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
06-Jul-2018	06-Oct-2018
07-Aug-2018	02-Nov-2018
	27-Nov-2018

Company Remarks	
Maximum gap between any two consecutive (in number of days)	59

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	07-Aug-2018	02-Nov-2018	3	Yes
Audit Committee		27-Nov-2018	2	Yes
Stakeholders Relationship Committee		02-Nov-2018	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	86



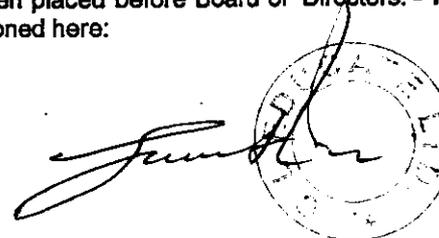
v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions		

vi. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Rachna Sharma
Designation : Company Secretary & Compliance Officer



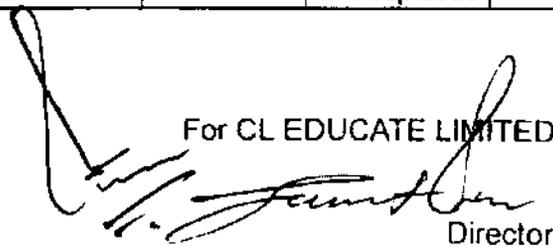
ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **CL Educate Limited**
2. Quarter ending - **30-Sep-2018**

Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	SATYA NARAYANAN .R	00307326	AFJPS7585N	C & ED	01-Apr-2017			1	0	0
Mr.	GAUTAM PURI	00033548	AAHPP5688E	ED	01-Apr-2017			1	1	0
Mr.	NIKHIL MAHAJAN	00033404	AAAPM2004J	ED	01-Apr-2017			1	1	0
Mr.	GOPAL JAIN	00032308	AAAPJ2149P	NED	06-Mar-2008			1	1	0
Mr.	SRIDAR A. IYENGAR	00278512	AACPI7514D	ID	05-Sep-2014	30-Sep-2018	60	2	1	2
Mr.	VIRAJ TYAGI	01760948	AEKPT2705H	ID	05-Sep-2014		60	1	1	0
Mr.	PARESH SURENDRA THAKKER	00120892	AAAPT5268M	ID	02-Jul-2017		60	1	0	1
Ms.	MADHUMITA GANGULI	00676830	AAEPG7669R	ID	02-Jul-2017		60	1	0	1
Mr.	SUSHIL KUMAR ROONGTA	00309302	AAAPR4551P	ID	13-Mar-2018		60	5	5	1
Mr.	GIRISH SHIVANI	03593974	AIDPS1148L	ID	30-Sep-2018		60	1	0	0

For CL EDUCATE LIMITED



Director

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II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	GOPAL JAIN	NED	Member
2	VIRAJ TYAGI	ID	Member
3	MADHUMITA GANGULI	ID	Chairperson

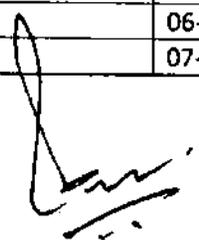
Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	PARESH SURENDRA THAKKER	ID	Chairperson
2	NIKHIL MAHAJAN	ED	Member
3	GAUTAM PURI	ED	Member

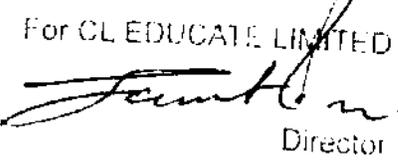
Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	SATYA NARAYANAN .R	C & ED	Chairperson
2	GAUTAM PURI	ED	Member
3	NIKHIL MAHAJAN	ED	Member

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	GOPAL JAIN	NED	Member
2	PARESH SURENDRA THAKKER	ID	Member
3	VIRAJ TYAGI	ID	Chairperson

iii. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
30-Apr-2018	06-Jul-2018	43
23-May-2018	07-Aug-2018	

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For CL EDUCATE LIMITED

 Director

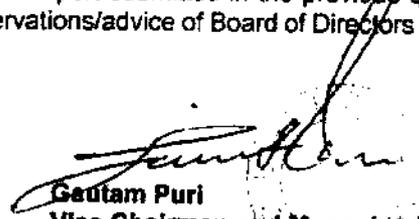
IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	07-Aug-2018	2	23-May-2018	
Nomination & Remuneration Committee		2	23-May-2018	75

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name :
Designation :


Gautam Puri
Vice Chairman and Managing Director



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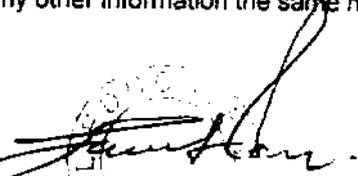
ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name :  **Gautam Puri**
 Designation : **Vice Chairman and Managing Director**



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ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - CL Educate Limited
2. Quarter ending - 30-Jun-2018

i. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non - Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	SATYA NARAYANAN .R	00307326	AFJPS7585N	C & ED	01-Apr-2017			1	0	0
Mr.	GAUTAM PURI	00033548	AAHPP5688E	ED	01-Apr-2017			1	1	0
Mr.	NIKHIL MAHAJAN	00033404	AAAPM2004J	ED	01-Apr-2017			1	1	0
Mr.	GOPAL JAIN	00032308	AAAPJ2149P	NED	06-Mar-2008			1	1	0
Mr.	SRIDAR A. IYENGAR	00278512	AACPI7514D	ID	05-Sep-2014		60	3	1	3
Mr.	VIRAJ TYAGI	01760948	AEKPT2705H	ID	05-Sep-2014		60	1	1	0
Mr.	PARESH SURENDRA THAKKER	00120892	AAAPT5268M	ID	02-Jul-2017		60	1	0	1
Ms.	MADHUMITA GANGULI	00676830	AAEPG7669R	ID	02-Jul-2017		60	1	1	0
Mr.	SUSHIL KUMAR ROONGTA	00309302	AAAPR4551P	ID	13-Mar-2018		60	5	4	1



For CL EDUCATE LIMITED

Nikhil Mahajan
 Director




II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	GOPAL JAIN	NED	Member
2	SRIDAR A. IYENGAR	ID	Chairperson
3	VIRAJ TYAGI	ID	Member
4	MADHUMITA GANGULI	ID	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	GAUTAM PURI	ED	Member
2	NIKHIL MAHAJAN	ED	Member
3	PARESH SURENDRA THAKKER	ID	Chairperson

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	NIKHIL MAHAJAN	ED	Member
2	GAUTAM PURI	ED	Member
3	SATYA NARAYANAN .R	C & ED	Chairperson

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	VIRAJ TYAGI	ID	Chairperson
2	PARESH SURENDRA THAKKER	ID	Member
3	GOPAL JAIN	NED	Member

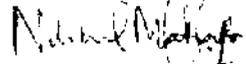
III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
02-Feb-2018	30-Apr-2018	36
24-Mar-2018	23-May-2018	

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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Name : **Nikhil Mahajan**
Designation : **Executive Director and Group CEO Enterprise Business**



<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes



For CL EDUCATE LIMITED

Manoj Kumar
Director

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IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	23-May-2018	2	02-Feb-2018	109
Nomination & Remuneration Committee	23-May-2018	2	02-Feb-2018	

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - Any comments/observations/advice of Board of Directors may be mentioned here.

Name : **Nikhil Mahajan**
 Designation : **Executive Director and Group CEO Enterprise Business**

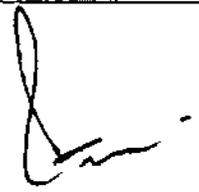
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ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **CL Educate Limited**
2. Quarter ending - **31-Mar-2018**

Composition of Board of Directors										
Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	SATYA NARAYANAN .R	00307326	AFJPS7585N	C & ED	01-Apr-2017			1	0	0
Mr.	GAUTAM PURI	00033548	AAHPP5688E	ED	01-Apr-2017			1	1	0
Mr.	NIKHIL MAHAJAN	00033404	AAAPM2004J	ED	01-Apr-2017			1	1	0
Mr.	GOPAL JAIN	00032308	AAAPJ2149P	NED	06-Mar-2008			1	1	0
Mr.	SRIDAR A. IYENGAR	00278512	AACPI7514D	ID	05-Sep-2014		60	3	1	3
Mr.	SAFIR ANAND	02117658	AADPA0805C	ID	05-Sep-2014	07-Feb-2018	60	1	0	0
Mr.	VIRAJ TYAGI	01760948	AEKPT2705H	ID	05-Sep-2014		60	1	1	0
Mr.	PARESH SURENDRA THAKKER	00120892	AAAPT5268M	ID	02-Jul-2017		60	1	0	1
Ms.	MADHUMITA GANGULI	00676830	AAEPG7669R	ID	02-Jul-2017		60	1	1	0
Mr.	SUSHIL KUMAR ROONGTA	00309302	AAAPR4551P	ID	13-Mar-2018		60	5	4	1



For CL EDUCATE LIMITED

Nikhil Mahajan
 Director



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II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	GOPAL JAIN	NED	Member
2	SRIDAR A. IYENGAR	ID	Chairperson
3	VIRAJ TYAGI	ID	Member
4	MADHUMITA GANGULI	ID	Member

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	GAUTAM PURI	ED	Member
2	NIKHIL MAHAJAN	ED	Member
3	PARESH SURENDRA THAKKER	ID	Chairperson

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	NIKHIL MAHAJAN	ED	Member
2	GAUTAM PURI	ED	Member
3	SATYA NARAYANAN .R	C & ED	Chairperson

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	VIRAJ TYAGI	ID	Chairperson
2	PARESH SURENDRA THAKKER	ID	Member
3	GOPAL JAIN	NED	Member

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
13-Oct-2017	02-Feb-2018	49
21-Nov-2017	24-Mar-2018	
27-Dec-2017		

For CL EDUCATE LIMITED

Director

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ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

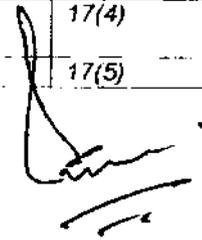
I. Disclosure on website in terms of Listing Regulations	
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	No
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable
New name and the old name of the listed entity	Not Applicable

II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes

For CL EDUCATE LIMITED

Director

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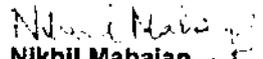


IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	02-Feb-2018	4	21-Nov-2017	72
Nomination & Remuneration Committee	02-Feb-2018	3		

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : 
 Designation : **Nikhil Mahajan**
Executive Director and Group CEO Enterprise Business

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