RED HERRING PROSPECTUS
Please read Section 32 of the Companies Act, 2013
Book Building Offer
Dated March 8, 2017
(This Red Herring Prospectus will be updated upon filing with the RoC)

CL EDUCATE LIMITED

Our Company was incorporated in New Delhi as 'Career Launcher (India) Private Limited' on April 25, 1996 under the Companies Act, 1956 ("**Companies Act 1956**"), with the Registrar of Companies, National Capital Territory of Delhi and Haryana ("**RoC**"). Pursuant to a resolution of our shareholders dated April 25, 2000, our Company was converted to a public limited company following which our name was changed to 'Career Launcher (India) Limited', and a fresh certificate of incorporation was issued by the RoC on June 17, 2000. Pursuant to a resolution of our shareholders dated February 28, 2011, our name was changed to 'CL Educate Limited', and a fresh certificate of incorporation was issued by the RoC on March 18, 2011.

Registered and Corporate Office: A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi 110 044, India,
Tel: +91 (11) 4128 1100
For more information in relation to change in our name and registered office, see "***History and Certain Corporate Matters***" on page 165.
Company Secretary and Compliance Officer: Rachna Sharma, Company Secretary **Tel**: +91 (11) 4128 1100 **Fax**: +91 (11) 4128 1110
E-mail: compliance@cleducate.com **Website**: www.cleducate.com
CIN: U74899DL1996PLC078481

PROMOTERS: SATYA NARAYANAN .R, GAUTAM PURI, NIKHIL MAHAJAN, R. SHIVA KUMAR, SREENIVASAN .R, SUJIT BHATTACHARYYA AND BILAKES CONSULTING PRIVATE LIMITED

INITIAL PUBLIC OFFERING OF UPTO 4,760,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF CL EDUCATE LIMITED ("CL EDUCATE" OR "OUR COMPANY" OR "THE COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER"). THE OFFER COMPRISES A FRESH ISSUE OF 2,180,119 EQUITY SHARES BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UPTO 2,579,881 EQUITY SHARES BY THE SELLING SHAREHOLDERS, INCLUDING UPTO 974,000 EQUITY SHARES BY CERTAIN OF OUR PROMOTERS AND MEMBERS OF THE PROMOTER GROUP ("OFFER FOR SALE"). THE OFFER SHALL CONSTITUTE 33.61% OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR DETAILS OF THE EQUITY SHARES OFFERED BY EACH SELLING SHAREHOLDER, SEE "*CAPITAL STRUCTURE*" ON PAGE 72.

THE PRICE BAND WILL BE DECIDED BY THE COMPANY AND THE INSTITUTIONAL SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER ("BRLM") AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLM AND ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL NEWSPAPER) AND ALL EDITIONS OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE IN THE PLACE WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED (THE "BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (THE "NSE", TOGETHER WITH THE BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH

In case of revision in the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days (as defined herein) after revision of the Price Band subject to the Bid/Offer Period not exceeding a total of 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the website of the BRLM and at the terminals of the Syndicate Member and by intimation to Self Certified Syndicate Banks ("**SCSBs**"), the Registered Brokers, the Registrar to the Offer and Share Transfer Agents and Collecting Depository Participants.

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the "**SCRR**") the Offer is being made for at least 25% of the post-Offer paid-up Equity Share capital of our Company. The Offer is being made through the Book Building Process, in compliance with Regulation 26(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**"), where 50% of the Offer will be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Category**"), provided that our Company may, in consultation with the BRLM allocate up to 60% of the QIB Category to Anchor Investors, on a discretionary basis (the "**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Offer Price. Further, 5% of the QIB Category (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder shall be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Offer will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Investors (except Anchor Investors) can participate in this Offer only through the ASBA process. For details in this regard, specific attention is invited to "***Offer Procedure***" on page 508. In the event of under subscription in the Offer, the Selling Shareholders, the BRLM and our Company agree that Equity Shares equivalent to 90% of the Fresh Issue shall be issued prior to the sale of Offered Shares in the Offer for Sale, after which the balance subscription in the Offer shall be applied towards allotment of Offered Shares of each Selling Shareholder and the balance portion of the Fresh Issue, in a proportionate manner.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of the securities of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 and the Floor Price and Cap Price are [●] times and [●] times the face value of the Equity Shares, respectively. The Offer Price (as determined by our Company in consultation with the BRLM and as stated in "***Basis for Offer Price***" on page 103) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in this Offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the Risk Factors carefully before making an investment decision in this Offer. For making an investment decision, Bidders must rely on their own examination of our Company and this Offer, including the risks involved. The Equity Shares offered in this Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of this Red Herring Prospectus. Specific attention of the Bidders is invited to "***Risk Factors***" on page 14.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission or inclusion of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each Selling Shareholder accepts responsibility only for statements made by it in this Red Herring Prospectus in relation solely to itself and the Equity Shares offered in the Offer, in connection with the Offer for Sale. None of the Selling Shareholders assume any responsibility for any other statements, including, *inter-alia*, any of the statements made by or relating to the Company or its business in this Red Herring Prospectus.

LISTING

The Equity Shares offered though this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. We have received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters both dated April 13, 2016. NSE is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER
Kotak Mahindra Capital Company Limited 27 BKC, C-27, "G" Block Bandra Kurla Complex, Bandra (East) Mumbai 400 051, India Tel: +91 (22) 4336 0000 Fax: +91 (22) 6713 2447 E-mail: cleducate.ipo@kotak.com Investor Grievance E-mail: kmccredressal@kotak.com Website: www.investmentbank.kotak.com Contact Person: Ganesh Rane SEBI Registration Number: INM000008704	**Karvy Computershare Private Limited** Karvy Selenium Tower B Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad 500 032, Telangana, India Tel: +91 (40) 6716 2222 / Fax: +91 (40) 2343 1551 E-mail: einward.ris@karvy.com Investor Grievance E-mail: cleducate.ipo@karvy.com Website: http://karisma.karvy.com Contact Person: M. Murali Krishna SEBI Registration Number: INR000000221

BIDDING PROGRAMME*

BID/OFFER OPENS ON	March, 20, 2017	BID/OFFER CLOSES ON**	March 22, 2017

** Our Company may, in consultation with the BRLM consider participation by Anchor Investors. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*
*** Our Company in consultation with the BRLM may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date.*

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SECTION I - GENERAL
DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms have the following meanings in this Red Herring Prospectus, and references to any statute or regulations or policies will include any amendments or re-enactments thereto, from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

*Unless the context otherwise indicates, all references to "**CL Educate**", "**the Company**", "**our Company**" and "**the Issuer**", are to CL Educate Limited, a company incorporated in India under the Companies Act, 1956 with its registered and corporate office at A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi 110 044, India. Furthermore, unless the context otherwise indicates, all references to the terms "**we**", "**us**" and "**our**" are to CL Educate Limited and its Subsidiaries (as defined below) on a consolidated basis.*

Company Related Terms

Term	Description
Accendere	Accendere Knowledge Management Services Private Limited
Accendere SPA	The share purchase agreement dated September 7, 2015 executed among our Company, Praveen Dwarakanath, Shivaraman Ramaswamy and Accendere
AoA/Articles of Association or Articles	The articles of association of our Company, as amended from time to time
ARC	Arun Roy Classes
Auditors	The statutory auditors of our Company, being Haribhakti & Co. LLP, Chartered Accountants
Audit Committee	The Audit Committee of our Company, comprising Sridar A. Iyengar, Kamil Hasan, Viraj Tyagi, Gopal Jain and Safir Anand re-constituted on October 27, 2016
Bilakes	Bilakes Consulting Private Limited
Board or Board of Directors	The board of directors of our Company, or a duly constituted committee thereof
Brilliant Tutorials	Brilliant Tutorials Private Limited
Charity Trust Deed	The Charity Trust Deed dated July 28, 2006 pursuant to which Nalanda Foundation is formed as a public charitable trust
CCPS	0.01% compulsorily convertible non-cumulative preference shares of our Company of face value ₹ 10 each
CLEF	Career Launcher Education Foundation
CLEIS	Career Launcher Education Infrastructure and Services Limited
CLEWS	Career Launcher Employees Welfare Society
CLHES	CL Higher Educational Services Private Limited
CLIP	Career Launcher Infrastructure Private Limited
CL Media	CL Media Private Limited
CSR Committee	The Corporate Social Responsibility Committee of our Company, comprising Safir Anand, Satya Narayanan .R and Gautam Puri constituted on April 29, 2014
Director(s)	The director(s) on Board
ESOP 2001	The employee stock option plan established by our Company with effect from May 1, 2001, as described in "***Capital Structure***" on page 82
ESOP 2008	The employee stock option plan established by our Company with effect from April 1, 2008, as amended at the board meeting held on August 11, 2014 and approved at the annual general meeting held on September 5, 2014 and further amended pursuant to the board resolution dated January 29, 2016 and approved at the extraordinary general meeting held on March 22, 2016 as described in "***Capital Structure***" on page 82.
Equity Shares	The equity shares of our Company of face value of ₹ 10 each
Gaja	Gaja Capital India Fund-I, a trust created under the Indian Trust Act, 1882 and registered under the Registration Act, 1908, having its registered office at G-133, Sarita Vihar, New Delhi 110 044 and registered with SEBI as a domestic venture capital fund, represented by its trustee, Gaja Trustee Company Private Limited, a company incorporated in India under the Companies Act, 1956, having its registered office at G-133, Sarita Vihar, New Delhi 110 044

Term	Description
Gaja SHAs	The share subscription and shareholders' agreement dated September 20, 2007 executed among our Company, GPE, Satya Narayanan .R, Gautam Puri, R. Sreenivasan, R. Shiva Kumar, Sujit Bhattacharyya and Nikhil Mahajan, as amended on March 9, 2011, November 2, 2012 and August 12, 2014 and the share subscription and shareholders' agreement dated September 20, 2007 among our Company, Gaja, Satya Narayanan .R, Gautam Puri, R. Sreenivasan, R. Shiva Kumar, Sujit Bhattacharyya and Nikhil Mahajan, as amended on February 11, 2008, March 9, 2011, March 29, 2011, and November 2, 2012
GKP	GK Publications Private Limited
GPE	GPE (India) Limited, Mauritius, a Mauritius limited life company limited by shares incorporated under the laws of the Companies Act, No. 15 of 2001 of Mauritius, whose principal office is situated at 14 Poudriere Street, Office 905, 9th Floor, Sterling Tower, Port Louis, Mauritius
Group Entity	Such companies as covered under the applicable accounting standards, being Accounting Standard 18 or other entities as considered material in accordance with the Materiality Policy in this case being, Nalanda Foundation, as described in *"**Our Promoters and Group Entity**"* on page 189
HDFC	Housing Development Finance Corporation Limited, a company registered under the Companies Act, 1956 and having its registered office at Ramon House, H T Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai – 400 020, Maharashtra
HDFC SHA	Shareholders' agreement dated September 5, 2014 executed among our Company, HDFC, Satya Narayanan .R, Gautam Puri, R. Sreenivasan, R. Shiva Kumar, Sujit Bhattacharyya and Nikhil Mahajan
Institutional Selling Shareholders	Gaja Trustee Company Private Limited (as trustee for Gaja), GPE and S.P. Family Trust
Kestone	Kestone Integrated Marketing Services Private Limited
Kestone Asia	Kestone Asia Hub PTE Ltd
KITS	Khurana Information and Training Systems Private Limited
LST	Law School Tutorials
Materiality Policy	Policy for identification of Group Entities as adopted by our Board on March 16, 2016 and policy for indentification of material creditors and material legal proceedings, as adopted by our Board on March 16, 2016 and revised by our Board on November 21, 2016
MoA/Memorandum of Association	The memorandum of association of our Company, as amended from time to time
Nomination, Remuneration and Compensation Committee	The Nomination, Remuneration and Compensation Committee of our Company, comprising Viraj Tyagi, Safir Anand, Kamil Hasan and Gopal Jain constituted on August 11, 2014
OCPS	0.01% optionally convertible preference shares of our Company of face value ₹ 10 each
Promoters	Satya Narayanan .R, Gautam Puri, Nikhil Mahajan, R. Shiva Kumar, Sreenivasan .R, Sujit Bhattacharyya and Bilakes Consulting Private Limited
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(zb) of the SEBI ICDR Regulations
Registered and Corporate Office	The registered and corporate office of our Company, at A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi 110 044, India
Risk Management Committee	The risk management committee of our Company, comprising Satya Narayanan .R, Gautam Puri, and Nikhil Mahajan constituted on August 11, 2014
Selling Shareholders	Includes: (a) certain Promoters being (i) Satya Narayanan .R, (ii) Gautam Puri, (iii) Sreenivasan .R, (iv) R. Shiva Kumar, (v) Sujit Bhattacharyya, and (vi) Nikhil Mahajan; (b) certain members of our Promoter Group being (i) Parul Mahajan, (ii) Nikhil Mahajan HUF, (iii) Abhijit Bhattacharyya, and (iv) Shefali Acharya; (c) Institutional Selling Shareholders; and (d) Other Selling Shareholders being (i) Arindam Lahiri, (ii) Sharad Awasthi, (iii) Sanjay Shivnani, (iv) Poonam Mittal, (v) Akansha Consultancy Services Limited, (vi) Vivek Trilokinath, (vii) Edelweiss Finance & Investments Limited, (viii) GHIOF Mauritius; (ix) Sanjeev Srivastava, (x) Monalisa Parikh (first holder) and Digant Parikh , (xi) Mahesh Parikh (first holder) and Digant Parikh, (xii) Digant Parikh (first holder) and Monalisa Parikh, (xiii) Mini Sehgal, (xiv) Saurabh Mittal, (xv) Kunal Kumthekar, (xvi) Vinay Mittal, (xvii) Gun Nidhi Dalmia, (xviii) Mita Bhattacharyya, (xix) Bhawan Singh Rawat, (xx) Namit Arora, (xxi) Pawan Kumar Sachdeva, (xxii) India Infoline Limited, (xxiii) Rachna Sharma, (xxiv) Pawan Kumar Sharma and (xxv) Upendra Kumar Sharma. For details of Equity Shares offered by each Selling Shareholder, see *"**Capital Structure**"* on page 72

Term	Description
Stakeholders' Relationship Committee	The Stakeholders' Relationship Committee of our Company, comprising Safir Anand, Gautam Puri and Nikhil Mahajan constituted on July 22, 2014
Subsidiaries	Kestone Integrated Marketing Services Private Limited, G.K. Publications Private Limited, Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Career Launcher Infrastructure Private Limited, Accendere Knowledge Management Services Private Limited, and Kestone Asia Hub Pte Ltd
TAAF	Testing Assessment, Analytics and Filtering

Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as a proof of registration of the Bid
Allotted/Allotment/Allot	Issue, allotment and transfer of Equity Shares to successful Bidders pursuant to this Offer
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Anchor Escrow Account	Account opened with the Anchor Escrow Bank and in whose favour the Anchor Investors make payment in respect of the Bid Amount when submitting a Bid
Anchor Investor	A QIB, who applies under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and who has Bid for an amount of at least ₹ 100.00 million.
Anchor Investor Bidding Date	The date one Working Day prior to the Bid/Offer Opening Date on which Bids by Anchor Investors shall open and allocation to the Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which Equity Shares will be issued and Allotted to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which will be a price equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the BRLM
Anchor Investor Portion	Up to 60% of the QIB Category which, may be allocated by our Company in consultation with the BRLM, to Anchor Investors, on a discretionary basis. One third of the Anchor Investor Portion is reserved for domestic Mutual Funds, at or above the Anchor Investor Offer Price
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) by a Bidder (other than an Anchor Investor) to make a Bid authorizing the relevant SCSB to block the Bid Amount in the relevant ASBA Account
ASBA Account	Account maintained with an SCSB and specified in the Bid cum Application Form which will be blocked by such SCSB to the extent of the appropriate Bid Amount in relation to a Bid by a Bidder (other than Bid by an Anchor Investor)
Bankers to the Offer/ Anchor Escrow Bank/ Refund Bank	The bank which is a clearing member and registered with the SEBI as an escrow collection bank, with whom each of, (i) the Anchor Escrow Account in relation to the Offer for Bids by Anchor Investors will be opened and, (ii) the Public Offer Account for receiving monies from the Anchor Escrow Account and ASBA Accounts of Bidders (except Anchor Investors) on the Designated Date and (iii) the Refund Account, from which a refund of the whole or part of the Bid Amount, if any, shall be made, will be opened, in this case being Kotak Mahindra Bank.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful bidders under the Offer, described in "***Offer Procedure***" on page 508
Bid	An indication to make an offer during the Bid/Offer Period by a Bidder or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of a Bid cum Application Form, to subscribe for or purchase our Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under SEBI ICDR Regulations
Bid Amount	The highest value of the optional Bids as indicated in the Bid cum Application Form and payable by the Bidder upon submission of the Bid in the Offer
Bid cum Application Form	The form in terms of which the Bidder shall make a Bid and which shall be considered as the application for the Allotment pursuant to the terms of this Red Herring Prospectus and the Prospectus
Bid Lot	[●]

Term	Description
Bidder	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form, including an Anchor Investor
Bid/Offer Closing Date	Except in relation to any bids received from Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bids for the Offer, being March 22, 2017, which shall also be published in all editions of Financial Express (a widely circulated English national newspaper) and all editions of Jansatta (a widely circulated Hindi national newspaper, Hindi also being the regional language in the place where our Registered and Corporate Office is located). Our Company in consultation with the BRLM, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, subject to the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids for the Offer, being March 20, 2017, which shall also be published by our Company in all editions of Financial Express (a widely circulated English national newspaper) and all editions of Jansatta (a widely circulated Hindi national newspaper, Hindi also being the regional language in the place where our Registered and Corporate Office is located)
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days during which prospective Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof
Book Building Process	The book building process as described in Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Manager/BRLM	The book running lead manager to the Offer, in this case being Kotak Mahindra Capital Company Limited
Broker Centers	Broker centres of the Registered Brokers, where Bidders can submit the Bid cum Application. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm.
Cap Price	The higher end of the Price Band above which the Offer Price and Anchor Investor Offer Price will not be finalized and above which no Bids will be accepted, including any revisions thereof
Cash Escrow Agreement	The agreement dated [●], 2017 entered into amongst our Company, the Registrar to the Offer, the BRLM, the Selling Shareholders, the Syndicate Member and the Anchor Escrow Bank for collection of Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable remitting refunds, if any, on the terms and conditions thereof
Client ID	Client identification number of the Bidder's beneficiary account
Collecting Depository Participants/CDPs	A depository participant registered under Section 12(1A) of the SEBI Act and the list of which is available on the website of the SEBI (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recongised-Intermediaries) and updated from time to time and who is eligible to procure Bids at the Designated CDP Locations in accordance with SEBI CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting RTAs/ Registrar And Share Transfer Agents	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	The Offer Price, finalized by our Company in consultation with the BRLM, which shall be any price within the Price Band. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Demographic Details	The details of the Bidders including the Bidders' address, name of the Bidders' father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which shall collect the Bid cum Application Form used by Bidders (excluding Anchor Investors), a list of which is available at the website of the SEBI (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries) and updated from time to time
Designated CDP Locations	Such centres of the Collecting Depository Participants where the Bidders (other than Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with the names and contact details of the Collecting Depository Participants are available on the respective websites of the

Term	Description
	Stock Exchanges (http://www.bseindia.com/Static/Markets/Public Issues/RtaDp .aspx ?expandable=6 and http://www.nseindia.com/ products/ content/equities /ipos/asba_ procedures.htm) and updated from time to time
Designated Date	The date on which the Anchor Escrow Bank transfers the funds from the Anchor Escrow Account to the Public Offer Account or the Refund Account, as appropriate, and the amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Offer Account and/ or unblocked in terms of this Red Herring Prospectus
Designated Intermediaries	Members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and Collecting RTAs, who are authorized to collect Bid cum Application Forms from the Bidders (other than Anchor Investors), in relation to the Offer
Designated RTA Locations	Such centers of the Collecting RTAs where Bidders can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the Collecting RTAs are available on the respective websites of the Stock Exchanges (http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable = 6 and http://www.nseindia.com/products/content/equities/ipos/ asba_procedures.htm) and updated from time to time
Designated Stock Exchange	NSE
DP	Depository Participant
DP ID	Depository Participant's identity number
Draft Red Herring Prospectus/DRHP	The draft red herring prospectus dated March 30, 2016 filed with the SEBI and issued in accordance with the SEBI ICDR Regulations
Eligible FPI	An FPI from such jurisdiction outside India where it is not unlawful to make an offer/invitation under the Offer and in relation to whom this Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby
Eligible NRI	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom this Red Herring Prospectus constitutes an invitation to subscribe for the Equity Shares
Equity Listing Agreements	Listing agreement to be entered into by our Company with the Stock Exchanges in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form
Floor Price	The lower end of the Price Band, and any revisions thereof, below which the Offer Price will not be finalized and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares
Fresh Issue	Fresh issue of 2,180,119 Equity Shares by our Company as part of the Offer, in terms of this Red Herring Prospectus
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI and included in "Offer Procedure" on page 517.
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot
Mutual Funds	Mutual Funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, on a proportionate basis
Net Proceeds	Proceeds of the Offer that will be available to our Company, which shall be the gross proceeds of the Offer less the Offer-related expenses and the proceeds of the Offer for Sale
Non-Institutional Category	The portion of the Offer, being not less than 15% of the Offer or 714,000 Equity Shares, available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price
Non-Institutional Investors/NIIs	All Bidders, including Category III FPIs registered with the SEBI that are not QIBs (including Anchor Investors) or Retail Individual Investors who have Bid for Equity Shares for an amount of more than ₹ 200,000
Offer	Public offer of up to 4,760,000 Equity Shares for cash at a price of ₹ [●] per Equity Share, aggregating up to ₹ [●] million, comprising a Fresh Issue of 2,180,119 Equity Shares of our Company and an Offer for Sale of up to 2,579,881 Equity Shares by the Selling Shareholders

Term	Description
Offer Agreement	The agreement dated March 28, 2016 entered into amongst our Company, the Selling Shareholders and the BRLM, as amended, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	Offer for sale of up to 2,579,881 Equity Shares being offered by the Selling Shareholders pursuant to this Red Herring Prospectus
Offer Price	The final price at which Equity Shares will be Allotted to the Bidders (except Anchor Investors), as determined in accordance with the Book Building Process on the Pricing Date
Price Band	Price band of the Floor Price of ₹ [●] and a Cap Price of ₹ [●], including revisions thereof. The Price Band for the Offer will be decided by our Company and the Institutional Selling Shareholders in consultation with the BRLM and the Minimum Bid Lot will be decided by our Company in consultation with the BRLM and will be advertised in all editions of Financial Express (a widely circulated English national newspaper) and all editions of Jansatta (a widely circulated Hindi national newspaper, Hindi also being the regional language in the place where our Registered and Corporate Office is located), at least five Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and shall be made available to the Stock Exchanges for the purpose of uploading on their website
Pricing Date	The date on which our Company in consultation with the BRLM, shall finalize the Offer Price
Prospectus	The Prospectus to be filed with the RoC for this Offer on or after the Pricing Date in accordance with the provisions of Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations, including any addenda or corrigenda thereto
Public Offer Account	The account(s) to be opened with the Banker(s) to the Offer to receive monies from the Anchor Escrow Account(s) and the ASBA Accounts on the Designated Date
QIB Category	The portion of the Offer, being 50% of the Offer or 2,380,000 Equity Shares available for allocation to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Offer Price
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	This red herring prospectus dated March 8, 2017 to be issued in accordance with Section 32 of the Companies Act, 2013 and the SEBI ICDR Regulations, which does not have complete particulars of the price at which the Equity Shares shall be issued, to be filed with the RoC at least three Working Days before the Bid/ Offer Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account	Account opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to the Anchor Investors
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate
Registrar Agreement	The agreement dated March 28, 2016, as amended, entered into between our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar to the Offer	Karvy Computershare Private Limited
Retail Category	The portion of the Offer, being not less than 35% of the Offer or 1,666,000 Equity Shares, available for allocation to Retail Individual Investors, which shall not be less than the minimum Bid lot, subject to availability in the Retail Category and the remaining Equity Shares to be Allotted on a proportionate basis
Retail Individual Investors/ RIIs	Bidders (including HUFs and Eligible NRIs) whose Bid Amount for Equity Shares in the Offer is not more than ₹ 200,000
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Self Certified Syndicate Banks or SCSBs	The banks registered with the SEBI which offer the facility of ASBA and the list of which is available on the website of the SEBI (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form

Term	Description
Stock Exchanges	The BSE Limited and the National Stock Exchange of India Limited
Syndicate Agreement	The agreement dated [●], 2017 entered into amongst the members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer in relation to the collection of Bids in the Offer
Syndicate Member	Intermediaries registered with the SEBI and permitted to carry out activities as an underwriter, in this case being Kotak Securities Limited
Syndicate or members of the Syndicate	Collectively, the BRLM and the Syndicate Member
Underwriters	The members of the Syndicate
Underwriting Agreement	The agreement among our Company, the Selling Shareholders and the Underwriters, to be entered into on or after the Pricing Date
Working Day(s)	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Bid/Offer Opening Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all trading days excluding Sundays and bank holidays in India in accordance with the SEBI circular no SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Conventional and General Terms

Term	Description
AED	United Arab Emirates Dirham, the official currency of the United Arab Emirates
ASCI	Advertising Standards Council of India
BSE	BSE Limited
B2C	Business-to-Customer
B2BC	Business-to-Business-to-Consumer
CAGR	Compounded Annual Growth Rate
Category III FPIs	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
Companies Act	Companies Act, 1956, as superseded and substituted by notified provisions of the Companies Act, 2013
Companies Act 1956	Companies Act, 1956
Competition Act	Competition Act, 2002
Consolidated FDI Policy	The current consolidated FDI Policy, effective from June 7, 2016 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
Copyright Act	The Copyright Act, 1957
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depositories Act	The Depositories Act, 1996
EPS	Earnings per share
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 2000
FII(s)	Foreign Institutional Investors as defined under Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 2000, registered with the SEBI under applicable laws in India and deemed as FPIs under the SEBI FPI Regulations
Financial Year/Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations, provided that any FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
GDP	Gross Domestic Product
GoI	The Government of India
HUF	Hindu undivided family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	Income Tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India

Term	Description
IND (AS)	IFRS based/ synchronised accounting standards in India
Mutual Funds	Mutual funds registered with the SEBI under the SEBI (Mutual Funds) Regulations, 1996
MCA	The Ministry of Corporate Affairs, GoI
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes a Non-resident Indian
NSE	The National Stock Exchange of India Limited
PAN	Permanent account number
PAT	Profit after tax
RBI	The Reserve Bank of India
RoC or Registrar of Companies	The Registrar of Companies, National Capital Territory of Delhi and Haryana
RoNW	Return on Net Worth
INR or Rupee or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
Securities Act	United States Securities Act, 1933
SGD	The Singapore Dollar, the official currency of the Republic of Singapore
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Trademarks Act	Trademarks Act, 1999
UAE	United Arab Emirates
US$ or USD or US Dollar	United States Dollar, the official currency of the United States of America
USA or U.S. or US	United States of America

Industry Related Terms

Term	Description
AICTE	All India Council for Technical Education
AIIMS MBBS	All India Institute of Medical Science MBBS
AIPMT	All India Pre Medical Test
ATMA	AIMS Test for Management Admission
BFSI	Banking, Financial Services and Insurance
CAT	Common Admission Test
CA-CPT	Chartered Accountancy – Common Proficiency Test
CA-IPC	Chartered Accountancy – Integrated Professional Competence
CA-Final	Chartered Accountancy
CBSE	Central Board of Secondary Education
CGL	Combined Graduate Level
CLAT	Common Law Admission Test
CMAT	Common Management Admission Test
CRISIL Research	A division of CRISIL Limited
CRISIL Research Report	CRISIL Research report dated November, 2016, titled 'Study of Specific Segments within the Education Services Sector'
CSAT	Civil Services Aptitude Test
CS	Company Secretary
CWA	Cost and Works Accountant
CWE	Common Written Exam
GATE	Graduate Aptitude Test in Engineering
GERs	Gross Enrolment Ratios
GMAT	Graduate Management Admission Test
GRE	Graduate Record Examinations
ICSE	Indian Certificate of Secondary Education
ICT	Information and Communication Technologies
IELTS	International English Language Testing System
IGCSE	International General Certification of Secondary Education
IIMs	Indian Institutes of Management
IITs	Indian Institutes of Technology
ISBNs	International Standard Book Numbers
IT-ITeS	Information Technology and Information Technology Enabled Services

Term	Description
JEE-Advanced	Joint Entrance Exam-Advanced
JEE-Main	Joint Entrance Exam – Main
LSAT	Law School Admission Test
MNCs	Multinational companies
NAT	National Aptitude Test
NATA	National Aptitute Test in Architecture
NITs	National Institutes of Technology
NMAT	NMIMS Management Aptitude Test
PSU	Public Sector Units
SAT	Scholastic Assessment Test
SNAP	Symbiosis National Aptitude Test
SSC	Staff Selection Commission
SGSY	Swarnajayanti Gram Swarozgar Yojana
TOEFL	Test of English as a Foreign Language
UPSC	Union Public Service Commission
XAT	XLRI Admission Test

The words and expressions used but not defined in this Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (the "**SEBI Act**"), the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in "***Main Provisions of the Articles of Association***", "***Statement of Tax Benefits***", "***Industry Overview***", "***Regulations and Policies in India***", "***Financial Statements***" and "***Outstanding Litigation and Material Developments***" and "***Part B of the Offer Procedure***" on pages 553, 107, 110, 161, 196, 477 and 517, respectively, will have the meaning ascribed to such terms in these respective sections.

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Red Herring Prospectus to **"India"** are to the Republic of India. All references in this Red Herring Prospectus to the **"U.S."**, **"USA"** or **"United States"** are to the United States of America.

Financial Data

Unless stated otherwise, the financial data in this Red Herring Prospectus is derived from our consolidated restated financial statements for and as of six months ended September 30, 2016 and fiscals 2012, 2013, 2014, 2015 and 2016 and our standalone restated financial statements for and as of the six month period ended September 30, 2016 and fiscals 2012, 2013, 2014, 2015 and 2016, prepared in accordance with the Generally Accepted Accounting Principles in India ("**Indian GAAP**") and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

Our financial year commences on April 1 and ends on March 31, so all references to a particular financial year are to the twelve-month period ended March 31 of that year.

There are significant differences between the Indian GAAP, the International Financial Reporting Standards ("**IFRS**") and the Generally Accepted Accounting Principles in the United States of America ("**U.S. GAAP**"). Accordingly, the degree to which the financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI regulations on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS and we urge you to consult your own advisors regarding such differences and their impact on our financial data. Our Company will be required to prepare financial statements under Indian Accounting Standards ("**IND(AS)**") for accounting periods beginning on or after April 1, 2017 (with comparatives for the period ending March 31, 2017). The transition to IND (AS) in India is recent and we cannot assure you the impact of such transition on our Company. For details, see "***Risk Factor 46 –Significant differences exist between Indian GAAP and other accounting principles, such as the International Financial Reporting Standards ("IFRS") and U.S. GAAP, which may be material to investors' assessment of our financial condition. Our failure to successfully adopt IND(AS) may have an adverse effect on the price of our Equity Shares,*** on page 40.

Certain figures contained in this Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Red Herring Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Industry and Market Data

Industry and market data used throughout this Red Herring Prospectus has been obtained from various industry publications such as the CRISIL Research Report. Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe the industry and market data used in this Red Herring Prospectus is reliable, it has not been independently prepared or verified by us, the Selling Shareholders or the BRLM or any of their affiliates or advisors. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. The extent to which the industry and market data presented in this Red Herring Prospectus is meaningful depends upon the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

Certain information in the chapters titled "***Summary of Industry***", "***Summary of Business***", "***Industry Overview***" and "***Our Business***" of this Red Herring Prospectus has been obtained from CRISIL Research, which has issued the following disclaimer:

"CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this report ("Study of Specific Segments within the Education Services Sector") based on the information obtained by CRISIL from sources which it considers reliable (Data). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data/ Report and is not responsible for any errors or omissions or for the results obtained from the use of Data/ Report. This Report is not a recommendation to invest/ disinvest in any company covered in the Report. CRISIL especially states that it has no liability whatsoever to the subscribers/users/transmitters/ distributors of this Report. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL's Ratings Division/ CRISIL Risk and Infrastructure Solutions Ltd (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL's Ratings Division/ CRIS. No part of this Report may be published/ reproduced in any form without CRISIL's prior written approval".

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "***Risk Factor 41 –This Red Herring Prospectus contains information from industry sources including the report commissioned from CRISIL Research. Prospective investors are advised not to place undue reliance on such information."*** on page 38. Accordingly, investment decisions should not be based solely on such information.

Currency and Units of Presentation

All references to "**Rupees**" or "**₹**" or "**Rs.**" are to Indian Rupees, the official currency of the Republic of India. All references to "**U.S. Dollar**" or "**USD**" or "**US$**" are to United States Dollar, the official currency of the United States of America. All reference to "**SGD**" or "**Singapore Dollar**" is to Singapore Dollar, the official currency of the Republic of Singapore. All references to "**AED**" is to United Arab Emirates Dirham, the official currency of United Arab Emirates ("**UAE**").

In this Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in millions. One million represents '10 lakhs' or 1,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions in their respective sources, such figures appear in this Red Herring Prospectus expressed in such denominations as provided in such respective sources.

Exchange Rates

This Red Herring Prospectus contains translations of certain U.S. Dollar and other currency amounts into Indian Rupees. These convenience translations should not be construed as a representation that those U.S. Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The exchange rates of the respective foreign currencies as on September 30, 2016 and March 31, 2012, March 31, 2013, March 31, 2014, March 31, 2015 and March 31, 2016 are provided below.

(In ₹)

Currency	Exchange Rate as on March 30, 2012*	Exchange Rate as on March 28, 2013**	Exchange Rate as on March 28, 2014***	Exchange Rate as on March 31, 2015	Exchange Rate as on March 31, 2016	Exchange Rate as on September 30, 2016
1 US$	51.16	54.39	60.10	62.59	66.33	66.66
1 SGD	40.52	43.71	47.50	45.46	49.14	48.87
1 AED	13.87	14.82	16.30	16.96	18.04	18.13

Source: RBI (USD) and Bloomberg (SGD and AED)
** Not available for March 31, 2012 on account of it being a non-trading day.*
*** Not available for March 29, 2013, March 30, 2013 and March 31, 2013 as these were non-trading days.*
**** Not available for March 29, 2014, March 30, 2014 and March 31, 2014 as these were non-trading days.*

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain "forward-looking statements". These forward looking statements include statements which can generally be identified by words or phrases such as "***aim***", "***anticipate***", "***believe***", "***expect***", "***estimate***", "***intend***", "***likely to***", "***objective***", "***plan***", "***project***", "***will continue***", "***seek to***", "***will pursue***" or other words or phrases of similar import.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Important factors that would cause actual results to differ materially include, including, but not limited to:

- Our inability to maintain and grow our brand image
- Execution risks in relation to our growth strategies
- Our inability to successfully identify and integrate acquisition may adversely affect our growth strategy
- Failure on our part to compete effectively
- Failure to attract students in our test prep business, including due to an unsatisfactory success ratio
- Short-term impact of currency demonetization on some of our business segments and uncertainity of the long-term effect
- Our inability to cater to and suitably update and enhance the depth of our course and product offerings
- Any changes in our relationships with our business partners or non-adherence to prescribed service standards, payment default or other contractual breaches or irregularities
- Inability to retain core members of our management, as well as qualified and experienced faculty and certain other personnel, or our ability to recruit and train suitable personnel
- Introduction of a stringent regulatory or legal framework in the future which may increase our compliance requirements and costs
- Reliance on independent content developers for our test prep and publication and content development businesses
- Our publication and content development business is subject to several risks, including in relation to distribution and content development
- Risk associated with allotment of equity shares by one of our Subsidiaries, Career Launcher Education Infrastructure and Services Limited which was not in compliance with the Companies Act, 1956, in relation to private placement of securities
- Proposed sale of our K-12 schools not being completed on terms that are commercially beneficial to us or at all
- Global economic conditions have been unprecedented and challenging and continue to affect the Indian job market, in particular with respect to demand for MBA graduates

For a further discussion of factors that could cause our actual results to differ, see "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 14, 141 and 439, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could be materially different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Red Herring Prospectus and are not a guarantee of future performance. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as the statement based on them could prove to be inaccurate.

Neither our Company, nor the Selling Shareholders, nor the Syndicate, nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the BRLM will ensure that investors in India are informed of material developments until the receipt of final listing and trading approvals for the Equity Shares pursuant to the Offer. Each Selling Shareholder shall ensure that investors are informed of material developments in relation to the statements made by them in this Red Herring Prospectus until the reciept of listing and trading approvals.

SECTION II - RISK FACTORS

*Any investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks, uncertainties and challenges described below, before making an investment in our Equity Shares. You should read this section in conjunction with "**Our Business**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 141 and 439, respectively, as well as other financial and statistical information contained elsewhere in this Red Herring Prospectus. If any or a combination of the following risks, or other risks and uncertainties that are currently unknown or deemed immaterial, actually materialize, our business, financial condition, results of operations and prospects may suffer, the trading price of our Equity Shares may decline, and all or part of your investment in our Equity Shares may be lost.*

Unless otherwise stated, the financial information in this section is derived from our restated consolidated financial statements as on and for the six months ended September 30, 2016 and as on and for fiscals 2016, 2015, 2014, 2013 and 2012. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned here.

*This Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements, as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. Also, see "**Forward-Looking Statements**" on page 12.*

Internal Risk Factors

Risks Relating to Our Business

1. ***Our business may be adversely affected if we are unable to maintain and grow our brand image.***

   We believe that our brands, particularly, Career Launcher and GK Publications, are associated with academic excellence.

   We also believe that continuing to develop awareness of our brands through focused and consistent branding and marketing initiatives among current and prospective students, their parents, and other players in the education industry will be critical to our ability to increase enrolments, revenues, penetration of our offerings in existing markets and our expansion into new markets.

   As a significant part of our operations is conducted through business partners, we license our trademarks and brands to several third parties over whose activities we cannot, and do not, exercise direct day-to-day control. We license our brand and intellectual property to our business partners for operation of our test prep centers which are operated on a partnership model. As on September 30, 2016, our Company had 106 test prep centers which operated under the partnership model. While our agreements with our business partners prohibit them from effecting damage to our brand and intellectual property, and require them to indemnify us in case of losses, any misuse or mismanagement on the part of our business partners may dilute the value of our brand and intellectual property. In addition, CLEIS, our Subsidiary, licenses its brand, Indus World School, to K-12 schools. As on the date of this Red Herring Prospectus, there are eight Indus World Schools, of which six are operated by the Nalanda Foundation, one is operated by an independent trust, and one is operated by our Company. Also, see "***Outstanding Litigation and Material Developments***" on page 477, for information on certain legal proceedings we and certain of our Directors are involved in, in connection with defamation and impairment of our reputation and brand image.

   Factors that may impair our reputation and dilute the impact of our branding and marketing initiatives include our competitors' business and media strategies, our students' (namely, candidates that have enrolled in any of our courses or purchased paid content from us) success ratio *vis-à-vis* students enrolled with our competitors, adverse publicity involving us, our students or faculty (including media reports that our enrolment data or students' success records may not be substantiated), and the effectiveness of word-of-mouth marketing and reviews by current and former students.

   Any impairment of our reputation or erosion of our brand due to such factors, or any other risks or uncertainties presently unforeseen by us, may have an adverse effect on our reputation, business, results of operations and prospects.

2. ***Our growth strategies are subject to execution risks that may affect our business, results of operations and prospects.***

Our continued success in the future depends on our ability to implement our growth strategies effectively. Our growth strategies may not succeed due to various factors, including inability to identify opportunities with sufficient growth potential, failure to effectively market our new business initiatives or foresee challenges with respect to our planned business initiatives, failure to maintain quality and consistency in our operations or to ensure due performance of contractual obligations by our business partners or vendors, increase in competition, or other operational difficulties (especially in areas where we have limited or no prior experience).

For instance, we had licensed the use of our trade name and provided education soft skills to the Indus World School of Business, launched in 2008, in association with the Career Launcher Education Foundation ("**CLEF**") to provide higher education in management studies, in consideration of an infrastructure fee that would have been payable to us by CLEF. The Indus World School of Business ceased its operations in 2012, due to adverse global economic conditions, which, we believe, resulted in reduced demand for management courses, as well as due to discontinuation of this business school's affiliation with the Pondicherry University for its inability to meet infrastructural requirements prescribed by the All India Council for Technical Education ("**AICTE**"). In this regard, we were required to write off accumulated interest on loans granted by us to CLEF, aggregating to ₹ 15.49 million, as on March 31, 2014. Also, see "***Financial Statements***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 196 and 439, respectively.

Since we first entered the K-12 schools business in 2006, we have had to exit from, close down or abandon plans for a total of five K-12 schools (namely, at Hyderabad, Pune, Jalgaon, Mandi and Ahmednagar), due to various reasons outside our control, including non-payment of dues, defaults, non-compliances or insufficient performance by our erstwhile business partners. For instance, the expansion of the Indus World School, Pune was abandoned at planning stage, due to a dispute involving a plot of land on which construction was proposed. Although the abandonment of the planned Indus World School, Pune at that preliminary stage did not adversely affect our financial condition, there can be no assurance that any such future project will be implemented successfully, or that any impediments in such relation will be resolved expeditiously. Also, see risk factors titled "***There are several risks associated with the K-12 schools business, including in relation to the regulatory framework associated with the K-12 schools business. If any of these risks materializes, our K-12 schools business may be adversely affected, thereby affecting our business, results of operations and prospects.***" and "***Our K-12 schools business relies significantly on third parties for its operation, which exposes us to several risks, which may adversely affect our business, results of operations and prospects.***" and "***Outstanding Litigation and Material Developments***" on pages 27, 28 and 477, respectively. While we have recently entered into a memorandum of understanding and a non-binding term sheet for sale of our K-12 schools business, the closing of such proposed sale is subject to, among other things, completion of due diligence, receipt of all corporate and regulatory approvals and negotiations and execution of definitive agreements. See "***Our Business – Recent Developments***" and risk factor titled "***The proposed sale of our K-12 schools may not be completed on terms that are commercially beneficial to us or at all.***" on pages 143 and 23, respectively.

Failure in effectively implementing our growth strategies may result in diminution, loss or write-off of our investments in such ventures or lines of business, and may have an adverse effect on our business, results of operations and prospects.

3. ***Our growth strategy includes evaluating opportunities for strategic alliances, partnerships, investments and acquisitions. If we are unable to successfully identify and integrate acquisitions, our growth strategy, business, results of operations and prospects may be adversely affected.***

We have relied on inorganic growth as a key part of our growth strategy, including for our expansion into new business segments. For instance, we acquired 51% stake in Accendere Knowledge Management Services Private Limited ("**Accendere**") in 2015, GK Publications Private Limited ("**GKP**") in 2011, Kestone Integrated Marketing Services Private Limited ("**Kestone**") in 2008, Law School Tutorials ("**LST**") and Arun Roy Classes ("**ARC**"), both in 2004 and Khurana Information and Training Systems Private Limited ("**KITS**") in 2000. We may continue to evaluate opportunities for alliances, collaborations, partnerships, investments and acquisitions that meet our strategic and financial return criteria, and to strengthen our portfolio of product, service, content and infrastructure offerings in the education sector. We have recently entered into a term sheet with IndiaCan Education Private Limited to acquire its business division engaged in the test preparation business for chartered accountancy courses and civil services entrance examination. See "***Our Business – Recent Developments***" on page 143.

We may face several risks in relation to entering into strategic partnerships and acquisitions in the future, including, but not limited to, the following:

- we may be unable to identify suitable acquisition or investment targets;
- we may be unable to arrange for adequate financing on commercially reasonable terms or to negotiate commercially reasonable terms for such acquisitions or investments, or we may incur higher than anticipated costs in relation to proposed strategic transactions;
- our due diligence processes may fail to identify all the risks, liabilities and challenges in relation to proposed strategic transactions;
- we may not be able to achieve the strategic purpose of our proposed acquisitions, investments, alliances, collaborations or partnerships;
- we may face difficulties in integrating acquired entities' accounting, management information, human resources and other administrative systems with our own;
- our management may be distracted or strained by the challenges posed by strategic transactions, or related transition and integration activities;
- we may be unable to recruit, train and retain sufficient skilled faculty and other personnel, to successfully operate our growing business, including new and recent business ventures conducted pursuant to our strategic acquisitions, investments, alliances, collaborations or partnerships;
- we may fail to maintain the quality and consistency or sustain compliance and due performance of contractual obligations by our business partners or acquisition targets;
- our relationships with our current and new employees, distributors, dealers, customers and business partners may be strained or impaired, as a result of our inability to successfully integrate an acquisition target;
- we may inherit claims or liabilities, as a result of a strategic acquisition, including claims from erstwhile employees, distributors, dealers, customers, business partners or other third parties; and
- we may face litigation, arbitral or other claims in connection with strategic acquisitions that we are unable to sustain in the manner we had originally contemplated, or that we are required to prematurely terminate on account of operational challenges. For instance, we had, with effect from October 2012, terminated an agreement that we had entered into, in November 2011, with Brilliant Tutorials Private Limited ("**Brilliant Tutorials**") to operate Engineering courses under the brand Brilliant Tutorials, due to certain operational difficulties in services provided by Brilliant Tutorials. We and our Directors are presently involved in certain legal proceedings, arising from compensation claims from students on account of discontinuation of classes by Brilliant Tutorials.

Accordingly, we cannot assure you that our current or future alliances, collaborations, partnerships, investments or acquisitions will prove value accretive to us, and to our shareholders. In the event that any of the risks discussed above, or any other incidental risks should materialize, our growth strategy, business, results of operations and prospects may be adversely affected.

4. We operate in a significantly fragmented and competitive market in each of our business segments and any failure on our part to compete effectively may adversely affect our business, results of operation and prospects.

Competition in the education sector as a whole, as well as in each of our business segments, is generally fragmented. We face significant competition from local or regional players in the business segments and geographical markets in which we operate, and our success depends on our ability to ensure the continued quality, relevance and innovation of our services and products.

In the test preparation and training (generally referred to as "**test prep**") segment, we face competition in each of the courses that we offer, from large players that have wide coverage across India, including T.I.M.E., Mahendra Coaching, JK Shah Classes, Aakash, GATE Forum, Career Power, IMS, PT Education, Career Forum and FIIT-JEE, as well as regional players. In the publishing and content development business, in addition to competition from traditional print and publishing companies, we face an increasing level of competition from multimedia companies engaged in developing educational content and providing multimedia products and services in the education sector, including multinational players such as Cengage, Wiley, Pearson and McGraw Hill and regional players such as Himalaya. Our test prep and publication and content development businesses also face significant competition from online content provided through internet websites.

In our integrated business, marketing and sales services for corporates (where our services in this segment include event management, marketing support (including digital marketing support), customer engagement, managed manpower and training services), we face competition including from corporates who may undertake to recruit and train their own staff as well as conducting in-house event management activities. Our clients in this segment include large multinational technology companies. For the six months ended September 30, 2016 and fiscals 2016, 2015 and 2014, our top five clients in the integrated business, marketing and sales services for corporate segment collectively contributed 26.63%, 27.66%, 30.81% and 29.45% of our total consolidated revenue, respectively.

The vocational training business is generally driven by programs launched by, and under the aegis of, various State and Central Governments in India in a need-based manner, where contracts are awarded through the tender process, for skill development and vocational training in sectors and areas including auto dealerships and service centers, BFSI, construction, IT-ITeS and organized retail. In the vocational training segment, we face competition from players including Aptech, Centum Learning, IL&FS Training, NIIT, Orion Edutech, India Skill and others. We cannot provide any assurance that we will continue to be awarded government contracts in the future. Further, if there are any regulatory changes that require us to provide our courseware at low costs or for free, or if our competitors follow a policy of severely under-bidding us or making courseware available for free, our business, results of operations and prospects may be adversely affected.

In the K-12 segment, especially in metropolitan and other larger cities and towns in India and among the more affluent section of society, we face greater competitive pressures from private schools and educational institutions, as compared to government schools.

Some of our competitors may have better financial and other resources than we have, or may be able to develop more effective advertisement and marketing campaigns or better priced or more innovative courses, services and delivery platforms than us, which may enable them to compete against us more effectively for future enrolments. These competitive factors may force us to reduce our fees and/or increase our spend in order to continue to attract enrolments and to retain and attract faculty, and to pursue new market opportunities. Increased competition could result in reduced demand for our services and products, increased expenses, reduced margins and loss of market share. Failure to compete successfully against current or future competitors in each of our business segments could harm our business, operating cash flows and financial condition.

5. A significant portion of our operating revenues is derived from our test prep business. Failure to attract students in our test prep business, including due to an unsatisfactory success ratio, may adversely affect our revenues, business, results of operations and prospects.

Our test prep business constituted 53.32% and 45.60 %, 43.25% and 46.67% of our consolidated revenues during the six months ended September 30, 2016 and fiscals 2016, 2015 and 2014, respectively. Notwithstanding increasing diversification of our operations, we currently, and expect to continue for the short and medium term to, depend significantly on our revenues from our test prep business. Therefore, we may experience reduction in cash flows and liquidity if our business in this segment is significantly reduced for any reason.

Among other factors, the satisfactory performance of our students in various competitive entrance examinations is critical to our brand image and may affect our future enrolments, revenues and profitability.

We endeavor to retain the trust placed in us by our students and their parents, as well as our partners and other third parties, by adopting a results-oriented approach as well as providing quality course and product offerings and high service standards, focusing on aptitude-based testing. Among other things, this requires constant upgrades to our pedagogy, course materials, faculty and delivery platforms. However, individual performance in a particular competitive entrance examination determines the rank and the professional college or institute into which a student receives admission. In addition to the content and training provided by us, individual performance depends on various factors unrelated to us, including personal merit, ability to perform under pressure, and the physical health and mental state of the student. If our students do not perform well in competitive entrance examinations, a significant opinion shift or degree of dissatisfaction in relation to any of our courses or services may arise, despite our best efforts and resources, consequently adversely affecting our brand image, enrolments and future revenues and profitability.

Further, an unsatisfactory success ratio in our test prep business may have a corresponding adverse effect on our goodwill and reputation across our other business segments, thereby adversely affecting our business, results of operations and prospects as a whole.

6. ***We have experienced short-term impact of currency demonetization on some of our business segments. The long-term impact of demonetization on our business and on the Indian economy is uncertain.***

The Reserve Bank of India ("**RBI**") and the Ministry of Finance of the GoI withdrew the legal tender status of ₹ 500 and ₹ 1,000 currency notes pursuant to notification dated November 8, 2016. The RBI has also established, and continues to refine, a process for holders of affected banknotes to tender such notes for equivalent value credited into the holders' bank accounts. The short-term impact of these developments has been, among other things, a decrease in liquidity of cash and consequent spending in India. As a result, we believe that our business operations have been significantly impacted between November 2016 and January 2017, and we have experienced a significant decline in fees collected in cash for our test preparation and training services and sales in our publishing and content development business segment during this period. Our other business segments were also marginally affected by this demonetization wherein our collections have been lower than anticipated. This impacted our revenues and results of operations in the second half of fiscal 2017 and, while we believe that this was a one-time impact due to demonetization, the long-term effects of demonetization on the Indian economy and our business are uncertain and we cannot accurately predict its effect on our business, results of operations and financial condition.

7. ***Our inability to cater to and suitably update and enhance the depth of our course and product offerings may adversely affect our revenues in the test prep segment as well as our publishing and content development business and, thus, our business, results of operations and prospects.***

We are continuing to explore opportunities to increase penetration of our test prep business, by offering an increased number of courses through, and increasing enrolments with, our individual test prep centers. We had 53,892, 88,462, 77,953 and 67,549 enrolments in our test prep courses during the six months ended September 30, 2016 and fiscals 2016, 2015 and 2014, respectively. In addition, we are continuing to explore opportunities to expand our distribution network, by setting up new test prep centers as well as points of sale for our publication and content development business, across India.

We may incur substantial costs in expanding our course and product offerings and market reach, including in relation to due diligence, infrastructure costs, difficulty in recruiting and training faculty and other personnel or in expanding our dealer and distributor network for our publication and content development business. We cannot guarantee that our course, product and service offerings will be successful, on account of factors within and outside our control, including general economic conditions or our failure to understand and anticipate evolving market demand and trends.

The course structure and content for our test prep courses, as well as the content we publish through GK Publications, are based on our understanding and experience of past and prevailing patterns and models of various competitive entrance examinations in India. If there are significant changes or emphasis shifts in curriculum, test patterns and models, and we are unable to update, realign and augment our course material and content in a timely and cost-effective manner, or are required to discontinue certain course offerings or titles, our enrolments, revenues and profitability may be adversely affected. We may lose or be required to write off part of our investment in development and promotion of new course or product offerings.

Exam patterns are also subject to alterations from time to time, either by government order or relevant testing agencies. For instance, if the weightage given to aptitude-based test results by various educational institutions and universities reduces in favor of knowledge-based testing, demand for our existing test prep courses and content offered through titles published by us under our brand GK Publications may diminish. Further, while enrolments in our Civil Services Aptitude Test ("**CSAT**") classroom and test series programs aggregated to 14,287 during fiscal 2015 (18.33% of our total enrolments during that period), the examination pattern of the Civil Services Preliminary Examination changed pursuant to a notification by the Government of India ("**GoI**") on May 16, 2015 and, as a result, enrolments in our CSAT classroom and test series programs declined to 4,145 during fiscal 2016 (4.69% of our total enrolments during that period). There can be no assurance that enrolments in our CSAT classroom and test series programs will not further decline in future periods. Further, the guidelines for the National Aptitude Test in Architecture ("**NATA**") were modified with effect from April 1, 2016, restricting the number of times that the entrance examination could be taken by a candidate (which was unlimited, earlier) to five attempts, within two years from the first attempt. Other changes indicating a shift from knowledge-based to aptitude-based testing include the change in the exam format for CAT, replacement of the AIEEE with JEE-Main, replacement of JEE-Main with state-level CET for Maharashtra State-level colleges, and the proposed replacement of the JEE-Main and JEE-Advanced with a standardized aptitude-based common entrance examination for engineering colleges. While we are not currently in a position to quantify the impact of these changes on our revenue, any such changes to exam patterns and related requirements could adversely affect enrolments in, as well as revenues from, any of our test prep courses in the future, as well as adversely affecting our sales of titles through GK Publications.

8. ***We operate a majority of our test prep centers through business partners. Any changes in our relationships with our business partners or non-adherence to prescribed service standards, payment default or other contractual breaches or irregularities may adversely affect our business, results of operations and prospects.***

As on September 30, 2016, we had a network of 151 test prep centers, across 87 cities in India, including 45 owned test prep centers and 106 test prep centers operated under a partnership model. In addition, we currently have four owned test prep centers in UAE. From time to time, we may open Smart Career Centers, which are test prep centers operated for short durations for specific courses and purposes, generally operated from leased premises, on a revenue-share model with the relevant business partners. During the six months ended September 30, 2016, we had operated three Smart Career Centers, while during fiscal 2016, we had operated four temporary Smart Career Centers.

Test prep centers operated by our business partners contributed 53.52 % of our total test prep revenue during the six months ended September 30, 2016 compared to 50.52%, 47.96% and 51.62%, respectively, of our total test prep revenue in fiscals 2016, 2015 and 2014.

Our business is significantly dependent on our ability to maintain our relationships and favorable commercial arrangements with existing business partners, as well as our ability to grow our business through new business partners.

Our business partners are required to, among other things, operate in a specified territory, conduct our specified courses, and collect and deposit fees in designated bank accounts at various locations. Our business partners are also required to obtain our prior written consent for operating in any other territory and increasing scope of the courses offered. Further, our business partners are required to adhere to our operating standards, including in relation to appointment of faculty, academic and other staff, equipment, machinery, furniture and fittings. We require periodic reporting from our business partners, as well as retaining rights to inspection and audits of test prep centers and their assets and records, to monitor service standards and capacity utilization and resolve problems that may disrupt the functioning of test prep centers operated by our business partners. If we find any such test prep center unviable to operate, our business partners are obliged to provide alternate arrangements to ensure uninterrupted service. However, we are restricted in our ability to monitor and control our business partners' daily operations. There can be no assurance that our business partners will adhere to prescribed service standards and will not misuse our brand or intellectual property or otherwise defraud us, including by way of under-reporting enrolments and revenues. We may be forced to incur additional costs to set up new partnerships to replace existing partnerships that have to be terminated.

While our agreements with our business partners are terminable at our option on the occurrence of specified events of default and our business partners are subject to certain restrictions as to competing business, there can be no assurance that our business partners will not enter into competing businesses or otherwise breach their obligations towards us. If any of our business partners terminates its relationship with us, and joins any of our competitors or starts independent training centers, leveraging experience gained while working in partnership with us or by using our course material, our business, results of operations and prospectus may be adversely affected. In the past, we have pursued claims against some of our business partners due to various such factors. Also, see "***Outstanding Litigation and Material Developments***" on page 477.

Any significant adverse changes in our relationships with our business partners may adversely affect the quality, pricing and variety of the test prep courses we offer through particular test prep centers or across our test prep business in general, which may adversely affect our business, results of operations and prospects.

9. Our inability to retain core members of our management, as well as qualified and experienced faculty and certain other personnel, or our inability to recruit and train suitable personnel, may adversely affect our business, results of operations and prospects.

We operate in an industry where the quality of our people is a critical asset. We benefit significantly from the vision, strategic guidance, experience and skills of several key members of our management team, including our individual Promoters and founders, Satya Narayanan .R, Gautam Puri, Nikhil Mahajan, R. Shiva Kumar, Sreenivasan .R, and Sujit Bhattacharyya, supported by the skills, efforts, expertise, continued performance and motivation of our Key Management Personnel and other faculty and personnel.

As on September 30, 2016, we had 361 employees, of whom 244 are postgraduates or professionals such as chartered accountants. Further, out of the 361 employees, 60 are full-time faculty for our test prep business. In addition, we also have 29 part-time faculty.

In our publishing and content development business, we had an in-house content development team of 45 members, as on September 30, 2016, with domain and subject expertise.

The attrition levels of employees of our Company for fiscals 2016, 2015 and 2014 were 40.18%, 41.10% and 41.48%, respectively of the total employees of our Company for the respective years.

If any of our Promoters, Key Management Personnel or other key faculty or personnel ceases to be associated with our Company and we fail to recruit suitable replacements in a timely manner, our ability to manage our growth and our business, results of operations and prospects may be adversely affected.

We face significant competition in attracting and retaining personnel who possess skill sets we seek, including faculty for our test prep business, content developers for our publications business, trainers for our integrated business, marketing and sales services for corporates and vocational training businesses, and our senior management. Our faculty and subject experts may join or start competing businesses. There have been instances in the past where our disassociated faculty have started competing businesses under independent labels, in competition with us. Our inability to recruit and retain skilled faculty and personnel on a long-term basis may affect our enrolments, revenues, business, results of operations and prospects.

Further, while we also conduct training and refresher programmes for our faculty, on teaching subjects and methodologies, as well as personality development, attitude development and soft skills such as presentation, communication, leadership, time management, to equip our faculty to adapt to our students' changing needs in the competitive environment and changing examination trends and syllabi and increasing career options, our inability to provide adequate training in a cost effective manner could adversely affect our business, results of operations and prospects.

10. While we are currently not subject to extensive Governmental regulation, any regulatory, self- regulatory or legal framework introduced in the future may increase our compliance requirements and costs, which may adversely affect our business, results of operations and prospects.

At present, the segments in which we operate are not subject to extensive Government regulation. While we are not in a position to predict the likelihood, timing or content of any such regulation or legislation, if any such regulation or legislation is notified, we may be affected in various ways, including the following:

- *Change in exam patterns:* Exam patterns are subject to alterations from time to time, either by government order or by the relevant testing agencies. Any such change to any exam pattern to reflect a revised curriculum or otherwise could restrict our ability to respond to the market. Also, see risk factor titled "***Our inability to cater to and suitably update and enhance the depth of our course and product offerings may adversely affect our revenues in the test prep segment as well as our publishing and content development business and, thus, our business, results of operations and prospects***" on page 18.

- *Functioning of test prep centers:* We may, in the future, be made subject to certain standards for functioning of our test prep centers, which may include requirements like minimum area for classrooms, non-operation of test prep centers during school timings, and inclusion of additional facilities like medical aid, cafeteria, recreation facility, etc. In such circumstances, we may have to relocate our test prep centers or add these facilities by incurring additional cost. For instance, in March 2016, the Supreme Court of India (the "**SC**") upheld, in a proceeding in which we were not impleaded, a Rajasthan High Court ruling restricting the operation of tutorials by another operator in residential areas, and requiring coaching centers to shift to commercial or industrial areas. While we believe that all our test prep centers are being operated in compliance with applicable law, including the terms of requisite commercial registrations, such factors may reduce our (or our business partners') ability to operate test prep centers at locations of our choice and may adversely affect our business and results of operations.

- *Enrolment of students:* We may be subject to restrictions in terms of enrolments per class. Although we believe that we maintain a healthy student teacher classroom ratio, any decline in number of enrolments permitted per classroom would affect our ability to enroll new students, forcing us to add additional classrooms and faculty to adhere to such requirements.

- *Fees:* We may be subject to restrictions on fees charged from students, which may adversely affect our business, results of operations and prospects.

- *Advertising*: The Advertising Standards Council of India ("**ASCI**"), is a self-regulatory body in the advertising industry. In the past, ASCI has upheld a complaint filed against our Company in relation to mention of "9,629 IIM calls in CAT 2014" in an advertisement published by our Company in October 2015. While our Company submitted clarifications furnished by an independent chartered accountant, along with relevant supporting documents to ASCI, to substantiate the statements in such advertisement, we have not received any further communication from ASCI in this regard as on the date of this Red Herring Prospectus. There can be no assurance that we will not be subject to adverse orders by ASCI, or any other similar complaints or claims in the future. Any restriction imposed on us on publishing advertisements or directions to recall and modify advertisements published in the past could have an adverse effect on our reputation, business, results of operations and financial condition.

  While we are currently not subject to extensive regulation, any regulatory, self-regulatory or legal framework introduced in the future, or any adverse orders or claims in the future, may increase our compliance requirements and costs, which may adversely affect our business, results of operations and prospects.

11. Our reliance on independent content developers for our test prep and publication and content development businesses may adversely affect our business, results of operations and prospects.

While we have an in-house content development team, where we own all intellectual property rights in relation to content generated in-house, we also enter into non-exclusive arrangements of varying terms with independent content developers on a job work basis from time to time, for our test prep and publication and content development businesses. During six months ended September 30, 2016 and fiscal 2016, our expenses incurred on engaging independent content providers, under non-exclusive contracts of varying terms, aggregated to ₹ 0.32 million and ₹ 0.85 million, respectively, equivalent to 0.02 % and 0.03 % of our total operating expenses during these periods, respectively.

As our arrangements with such independent content developers are typically short term and non-exclusive, we may not be able to restrict such independent content developers from providing their skills and services to our competitors, whether concurrently with their engagement with us or subsequent to their arrangements with us having been concluded or terminated.

Our contracts with independent content providers require them to adhere to quality and service standards, and contain standard indemnity and other contractual and equitable protections from misuse of skills, experience and materials acquired by them during their engagement with us. However, if we are required to initiate or defend legal claims against any such independent content developers, the time and cost involved in such legal proceedings may be substantial and there is no assurance that any such legal proceedings will be determined in our favor.

12. ***Our publication and content development business is subject to several risks, including in relation to distribution and content development. If any such risks materialize, our business, results of operations and prospects may be adversely affected.***

Our publication and content development business, conducted under our brand, GK Publications, exposes us to certain risks inherent to such business, including as described below, which may adversely affect our business, results of operations and prospects:

- we rely on an extensive network of distributors and direct dealers for the sale and circulation of our publications. As on September 30, 2016, we had a network of over 635 dealers and distributors across various States in India. Our top 10 distributors contributed to 60.26% of our revenue from this segment during six months ended September 30, 2016 and 42.66% of our revenue from this segment during fiscal 2016, equivalent to 4.34% of our total revenue from operations during six months ended September 30, 2016 and 2.4% of our total revenue from operations during fiscal 2016. We supply our titles to distributors and direct dealers as per their demands, and they distribute our publications through a network of bookstores that further sell them to retail customers. Our inability or delay in providing books to distributors and direct dealers could result in delay or inability to sell our titles to retail customers, thereby increasing sales returns and inventory;

- our distributors and direct dealers are retained on a non-exclusive basis and they also distribute publications for our competitors. If our competitors provide better commissions or incentives to our distributors and direct dealers, it may result in their favoring our competitors over us. Additionally, if we are unable to engage distributors and direct dealers on mutually agreeable terms to distribute and sell our publications, it may significantly disrupt the supply of our publications to our customers which may lead to a decline in the reach of our publications and adversely affect our business and financial condition;

- our sales and readership depend on the quality of our content. Our in-house content development team is supported by short-term as well as long-term arrangements with independent content creators with subject expertise (including professors and successful students). We compete in a market characterized by continual updates in examination and course syllabi and curricula, changes in consumer demands, product and service introductions and evolving industry standards and new teaching methods and delivery platforms. Our ability to continue to successfully develop and update relevant content is subject to numerous uncertainties, including our ability to anticipate and successfully respond to such changes in the education sector, fund new content development and successfully expand into new platforms. Any failure to meet our customers' requirements, preferences and standards may have an adverse effect on our sales and readership;

- we may be significantly impacted by students' price-sensitivity as well as significant price competition from our competitors;

- we source paper in relation to our publication business through short term agreements and on a spot basis. Escalation in the cost of paper could result in higher costs of raw material consumed by us and adversely affect our financial condition. The percentage of paper cost to our total cost of raw material and components consumed for six months ended September 30, 2016, and for fiscals 2016, 2015 and 2014 was 99.51%, 98.31%, 98.31% and 95.50%, respectively;

- while certain publishing related activities such as binding, packaging, material printing and content development are undertaken by us (in connection with which, we operate our publication business from leased premises located in Roorkee in the State of Uttarakhand), we outsource our entire printing activities to various third party printers through non-exclusive short-term arrangements from time to time, on a job work basis; and

- we generate revenues from advertisements placed in our publications. Ad-spend by our advertisers and our ability to attract new advertisers is influenced largely by the circulation and readership, the geographical reach, the preference of advertisers for one medium over another, as well as general economic conditions. We compete with other publishers for the share of revenues from advertisers and do not have any long-term or exclusive contracts with our advertisers. Changes in market trends and uncertain economic conditions could result in our advertisers demanding price reductions, or changing certain terms of their contracts with us, which may adversely affect our revenues. The revenue earned by our Company through advertisements placed in our publications amounted to 2.56%, 1.78%, 1.33% and 1.20% of the total consolidated revenue of our Company for six months ended September 30, 2016, and for fiscals 2016, 2015 and 2014, respectively.

13. ***One of our Subsidiaries, Career Launcher Education Infrastructure and Services Limited ("CLEIS"), had made an allotment of equity shares that was not in compliance with the Companies Act, 1956, in relation to private placement of securities.***

Our Subsidiary, CLEIS, had by way of a preferential allotment, allotted an aggregate of 82,159 equity shares to 86 persons (the "**Original Allottees**") on December 27, 2006 (the "**CLEIS 2006 Allotment**"). In accordance with the first proviso to Section 67(3) of the Companies Act, 1956, as applicable at the time of the CLEIS 2006 Allotment, any offer or invitation for subscription of shares or debentures made to more than 49 persons was deemed to be a public offer. Accordingly, the CLEIS 2006 Allotment (having been made to 86 persons) would have been deemed to be a public offer. As CLEIS had not followed the legal requirements stipulated for public offers under the Companies Act, 1956 and the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000, the CLEIS 2006 Allotment was considered non-compliant with then applicable Indian law governing public offers. However, all the equity shares allotted under the CLEIS 2006 Allotment were transferred by the Original Allottees and are currently held by our Company.

SEBI, pursuant to its circular dated December 31, 2015 (the "**SEBI Circular**"), provided that companies involved in issuance of securities to more than 49 persons but up to 200 persons in a financial year may avoid penal action subject to fulfilment of certain conditions. Such conditions include an option to surrender such securities being provided to the current holders of the securities at an exit price, which is not less than the subscription amount along with interest at the rate of 15% p.a. (net of amounts already paid to such allottees as interest, dividend or otherwise). CLEIS subsequently complied with the SEBI circular and in accordance with the terms of the SEBI Circular, a certificate of an independent peer reviewed practicing chartered accountant certifying compliance with the SEBI Circular was submitted to SEBI on March 1, 2016.

CLEIS filed an application, dated March 11, 2016, before the Regional Director- Ministry of Corporate Affairs, Northern Region Bench, New Delhi for compounding this offence, under the Companies Act, 1956, relating to the CLEIS 2006 Allotment. The Regional Director, pursuant to compounding order dated July 22, 2016, directed for the offence to be compounded on payment of compounding fee of ₹ 5,000 by CLEIS and ₹ 4,000 each by Satya Narayanan R., Sreenivasan R., Gautam Puri, R. Shiva Kumar and Sujit Bhattacharyya. The compounding fees were paid by each of the parties. For details, see "***Outstanding Litigation and Material Development***" on page 477.

14. ***The proposed sale of our K-12 schools may not be completed on terms that are commercially beneficial to us or at all.***

We offer infrastructure and education services and license our Indus World Schools brand for the operation of K-12 schools in India, which is currently one of our six business segments. Our revenue from providing infrastructure, education and brand licensing services to K-12 schools accounted for 2.24%, 3.10%, 2.65% and 2.78% of our consolidated operating revenues for six months ended September 30, 2016, and for fiscals 2016, 2015 and 2014, respectively.

We have recently entered into a memorandum of understanding for transfer of business and assets of our K-12 schools on a slump sale basis. The proposed sale is being undertaken for an aggregate consideration of ₹ 850.00 million. The closing of the transaction is however subject to completion of due diligence, receipt of all corporate and regulatory approvals and negotiations and execution of definitive agreements. For more information on the proposed sale, see "***Our Business – Recent Developments***" on page 143. We believe that the proposed sale of business and assets of our K-12 schools will be beneficial for our business operations, including improving our financial position and enabling our management to focus on our other core business segments. However, we cannot assure you that we will be able to consummate the proposed sale on the terms as agreed to in the memorandum of understanding and as disclosed in this Red Herring Prospectus or at all. Further, in the event that the terms of such memorandum of understanding, including those in relation to consideration, are materially altered, the information in relation to the proposed transfer of our K-12 schools included in this Red Herring Prospectus, including the proforma financial statements, may be rendered incorrect, to that extent.

15. ***Global economic conditions have been unprecedented and challenging and continue to affect the Indian job market, in particular with respect to demand for MBA graduates, which has in the past and may continue to have an adverse effect on our business, results of operations and prospects.***

Global and domestic economic conditions have been unprecedented and challenging, with tighter credit conditions and recession in most major economies between 2008 and 2011, and again in 2014-2015. While the global economy has recovered partially, the challenges faced in the Indian education sector persist, and we are unable to predict with any degree of certainty the pace or sustainability of economic recovery. Continued concerns on the systemic impact of long-term and wide-spread economic slowdown, combined with declining business confidence, have contributed to a decline in global and domestic employment opportunities, particularly placement opportunities for management graduates in India and worldwide.

Approximately 147 management institutes closed down in 2013-14, and 46 closed down in 2014-15, as demand for lower-tier management colleges waned, driven by factors including high fees, poor infrastructure, lack of qualified faculty and diminishing returns on investment. Similarly, waning demand led to approximately 556 engineering colleges being shut down in 2015, reducing the total number of engineering seats by about 30,000. *(Source: CRISIL Research Report)* Such factors may have disincentivized students from seeking employment opportunities or higher education, in relation to which we offer test prep courses and materials. While we are not in a position to quantify the revenue impact of such factors, we believe that such factors have adversely affected demand for certain of our test prep courses, in particular, our MBA test prep courses (where enrolments decreased from 39,403 during fiscal 2013 to 31,920 during fiscal 2015).

If we are unable to successfully anticipate and respond to changing economic and market conditions in the future, our business, results of operations and prospects may be adversely affected.

16. ***Financial misappropriation, theft, employee negligence or similar incidents may adversely affect our results of operations.***

A significant amount of our business operations involve cash transactions, in particular for our test prep business. Our operations may therefore be subject to incidents of theft or misappropriation. Although we believe we have implemented necessary checks and internal controls, including an ERP system, mandatory receipt issuances to all students as well as SMS and email confirmation of payments received, we could still be subject to employee fraud or theft.

For instance, during fiscal 2016, we became aware of two incidents of employee fraud. In one instance, a former employee of our Company had misappropriated funds aggregating to over ₹ 3.60 million, including through unauthorized cash transfers to various personal bank accounts and by carrying out unauthorized payments of personal utility bills from our Company's bank account for the last three years. This employee was issued a show cause notice and terminated after due process. In the other instance, while following up for outstanding fees payable by students at centers operated by us, we became aware that certain ex-employees of our Company at one of our centers in New Delhi had misappropriated funds aggregating to approximately ₹ 1.10 million, by collecting payments from our students without updating our ERP system in relation to payment receipts. All such employees were issued show cause notices and terminated after due process. We have also filed complaints in May and August 2016, with the police in New Delhi, alleging criminal breach of trust, forgery and criminal conspiracy by certain ex-employees, as well as a complaint against one such former employee in June 2016, before the Chief Metropolitan Magistrate, South East District, Saket, New Delhi, praying for a summons to be issued to the accused as well as imposition of fine equal to twice the amount of a dishonoured cheque of ₹ 0.03 million. Also, see "***Outstanding Litigation and Material Developments***" on page 478.

Although we have recovered most of the amounts misappropriated and are taking steps to recover the balance amount, to the extent possible, and to further strengthen our controls to prevent future incidences of fraud, there can be no assurance that we will be able to recover the full amounts or that we will not experience any fraud, financial misappropriation, theft, employee negligence, security lapse or similar incidents in the future, which could adversely affect our results of operations.

Additionally, in case of losses due to theft, fire, breakage or damage caused by other casualties, there can be no assurance that we will be able to recover from our insurers the full amount of any such loss in a timely manner, or at all. If we incur a significant loss due to employee thefts or similar incidents and if such loss exceeds the limits of, or is subject to an exclusion from, coverage under our insurance policies, it could have a material adverse effect on our business and results of operations.

17. ***Any disruption in our information technology systems may adversely affect our business, results of operations and prospects.***

We rely heavily on our information technology systems in connection with enrolments and student identification, accounting, distribution in our publication and content development business and the general running of our day-to-day business. As our operations grow in size and scope, we must continuously upgrade our systems and infrastructure, while maintaining the reliability and integrity of our systems and infrastructure in a cost-effective manner.

We currently use firewall-enabled servers, which have 24-hour automatic data backup as well the capability of backing up data for the last seven days. We also have regular maintenance contracts for these servers. Therefore, while we have backup systems and contingency plans, certain non-critical systems are not fully redundant and our disaster recovery or business continuity planning may not be sufficient. Factors such as fires, power outages, telecommunications or technical failures, disruption in internet infrastructure or access due to earthquakes, floods or other natural calamities or adverse weather conditions, acts of war or terrorism, computer viruses, sabotage, break-ins and electronic intrusion attempts from external or internal sources, difficulties in linkages with our students' systems or payment gateway systems may cause system interruptions, delays, security breaches or corruption or loss of critical data, and may prevent us from operating some or all our business for a significant period of time, which could have an adverse effect on our reputation, business, results of operations and prospects.

Remediation may be costly and, although we maintain standard insurance coverage, all our insurance coverages may be subject to standard policy exclusions and subject to a specified ceiling, and we may not have adequate insurance to cover such costs, in part or in while. Also, see the risk factor titled "***While we maintain standard insurance coverage, any substantial uninsured risks may have an adverse effect on our business, results of operations and prospects***" and "***Our Business - Insurance***" on pages 36 and 159, respectively.

18. ***Our success depends significantly on our ability to continue to innovate and implement technological advances. If we are unable to keep pace with evolving technology and user preferences, our business, results of operations and prospects may be adversely affected.***

India's gradual transition from the traditional classroom teaching model to the online model and requirements to digitize content and to supplement our network of test prep centers with innovative new media solutions and technology platforms add an additional dimension to the challenges posed to us by competitive factors shaping the education sector in which we currently operate.

In our test prep business, we had 15,491 online enrolments during the six months ended September 30, 2016, 24,590 online enrolments during fiscal 2016, 10,219 online enrolments during fiscal 2015, comprising 28.74%, 27.80% and 13.11% of our total enrolments during these respective periods. In our publishing and content development business, during the six months ended September 30, 2016, and fiscal 2016, we sold 751 and 817 titles, respectively, through the digital mode, comprising 40.57% and 48.66% of our title sales during these respective periods.

The success of our online and technology-enhanced delivery modes is significantly dependent on various factors including internet penetration in India, our ability to react to evolving technology and user preferences, and to innovate and implement technological advances, whether independently or in reliance on independent technology providers. We may not be able to maintain or upgrade our existing systems and solutions, or to introduce new systems and solutions as quickly or as cost-effectively as our competitors, including on account of our inability to renew or replace our service and license arrangements with our independent technology vendors, on a timely or commercially viable basis. Moreover, our arrangements with our independent technology vendors are not currently on an exclusive basis and we may not be able to restrict such vendors from providing their skills and services to our competitors, whether concurrently with their engagement with us or subsequent to their arrangements with us having been concluded or terminated.

Online content is typically available to consumers at lower cost than printed books and guides, and is interactive and user-friendly. Rising internet penetration and urbanization in India, increase in the number of aptitude-based tests (rather than knowledge-based tests), and standardization of course content may also cause competitors to make available a larger amount of free or cheaper content, as compared to us. In particular, the growing urban and semi-urban population in India with access to the internet may prefer online content to printed material, thereby adversely affecting our test prep business as well as sales of titles under our GK Publications brand.

Any such factors may adversely affect our business, results of operations and prospects.

19. Our integrated business, marketing and sales services for corporates expose us to certain risks, including the risk that such corporate clients may choose to terminate or not renew our contracts with them, which may adversely affect our business, results of operations and prospects.

Through our Subsidiary, Kestone, we provide integrated business, marketing and sales services for corporate clients. Our revenue from our integrated business, marketing and sales services aggregated to ₹ 505.20 million, ₹ 877.62 million, ₹ 961.00 million and ₹ 733.60 million, for six months ended September 30, 2016, and for fiscals 2016, 2015 and 2014 respectively.

Our business in this segment is dependent on our corporate clients' decisions to maintain and honor their contractual arrangements with us. Our contracts with our corporate clients are typically non-exclusive and are terminable at our clients' discretion, with or without cause, with little or no notice, and without any penalty or minimum guarantee amount payable to us for premature termination. Our clients in this segment include large multinational technology companies. For the six months ended September 30, 2016, and for fiscals 2016, 2015 and 2014, our top five clients in the integrated business, marketing and sales services for corporate segment collectively contributed 26.63%, 27.66%, 30.81% and 29.45% of our total consolidated revenue, respectively.

A number of factors relating to our corporate clients are outside our control and may lead to termination or non-renewal of contracts by our customers, including the following:

- ramp-downs in outsourced functions and projects, due to an uncertain economic environment in general, or financial difficulties for any particular client;
- changes in a client's outsourcing strategy, resulting in moving more functions in-house, or to our competitors;
- changes in a client's strategic priorities, resulting in reduced level of spending on the kind of business, marketing, and sales services that we provide; and
- mergers and acquisitions, or other reorganization or restructuring of a client's operations.

For instance, one of the significant corporate clients of our Subsidiary, Kestone, to which we used to provide managed manpower services under annual contract, decided not to renew one of its contracts with us, when it lapsed with effect from September 1, 2015. In the event any such contracts with our corporate clients are not renewed, or are terminated, we would lose anticipated revenues. To that extent, our inability to control the renewal or termination of any significant contracts, or a significant number of contracts, with corporate clients could have a negative impact on our business and results of operations.

20. Our vocational training business is subject to several risks, including being based on fixed price contracts, which could result in cost overruns and payment delays from the Central and State Governments, which may adversely affect our business, results of operations and prospects.

Our vocational training business is conducted under the aegis of the Central and State Governments, pursuant to project tenders issued under specific Government-funded programs from time to time. Our revenue from our vocational training programs aggregated to ₹ 23.79 million ₹ 360.96 million, ₹ 313.13 million, and ₹

162.87 million, for six months ended September 30, 2016, and fiscals 2016, 2015 and 2014, respectively. There can be no assurance that we will be appointed as an implementation agency for vocational training programs by Central and State Governments in future. While during fiscal 2016, we had 6,663 enrolments in our Government vocational training programs of varying durations, there were no new enrollments during the six months ended September 30, 2016 as, during this period, we did not pursue any new vocational training programs.

These vocational training programs are funded by grants-in-aid by the relevant Central or State Governments and a separate Government nominated agency is made responsible for program coordination, including ensuring that project funds released by the Government are used only for the sanctioned project. As the implementation agency, we are reimbursed for costs and expenses incurred by us in relation to the implementation of such projects, typically in a phased manner, subject to our meeting certain specified training and placement targets. While this business is carried out by implementation agencies on a cost basis, the administrative costs of the projects are permitted to be shared.

Payments from Central and State Governments may be, and have been, subject to delays, and have typically been received by us after a period of between 9-12 months, due to regulatory scrutiny and long procedural formalities, including audit by the Comptroller and Auditor General of India. The receivable days (calculated on the basis of closing receivables amounts) for six months ended September 30, 2016, fiscals 2016, 2015 and 2014 were 4,055, 567, 351 and 379, respectively, with regard to receipt of payment from Central and State Governments towards settlement of dues for vocational training programs conducted by us (including vocational training courses previously conducted by us in the State of Rajasthan, under the aegis of the Rajasthan Skills and Livelihood Development Corporation ("**RSLDC**"), discontinued in the course of fiscal 2014). To the extent that payments under our contracts with Central and State Governments in the vocational training segment are delayed, our working capital requirements increase, resulting in additional finance costs and increase in our realization cycle.

Further, any change in Central or State Governments may result in a change in policy and reassessment of the existing contracts. Any change in the terms of conditions of existing or future contracts may result in rendering all or some projects unviable, which may result in reduction of our revenues from the vocational training segment. The agreements with the Central and State Governments and various government agencies generally require us to adhere to certain standard terms and conditions, including reporting obligations and also ensuring that a certain number of students are provided employment pursuant to our livelihood skills training. If we fail to comply with such terms and conditions, the relevant Government agencies may be entitled not to pay us the balance amount payable to us under such contracts or terminate the contracts in case we fail to remedy the non-compliance. Further, poor placement ratios of students of our vocational training programs may have an adverse impact on our reputation, which may hinder us in our efforts to increase partnerships with Central and State Governments in order to expand our vocational training business.

21. ***There are several risks associated with the K-12 schools business, including in relation to the regulatory framework associated with the K-12 schools business. If any of these risks materializes, our K-12 schools business may be adversely affected, thereby affecting our business, results of operations and prospects.***

Our revenue from providing infrastructure, education and brand licensing services to K-12 schools operating under the brand Indus World School accounted for 2.24%, 3.10%, 2.65% and 2.78% of our consolidated operating revenues for six months ended September 30, 2016, and for fiscals 2016, 2015 and 2014, respectively.

Under the current Indian industry and regulatory framework, schools affiliated with one of the school boards are required to be run by a registered society or trust and any profits generated by such schools are required to be utilized for the operation and promotion of the schools. Accordingly, the Indus World Schools include two schools under the Owned-Infrastructure model (operated by the Nalanda Foundation), five schools under the Infrastructure Partnership model (operated by the Nalanda Foundation, other than the Indus World School in Gurgaon, Haryana, which is a play school and not currently affiliated with any school board, and therefore operated by certain individuals), and one school under the Educational Partnership model.

The Nalanda Foundation is a public charitable trust governed by a board of trustees, who must vote unanimously or by special majority vote, in accordance with the terms of the charitable trust deed. The Nalanda Foundation was not constituted or settled by our Company, our Promoters or our Subsidiaries, nor are any of our Company, our Promoters or our Subsidiaries beneficiaries of the Nalanda Foundation, although the current five-member board of trustees of the Nalanda Foundation includes one of our KMP and two of our employees. We do not benefit from or have a share in the trust property and trust income and do not have control over the functioning of the Nalanda Foundation.

Our K-12 schools business depends on our ability to maintain our relationships and favorable commercial arrangements with, as well as satisfactory performance and compliance with contractual obligations by, our business partners in the K-12 schools business. We may incur significant additional costs to enter into arrangements with new business partners or to renew our arrangements with existing business partners, and to continue to comply with any changes in the Indian industry and regulatory framework. The success of the Indus World Schools also depends on the success record of its students. Indus Word Schools students' satisfactory performance in the All India Secondary School Examination for Grade X (equivalent to O level in other jurisdictions) and All India Senior School Certificate Examination for Grade XII (equivalent to A level in other jurisdictions) and their subsequent enrolment in reputed higher educational institutions and universities will be critical to the Indus World Schools' brand image and reputation.

Further, K-12 schools are required, among other things, to have a certain minimum land area and infrastructure, and teaching and non-teaching staff as per prescribed criteria, due to which the operation of schools in India is an inherently capital intensive and asset-heavy business. For Indus World Schools operated under the Owned-Infrastructure model, infrastructure, including land, building, furniture, fixtures, computers and laboratory equipment, is provided by our Subsidiary, Career Launcher Infrastructure Private Limited ("**CLIP**"). For Indus World Schools operated under the Infrastructure Partnership model, land and building is leased from our infrastructure partner while we provide the other infrastructure, including furniture, fixtures, computers and laboratory equipment. For Indus World Schools that may be operated under the Educational Partnership model, the school land and infrastructure would be owned or leased by the respective third-party trusts and would not be under our control. To the extent that we are responsible for providing land and/or infrastructure, we have significant working capital requirements as well as facing associated risks and uncertainties in relation to the acquisition, maintenance and disposition of such assets.

K-12 schools offering elementary education in India are also required to provide free and compulsory education to children of the ages six to 14 years, pursuant to the Right of Children to Free and Compulsory Education Act, 2009 (the "**Right to Education Act**"). These schools are required to ensure that the quota of at least 25% of the class is allocated towards and available for admission of, children from the weaker and disadvantaged section of society in the neighborhood, and to provide free and compulsory elementary education to such students. During fiscals 2016, 2015 and 2014, the Indus World Schools providing elementary education admitted 99, 97 and 71 students, respectively under the Right to Education Act. Although, our Company does not incur direct additional costs to provide elementary education to such students since the Indus World Schools utilize shared facilities and resources that are used for the paying students, any costs in relation to such students are required to be reimbursed by relevant Governmental authorities. The reimbursements by the relevant government authority is based on average amount per student, which varies from state to state. However, the K-12 schools operating under the Indus World Schools brand have been able to recover only a portion of such dues from Government authorities in the past. As a result, the Indus World Schools to that extent are currently required to rely on school fees from paying students to cover the costs of providing free education to eligible students in terms of the Right to Education Act. An inability to maintain enrolments in the future, or to increase school fees from paying students in the future, may adversely affect the Indus World Schools.

Any of the risks described above, or any other unforeseen risks, could adversely affect our business, results of operations and prospects, to the extent of our exposure and involvement in the K-12 schools segment. Also see risk factor titled "***The proposed sale of our K-12 schools may not be completed on terms that are commercially beneficial to us or at all.***" on page 23.

22. Our K-12 schools business relies significantly on third parties for its operation, which exposes us to several risks, including contractual default or insufficient performance by our business partners, which may adversely affect our business, results of operations and prospects.

Our reliance on our business partners to operate the K-12 schools exposes us to several risks, including the risk of contractual default or insufficient performance by our business partners. For a description of our Infrastructure Partnership and Educational Partnership models, including our arrangements in this relation with the Nalanda Foundation, also see "***Our Business***" on page 141.

Since we first entered the K-12 schools business in 2006, we have had to exit from, close down or abandon plans for a total of five K-12 schools (namely, at Hyderabad, Pune, Jalgaon, Mandi and Ahmednagar), due to various reasons outside our control, including non-payment of dues, defaults, non-compliances or insufficient performance by our erstwhile business partners. While we are not in a position to quantify the revenue impact of such exits or school closures, we believe that such factors may adversely affect our success in the K-12 segment. In any such circumstance, there can be no assurance that we will be able to recover any amounts due to us from our erstwhile business partners. For instance, since fiscal 2012, two schools previously operating under the Educational Partnership model at Mandi and Ahmednagar had not been sharing certain information with CLEIS in accordance with their agreements, including updated student lists. As a result, we were unable to verify the actual fees collected at these schools and, consequently, the revenue payable to us. Further, our erstwhile education partner at Mandi had defaulted on payment since fiscal 2012. While we have initiated litigation to recover amounts due to us, we may not be able to verify or actually recover amounts recoverable, or otherwise resolve these or other such disputes satisfactorily, within a reasonable time, or at all. For further details, see "***Outstanding Litigation and Material Development***" on page 477.

We may also incur significant costs to initiate or defend our claims in any current of future legal or arbitration proceedings with any erstwhile business partners in relation to the Indus World Schools. For instance, we are involved in a civil suit with an erstwhile business partner, Sri Lakshmi Saraswathi Educational Society ("**SLSES**"), with which our Subsidiary, CLEIS, had entered into an agreement in April 2007 to operate a school in Hyderabad under the Educational Partnership model, under a five-year non-exclusive licence to use the Indus World School trademark and our educational soft skills. This agreement was for a five-year period, keeping in mind the uncertainties associated with any new venture. In relation to the expiration of the non-exclusive five-year licence period in April 2012, we had sent several communications to the plaintiff, requesting, among other things, renewal of the licence agreement and settlement of unpaid royalties and other dues for services provided to the plaintiff by CLEIS under the licence agreement. During this ongoing communication, the plaintiff initiated a civil suit, seeking, among other things, to restrain interference by us in their use of the brand Indus World School. Although, the civil suit initiated by SLSES has been dismissed by Additional District and Sessions Judge, Ranga Reddy District, in the event of any appeal filed by SLSES and adverse rulings in these proceedings, we may be restrained from using the brand Indus World School or be unable to recover our dues in relation to this school. For further details, see "***Outstanding Litigation and Material Development***" on page 477.

Insufficient performance by our business partners, or our inability to manage our relationships with our business partners, may also impact enrolments in the Indus World Schools. For instance, enrolments at the Indus World School Aurangabad, Maharashtra decreased from 385 as on March 31, 2015 to 288 as on March 31, 2016, to 186 as on September 30, 2016. This school has been shifted from the Infrastructure Partnership model to the Education Partnership model, with effect from April 1, 2016, as per which, we only license our brand and provide certain educational services to our business partner for specified one-time and annual fees, and are no longer responsible for providing infrastructural services for this school. If we are unable to recover license fees due from our business partner for this school for any reason in the future, including in the event of inability to obtain affiliation with the CBSE in the future and consequent further decrease in enrolments at this school, we may incur a loss in the future.

The educational services agreements between CLEIS and the Nalanda Foundation are for a term of 10 years. The infrastructure services agreements between CLIP and the Nalanda Foundation are for a term of 30 years (except the infrastructure services agreement for the Indus World School in Gurgaon, Haryana, which is for a term of 22 and half years). In each case, these agreements terminable by either party with prior notice, or at the option of the non-defaulting party for any material or persistent un-remedied breach. Any premature termination, or inability to renew such agreements at the end of their term, may adversely affect our business and results of operations. Further, while our contracts with business partners include standard indemnities, if any of our business partners terminates its relationship with us and starts a competing school or leverages its experience gained while working in partnership with us, our K-12 schools business may be adversely affected.

Any of the risks described above, or any other unforeseen risks, could adversely affect enrolments in, and revenues from, the Indus World Schools, which may adversely affect our business and results of operations, to the extent of our exposure and involvement in the K-12 schools segment.

Also, see "***Outstanding Litigation and Material Developments***" on page 477 and risk factor titled "***The proposed sale of our K-12 schools may not be completed on terms that are commercially beneficial to us or at all.***" on page 23.

23. Any failure to comply with financial and other restrictive covenants imposed on us under our financing agreements may adversely affect our operational flexibility, business, results of operations and prospects.

As on December 31, 2016, our total secured borrowings amounted to ₹ 27.28 million. Our leverage has several important consequences, including the following:

- a portion of our cash flow will be used towards repayment of debt, which will reduce the availability of cash to fund working capital requirements, capital expenditures and other general corporate purposes;

- our borrowing cost and the existence of encumbrances on a significant portion of our immovable properties may constrain our ability to raise incremental financing in the future, at commercially reasonable terms. For instance, certain of our properties, including the property where our corporate office premises are located, are mortgaged in favor of one of our lenders, in connection with our secured borrowings. In the event of enforcement of an event of default in connection with such secured borrowings (which is not waived or cured), our ability to continue to operate our business at such locations may be restricted;

- fluctuations in interest rates may affect our cost of borrowing, as all or a substantial part of our borrowings is at floating rates of interest; and

- our financing agreements require us to obtain the consent of, or to intimate, our lenders for certain actions including change in shareholding or directorship of our Company, drawdown of further loans, or taking up a new scheme of expansion or line of business, issuance of guarantees, extending loans to our Subsidiaries when money remains due to the lenders, and for certain corporate actions, including alterations to our Memorandum and Articles of Association. Our failure to comply with financial or restrictive covenants or periodic reporting requirements or to obtain our lenders' consent to take certain actions in a timely manner or at all may result in declaration of an event of default by any current or future lenders, which may accelerate repayment or increase applicable interest rates or trigger cross-default or cross-acceleration under other financing agreements.

The termination of, or declaration or enforcement of default under, any current or future financing agreement (if not waived or cured) may affect our ability to raise additional funds or renew maturing borrowings to finance our existing operations and pursue our growth initiatives and, therefore, have an adverse effect on our business, results of operations and prospects.

24. We, certain of our Subsidiaries, Directors and Promoters are involved in certain legal proceedings, which, if determined adversely, may adversely affect our business, results of operations and prospects.

We, our Directors, and Promoters are involved in certain legal proceedings (including income and service tax and commercial disputes) at different levels of adjudication before various courts, tribunals and appellate authorities. In the event of adverse rulings in these proceedings or consequent levy of penalties by other statutory authorities, we, our Directors, or Promoters may need to make payments or make provisions for future payments, which may increase expenses and current or contingent liabilities, and also adversely affect our reputation.

A summary of the proceedings involving our Company, Directors, Subsidiaries, Promoters and Group Entity including the aggregate approximate amount involved to the extent ascertainable, is provided below:

Litigation against our Company

S. No.	Nature of litigation	No. of cases outstanding	Aggregate/approximate amount involved *(₹ in million)*
1.	Direct tax	9	367.58
2.	Indirect tax	9	307.31

S. No.	Nature of litigation	No. of cases outstanding	Aggregate/approximate amount involved (₹ *in million)*
3	Criminal proceedings	2	5.02
4.	Civil proceedings	7	20.00
5.	Consumer complaints	1	0.62

Litigation by our Company

S. No.	Nature of litigation	No. of cases outstanding	Aggregate/approximate amount involved (₹ *in million)*
1.	Criminal proceedings	7	1.32
2.	Civil proceedings	13	72.62
3.	Contempt proceedings	1	-
4.	Arbitration proceedings	6	44.98

Litigation by our Subsidiaries

S. No.	Nature of litigation	No. of cases outstanding	Aggregate/approximate amount involved (₹ *in million)*
1.	Civil proceedings	6	35.92
2.	Criminal proceedings	1	0.05

Litigation against our Subsidiaries

S. No.	Nature of litigation	No. of cases outstanding	Aggregate/approximate amount involved (₹ *in million)*
1.	Direct tax	2	-
2.	Civil proceedings	3	14.61

Litigation against Directors

S. No.	Name of the Director	No. of cases outstanding	Aggregate/approximate amount involved (₹ *in million)*
Criminal Proceedings			
1.	Satya Narayanan .R	1	5.02
2.	Nikhil Mahajan	1	5.02
3.	Gautam Puri	1	5.02
4.	Gopal Jain	1	5.02
5.	Safir Anand	1	5.02
6.	Viraj Tyagi	1	5.02
7.	Kamil Hasan	1	5.02
8.	Sridar A. Iyengar	1	5.02
9.	Sangeeta Modi	1	5.02

Litigation by our Directors

S. No.	Nature of litigation	No. of cases outstanding	Aggregate/approximate amount involved (₹ *in million)*
Litigation by Gautam Puri			
1.	Criminal proceedings	1	-

Except as stated above, none of our Promoters are involved in any litigation.

25. ***We have entered, and expect to continue to enter, into related party transactions, which may involve conflicts of interest.***

We have in the past entered, and expect to continue to enter, into transactions with certain related parties in the ordinary course of our business, including due to the industry and regulatory framework in which we operate (which, for instance, requires the Indus World Schools to be operated through the respective school trusts). For instance, as of September 30, 2016 and fiscal 2016, we had outstanding short term loans and advances to CLEF amounting to ₹ 132.78 million and ₹ 132.68 million, respectively. Further in relation to the Nalanda Foundation, as of September 30, 2016 and fiscal 2016, we had outstanding short term loans and advances of ₹ 373.21 million and ₹ 365.56 million, respectively, and outstanding trade receivables of ₹ 56.74 million and ₹ 27.68 million, respectively. We cannot assure you that we will be able to recover the amounts outstanding to us from our related parties, including the Nalanda Foundation and any adverse impact on the business or operations of our related parties, including the Nalanda Foundation, may affect their ability to repay any dues and receivables to our Company, which, in turn, may adversely impact our financial condition and results of operations.

In our view, all related party transactions we have entered into are legitimate business transactions conducted on an arms' length basis and, going forward, all related party transactions that we may enter into will be subject to board or shareholder approval, as necessary under the Companies Act, 2013 and the SEBI Listing Regulations.

We cannot assure you that our historic or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business and financial condition. In the past, we have been required to create provisions for, and write off balances due, in the nature of short term loans and advances recoverable from CLEF, including on account of cessation of operations of the Indus World School of Business in calendar year 2012, in view of the discontinuation of this business school's affiliation with the Pondicherry University. As on March 31, 2014, our Company had written off accumulated interest on loan granted to CLEF, aggregating to ₹ 15.49 million in relation to the infrastructure fee payable to us. Also, see "***Financial Statements***" on page 196.

26. ***Our business is linked to the academic cycle and is, therefore, cyclical in nature. Accordingly, quarter-to-quarter comparisons of our enrolments and cash flows may not be meaningful.***

Our test prep as well as publication and content development businesses are closely linked to the academic cycle and the timing of competitive entrance examinations for admission to various professional institutions. For instance, the Common Admission Test ("**CAT**") for entrance to the Indian Institutes of Management ("**IIMs**") is typically held during November of each year, and the Common Law Admission Test is typically held in the month of April or May of each year.

Accordingly, while we have not been historically required to publish our audited quarterly results, as per our management estimates, our enrolments and cash flows during the third fiscal quarter have typically been lower, compared to other fiscal quarters. As a result, our quarter-on-quarter data regarding our enrolments and cash flows may not be comparable for any future fiscal quarters or periods.

27. ***Any inability on our part or on the part of our licensees to continue to use, or adequately protect, our intellectual property or proprietary data, may adversely affect our business, results of operations and prospects.***

While copyright registration is not a prerequisite under Indian law for acquiring or enforcing a copyright, such registration creates a presumption favoring ownership of the copyright by the registered owner. The remedies available under the Copyright Act for infringement of a registered copyright include damages, accounts of profits, injunction, delivery of infringing copies to the copyright owner, as well as fines and imprisonment.

The test prep course material and content we provide to our test prep students, as well as titles published under our GK Publications brand, are prepared after analysis and research by our in-house content development team, supported by independent content providers retained on short-term as well as long-term contracts from time to time. Due to the standardized nature of course material for standardized tests as well as annual or periodic revisions in test patterns and curricula, it may not be possible or feasible in many instances for us to obtain copyright registration for such content. Therefore, we currently rely on common law copyright protection rather than the protection of statutory law for registered copyrights. We have no system or mechanism to track or restrict the sale, duplication or onward dissemination of such course materials and content (including by our current or former students or faculty). As a result, while we are unable to quantify the implication of our reliance on common law protection for our course materials and content, we believe that our course material and content may be easily accessed, plagiarized and distributed by third parties, which may adversely affect our business, results of operations and prospects.

Additionally, if a dispute arises with respect to any of our intellectual property rights or proprietary information, we will be required to produce evidence to defend or enforce our claims. Our efforts to protect our intellectual property or proprietary information, particularly in the absence of registration, may not be adequate to detect or prevent infringement, misappropriation, or unauthorized use. The misappropriation or duplication of our intellectual property or proprietary information may disrupt our business, distract management and employees, reduce revenues and increase expenses, or we may become subject to infringement claims. Even if claims against us are not meritorious, any legal, arbitral or administrative proceedings that we may be required to initiate or defend in this relation may be time consuming and costly, and there is no assurance that such proceedings will be ultimately determined in our favor. For instance, our Subsidiary, CLEIS, had filed an application in August 2006, with the Trademark Registry for registration of the Indus World School name and logo, to which certain third parties have filed objections. This application is pending as on the date of filing this Red Herring Prospectus. While the registration of the Indus World School name and logo remains pending, our use of this brand has been challenged by certain third parties, which may adversely affect our ability, as well as our licensees' ability, to continue to use this brand, which may, in turn, adversely affect our business, results of operations and prospects.

Also, see "***Regulations and Policies in India***", "***Government and Other Approvals***" and "***Outstanding Litigation and Material Developments***" on pages 161, 485 and 477, respectively.

28. Our net income would decrease if we are unable to avail of certain tax benefits in the future, which may adversely affect our financial condition and prospects.

Our publication business is carried out under our GK Publications brand, through our Subsidiary, CL Media, from premises located in Roorkee in the State of Uttarakhand. CL Media outsources the entire printing activities to various third party printers, on a job work basis, under non-exclusive, short-term arrangements. Certain other printing, binding, packaging, material printing and content development costs are incurred under the head 'cost of services', by CL Media and GK Publications, as mentioned under "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 141 and 439, respectively.

In accordance with Section 80-IC of the Income Tax Act, 1961, we are entitled to deduction from our taxable income, of 100% of profits derived from printing and publication for the first five consecutive assessment years and 30% for the next five assessment years, beginning from the year in which we commenced such business, i.e., beginning from fiscal 2012. If such tax benefits are reduced or are no longer available to us in the future, our financial condition and prospects could be adversely affected.

29. Most of the immovable properties used by us directly or through our business partners are leased. If we or our business partners are unable to renew existing leases or relocate operations on commercially reasonable terms, there may be an adverse effect on our business, results of operations and prospects.

We, as well as our business partners, do not own all the premises from where we operate. We typically enter into short-term leases, which are renewable every year. Periodic renewals of short-term leases may increase our costs, since they are subject to rent escalation. Further, if we are required to relocate any of our test prep centers as a result of any termination or non-renewal of our leases, we may incur additional cost as a result of such relocation, and our ability to attract students at such new locations may also be adversely impacted.

As on September 30, 2016, we had a network of 151 test prep centers in 87 cities in India, with 45 owned test prep centers, of which 45 are operated from leased premises; and 106 are operated under a partnership model, where our respective business partners are responsible for leasing, licensing or otherwise obtaining rights to such premises. In addition, from time to time, we may open Smart Career Centers, which are test prep centers operated for short durations for specific courses and purposes, generally operated from leased premises, on a revenue-share model with the relevant business partners. During the six months ended September 30, 2016, we had operated three Smart Career Centers, while during fiscal 2016, we had operated four temporary Smart Career Centers.

Further, pursuant to Indian regulatory requirements and industry norms, the K-12 schools are operated by the respective school trusts. In the case of Indus World Schools operated under the Infrastructure Partnership and Educational Partnership models, the school land and buildings are or would be provided for by our respective partners. In addition, norms regulating the affiliation of K-12 schools with various educational boards in India, such as the CBSE, require that if school premises are leased, such leases must remain valid for a prescribed minimum period, typically for thirty years.

Further, our Registered and Corporate Office is leased by us. If we are unable to renew the agreements pursuant to which we occupy the premises on terms and conditions acceptable to us, or at all, we may have to relocate our Registered and Corporate Office.

Any failure or difficulty faced by us or our business partners in renewing leases, or disputes or other problems that we or our business partners may face in the future with lessees may adversely affect our distribution network, business and prospects, particularly if any of the Indus World Schools are unable to maintain CBSE or other affiliation with the relevant educational board, or if any of our business partners are required to close test prep centers being operated by them, or if we are required to resort to litigation or administrative proceedings to enforce or defend our contractual claims under any lease agreements or agreements with business partners.

30. We have experienced negative cash flows in the past. Any such negative cash flows in the future could adversely affect our business, results of operations and prospects.

We had negative cash flows from investing activities for six months ended September 30, 2016 of ₹ 4.12 million and for fiscals 2016, 2015, 2014, 2013 and 2012 of ₹ 169.92 million, ₹ 1,242.28 million, ₹ 11.27 million, ₹ 47.42 million and ₹ 50.45 million, respectively, on account of investments in subsidiaries, loans drawn down and given, and purchase of fixed assets.

Further, for fiscal 2012 we had negative cash flow from operating activities of ₹ 193.26 million, attributable to, among other things, provisions for doubtful advances, interest expenses, depreciation and amortization, bad debts written off, with adjustments on account of interest income and changes in working capital (primarily, increases in trade receivables and short term loans and advances).

Further, we had negative cash flow from financing activities of ₹ 90.53 million for six months ended September 30, 2016 and of ₹ 94.01 million for fiscal 2014, attributable to, among other things, repayment of our short and long term borrowings and interest paid during that period.

Negative cash flows in the future could adversely affect our business, results of operations and prospects. Also, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" and "***Financial Information***" on pages 439 and 196, respectively.

31. Failure to obtain or renew necessary regulatory approvals by us, or by our business partners, may adversely affect our ability to conduct our current and future business and, accordingly, our results of operations and prospects.

We, or our business partners, are required to obtain various regulatory and other approvals and registrations for our operations from time to time, including, in the case of our Company, shops and commercial establishments' registrations for test prep centers operated by us directly, and our registrations with the relevant tax and labour authorities. As on the date of this Red Herring Prospectus, we have applied for and are yet to obtain registrations under the relevant shops and establishment legislations for our owned centers located at Panvel, Noida and Indirapuram.

Further, we have registered trademarks in relation to our business with the Registrar of Trademarks. Also see, *"**Government and Other Approvals**"* on page 485. As on the date of this Red Herring Prospectus, the following applications in relation to registration of trademarks are pending:

S. No.	Description	Class	Application No.	Date of Application
1.	CL	9, 16, 35, 41,and 42	02119695	March 22, 2011
2.	Career Launcher	9, 16, 35, 41,and 42	02119696	March 22, 2011

S. No.	Description	Class	Application No.	Date of Application
3.	iWSB – know thyself	9, 16, 35, 41,and 42	02193249	August 19, 2011
4.	Career Launcher – Futuremap	41	01246835	October 30, 2003
5.	Career Launcher – Pegasus	9 and 16	01168938	January 23, 2003
6.	Tycoons	41	01631724	December 17, 2007
7.	CL – Young India Challenge	9, 16 and 41	02750094	June 4, 2014
8.	Young India Challenge	9, 16 and 41	02750110	June 4, 2014
9.	PDP – Personality Development Programme	16	0780799	December 3, 1997
10.	Pegasus (label) *	16	794641	July 22, 2009
11.	'Ananda – the joy of learning'**	16 and 41	1482347	August 28, 2006
12.	'Indus World School – know thyself **	16 and 41	1482346	August 28, 2006
13.	Accendere Enlightenment Guaranteed ***	16, 41 and 42	3108695	November 26, 2015
14.	CL Media (A CL Educate Co.)****	9, 16, 35, 41 and 42	3129816	December 17, 2015
15.	Career Launcher (Logo and device)	9, 16, 35, 41 and 42	3492523	February 23, 2017
16.	CL Educate (Logo and device)	9, 16, 35, 41 and 42	3492522	February 23, 2017

** This trademark was previously registered in our Company's name, up to March 10, 2008; we have filed an application for renewal up to March 10, 2018, which is currently pending.*
*** These applications were made through our Subsidiary, CLEIS.*
****This application were made by our Subsidiary, Accendere.*
***** This application was made by our Subsidiary, CL Media.*

In addition, we have applied (application number 1352/DEL/2015, filed on May 14, 2015), for a process patent for a method and system for evaluating the probability of selection of candidates in an educational institution based on mapping of profile of said candidates with customized criteria of said educational institution. Further, our Subsidiary, Accendere, has applied for a process patent (application number 1625/CHE/2015, filed on March 30, 2015), for a research mentoring program for school students and undergraduate college students, which is currently pending before the Controller Patents, Chennai.

Further, our agreements with our business partners for test prep centers require such partners to obtain regulatory and other approvals and registrations, including shops and commercial establishments' registrations, for test prep centers operated under the partnership model. Moreover, our agreements for the Indus World Schools require the respective school trusts to obtain and maintain regulatory and other approvals and registrations, including affiliation with school boards such as the CBSE. Our arrangements with independent dealers and distributors for our publishing and content development business, conducted under our GK Publications brand, require such dealers and distributors to obtain regulatory and other approvals and registrations, including shops and commercial establishments' registrations. Similarly, the independent printers through which our titles are printed for our GK Publications brand are required to obtain regulatory and other approvals and registrations to establish and operate their printing presses. We obtain standard contractual indemnity against risks in relation to regulatory and other approvals to be obtained by our business partners and are not directly responsible for, or involved in, such regulatory compliance. However, we do not have control over such third parties and may not be able to ensure their receipt of, and compliance with, any regulatory and other approvals and registrations. A suspension, cancellation or refusal to grant or renew required approvals and registrations may require us to cease operations at some of our test prep centers or other facilities or operations. Any actual or alleged breach or non-compliance with any specified conditions under such approvals and registrations may result in investigation as well as suspension, withdrawal or termination of such approvals and registrations or imposition of penalties by the relevant authorities, or incurrence of substantial compliance costs. Therefore, any failure by us, or by any of our business partners, to obtain and maintain any required approvals and registrations may have an adverse effect on our reputation, business, results of operations and prospects.

Also, see "***Regulations and Policies in India***" and "***Government and Other Approvals***" on pages 161 and 485, respectively.

32. Our test prep operations and revenue are primarily concentrated in northern India. Further, we are significantly dependent on one of our business partners in Kolkata, for the operation of our test prep centers in Kolkata. Inability to retain and grow our business in other regions and cities of India may have an adverse effect on our business, results of operations and prospects.

Our test prep operations and revenues are primarily concentrated in north India, comprising Delhi, Haryana, Himachal Pradesh, Jammu and Kashmir, Punjab, Rajasthan, the Union Territory of Chandigarh, Uttar Pradesh and Uttarakhand. In north India, we had 68 test prep centers as on September 30, 2016 and 17,615 enrolments during the six months ended September 30, 2016, representing 43.87% and 32.69% of our total test prep centers and enrolments, (as on and during the six months ended September 30, 2016), respectively, while we had 81 test prep centers as on March 31, 2016 and 33,762 enrolments during fiscal 2016, representing 50.31% and 38.17% of our total test prep centers and enrolments, as on March 31, 2016 and during fiscal 2016, respectively.

Our test prep centers declined from 81 as on March 31, 2016 to 68 as on September 30, 2016, partially as a result of closure of 18 test prep centers operating under the partnership model, due to decreased enrolments and negative operating margins in these centers. During the six months ended September 30, 2016, our Company closed two of our owned Smart Career Centers, which are centres we operate for short durations. For details, see "***Management's Discussion and Analysis of Financial Condition***" on page 439.

Further, we are significantly dependent on one of our business partners, for the operation of three test prep centers in Kolkata, where we had 2,870 and 4,397 enrolments during the six months ended September 30, 2016 and fiscal 2016, respectively, representing 5.33% and 4.97% of our total enrolments during these respective periods.

Our significant concentration in these regions exposes us to any adverse developments in these regions, due to local political, administrative, infrastructural or other factors, whose effective resolution may require investment of significant financial, management or other resources on our part, as well as increased competition from local or national test prep course providers in these regions.

Our strategic objectives include geographical expansion as well as increasing our penetration across India. A significant drop in enrolments from the Delhi NCR or Kolkata regions or any factors requiring us or our business partners to close existing test prep centers or otherwise scale down operations in these regions, or the emergence of a strong pan-India education company or an aggregation of several strong regional players competing in these areas, may adversely affect our business, results of operations and prospects.

33. While we maintain standard insurance cover, any substantial uninsured risks may have an adverse effect on our business, results of operations and prospects.

We maintain standard insurance for our corporate office, owned test prep centers and K-12 schools under the Owned-Infrastructure and Infrastructure Partnership models, including vehicle insurance, standard fire and special perils insurance, directors' and officers' liability insurance, public liability insurance, medical insurance and special contingency insurance for burglary, theft and larceny as well as money insurance for cash in transit and cash in safe for our Company and certain Subsidiaries. We also maintain group accident and medical insurance for all our employees and group accident insurance for our students. We also maintain professional indemnity insurance, commercial general liability insurance and group health insurance for our Subsidiary, Kestone.

In addition, our business partners for our test prep centers as well as in the K-12 schools business, are or would be obligated to maintain adequate insurance coverage for the respective assets owned and operated by them at such locations. We seek to obtain standard indemnities and other contractual protections against any insurance-related risks arising in relation to business operations conducted by us under the partnership model.

While we believe our insurance coverage to be commensurate to a business of our size and nature, our insurance may not be adequate to cover all our risks and liabilities. There may also be certain specific types of risks for which we are not covered, notwithstanding any measures that we may implement to strengthen our back-up systems and contingency plans. Further, there is no assurance that insurance will be generally available in the future or, if available, that the premia will be commercially justifiable. For instance, we surrendered our key man insurance policy during fiscal 2013, in order to alleviate liquidity pressure faced by us during that period, and we do not currently have any key man insurance coverage. If we incur substantial liability that is not covered by insurance or exceeds policy limits, or any significant insurance claims are not honored by the relevant insurers in the future for any reason, our business, results of operations and prospects may be adversely affected.

34. We have contingent liabilities not provided for of ₹ 327.36 million as on September 30, 2016 on a consolidated basis, and our profitability could be adversely affected if any of these contingent liabilities materialize.

As on September 30, 2016, we had the following contingent liabilities not provided for:

(₹ in million)

S. No.	Nature of litigation	Aggregate/approximate amount involved
1.	Claims against the Company not acknowledged as debt	312.36
2.	Corporate guarantees for loans taken by others	15.00
Total		**327.36**

If these contingent liabilities materialize, fully or partly, our financial condition may be adversely affected.

35. The examination report on our Company's restated standalone financial statements contain certain qualifications.

The examination report on our Company's restated standalone financial statements for the period ended September 30, 2016 and last five fiscals contains certain qualifications, including in relation to loans granted to some of our Subsidiaries and payment of advance tax from time to time. There is no assurance that our audit reports for any future fiscal periods will not contain qualifications or that any such qualifications will not require any adjustment in our financial statements for such future fiscal periods or otherwise affect our results of operations in such future fiscal periods.

In addition, our Auditors have identified certain material weaknesses as part of their report on our internal financial control pursuant to section 143(3)(i) of the Companies Act, 2013.

Also, see "***Summary Financial Information***" and "***Financial Statements***", as well as "***Management's Discussion and Analysis of Financial Condition and Results of Operations***", on pages 53, 196 and 439, respectively.

36. Grant of stock options under our employee stock option plan may result in a charge to our profit and loss account and, to that extent, reduce our profitability and financial condition.

As on the date of this Red Herring Prospectus, 13,168 stock options are remaining to be granted to eligible employees under Employee Stock Option Plan-2008 ("**ESOP 2008**").

Under Indian GAAP, the grant of employee stock options results in a charge to our Company's profit and loss account equal to the intrinsic value (which will amortize over the vesting period of these stock options) based on the difference between the fair value of our Equity Shares determined at the date of grant and the exercise price. Our employee stock compensation expense amounted to ₹ 1.07 million and ₹ 6.03 million for six months ended September 30, 2016 and fiscal 2016, respectively. In addition to the impact on the profit and loss account, the exercise of vested stock options will dilute the interests of Equity Shareholders (as in the case of any issuance of Equity Shares).

37. Any secured and unsecured loans drawn by our Company and Promoters in the future may be recalled by the lenders, which may lead to default in terms of such financing agreements.

Some of our existing facilities are repayable on demand by the relevant lenders. Our future secured working capital loans and unsecured loans, as well as future loans taken by our Promoters, may be recalled by the respective lenders at any time.

Specifically, one of our lenders, Sriram City Union Finance Limited, has sanctioned two facilities of up to ₹ 30.00 million and ₹ 15.00 million, respectively, to our Company, of which the aggregate outstanding amount as on December 31, 2016 was ₹ 36.61 million. These credit facilities are repayable on demand. For more information on our borrowings, see "***Financial Indebtedness***" and "***Financial Statements***" on pages 473 and 196, respectively.

Any failure to service such indebtedness or comply with any obligations under such financing agreements may cause termination of one or more of our credit facilities or incur penalties or acceleration of payments under such credit facilities, which may adversely affect us or our Promoters, as the case may be.

38. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised, and may be subject to change based on various factors, some of which are beyond our control.

Our fund requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions, and have not been appraised by any bank or financial institution or other independent agency. Furthermore, in the absence of such independent appraisal, or the requirement for us to appoint a monitoring agency in terms of the SEBI ICDR Regulations, the deployment of the Net Proceeds is at our discretion. We operate in highly competitive and dynamic industry and may have to revise our estimates from time to time on account of changes in external circumstances or costs, or changes in other financial conditions, business or strategy. This may entail rescheduling, revising or cancelling planned expenditure and funding requirements at our discretion.

Further we intend to utilize ₹ [●] million from the Net Proceeds for general corporate purposes. The Net Proceeds of the Offer earmarked for general corporate purposes based on the Cap Price and Floor Price constitute [●]% and [●]% of the Net Proceeds of the Offer, respectively. Also, see "***Objects of the Offer – 6. General corporate purposes***" on page 100.

39. Our Company has issued Equity Shares during the preceding one year at a price that may be below the Offer Price.

In the 12 months preceding the filing of this Red Herring Prospectus, our Company has issued Equity Shares at a price that may be lower than the Offer Price. The price at which our Company has issued Equity Shares in the preceding one year is not indicative of the price at which they will be issued or traded. For more information, see "***Capital Structure***" on page 72.

40. Our Group Entity has incurred losses in previous financial years.

Our Group Entity, the Nalanda Foundation, had expenditure over income (after accounting for prior period expense) of ₹ 91.41 million, ₹ 80.12 million and ₹ 92.11 million in fiscals 2016, 2015 and 2014, respectively. There can be no assurance that our Group Entity will not incur losses in the future, or that there will not be any adverse effect on our reputation or business as a result of such losses. For details on transactions with our Group Entity, see "***Our Business***" and "***Financial Statements***" on pages 141 and 196.

41. This Red Herring Prospectus contains information from industry sources including the report commissioned from CRISIL Research. Prospective investors are advised not to place undue reliance on such information.

This Red Herring Prospectus includes information derived from an industry report titled *"Study of specific segments within the education services sector"* dated November 2016, prepared by CRISIL Research (the "**CRISIL Research Report**"), pursuant to an engagement with the Company. We commissioned this report for the purpose of confirming our understanding of the education services sector in India. Neither we, nor the BRLM, nor any other person connected with the Offer has verified the information provided by CRISIL Research and other industry sources, and we cannot guarantee the accuracy, adequacy or completeness of any such information. Moreover, industry sources including CRISIL Research Report contain certain industry and market data, based on certain assumptions. There are no standard data gathering methodologies in the segments in which we conduct our businesses, and methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that such assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Red Herring Prospectus. Further, CRISIL Research Report makes no recommendation to invest in our Company. Prospective investors are advised not to place undue reliance on

CRISIL Research Report or extracts thereof included in this Red Herring Prospectus, when making their investment decisions.

Also, see "***Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation***" and "***Industry Overview***" on pages 10 and 110, respectively.

42. We will not receive any proceeds of the Offer for Sale.

The Offer includes an Offer for Sale of up to 2,579,881 Equity Shares by the Selling Shareholders. The entire proceeds of the Offer for Sale will be transferred to the Selling Shareholders and will not result in any creation of value for us or in respect of your investment in our Company.

43. The requirements of being a listed company may strain our resources.

We are not a listed company and have not historically been subject to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the provisions of the Listing Regulations and the listing agreements to be executed with the Stock Exchanges, which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required.

As a result, our management's attention may be diverted from other business concerns, which may adversely affect our business, results of operations and prospects. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, however, we cannot assure you that we will be able to do so in a timely and efficient manner.

External Risk Factors

44. Political, economic or other factors beyond our control may have an adverse impact on our business, results of operations and prospects.

The following external risks may have an adverse impact on our business, results of operations and prospects, should any of them materialize:

- the lingering effects of the global economic slowdown have generally dampened business confidence and made the credit markets more volatile, as well as negatively impacting other industry players, including companies in the test prep segment;

- increase in interest rates may adversely affect our access to capital and increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;

- the Indian economy has had sustained periods of high inflation in the recent past. High rates of inflation may increase our employee costs and decrease demand for our courses and services, which may have an adverse effect on our profitability and competitive advantage, to the extent that we are unable to pass on increased employee costs by increasing cost of our courses and services;

- a downgrade of India's sovereign rating by international credit rating agencies may adversely affect our access to capital and may increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;

- a decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy as well as the valuation of the Indian Rupee, which may adversely affect our financial condition;

- political instability, resulting from a change in government or in economic and fiscal policies such as demonetization, may adversely affect economic conditions in India;

- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war; for instance, several parts of Haryana were affected by communal agitation and protests in February 2016. If our operations are disrupted by any such agitation, particularly in locations where we have a significant concentration or presence, our business, results of operations and prospects could be adversely affected; and

- India has experienced natural calamities such as earthquakes, tsunamis, floods and drought in recent years. The extent and severity of these natural disasters determines their effect on the economy. If any of our test prep centers or other facilities were to be damaged as a result of an earthquake or other natural calamities, or if such events should otherwise impact the national or any regional economies, our business, results of operations and prospects may be adversely affected.

45. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations and prospects.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

- the Companies Act 2013 contains significant changes to Indian company law, including in relation to issuance of capital, related party transactions, corporate governance, audits, shareholder class actions and restrictions on the number of layers of subsidiaries. Among other things, effective April 1, 2014, companies exceeding certain net worth, revenue or profit thresholds are required to spend at least 2% of average net profits from the immediately preceding three financial years on corporate social responsibility projects, failing which an explanation is required to be provided in such companies' annual reports; and

- the GoI has proposed a comprehensive national goods and services tax (the **"GST"**) regime that will combine taxes and levies by the Central and State Governments into a unified rate structure. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to this or any other aspect of the tax regime following the implementation of the GST.

We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in applicability, interpretation or implementation of any amendment to, or change in, law, regulation or policy, including due to an absence, or a limited body, of administrative or judicial precedent may be time consuming and costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

46. Significant differences exist between Indian GAAP and other accounting principles, such as the International Financial Reporting Standards ("IFRS") and U.S. GAAP, which may be material to investors' assessment of our financial condition. Our failure to successfully adopt IND (AS) may have an adverse effect on the price of our Equity Shares.

The financial information included in this Red Herring Prospectus has been prepared in accordance with Indian GAAP. There are significant differences between Indian GAAP and IFRS as well as U.S. GAAP. We have not attempted to explain the differences or quantify the impact of IFRS or U.S. GAAP on the financial data included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial statements with U.S. GAAP or IFRS. We urge you to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the Indian GAAP financial statements included in this Red Herring Prospectus will provide meaningful information is dependent on the reader's level of familiarity with Indian accounting practices. Accordingly, any reliance by persons not familiar with Indian accounting practices on the financial disclosure in this Red Herring Prospectus should be limited.

Further, India has decided to adopt the "Convergence of its existing standards with IFRS". These IFRS based / synchronized Accounting Standards are referred to in India as "**IND (AS)**". Public companies in India, including our Company, would be required to prepare annual and interim financial statements under IND (AS) in accordance with the roadmap for the convergence with IFRS announced by the Ministry of Corporate Affairs, GoI (the "**MCA**"), through press note dated January 22, 2010. The MCA has issued the Companies (Indian Accounting Standards) Rules, 2015 on February 16, 2015, effective April 1, 2015, pursuant to which, IND (AS) is mandatorily applicable to companies (except banking companies, insurance companies and non-banking financial companies) effective from (i) the accounting periods beginning on or after April 1, 2016 (with comparatives for the period ending March 31, 2016 or thereafter), for companies with net worth of ₹ 5,000 million or more; and (ii) the accounting periods beginning on or after April 1, 2017 (with comparatives for the period ending March 31, 2017 or thereafter) for listed or to-be-listed companies (i.e. whose equity and/or debt securities are listed or are in the process of being listed on any stock exchange in or outside India) with net worth less than ₹ 5,000 million and unlisted companies with net worth between ₹ 2,500 million and ₹ 5,000 million. These requirements would also apply to any holding, subsidiary, joint venture or associate companies of such aforementioned companies.

Further, the Companies Act 2013 requires the audit report of a company to state the adequacy of the internal financial controls system and its operating effectiveness for fiscals commencing on or after April 1, 2015.

We have made no attempt to quantify or identify the impact of the differences between Indian GAAP and IND (AS) as applied to our financial statements. There can be no assurance that the adoption of IND (AS) will not affect our reported results of operations. Any failure to successfully adopt IND (AS) may have an adverse effect on the trading price of our Equity Shares. Moreover, our transition to IND (AS) may be hampered by increasing competition and increased costs for the relatively small number of experienced accounting personnel available as more Indian companies begin to prepare IND (AS) financial statements.

Also, see "***Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation***" on page 10.

47. Our businesses and activities may be regulated under competition laws in India, and any adverse application or interpretation of such laws could adversely affect our business, results of operations and prospects.

Our businesses and activities may be regulated by the Competition Act, 2002 (the "**Competition Act**"), and any adverse application or interpretation of the Competition Act could materially and adversely affect our business, results of operations and prospects.

The Competition Act regulates practices that could have an appreciable adverse effect on competition in the relevant market in India. Under the Competition Act, any arrangement, understanding or action in concert, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition in India is void and may result in substantial monetary penalties and compensation to be paid to persons shown to have suffered losses. Any agreement among competitors which, directly or indirectly, determines purchase or sale prices, results in bid rigging or collusive bidding, limits or controls production, supply, markets, technical development, investment or provision of services, or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or types of goods or services or number of customers in the market, is presumed to have an appreciable adverse effect on competition. Further, the Competition Act prohibits abuse of a dominant position by any enterprise, directly or indirectly, including by way of unfair or discriminatory pricing or conditions in sale of goods or services, limiting production of goods, provision of services, or technical or scientific developments relating to goods or services to the prejudice of consumers, using a dominant position in one relevant market to enter into, or protect, another relevant market, denial of market access, making the conclusion of contracts subject to acceptance of unrelated supplementary obligations and such practices are subject to substantial monetary penalties and may also be subject to compensation for losses and orders to divide the enterprise.

If we or any member of our group are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, proceedings initiated by the Competition Commission of India, any claim by any party under the Competition Act, or any adverse publicity due to scrutiny or prosecution under the Competition Act, including financial penalties, our business, results of operations and prospects may be adversely affected.

Acquisitions, mergers and amalgamations that exceed certain revenue and asset thresholds require prior approval by the Competition Commission of India. Any acquisitions, mergers or amalgamations that have an appreciable adverse effect on competition in India are prohibited and void. There can be no assurance that we will be able to obtain approval for such future transactions on satisfactory terms, or at all.

Risks Related to our Equity Shares

48. Our Promoters and Promoter Group will retain majority shareholding in our Company following the Offer, which will allow them to exercise significant influence over us and may cause us to take actions that are not in our or your best interest.

After the completion of this Offer, our Promoters and Promoter Group will collectively hold approximately 47.88% of our Company's issued Equity Share capital, assuming full subscription to the Offer. So long as our Promoters and Promoter Group own a significant percentage of our Equity Share capital, they will be able to significantly influence the election of our Directors and control most matters affecting us, including our business strategies and policies, decisions with respect to mergers, business combinations, acquisitions or dispositions of assets, dividend policies, capital structure and financing, and may also delay or prevent a change of management or control, even if such transaction may be beneficial to our other Equity Shareholders.

The interests of our Promoters and Promoter Group, as the controlling shareholders of our Company, may also conflict with our interest or the interest of our Company's other shareholders. As a result, our Promoters and Promoter Group may take actions that conflict with our interests or the interests of other shareholders of our Company.

49. We may decide not to proceed with the Offer at any time before Allotment. If we decide not to proceed with the Offer after the Bid Opening Date but before Allotment, the refund of application amounts deposited will be subject to our complying with our obligations under applicable law.

We reserve the right to not proceed with the Offer at any time before the Allotment. If we withdraw the Offer after the Bid/Offer Opening Date, we will be required to refund all application amounts deposited within the prescribed time. We shall be required to pay interest, as specified under the Companies Act 2013 or by SEBI, on the application amounts received, if refunds are not made within the stipulated time from the Bid/Offer Closing Date.

In addition, our ability to complete the Offer is subject to obtaining final listing and trading approvals of the Stock Exchanges, which our Company must apply for after Allotment, and approval from the RoC.

50. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid and Retail Individual Investors are not permitted to withdraw their Bids after Bid/Offer Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid, and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date.

Therefore, QIBs and Non-Institutional Investors would not be able to withdraw or lower their Bids, notwithstanding adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, or otherwise, at any stage after the submission of their Bids.

51. Our Equity Shares have not been publicly traded prior to this Offer. After this Offer, our Equity Shares may experience price and volume fluctuations and an active trading market for our Equity Shares may not develop. Further, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all.

Prior to this Offer, there has been no public market for our Equity Shares. An active trading market on the Stock Exchanges may not develop or be sustained after this Offer. Moreover, the Offer Price is intended to be determined through a book-building process and may not be indicative of the price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter.

The trading price of our Equity Shares after this Offer may be subject to significant fluctuations in response to factors including general economic, political and social factors, developments in India's fiscal regime, variations in our operating results, volatility in Indian and global securities markets, developments in our business as well as our industry and market perception regarding investments in our business, changes in the estimates of our performance or recommendations by financial analysts, and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. The trading price of our Equity Shares may also decline in reaction to events that affect the entire market and/or other companies in our industry even if these events do not directly affect us and/or are unrelated to our business or operating results.

52. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Equity Shareholders.

For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

53. You may be subject to Indian taxes arising out of capital gains on the sale of our Equity Shares.

Capital gains arising from the sale of equity shares within 12 months in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("**STT**") is paid on the transaction. STT is levied on and collected by a domestic stock exchange on which equity shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, is subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of equity shares is exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident.

Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

54. Under Indian law, foreign investors are subject to restrictions that limit their ability to transfer shares, which may adversely impact the trading price of our Equity Shares.

Under foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing and reporting requirements specified by the RBI. If a transfer of shares is not compliant with such pricing or reporting requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms, or at all.

55. Any future issuance of Equity Shares may dilute your shareholding, and significant sales of Equity Shares by our major shareholders, may adversely affect the trading price of our Equity Shares.

Future issuances of Equity Shares by our Company after this Offer will dilute investors' holdings in our Company. Further, any significant sales of Equity Shares after this Offer may adversely affect the trading price of our Equity Shares.

In addition, the perception that such issuance or significant sales of Equity Shares may occur may adversely affect the trading price of our Equity Shares and impair our future ability to raise capital through offerings of Equity Shares.

Further, consequent to the share purchase agreement dated September 7, 2015 among Accendere, certain of its shareholders and our Company, Accendere became a subsidiary of our Company pursuant to our Company's acquisition of 51% stake in Accendere. Our Company has an option to acquire all or part of Accendere's remaining share capital, at any time post the commencement of fiscal 2018, at a price based on Accendere's valuation, in the fiscal immediately preceding the fiscal in which such option is exercised. The consideration for such acquisition is to be paid partly in cash and partly by way of issue of Equity Shares by our Company to Accendere's other equity shareholders. In the event that our Company decides to exercise this option, and consequently, issues fresh Equity Shares, your shareholding in our Company may be diluted and the market price of our Equity Shares may be adversely affected. For more information, see "***History and Certain Corporate Matters***" on page 165.

56. Our Company's ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

Our Company has not paid any dividend for last five fiscals. The amount of our future dividend payments, if any, will depend on our future earnings, cash flows, financial condition, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that we will pay dividends. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. Additionally, in the future, we may be restricted by the terms of our financing agreements in making dividend payments unless otherwise agreed with our lenders.

57. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.

A public limited company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe to a proportionate number of equity shares to maintain their existing ownership, prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by a three-fourths majority of the equity shareholders voting on such resolution.

If you are a foreign investor and the law of the foreign jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such foreign jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company would be diluted.

58. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

Prominent Notes:

- Initial public offering of up to 4,760,000 Equity Shares of face value ₹ 10 each of our Company, for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ [●] million, consisting of a Fresh Issue of 2,180,119

Equity Shares by our Company aggregating up to ₹ [●] million and an Offer for Sale by the Selling Shareholders of up to 2,579,881 Equity Shares aggregating up to ₹ [●] million. The Offer shall constitute 33.61% of the post-Offer paid-up Equity Share capital of our Company.

- The net worth of our Company as on September 30, 2016, as per our restated consolidated financial statements and restated standalone financial statements included in this Red Herring Prospectus is ₹ 2,558.31 million and ₹ 2,675.55 million, respectively. See "***Financial Statements***" on page 196.

- The net worth of our Company as on March 31, 2016 as per our restated consolidated financial statements and restated standalone financial statements included in this Red Herring Prospectus is ₹ 2,422.85 million and ₹ 2,597.90 million, respectively. See "***Financial Statements***" on page 196.

- The net asset value per Equity Share as on September 30, 2016, as per our restated consolidated financial statements and restated standalone financial statements included in this Red Herring Prospectus is ₹ 214.27 and ₹ 224.09, respectively. See "***Financial Statements***" on page 196.

- The net asset value per Equity Share as on March 31, 2016 as per our restated consolidated financial statements and restated standalone financial statements included in this Red Herring Prospectus is ₹ 202.93 and ₹ 217.59, respectively.

- The average cost of acquisition per Equity Share by our Promoters as on date of this Red Herring Prospectus is:

Promoter	**Average cost of acquisition per Equity Share (₹)***
Satya Narayanan .R	0.40
Gautam Puri	0.40
R. Shiva Kumar	0.30
Sreenivasan R.	0.30
Sujit Bhattacharyya	5.32
Nikhil Mahajan	4.08
Bilakes Consulting Private Limited	85.58

**As certified by our Auditors by their certificate dated March 3, 2017. The average cost of acquisition per Equity Share by our Promoters has been calculated by taking the average of the amounts paid by our Promoters to acquire Equity Shares. The cost of acquisition of Equity Shares has been arrived at before accounting for transfer by way of sale.*

- The average cost of acquisition per Equity Share by our Selling Shareholders as on date of this Red Herring Prospectus is:

S. No.	**Name of the Selling shareholder**	**Average cost of acquisition per share (₹)**
Promoter & Promoter Group		
1	Satya Narayanan .R	0.40
2	Gautam Puri	0.40
3	Nikhil Mahajan	4.08
4	Sujit Bhattacharyya	5.32
5	Sreenivasan .R	0.30
6	Shiva Kumar Ramachandran	0.30
7	Abhijit Bhattacharyya	10.00
8	Shefali Acharya	10.00
9	Parul Mahajan	10.00
10	Nikhil Mahajan (HUF)	100.00
Institutional Selling Shareholders		
11	Gaja	337.21
12	GPE	430.88
13	SP Family Trust	0 (NIL)
Other Selling Shareholders		
14	GHIOF, Mauritius	417.00
15	Sharad Awasthi	41.91
16	Sanjeev Srivastava	230.35

S. No.	Name of the Selling shareholder	Average cost of acquisition per share (₹)
17	Monalisa Parikh/Digant Parikh	300.00
18	Akansha Consultancy Services Limited	300.00
19	Mahesh Parikh/Digant Parikh	300.00
20	Digant Parikh/Monalisa Parikh	42.62
21	Sanjay Shivnani	45.00
22	Mini Sehgal	10.25
23	Saurabh Mittal	115.00
24	Arindam Lahiri	45.89
25	Kunal Kumthekar	19.40
26	Vinay Mittal	417.00
27	Gun Nidhi Dalmia	417.00
28	Mita Bhattacharyya	14.29
29	Bhawan Singh Rawat	64.51
30	Edelweiss Finance & Investment Limited	417.00
31	Vivek Trilokinath	391.18
32	Namit Arora	14.29
33	Pawan kumar Sachdeva	417.00
34	M/s India Infoline Limited	417.00
35	Rachna Sharma	175.00
36	Poonam Mittal	243.75
37	Pawan Kumar Sharma	76.31
39	Upendra Kumar Sharma	46.53

** As certified by our Auditors by their certificate dated March 3, 2017.*

- There has been no change in the name of our Company at any time during the last three years immediately preceding the date of filing the Draft Red Herring Prospectus.

- There has been no financing arrangement whereby our Promoter Group, our Directors, directors of our corporate Promoter, Bilakes, or any of their respective relatives, have financed the purchase by any other person of securities of our Company, other than in the ordinary course of the business of the financing entity, during the six months preceding the date of the Draft Red Herring Prospectus.

- For information on transactions between our Company or Subsidiaries and our Group Entity during the last financial year, including the nature and cumulative value of the transactions, see "***Financial Statements***" on page 196.

- For information regarding the business or other interests of our Group Entity in our Company, see "***Promoters and Group Entity***" and "***Financial Statements***" on pages 189 and 196, respectively

- Investors may contact the BRLM that has submitted the due diligence certificate to SEBI or the Registrar to the Offer, for any complaints pertaining to the Offer.

SECTION III – INTRODUCTION
SUMMARY OF INDUSTRY

Unless otherwise stated, the information in this section has been extracted from the CRISIL Research Report. The CRISIL Research Report as well as the publicly available documents (as cited below in this section) have not been prepared or independently verified by us or the BRLM or any of our or its respective affiliates or advisors. This information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications referred to by us generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry and Government publications are also prepared based on information as of specific dates, which may no longer be relevant or reflect current trends. Accordingly, investment decisions should not be based on such information. Statements in this section that are not statements of historical fact constitute "forward-looking statements". Such forward-looking statements are subject to various risks, assumptions and uncertainties and certain factors could cause actual results or outcomes to differ materially.

Education Sector in India

The education sector in India can be broadly classified into the formal and non-formal categories.

The formal category comprises K-12 and higher education, up to post-graduation, and is subject to high levels of regulation in India, at the Central and State Government level as well as through the various curriculum boards and relevant nodal agencies that manage the various streams of professional education.

Another key factor governing the formal education category is that educational institutions in India cannot be set up on a 'for profit' basis. Business structures such as partnerships and private and public companies are prohibited from setting up educational institutions in India. Educational institutions in India are either set up by Government entities or by private sector entities such as a society registered under the Societies Registration Act, 1860, a public trust registered under the Indian Trust Act, 1882, or under corresponding State laws such as the Bombay Public Trust Act, 1950, or a 'not for profit' company set up under the Companies Act. The key common feature among all these entities is that profits cannot be distributed to the provider of capital, either as dividend or otherwise.

On the other hand, the non-formal category largely comprises segments like pre-schools, coaching (also known as test prep or supplemental education), vocational and skills training, e-learning and academic publishing, which enjoy a lesser degree of regulation.

As education is on the concurrent list of the Indian Constitution, the sector is governed by both the Central and State Government. The Ministry of Human Resource Development plays a pivotal role in governing the education sector, through its two nodal agencies:

- the Department of School Education and Literacy, which is responsible for disbursing Central grants to States for building educational infrastructure at the K-12 (kindergarten to grade 12) level in India; and

- the Department of Higher Education, which is responsible for governing higher education (graduation, post-graduate and professional) in India.

Government Expenditure on Education

With the rising focus on literacy and primary education, the Centre's outlay on education (higher education, K-12 elementary and K-12 secondary) has increased at a CAGR of 6.5% from ₹ 508 billion in 2010-11 to ₹ 696 billion in 2015-16, with the year-on-year increase from 2014-15 being 13.9%. The higher education segment in India has historically received less attention from the Government, as the Government's main focus has been to universalize primary education.

In the Union Budget 2017-18, the Union Finance Minister has announced an allocation of ₹ 796.86 billion to the education sector, reflecting a 10.1% increase over the allocation of ₹ 723.94 billion last year. Further, under the Union Budget 2017-18, allocation to the education sector included allocation of ₹ 463.56 billion to school education and ₹ 333.30 billion to higher education. *(Source: Union Finance Minister's Budget Speech, 2017)*

In addition, ₹ 30.16 billion was allocated towards skill development and entrepreneurship.

Test Prep Market in India

The Indian coaching sector forms a part of the non-formal category of the overall educations sector in India and is largely unregulated. Over the years, the sector has witness a transition from home tuitions to a host of renowned chains of coaching classes. The mode of knowledge transfer has also evolved from a traditional blackboard class to modern technology driven sessions. Once restricted to textbooks and printed study notes, the segment has evolved to a mix of classroom delivery, study material, live and pre-recorded video session delivered online, online dissemination and testing, where students can access course material via online portals and smartphone applications.

Structural changes in the Indian economy, such as rising disposable incomes and growing numbers of nuclear families, along with factors such as rising share of private institutions and enrolments, few quality educational institutions and social issues in regard to high stress on marks in the Indian education system are expected to drive the coaching industry. Also, the coaching industry being a less capital intensive industry, has attracted entrepreneurial interest.

The test prep market comprises classes which focus on students appearing for entrance exams at the undergraduate and postgraduate levels, as well as for job-oriented tests, and are typically aptitude-based.

Market Size of Test Prep Market

The Indian test prep market is estimated at ₹ 378 billion, as of 2015-16, having grown at a CAGR of approximately 14% from 2008-09, driven by factors including escalation in income levels, increased spend on education, high competition for limited seats in quality institutes and complexity of entrance exams.

Being an unregulated sector, the market is typically dominated by larger branded players across various streams. A plethora of unorganized local players also thrive in the current scenario, given the extensive number of entrance examinations carried out by different States, universities and institutes.

Publishing Industry

Publishing is the process of preparing and marketing information as books, journals, etc. Publishers acquire content from authors in the form of manuscripts. The content is evaluated, edited, printed and sold or distributed through wholesalers and retailers. There has been consolidation in this space over the years. Many publishers have diversified into the book distribution business, and many distributors are operating as small publishing houses and/or retailers.

Market Size of Publishing Industry

The Indian book publishing industry is valued at ₹ 244 billion as of 2015-16, with the academic segment accounting for the largest share at ₹ 202 billion (approximately 83%) and the non-academic segment accounting for the balance ₹ 42 billion (approximately 17%).

Digital Education Industry

The e-commerce industry has grown substantially in the last four years. Industry revenues nearly tripled from ₹ 304 billion in 2011-12 to an estimated ₹ 849 billion in 2014-15, at a CAGR of 40%. The size of the book retail segment of the Indian e-commerce sector is estimated to be approximately ₹ 10 billion (approximately 8% of India's total online retail segment) as of 2014-15.

Market size of digital education industry in India

The digital education industry comprises companies providing multimedia content and digital hardware to aid teaching in private and Government schools, colleges and training centres, and for personal usage as well as for corporates.

K-12 Industry

K-12 education is part of the formal education system in India, regulated by the Central and State Governments, primarily by the respective State Government through local bodies such as municipal corporations and State-level education departments. The K-12 education structure in India can be broadly classified on the basis of management, level of education; and board of affiliation, i.e., including the CBSE, Indian Certificate of Secondary Education and International General Certification of Secondary Education. Affiliation with a board is voluntary for schools, except when the school is full or partly aided by the State Government; in that case, the school must be affiliated with the respective State board.

Market size of K-12 industry

The gross enrollment ration in overall K-12 segment in India was estimated at 82% in 2015-16 and is expected to reach 87% in 2019-20, driven by rise in urbanization and disposable income, as well as lower dropout rates due to increasing awareness, rising affordability (with more households moving to the middle and higher income brackets) and Government schemes to incentivize transition to higher level K-12 education (such as cash rewards for girls transiting to upper primary, secondary and higher secondary K-12 schools).

Higher Education Industry

The higher education segment in India is projected to see a buoyant growth trajectory up to 2019-20. GER is expected to reach 27% in 2019-20 from 22% in 2015-16, led by increased enrolments in the professional and technical courses.

SUMMARY OF BUSINESS

*This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about us and our financial statements, including the notes thereto in the sections, "**Risk Factors**", "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" and "**Financial Statements**" on pages 14, 439 and 196, respectively.*

Overview

We are a diversified and integrated technology-enabled provider of education products, services, content and infrastructure, with a presence across the education value chain.

Since we commenced operations in 1996, we have diversified our operations across six business segments, spanning the education value chain:

- test preparation and training services, generally referred to as "test prep", conducted under our well-recognized brand Career Launcher;
- publishing and content development, conducted under our brand GK Publications;
- integrated business, marketing and sales services for corporates, conducted under our brand Kestone, including event management, marketing support (including digital marketing support), customer engagement, managed manpower and training services;
- vocational training programs implemented by us under Government schemes in various States across India;
- integrated solutions to educational institutions and universities, including business advisory and outreach support services, under our brand CL Media, as well as research incubation and support services conducted under the brand Accendere; and
- K-12 schools operated under our brand Indus World Schools.

Test Prep

Under the umbrella of our brand Career Launcher, we offer reputed test prep courses for MBA, Banking and Staff Selection Commission and Law entrance examinations, as well as courses for Engineering, Medical, Civil Services, Grade VIII-XII Tuitions and International Education (GRE, GMAT and SAT), among others.

During the six months ended September 30, 2016, we had 53,892 enrolments in our test prep courses (including 15,491 online enrolments, referring to enrolments through our website, and 38,401 offline enrolments).

Our enrolments in MBA, Banking and SSC, Law, Engineering, Medical and Grade VIII – XII Tuitions and Civil Services test prep courses, during the six months ended September 30, 2016 and for fiscal 2016, are provided below:

S. No.	Test prep course	Enrolments during the six months ended September 30, 2016	As % of total enrolments in test prep courses	Enrolments during fiscal 2016	As % of total enrolments in test prep courses
1.	MBA	21,688	40.24	39,117	44.22
2.	Banking and SSC	14,075	26.12	24,886	28.13
3.	Law	12,654	23.48	11,496	13.00
4.	Engineering, Medical and Grade VIII – XII Tuitions	678	1.26	1,523	1.72
5.	Civil Services	676	1.25	4,145	4.69

Through our students (namely, candidates that have enrolled in any of our courses or purchased paid content from us), we have established a success record across our test prep courses. For instance, 66 of our students secured ranks in the top 100 successful candidates in the CLAT examination in May 2016, and 2,129 of our students received interview calls from at least one IIM in the CAT examinations in November 2015. Further, an aggregate of 1,341 of our students cleared the Civil Services Preliminary Examination (CSAT) in 2014 and 2015 and were, therefore, eligible to appear for the Civil Services Main Examination. In addition, 33 of our students were selected in the final merit list (recommended for appointment to various services) of the Civil Services Examination 2015. Also, 138 of our students cleared JEE (Mains) 2016 and were, therefore, eligible to appear for JEE (Advanced) 2016.

As on September 30, 2016, we had a network of 151 test prep centers in 87 cities across India, with 45 owned test prep centers (of which three were temporary Smart Career Centers) and 106 test prep centers operating under a partnership model, while as on March 31, 2016, we had a network of over 158 test prep centers in 87 cities across India, with 51 owned test prep centers (of which four were temporary Smart Career Centers) and 107 test prep centers operated under a partnership model. In addition, we currently have 4 owned test prep centers in the UAE.

Publishing and Content Development

Under our brand GK Publications, we publish niche test prep titles for popular professional and entrance examinations in India, including for Engineering, GATE, Civil Services and Banking and SCC entrances. During the six months ended September 30, 2016 and for fiscal 2016, we released 1,851 and 1,679 titles, respectively, and sold over 0.58 million and 1.06 million copies, respectively. During the six months ended September 30, 2016 and fiscal 2016, we sold 751 and 817 titles, respectively, through the digital mode, comprising 40.57% and 48.66% of our title sales during these respective periods.

In addition to content in English, we are in the process of gradually adding dual language titles (in Hindi and regional languages), across different examinations, with the objective of deepening our presence in regional markets. During the six months ended September 30, 2016, we introduced 12 dual language titles, while, in fiscal 2016, we introduced 33 dual language titles.

As on September 30, 2016, we had a network of 635 dealers and distributors, across India, for the sale of titles under our brand GK Publications.

Integrated Business, Marketing and Sales Services for Corporates

Under our brand Kestone, we provide integrated business, marketing and sales services for corporates, including event management, marketing support (including digital marketing support), customer engagement, managed manpower and training services. We are also reaching out to corporates in the South East Asia region through our Singapore-based Subsidiary, Kestone Asia PTE Limited. We believe these relationships with our corporate clients enable and facilitate our placement programs for students enrolled in our Government vocational training programs.

Vocational Training

We undertake vocational training programs, as an implementation agency, under project tenders issued by the Central and various State Governments in India. During fiscal 2016, we had 6,663 enrolments in Government vocational training programs of varying durations, across States including Gujarat, Jharkhand, Chhattisgarh, Madhya Pradesh, Odisha and Uttar Pradesh.

With the Central and State Governments promoting private participation in skill development, there is a significant growth opportunity in the vocational training segment in India, in sectors and areas including auto dealerships and service centers, banking, financial services and insurance, construction, information technology and information technology enabled services and organized retail. *(Source: CRISIL Research Report)*

Integrated Solutions to Educational Institutions and Universities

We offer integrated solutions to educational institutions and universities across India, including business advisory and outreach support services under our brand CL Media, with the objective of facilitating such educational institutions and universities in improving their student intake and graduate outcomes.

Pursuant to our 51% acquisition of Accendere in September 2015, we also offer research incubation and support services to educational institutions and universities under the brand Accendere, with the objective of facilitating such educational institutions and universities in establishing their institutional credibility, by improving their research output in terms of the quality and quantity of research articles published by them.

K-12 Schools

We provide infrastructure and education services and license our brand Indus World School, to K-12 schools providing English-medium education. As on September 30, 2016 and March 31, 2016, 2,654 and 2,671 students, respectively, were enrolled in eight Indus World Schools, across the States of Punjab, Delhi NCR, Madhya Pradesh, Chhattisgarh, Maharashtra and Haryana.

Strengths

We believe that the following are our core competitive strengths:

- Diversified and integrated education products, services, content and infrastructure provider, with pan-India presence and a focus on knowledge-creation;
- Reputed courses, particularly in the aptitude based test prep segment;
- Asset-light, technology-enabled business model;
- Strong brand equity;
- Track record of successful inorganic expansion; and
- Professionally qualified, experienced and entrepreneurial management team, and quality human capital.

Strategies

Our aim is to strengthen our market position and brand recognition, by continuing to pursue the following growth strategies:

- Expand our geographical footprint and increase test prep center utilization across India, in our test prep business;
- Develop and derive synergies from our publishing and content development business;
- Diversify our business into the B2BC spectrum of the education sector;
- Develop and implement innovative digital business initiatives; and
- Selectively capitalize on opportunities in the vocational training business.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial statements derived from our restated consolidated financial statements for and as of the six months ended September 30, 2016 and fiscals 2016, 2015, 2014, 2013 and 2012 and our restated standalone financial statements for and as of the six months ended September 30, 2016 and fiscals 2016, 2015, 2014, 2013 and 2012. These financial statements have been prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations and are presented in "***Financial Statements***" on page 196. The summary financial statements presented below should be read in conjunction with our restated financial statements, the notes and annexures thereto and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" and "***Financial Statements***" on page 439 and 196, respectively.

Restated unconsolidated summary statement of assets and liabilities

₹ in Million

Particulars	As at					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
EQUITY AND LIABILITIES						
Shareholders' funds						
Share capital	119.40	119.40	116.45	99.18	99.18	93.35
Reserves and surplus	2556.15	2478.50	2276.59	1033.67	1009.25	806.33
	2675.55	**2597.90**	**2393.04**	**1132.85**	**1108.43**	**899.68**
Share application money pending allotment	**-**	**-**	**-**	**13.86**	**-**	**29.45**
Non-current liabilities						
Long-term borrowings	45.54	45.86	44.96	18.88	36.26	117.47
Deferred tax liabilities (net)	17.89	15.40	17.87	18.05	2.69	-
Long-term provisions	26.15	22.94	19.43	13.58	8.34	7.04
	89.58	**84.20**	**82.26**	**50.51**	**47.29**	**124.51**
Current liabilities						
Short-term borrowings	252.67	330.53	236.53	240.66	234.45	163.17
Trade payables						
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	478.79	455.28	241.65	146.53	62.29	98.35
Other current liabilities	347.30	320.82	299.45	254.01	329.00	391.67
Short-term provisions	8.85	0.61	0.51	0.46	1.48	1.15
	1087.61	1107.24	778.14	641.66	627.22	654.34
Total	**3852.74**	**3789.34**	**3253.44**	**1838.88**	**1782.94**	**1707.98**
ASSETS						
Non-current assets						
Fixed assets						
- Tangible assets	327.78	329.47	341.55	336.84	349.33	411.46
- Intangible assets	111.75	103.05	117.80	110.75	123.37	136.78
- Capital work-in-progress	-	-	-	-	0.09	-
Non-current investments	1716.25	1716.36	1525.86	453.28	406.02	364.46
Deferred tax assets (net)	-	-	-	-	-	32.68
Long-term loans and advances	38.56	56.42	67.54	84.65	92.68	72.10
Other non-current assets	112.03	112.03	112.41	132.43	150.91	4.12
	2306.37	**2317.33**	**2165.16**	**1117.95**	**1122.40**	**1021.60**

Continued to next page…

Restated unconsolidated summary statement of assets and liabilities

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
...Continued from previous page						
Current assets						
Current investments	-	-	-	-	-	-
Inventories	43.07	42.12	44.75	33.65	24.28	12.50
Trade receivables	841.73	843.80	535.23	358.91	312.96	264.02
Cash and bank balances	52.96	79.91	113.35	44.66	65.29	157.97
Short-term loans and advances	482.70	390.96	283.01	204.91	189.07	233.79
Other current assets	125.91	115.22	111.94	78.80	68.94	18.10
	1546.37	**1472.01**	**1088.28**	**720.93**	**660.54**	**686.38**
Total	**3852.74**	**3789.34**	**3253.44**	**1838.88**	**1782.94**	**1707.98**

Restated summary statement of profit and loss

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Income						
Revenue from operations	840.41	1643.55	1496.27	1182.99	1153.75	900.93
Other income	54.05	94.91	62.20	64.43	201.48	120.81
Total Revenue	**894.46**	**1738.46**	**1558.47**	**1247.42**	**1355.23**	**1021.74**
Expenses						
Purchases of traded goods	68.00	153.74	145.72	117.41	103.35	52.57
(Increase)/decrease in inventory of traded goods	(1.10)	2.79	(11.68)	(9.37)	(11.78)	(12.50)
Cost of services	352.10	719.14	613.94	483.11	492.45	381.53
Employee benefits expense	126.02	248.01	247.84	220.57	196.41	184.68
Finance costs	23.36	51.82	47.17	44.13	59.07	40.61
Depreciation and amortisation expenses	23.24	62.19	50.86	37.45	37.25	28.28
Other expenses	196.33	427.38	366.78	299.69	375.70	241.78
Total expenses	**787.95**	**1665.07**	**1460.63**	**1192.99**	**1252.45**	**916.95**
Restated profit before exceptional expenses and tax	**106.51**	**73.39**	**97.84**	**54.43**	**102.78**	**104.79**
Exceptional expenses	-	-	-	15.49	-	196.62
Restated profit/(loss) before tax	**106.51**	**73.39**	**97.84**	**38.94**	**102.78**	**(91.83)**
Income tax expense:						
- Current tax	32.68	26.67	23.79	7.86	-	7.63
- Minimum alternate tax ('MAT') credit	-	-	-	(7.86)	-	(7.63)
- Deferred tax charge/(benefit)	2.49	(2.46)	(2.54)	15.37	35.35	(38.07)
Total tax expenses	**35.17**	**24.21**	**21.25**	**15.37**	**35.35**	**(38.07)**
Restated net profit/(loss) after tax	**71.34**	**49.18**	**76.59**	**23.57**	**67.43**	**(53.76)**

Restated summary statement of cash flow

₹ in Million

Particulars	**For the period/year ending**					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Cash flow from operating activities						
Net profit/(loss) before tax	106.51	73.39	97.84	38.94	102.78	(91.83)
Adjustments for:						
Depreciation and amortisation on fixed assets	23.24	62.19	50.86	37.45	37.25	28.28
Depreciation and amortisation on Investments property	0.10	0.21	0.21	0.21	0.21	0.21
Finance costs (except loan processing charges)	22.24	48.01	43.52	42.59	52.13	39.40
Loan processing charges	0.32	1.35	2.45	1.54	6.16	1.21
Interest on delay in payment of taxes	0.80	2.46	1.20	-	-	-
Interest income	(14.60)	(33.76)	(27.99)	(29.54)	(32.18)	(47.51)
Loss/(Profit) on sale of fixed assets	0.02	5.25	4.88	-	(0.13)	0.13
Rent income on investments property	(1.12)	(1.13)	(1.53)	(0.29)	(0.60)	(0.80)
Fixed assets written off	-	0.00	0.33	0.68	0.61	1.07
Advances written off	-	0.63	1.24	0.51	120.02	0.04
Bad debts written off	28.13	69.57	60.01	39.00	31.90	40.90
Deposits written off	-	-	-	-	0.39	-
Miscellaneous balances written off	-	0.29	1.27	1.62	2.40	1.41
Provision for doubtful advances	-	0.75	0.20	0.34	2.00	-
Provision for impairment of investment	-	-	-	-	0.07	0.38
Provision no longer required written back	-	-	-	-	(112.88)	-
Provision for doubtful debts	-	0.94	1.18	-	-	-
Provision for obsolescence of inventory	0.15	-	0.58	-	-	-
Liability no longer required written back	(10.71)	(16.07)	(14.51)	(16.64)	(31.58)	(16.29)
Transfer to stock options outstanding	(1.07)	(6.03)	7.02	0.85	3.44	3.36
Exceptional non cash items:						
-Provision for doubtful advances	-	-	-	-	-	135.54
- Advances written off	-	-	-	15.49	-	60.70
- Provision for impairment of investment	-	-	-	-	-	-
Unrealised foreign exchange gain	(0.24)	(0.24)	(0.59)	(1.57)	(0.31)	(5.48)
Realised foreign exchange gain on sale of investment	-	-	-	(0.24)	-	-
Operating profit before working capital changes	**153.77**	**207.81**	**228.17**	**130.94**	**181.68**	**150.72**
Adjustments for (increase)/decrease in operating assets						
Trade receivables	(25.87)	(378.76)	(236.57)	(83.41)	(80.65)	(102.41)
Other current assets	-	0.80	(0.80)	-	5.10	1.99
Long term loans and advances	(4.83)	(0.71)	(1.48)	15.89	(1.99)	(17.65)
Short term loans and advances	(74.17)	(110.29)	(32.16)	(40.43)	(102.61)	(106.11)
Inventories	(1.09)	2.62	(11.68)	(9.36)	(11.78)	(12.50)
Adjustments for increase/(decrease) in operating liabilities						
Other current liabilities	44.81	17.55	62.42	9.48	106.33	40.48
Long term provisions	3.20	3.50	5.85	5.24	1.30	(1.47)
Short term provisions	0.01	0.09	0.04	(1.02)	0.33	1.15
Trade payables	34.21	229.66	82.07	84.24	(36.06)	1.70
Cash generated from/(used in) operations	**130.04**	**(27.73)**	**95.86**	**111.57**	**61.65**	**(44.10)**

Continued to next page…

Restated summary statement of cash flow

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
...Continued from previous page						
Taxes paid (net of refund)	(2.07)	(15.56)	(6.58)	(6.78)	(6.14)	17.82
Net cash generated from/(used in) operating activities	**127.97**	**(43.29)**	**89.28**	**104.79**	**55.51**	**(26.28)**
Cash flow from investing activities:						
Purchase of investment of in subsidiaries (net of payable for investments)	(10.00)	(164.21)	(1072.78)	(47.91)	(37.68)	(64.71)
Purchase of investment of in others	-	-	-	-	-	(5.00)
Proceeds from sale of investment in subsidiaries	-	-	-	0.67	-	-
Purchase of fixed assets (net)	(34.67)	(43.84)	(70.30)	(31.79)	(36.93)	(108.28)
Proceeds from sale of fixed assets	0.06	4.32	1.60	-	1.27	2.53
Proceeds/(investments) in deposits not considered as cash and cash equivalents (net)	(0.77)	47.17	(20.88)	52.13	(52.25)	(0.43)
Share application money paid for acquisition of shares of subsidiary	-	-	-	-	(13.50)	-
Proceeds from realisation of loan given/(loans given to related parties) (including conversion of interest and receivables) (net)	(17.52)	0.69	(48.97)	6.63	22.52	(24.63)
Interest income received	11.30	25.59	18.57	21.91	25.94	43.18
Rent income on investments property	1.13	1.13	1.53	0.29	0.60	0.80
Net cash (used in)/generated from investing activities	**(50.47)**	**(129.15)**	**(1191.23)**	**1.93**	**(90.03)**	**(156.54)**
Cash flow from financing activities:						
Proceeds from issue of shares	-	2.94	17.27	-	5.36	6.68
Securities premium received on Preference shares	-	162.87	1,145.91	-	109.08	-
Share issue expense paid	-	-	-	-	(6.00)	0.00
Share application money received pending allotment	-	-	(13.86)	13.86	-	29.45
Proceeds from long-term borrowings	15.00	32.29	94.00	35.00	301.64	246.92
Repayment of long-term borrowings	(19.00)	(54.58)	(63.79)	(101.83)	(387.79)	(224.73)
Net increase in working capital borrowings	(77.86)	94.00	(4.13)	6.21	71.29	143.36
Dividend paid during the year	-	-	-	(0.03)	(0.02)	-
Loan processing fee paid	(0.32)	(1.35)	(2.45)	(1.54)	(6.16)	(1.21)
Interest paid	(23.05)	(50.39)	(43.16)	(43.14)	(53.30)	(39.62)
Net cash generated from /(used in) financing activities	**(105.23)**	**185.78**	**1129.79**	**(91.47)**	**34.10**	**160.85**
Net (decrease)/increase in cash and cash equivalents	**(27.73)**	**13.34**	**27.84**	**15.25**	**(0.42)**	**(21.97)**
Unrealised foreign exchange gain on cash and cash equivalents	0.01	0.02	0.04	-	0.14	0.49
Cash and cash equivalents at beginning of the period/year	76.16	62.80	34.93	19.68	19.96	41.45
Cash and cash equivalents at end of the period/year	**48.44**	**76.16**	**62.81**	**34.93**	**19.68**	**19.97**

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Restated summary statement of cash flow

₹ in Million

Particulars	**For the period/year ending**					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Cash and cash equivalents comprise						
Balances with banks:						
- on current accounts	37.15	68.48	54.36	28.08	7.44	14.50
- exchange earner foreign currency account ('EEFC')	-	-	-	-	-	0.62
Cheques/ drafts on hand	6.50	4.10	4.49	2.90	5.43	2.09
Cash on hand	4.79	3.58	3.96	3.95	6.81	2.76
Total	**48.44**	**76.16**	**62.81**	**34.93**	**19.68**	**19.97**
Add:						
- Deposits with original maturity for more than 3 months but less than 12 months from the reporting date	3.16	2.39	2.93	6.00	45.56	-
- on unpaid dividend account	0.03	0.03	0.02	0.02	0.05	0.07
Current restricted cash (Margin money deposit and under lien deposits)	1.33	1.33	47.59	3.71	0.00	137.93
Total cash and bank balances at end of the period/year	**52.96**	**79.91**	**113.35**	**44.66**	**65.29**	**157.97**

Restated consolidated summary statement of assets and liabilities

(₹ in Million)

Particulars	As at					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
EQUITY AND LIABILITIES						
Shareholders' funds						
Share capital	119.40	119.40	116.45	99.18	99.18	93.35
Reserves and surplus	2,438.91	2,303.45	1,976.42	1,398.40	1,241.38	957.47
	2,558.31	**2,422.85**	**2,092.87**	**1,497.58**	**1,340.56**	**1,050.82**
Share application money pending allotment	**-**	**-**	**-**	**13.86**	**-**	**29.45**
Minority interest	**-**	**-**	**13.69**	**287.99**	**277.41**	**266.47**
Non-current liabilities						
Long-term borrowings	235.85	254.88	249.00	235.02	258.40	329.64
Deferred tax liabilities (net)	17.90	15.40	18.55	18.87	13.97	23.68
Other long-term liabilities	3.17	3.02	2.59	1.19	1.10	0.91
Long-term provisions	40.17	34.91	29.07	20.39	15.21	9.02
	297.09	**308.21**	**299.21**	**275.47**	**288.68**	**363.25**
Current liabilities						
Short-term borrowings	342.37	376.20	309.43	340.81	281.69	220.71
Trade payables						
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	218.02	246.84	200.18	169.85	120.84	96.00
Other current liabilities	674.83	511.20	472.81	399.87	476.19	601.93
Short-term provisions	35.18	22.46	25.03	25.67	14.86	3.48
	1,270.40	**1,156.70**	**1,007.45**	**936.20**	**893.58**	**922.12**
Total liability	**4,125.80**	**3,887.76**	**3,413.22**	**3,011.10**	**2,800.23**	**2,632.11**
ASSETS						
Non-current assets						
Fixed assets						
-Tangible assets	752.19	764.16	781.56	755.90	776.30	912.75
-Intangible assets	108.36	105.36	126.27	110.27	124.49	142.60
-Capital work-in-progress	6.31	6.31	6.31	6.31	6.41	5.95
Goodwill on consolidation	331.09	331.09	195.96	195.96	155.06	121.35
Non-current investments	16.68	16.79	17.00	17.20	17.42	17.63
Deferred tax assets (net)	9.86	8.28	3.28	1.60	1.10	34.60
Long-term loans and advances	137.65	173.10	183.32	189.47	159.35	123.13
Other non-current assets	112.03	112.03	114.87	132.43	210.37	2.75
	1,474.17	**1,517.12**	**1,428.57**	**1,409.14**	**1,450.50**	**1,360.76**
Current assets						
Inventories	72.08	65.34	88.74	105.72	67.66	40.47
Trade receivables	1,268.96	1,189.16	866.00	647.63	536.64	459.94
Cash and cash equivalents	121.39	158.69	193.49	114.02	121.32	293.77
Short-term loans and advances	806.47	739.41	630.64	561.94	487.93	410.23
Other current assets	382.73	218.04	205.78	172.65	136.18	66.94
	2,651.63	**2,370.64**	**1,984.65**	**1,601.96**	**1,349.73**	**1,271.35**
Total assets	**4,125.80**	**3,887.76**	**3,413.22**	**3,011.10**	**2,800.23**	**2,632.11**

Restated consolidated summary statement of profit and loss

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Income						
Revenue from operations	1,531.59	2,826.41	2,735.30	2,186.08	1,988.67	1,656.91
Other income	75.39	140.44	115.49	110.97	232.08	104.01
Total revenue (I)	**1,606.98**	**2,966.85**	**2,850.79**	**2,298.05**	**2,220.75**	**1,760.92**
Expenses						
Cost of raw material and components consumed	40.87	64.97	62.16	93.65	78.97	17.69
Cost of services	726.91	1,179.88	1,056.01	779.53	685.41	550.88
Purchases of stock-in-trade	10.36	34.37	19.81	16.31	13.17	53.00
Decrease/(Increase) in inventories of finished goods, work-in-progress and traded goods	(3.86)	18.44	23.43	(39.91)	(27.38)	(18.12)
Employee benefit expenses	279.11	626.23	749.70	686.57	674.64	620.72
Finance costs	46.72	101.57	93.56	89.69	101.06	74.00
Depreciation and amortisation expense	36.30	90.00	77.39	54.71	55.98	46.01
Other expenses	264.93	542.90	456.14	399.12	453.21	306.27
Total expenses (II)	**1,401.34**	**2,658.36**	**2,538.20**	**2,079.67**	**2,035.06**	**1,650.45**
Profit before exceptional items, prior period items, tax and minority interest (I - II)	**205.64**	**308.49**	**312.59**	**217.38**	**185.69**	**110.47**
Exceptional items (net)	-	-	22.84	13.26	-	191.94
Profit before tax and minority interest	**205.64**	**308.49**	**289.75**	**204.12**	**185.69**	**(81.47)**
Income tax expense:						
For current year:						
-Current tax	73.04	115.37	96.60	63.47	30.11	26.05
-Minimum alternate tax ('MAT') credit	2.53	(15.49)	(15.17)	(25.59)	(16.62)	(7.74)
-Deferred tax (benefit)/charge	0.92	(8.15)	(3.70)	4.40	23.79	(35.74)
Total tax expenses	**76.49**	**91.73**	**77.73**	**42.28**	**37.28**	**(17.43)**
Profit after tax before minority interest	**129.15**	**216.76**	**212.02**	**161.84**	**148.41**	**(64.04)**
Share of minority in loss for the year	-	-	(0.30)	8.44	2.73	(9.10)
Profit after tax	**129.15**	**216.76**	**212.32**	**153.40**	**145.68**	**(54.94)**

Restated consolidated summary statement of cash flow

(₹ in Million)

	Particulars	For the period/year ended					
		30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
A	**Cash flow from operating activities**						
	Net profit/ (loss) before tax and minority interest and after prior period items	205.64	308.49	289.75	204.12	185.69	(81.47)
	Adjustments for:						
	Depreciation and amortisation	36.29	90.01	77.39	54.70	55.97	45.99
	Depreciation and amortisation on investment property	0.10	0.21	0.21	0.21	0.21	0.21
	Interest expense	44.31	92.42	84.99	84.15	96.82	71.15
	Loan processing charges	1.33	4.32	3.29	2.67	2.60	2.20
	Interest income	(45.50)	(90.89)	(82.16)	(76.24)	(64.84)	(78.03)
	(Gain)/ loss on fixed assets sold	0.67	5.27	4.85	(0.24)	(7.03)	-
	Fixed assets written off	-	-	1.16	0.68	0.92	1.64
	Transfer to employee stock option outstanding	6.30	(10.12)	7.02	0.85	3.44	3.36
	Amortisation of preliminary expenses	-	-	-	-	0.07	0.07
	Dividend paid	-	-	-	0.03	0.02	-
	Advances and deposits written off	0.04	3.51	2.18	2.13	123.22	1.96
	Bad debts written off	29.70	70.31	67.72	47.11	34.72	42.16
	Rent on investment properties	(1.13)	(1.13)	(1.35)	(0.29)	(0.66)	(2.68)
	Bad debts recovered	(3.68)	(2.53)	(0.95)	(0.81)	(0.57)	(0.72)
	Liability no longer required written back	(14.70)	(17.73)	(24.56)	(18.09)	(33.05)	(17.32)
	Provision for doubtful advances	-	1.69	1.98	0.85	3.08	3.00
	Provision no longer required written back	(4.10)	(0.02)	(2.59)	(3.08)	(112.88)	-
	Provision for slow moving inventory	0.32	1.93	-	-	-	-
	Provision for obsolescence of inventory	0.15	-	0.58	-	-	-
	Exceptional non cash items:	-	-	-	-	-	-
	Expense on employee stock option (ESOP) scheme	-	-	22.84	-	-	-
	Advances written off	-	-	-	13.26	-	60.70
	Doubtful receivables written off	-	-	-	-	-	31.93
	Provision for doubtful advances	-	-	-	-	-	112.88
	Gain on sale of fixed assets	-	-	-	-	-	(13.57)
	Unrealised foreign exchange gain	(0.05)	0.72	(0.79)	(1.47)	0.74	(2.78)
	Realised foreign exchange loss on sale of investment	-	-	-	9.45	-	-
	Operating profit before working capital changes	**255.69**	**456.46**	**451.56**	**319.99**	**288.47**	**180.68**
	Adjustments for changes in working capital :						
	(Increase) in trade receivables	(106.02)	(390.60)	(284.20)	(155.77)	(110.36)	(160.15)
	Decrease in other non current assets	-	2.46	17.54	-	-	-
	(Increase)/decrease in other current assets	(150.99)	11.45	(5.80)	(10.09)	(71.18)	2.63
	Decrease/(Increase) in long term loans and advances	(7.04)	(6.74)	(1.82)	0.25	(22.07)	(2.15)
	(Increase) in short term loans and advances	(58.08)	(54.10)	(35.71)	(41.67)	(73.66)	(277.44)
	Decrease/(Increase) in inventories	(7.19)	20.87	16.98	(38.06)	(27.18)	(40.28)
	Increasse/(Decrease) in other current liabilities	189.96	43.20	79.22	22.51	(39.04)	99.99
	Increase/(decrease) in other non current liabilities	0.14	0.43	1.40	0.09	0.19	0.28
	Increase in long term provisions	5.27	5.84	8.68	8.25	117.81	(0.14)
	(Decrease)/ Increase in short term provisions	(0.15)	(0.82)	0.60	(0.96)	0.50	2.17
	(Decrease)/increase in trade payables	(28.78)	46.11	29.99	49.01	24.85	7.65
	Cash generated from /(used in) operations	**92.81**	**134.56**	**278.44**	**153.55**	**88.33**	**(186.76)**
	Taxes paid (net of refund including interest on refund)	(31.03)	(85.65)	(74.89)	(55.29)	(28.73)	(6.50)
	Net cash generated /(used in) from operating activities	**61.78**	**48.91**	**203.55**	**98.26**	**59.60**	**(193.26)**

Continued to next page…

Restated consolidated summary statement of cash flow

Continued from previous page…

(₹ in Million)

	Particulars	For the period/year ended					
		30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
B	**Cash flow from investing activities:**						
	Purchase of fixed assets (including capital advances and fixed assets related payable)	(23.80)	(76.72)	(125.92)	(43.61)	(78.98)	(241.51)
	Proceeds from sale of fixed assets	1.09	4.67	1.66	0.36	143.32	17.74
	Purchase of investment of in subsidiaries	(10.00)	(164.21)	(1,072.78)	(47.91)	(37.68)	(73.13)
	Inter-corporate deposits (net)	-	-	0.12	(0.01)	7.29	3.70
	Purchase of investment of in others	-	-	-	-	-	(5.00)
	Realisation from fixed deposits (net)	4.42	57.80	(64.02)	75.85	(16.15)	134.75
	Loan given	(38.73)	(123.78)	(126.79)	(48.46)	(130.33)	30.84
	Proceeds from realisation of loan given	29.96	64.08	89.20	-	-	-
	Rental Income	1.13	1.13	1.35	0.29	0.66	2.68
	Interest received	31.81	67.11	54.90	52.22	64.45	79.48
	Net cash (used in) Investing activities	**(4.12)**	**(169.92)**	**(1,242.28)**	**(11.27)**	**(47.42)**	**(50.45)**
C	**Cash flow from financing activities:**						
	Proceeds from issue of equity shares of subsidiary company (net of minority adjustments)	(1.40)	(0.57)	0.08	2.13	18.19	(8.68)
	Proceeds from issue of equity shares of holding company	-	2.94	17.27	-	-	-
	Security premium	-	163.03	1,157.75	0.35	141.60	107.99
	Share application money received	-	-	(13.86)	13.86	(29.45)	(70.86)
	Proceeds from long-term borrowings (including current maturities)	25.03	77.31	50.00	35.00	505.84	266.16
	Repayment of long-term borrowings	(35.54)	(69.53)	(26.44)	(116.96)	(582.17)	(231.67)
	Proceeds from short-term borrowings (net)	(32.95)	66.78	(31.38)	59.12	60.98	181.14
	Loan Processing Fee Paid	(1.33)	(4.32)	(3.29)	(2.67)	(2.60)	(2.20)
	Dividend paid	-	-	-	(0.03)	(0.02)	-
	Share Issue Expenses	-	(0.17)	(11.22)	(0.03)	(6.00)	-
	Interest Paid (Include interest capitalised)	(44.34)	(91.87)	(84.69)	(84.78)	(100.80)	(71.04)
	Net cash flow generated from/(used in) financing activities	**(90.53)**	**143.60**	**1,054.22**	**(94.01)**	**5.57**	**170.84**
	Net (decrease)/increase in cash and cash equivalents	**(32.87)**	**22.59**	**15.49**	**(7.02)**	**17.75**	**(72.87)**
	Unrealised foreign exchange gain on cash and cash equivalents	(0.01)	0.02	0.04	0.02	(0.98)	(1.58)
	Cash and cash equivalents at beginning of the year	**91.95**	**69.34**	**53.81**	**60.81**	**44.04**	**118.49**
	Adjustment on account of acquisition of subsidiary				-		
	Cash and cash equivalents at end of the year	**59.07**	**91.95**	**69.34**	**53.81**	**60.81**	**44.04**
	Cash and cash equivalents comprise						
	Balances with banks:						
	- on current accounts	47.36	84.27	60.86	46.90	47.92	37.94
	- Deposits with original maturity of less than three months	0.38	-	-	-	-	-
	- exchange earner foreign currency account ('EEFC')	-	-	-	-	-	0.62
	Cheques/ drafts on hand	6.50	4.10	4.49	2.90	5.91	2.64
	Cash on hand	4.83	3.58	3.99	4.01	6.98	2.84
		59.07	**91.95**	**69.34**	**53.81**	**60.81**	**44.04**
	Add:						
	Fixed deposits shown under Cash and bank balances	62.32	66.74	124.15	60.21	60.51	249.73
	Total cash and bank balances at end of the year	**121.39**	**158.69**	**193.49**	**114.02**	**121.32**	**293.77**

THE OFFER

Offer	Up to 4,760,000 Equity Shares
Of which	
Fresh Issue#	2,180,119 Equity Shares
Offer for Sale##	Up to 2,579,881 Equity Shares
Of which	
A. QIB Category*	2,380,000 Equity Shares
Of which	
Anchor Investor Portion	Not more than 1,428,000 Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	952,000 Equity Shares
Of which	
Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding the Anchor Investor Portion)	47,600 Equity Shares
Balance for all QIBs including Mutual Funds	904,400 Equity Shares
B. Non-Institutional Category	Not less than 714,000 Equity Shares
C. Retail Category	Not less than 1,666,000 Equity Shares
Equity Shares outstanding prior to the Offer	11,983,159 Equity Shares
Equity Shares outstanding after the Offer	14,163,278 Equity Shares
Use of Offer Proceeds	See "***Objects of the Offer***" on page 94

#The Fresh Issue has been authorised by our Board pursuant to their resolution dated January 20, 2016, and by the shareholders of our Company pursuant to their resolution passed at the extra ordinary general meeting held on March 3, 2016.
*##The Selling Shareholders have authorized their respective participation in the Offer for Sale pursuant to their respective consent letters. For details see "**Other Regulatory and Statutory Disclosures**" on page 488.*
Our Company in consultation with the BRLM may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to Anchor Investors. In case of under subscription in the Anchor Investor Portion, the remaining Equity Shares will be added back to the QIB Category. For more information, see "Offer Procedure**" on page 508.*

Notes

1. In terms of Rule 19(2)(b)(i) of the SCRR, the Offer is being made for at least 25% of the post Offer paid up Equity Share Capital of the Company. The Offer comprises the Fresh Issue which shall constitute 15.39% of our post-Offer equity share capital and the Offer for Sale shall constitute 18.22% of our post-Offer equity share capital.

2. The Selling Shareholders are offering up to 2,579,881 Equity Shares, which have been held by them for a period of at least one year as on the date of filing of the Draft Red Herring Prospectus. However, 58,624 Equity Shares out of the 102,832 Equity Shares being offered for sale by Poonam Mittal, were acquired by Poonam Mittal by way of transmission on August 22, 2015, and have been included as part of the Offer for Sale pursuant to exemption granted under Regulation 113(a) of the SEBI ICDR Regulations by SEBI through its letter dated June 24, 2016. For more information, see "***Capital Structure***" on page 72.

3. Our Company will not receive any proceeds from the Offer for Sale.

4. Allocation to all categories, except the Anchor Investor Portion, if any, and the Retail Category, shall be made on a proportionate basis. For more information, see "***Offer Procedure***" on page 508.

5. Under-subscription, if any, in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis, subject to applicable laws.

For details, including in relation to grounds for rejection of Bids, refer to the "***Offer Procedure***" on page 508. For details of the terms of the Offer, see "***Terms of the Offer***" on page 505.

GENERAL INFORMATION

Our Company was incorporated in New Delhi as 'Career Launcher (India) Private Limited' on April 25, 1996 under the Companies Act 1956, with the RoC. Pursuant to a resolution of our shareholders dated April 25, 2000, our Company was converted to a public limited company following which our name was changed to 'Career Launcher (India) Limited', and a fresh certificate of incorporation was issued by the RoC on June 17, 2000. Pursuant to a resolution of our shareholders dated February 28, 2011, our name was changed to 'CL Educate Limited', and a fresh certificate of incorporation was issued by the RoC on March 18, 2011. For more information, see "***History and Certain Corporate Matters***" on page 165.

Registered and Corporate Office of our Company

A-41, Espire Building
Lower Ground Floor, Mohan Co-operative Industrial Area
Main Mathura Road
New Delhi 110 044, India
Tel: +91 (11) 4128 1100
Fax: +91(11) 4128 1110
E-mail: compliance@cleducate.com
Website: www.cleducate.com

Details	Registration/Identification number
Company Registration Number	55-078481
Corporate Identification Number	U74899DL1996PLC078481

For more information on changes in our Registered and Corporate Office, see "***History and Certain Corporate Matters***" on page 165.

Address of the Registrar of Companies

Our Company is registered at the office of:

The Registrar of Companies
National Capital Territory of Delhi and Haryana
4th Floor, IFCI Tower
61, Nehru Place
New Delhi 110 019, India
Tel: + 91 (11) 2623 5704
Fax: + 91 (11) 2623 5702

Board of Directors

The following table sets out the current details regarding our Board as on the date of the filing of this Red Herring Prospectus:

Name, Designation and DIN	Age	Address
Satya Narayanan .R **Designation**: Chairman and Executive Director **DIN**: 00307326	46	F- 124, Sarita Vihar, New Delhi 110 044, India
Gautam Puri **Designation**: Vice Chairman and Managing Director **DIN**: 00033548	52	R-90, Greater Kailash-I, New Delhi 110 048, India
Nikhil Mahajan **Designation**: Executive Director and Chief Financial Officer	45	House No. 457, Sector 30, Faridabad 121 003, Haryana, India

Name, Designation and DIN	Age	Address
DIN: 00033404		
Gopal Jain **Designation***:* Nominee Director **DIN**: 00032308	46	1402, Tower 2B, One Indiabulls Center, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India
Sridar A. Iyengar **Designation***:* Independent Director **DIN**: 00278512	69	85, Fair Oaks Lane, Atherton, CA 94027, United States of America
Safir Anand **Designation***:* Independent Director **DIN**: 02117658	45	1, Jaipur Estate, Nizamuddin East, New Delhi 110 013, India
Viraj Tyagi **Designation***:* Independent Director **DIN**: 01760948	46	Building No. 9, Flat No. G-01, Palm Springs, 16th Main, 7th Cross, 4th Block, Koramangala, Bengaluru 560 034, Karnataka, India
Kamil Hasan **Designation***:* Independent Director **DIN**: 03457252	72	12182, Parker Ranch Road, Saratoga, CA 95070, United States of America
Sangeeta Modi **Designation**: Independent Director **DIN**: 03278272	47	Flat No. 16, Retreat 1, Saraswat Colony, Opposite HDFC Bank, Santacruz West, Mumbai 400 054, Maharashtra, India

For more information, see "***Our Management***" on page 173.

Company Secretary and Compliance Officer

Rachna Sharma
A-41, Espire Building
Lower Ground Floor, Mohan Co-operative Industrial Area
Main Mathura Road
New Delhi 110 044, India
Tel: +91 (11) 4128 1100
Fax: +91(11) 4128 1110
E-mail: compliance@cleducate.com

Bidders may contact our Company Secretary and Compliance Officer, the BRLM, or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of Allotment Advice, non-credit of Allotted Equity Shares in the respective beneficiary account, or unblocking of funds or issues of refund orders (in case of Anchor Investors).

Chief Financial Officer

Nikhil Mahajan
A-41, Espire Building
Lower Ground Floor, Mohan Co-operative Industrial Area
Main Mathura Road
New Delhi 110 044, India
Tel: +91 (11) 4128 1100
Fax: +91 (11) 4128 1110
E-mail: nikhil.mahajan@careerlauncher.com

Book Running Lead Manager

Kotak Mahindra Capital Company Limited
27 BKC, C-27, "G" Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Maharashtra, India
Tel: +91 (22) 4336 0000
Fax: +91 (22) 6713 2447
E-mail: cleducate.ipo@kotak.com
Investor Grievance E-mail: kmccredressal@kotak.com
Website: www.investmentbank.kotak.com
Contact Person: Ganesh Rane
SEBI Registration Number: INM000008704

Syndicate Member

Kotak Securities Limited
12-BKC, Plot No. C-12
"G" Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051, India
Tel: +91 (22) 6218 5470
Fax: +91 (22) 6661 7041
Website: www.kotak.com
Contact Person: Umesh Gupta
SEBI Registration No.: INB230808130/INB010808153

Legal Advisors to our Company as to Indian Law

Shardul Amarchand Mangaldas & Co
Amarchand Towers
216, Okhla Industrial Estate, Phase-III
New Delhi 110 020, India
Tel: +91 (11) 4159 0700
Fax: +91 (11) 2692 4900

Legal Advisors to the BRLM as to Indian Law

Luthra & Luthra Law Offices
103, Ashoka Estate
24, Barakhamba Road
New Delhi 110 001, India
Tel: +91 (11) 4121 5100
Fax: +91 (11) 2372 3909

Auditors of our Company

Haribhakti & Co. LLP, Chartered Accountants
3rd Floor, 52-B
Okhla Industrial Estate Phase III
New Delhi 110 020, India
Tel: +91 (11) 4711 9999
Fax: +91 (11) 4711 9998
E-mail: raj.agarwal@haribhakti.co.in
Firm Registration No.: 103523W

Our Statutory Auditors, by a letter dated March 3, 2017, have confirmed that they hold a valid peer review certificate dated March 12, 2014, issued by the Peer Review Board of the Institute of Chartered Accountants of India, New Delhi.

Registrar to the Offer

Karvy Computershare Private Limited

Karvy Selenium Tower B
Plot 31-32, Gachibowli, Financial District
Nanakramguda, Hyderabad 500 032, Telangana, India
E-mail: einward.ris@karvy.com
Tel: +91 (40) 6716 2222 / Fax: +91 (40) 2343 1551
Investor Grievance E-mail: cleducate.ipo@karvy.com
Website: http://karisma.karvy.com
Contact Person: M. Murali Krishna
SEBI Registration Number: INR000000221

Investors may contact the BRLM for any complaint pertaining to the Offer. All grievances, other than by Anchor Investors, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary, where the Bid cum Application Form was submitted, quoting the full name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, address of the Bidder, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, address of the Bidder, number of Equity Shares applied for, date of Bid cum Application Form, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Manager where the Bid cum Application Form was submitted by the Anchor Investor.

Principal Bankers to our Company

Kotak Mahindra Bank Limited
Kotak Aerocity, Asset Number 9, 4th floor
IBIS Commercial Block, Hospitality District
Delhi Aerocity, IGI Airport
New Delhi 110 003
Tel: +91 (11) 6617 6469
Fax: +91 (11) 6608 4590
Contact Person: Vishwa Priya Varma
E-mail: vishwapriya.varma@kotak.com
Website: www.kotak.com

HDFC Bank Limited
D-965, New Friends Colony
New Delhi 110 025
Tel: +9015311101
Contact Person: Umang Dixit
E-mail: umang.dixit@hdfcbank.com
Website: www.hdfcbank.com

Banker to the Offer/ Anchor Escrow Bank/ Refund Bank

Kotak Mahindra Bank Limited
27BKC, Plot No. C-27, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Tel: +91 (22) 6605 6588
Fax: +91 (22) 6713 2416
Contact person: Prashant Sawant
E-mail ID: cmsipo@kotak.com
SEBI registration number: INBI00000927
Website: www.kotak.com

Self Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of the SEBI (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries) and updated from time to time. For details on Designated Branches of SCSBs collecting the Bid cum Application Forms, refer to the website of the SEBI (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries).

Syndicate SCSB Branches

Bids (other than Bids by Anchor Investors) may be submitted to a member of the Syndicate at Specified Locations. The list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries) and updated from time to time.

Broker Centers/ Designated CDP Locations/ Designated RTA Locations

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Bidders (other than Anchor Investors) can submit Bid cum Application Forms with the Registered Brokers at the Broker Centres, Collecting Depository Participants at Designated CDP Locations or the Collecting RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone numbers, are available at the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. The list of branches of the SCSBs at the Broker Centres named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Credit Rating

As the Offer is of Equity Shares, credit rating is not required.

Trustees

As the Offer is of Equity Shares, the appointment of trustees is not required.

IPO Grading

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Monitoring Agency

As the size of the Fresh Issue is less than ₹ 5,000 million, the appointment of a monitoring agency is not required.

Appraisal Agency

No appraising agency has been appointed in respect of any project of our Company.

Experts

Except for the report of our Auditors on the restated consolidated and restated standalone financial statements and the statement of tax benefits included in this Red Herring Prospectus on pages 196 and 107, respectively, our Company has not obtained any expert opinion.

Statement of Responsibilities for the Offer

The following table sets forth the responsibilities of the BRLM in relation to this Offer.

S. No.	Activity
1	Capital Structuring with relative components and formalities such as type of instruments, etc.
2	Due diligence of Company's operations/ management/ business plans/ legal etc. Drafting and design of offer documents including memorandum containing salient features of the offer document. The BRLM shall ensure

S. No.	Activity
	compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchange(s), RoC and SEBI including finalization of the offer documents and RoC filing.
3	Drafting and approval of all statutory advertisements.
4	Drafting and approval of all publicity material other than statutory advertisements, including non-statutory/ corporate advertisement and brochures
5	Appointment of intermediaries: Registrar, Advertising Agency, Bankers to the Offer/ Anchor Escrow Bank(s) and Printers
6	Preparation of roadshow presentation and FAQs
7	Marketing strategy for domestic institutions including banks, mutual funds, etc., finalizing the list and division of investors for one to one meetings, in consultation with the Company and the Selling Shareholders, and finalizing the international and domestic road show schedule and the investor meeting schedules.
8	Non-Institutional and retail marketing of the Offer, which will include inter alia, formulating marketing strategies, preparation of publicity budget, finalizing media and public relations strategy, finalizing centers for holding conferences for press and brokers, deciding on the quantum of issue material and following-up on distribution of publicity and issue material including forms, prospectuses, finalizing collection centres, etc.
9	Co-ordination with Stock Exchange(s) for Book Building software, bidding terminals and mock trading
10	Managing the book and finalization of pricing, in consultation with the Company
11	Post-bidding activities, including management of Escrow Accounts, co-ordination of non-institutional allocation, announcement of allocation and dispatch of refunds to Bidders, etc. The Post-Offer activities will involve essential follow-up steps, including finalization of trading, dealing of instruments and demat of delivery of shares with the various agencies connected with the work such as the Registrars to the Offer, the Bankers to the Offer, the bank handling refund business and the SCSBs. The BRLM shall be responsible for ensuring that these agencies fulfill their functions and discharge this responsibility through suitable agreements with the Company. Payment of the applicable Securities Transaction Tax ("**STT**") on sale of unlisted Equity Shares by the Selling Shareholders under the Offer for Sale included in the Offer to the Government and filing of the STT return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of this Red Herring Prospectus and the Bid cum Application Forms within the Price Band, which will be decided by our Company and the Institutional Selling Shareholders, in consultation with the BRLM, and advertised in all editions of Financial Express (a widely circulated English national newspaper) and all editions of Jansatta (a widely circulated Hindi national newspaper, Hindi also being the regional language in the place where our Registered and Corporate Office is located), at least five Working Days prior to the Bid/Offer Opening Date. The Offer Price shall be determined by our Company in consultation with the BRLM after the Bid/Offer Closing Date.

All Investors (except Anchor Investors) can participate in this Offer only through the ASBA process.

QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except Allocation to Retail Individual Investors and the Anchor Investors, Allocation in the Offer will be on a proportionate basis. For further details on method and process of Bidding, see **"*Offer Structure*"** and ***"Offer Procedure"*** on page 502 and 508 respectively.

Illustration of Book Building and Price Discovery Process:

For an illustration of the Book Building Process and the price discovery process, see "***Offer Procedure- Part B- Basis of Allocation- Illustration of Book Building Process and Price Discovery Process***" on page 540.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. It is proposed that pursuant to the terms of the Underwriting Agreement, the BRLM will be responsible for bringing in the amount devolved, in the event any of its Syndicate Member do not fulfill their underwriting obligations. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC

(₹ in million)

Name, address, telephone, fax and e-mail of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten
[●]	[●]	[●]
[●]	[●]	[●]

The abovementioned amounts are provided for indicative purposes only and would be finalized after the pricing and actual allocation and subject to the provisions of Regulation 13(2) of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s).

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscriptions for/subscribe to Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

The share capital of our Company, as of the date of this Red Herring Prospectus is set forth below:

(₹)

		Aggregate value at face value	Aggregate value at Offer Price
A.	**Authorized Share Capital***		
	16,000,000 Equity Shares of ₹ 10 each	160,000,000	-
B.	**Issued, subscribed and paid-up share capital prior to the Offer**		
	11,983,159 Equity Shares of ₹ 10 each	119,831,590	-
C.	**The Offer****		
	Offer of upto 4,760,000 Equity Shares of ₹ 10 each	47,600,000	[●]
	Of which:		
	Fresh Issue of upto 2,180,119 Equity Shares of ₹ 10 each	21,801,190	[●]
	Offer for Sale of upto 2,579,881 Equity Shares of ₹ 10 each	25,798,810	[●]
	Of which:		
	QIB Category of 2,380,000 Equity Shares***	23,800,000	[●]
	Of which:		
	- Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding the Anchor Investor Portion)	476,000	[●]
	- Balance for all QIBs including Mutual Funds	9,044,000	[●]
	Non Institutional Category of not less than 714,000 Equity Shares	7,140,000	[●]
	Retail Category of not less than 1,666,000 Equity Shares	16,660,000	[●]
D.	**Issued, subscribed and paid-up share capital after the Offer**		
	14,163,278 Equity Shares of ₹ 10 each	141,632,780	[●]
E.	**Share Premium Account**		
	Before the Offer		2,021,073,808
	After the Offer		[●]

For details in the changes of the authorized share capital of our Company, see "History and Certain Corporate Matters**" on page 161.*
***The Fresh Issue has been authorized by our Board of Directors pursuant to their resolution dated January 20, 2016 and by our shareholders pursuant to their resolution passed at an extra ordinary general meeting held on March 3, 2016. The Selling Shareholders have authorized their respective participation in the Offer for Sale pursuant to their respective consent letters. For details see "**Other Regulatory and Statutory Disclosures**" on page 488.*
****Our Company in consultation with the BRLM, may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Offer Price. In case of under-subscription in the Anchor Investor Portion, the remaining Equity Shares will be added to the QIB Category. For more information, see "**Offer Procedure**" on page 508.*

Offer for Sale by Selling Shareholders

The Offer comprises an Offer for Sale of:

S. No.	Name of Selling Shareholder	Total Number of Equity Shares currently held	Number of Equity Shares offered for the Offer for Sale	Percentage of Offer for Sale (%)
Promoter Selling Shareholders				
1.	Gautam Puri	2,562,579	300,000	11.63
2.	Satya Narayanan .R	2,562,579	300,000	11.63
3.	Sreenivasan .R	449,698	100,000	3.88
4.	R. Shiva Kumar	449,698	100,000	3.88
5.	Sujit Bhattacharyya	303,062	100,000	3.88
6.	Nikhil Mahajan	69,817	40,000	1.55
Promoter Group Selling Shareholders				
7.	Parul Mahajan	25,000	15,000	0.58
8.	Nikhil Mahajan HUF	15,000	15,000	0.58

S. No.	Name of Selling Shareholder	Total Number of Equity Shares currently held	Number of Equity Shares offered for the Offer for Sale	Percentage of Offer for Sale (%)
9.	Abhijit Bhattacharyya	5,000	2,000	0.08
10.	Shefali Acharya	5,000	2,000	0.08
Institutional Selling Shareholders				
11.	Gaja Trustee Company Private Limited	376,409	125,000	4.85
12.	GPE (India) Limited	1,426,473	480,000	18.61
13.	S.P. Family Trust	562,913	562,913	21.82
Other Selling Shareholders				
14.	Arindam Lahiri	18,290	18,290	0.71
15.	Sharad Awasthi	9,520	9,520	0.37
16.	Sanjay Shivnani	15,050	15,050	0.58
17.	Poonam Mittal	102,832	102,832	3.99
18.	Akansha Consultancy Services Limited	250	250	0.01
19.	Vivek Trilokinath	3,400	3,400	0.13
20.	Edelweiss Finance & Investments Limited	119,904	119,904	4.65
21.	GHIOF Mauritius	59,952	59,952	2.32
22.	Sanjeev Srivastava	29,513	2,381	0.09
23.	Monalisa Parikh (first holder) and Digant Parikh	3,250	3,250	0.13
24.	Mahesh Parikh (first holder) and Digant Parikh	3,800	3,800	0.15
25.	Digant Parikh (first holder) and Monalisa Parikh	200	200	0.01
26.	Mini Sehgal	26,546	15,000	0.58
27.	Saurabh Mittal	3,758	3,758	0.15
28.	Kunal Kumthekar	9,000	6,000	0.23
29.	Vinay Mittal	11,990	11,990	0.46
30.	Gun Nidhi Dalmia	11,990	11,990	0.46
31.	Mita Bhattacharyya	3,150	2,000	0.08
32.	Bhawan Singh Rawat	202	202	0.01
33.	Namit Arora	28,350	14,350	0.56
34.	Pawan Kumar Sachdeva	11,990	9,000	0.35
35.	India Infoline Limited	23,980	23,980	0.93
36.	Rachna Sharma	250	250	0.01
37.	Pawan Kumar Sharma	4,85	485	0.02
38.	Upendra Kumar Sharma	134	134	0.01

The specified securities constituting the Offer for Sale have been held by the respective Selling Shareholders for a period of more than one year prior to the filing of the Draft Red Herring Prospectus. However, 58,624 Equity Shares out of the 102,832 Equity Shares being offered for sale by Poonam Mittal, were acquired by Poonam Mittal by way of transmission on August 22, 2015, and have been included as part of the Offer for Sale pursuant to exemption granted under Regulation 113(a) of the SEBI ICDR Regulations by SEBI through its letter dated June 24, 2016. Where any Equity Shares forming a part of the Offer for Sale have been acquired by the Selling Shareholders on conversion of compulsorily convertible securities of the Company, the period of one year has been computed by aggregating the time for which the compulsorily convertible securities were held and the time for which the resultant Equity Shares have been held.

Notes to Capital Structure

1. ***Share Capital History***

(i) Set forth below is the Equity Share capital history of our Company:

Date of allotment	Number of Equity Shares	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative paid-up Equity Share capital (₹)
May 4, 1996	20	10	10	Cash	Subscription to the MoA[1]	200
October 31, 1996	5,000	10	10	Other than cash	Further issue[2]	50,200
March 31, 1999	4,200	10	10	Cash	Further issue[3]	92,200
October 1, 1999	46,300	10	10	Cash	Further issue[4]	555,200
November 30, 1999	4,500	10	10	Cash	Further issue[5]	600,200
March 1, 2000	300	10	10	Cash	Further issue[6]	603,200
August 25, 2000	512,720	10	-	N.A.	Bonus issue of 17 Equity Shares for every two Equity Shares held[7]	5,730,400
October 5, 2000	100	10	10	Cash	Preferential allotment[8]	5,731,400
June 19, 2001	48,070	10	714.56	Cash	Allotment pursuant to conversion of 343,490 fully convertible debentures of ₹ 100 each into Equity Shares[9]	6,212,100
Pursuant to a shareholders' resolution dated September 10, 2001, each equity share of face value ₹ 10 each were split into five equity shares of ₹ 2 each, therefore, 621,210 equity shares of ₹ 10 each were split into 3,106,050 equity shares of ₹ 2 each.						
October 15, 2001	38,535	2	2	Cash	Preferential allotment[10]	6,289,170
August 1, 2002	52,000	2	30	Cash	Allotment pursuant to conversion of 5,200 fully convertible debentures[11]	6,393,170
October 9, 2002	26,045	2	2	Cash	Preferential allotment[12]	6,445,260
December 26, 2002	2,260	2	200	Other than cash	Preferential allotment[13]	6,449,780
January 10, 2003	53,721	2	6	Cash	Preferential allotment[14]	6,557,222
April 18, 2003	250	2	70	Cash	Preferential allotment [15]	6,557,722
September 13, 2004	19,673,166	2	-	N.A.	Bonus issue of six Equity Shares for every one Equity Share held[16]	45,904,054
January 25, 2005	75,000	2	2	Cash	Preferential allotment [17]	46,054,054
February 23, 2005	50,000	2	2	Cash	Preferential allotment [18]	46,154,054
March 17, 2005	37,500	2	2	Cash	Preferential allotment [19]	46,229,054
September 13, 2005	67,981	2	2	Cash	Allotment against exercise of options granted under	46,365,016

Date of allotment	Number of Equity Shares	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative paid-up Equity Share capital (₹)
					ESOP 2001[20]	
September 23, 2005	2,800	2	2	Cash	Preferential allotment [21]	46,370,616
September 18, 2006	99,615	2	14	Cash	Allotment against exercise of options granted under ESOP 2001[22]	46,569,846
October 13, 2006	140	2	11	Cash	Allotment against exercise of options granted under ESOP 2001[23]	46,570,126
	15,708	2	9	Cash	Preferential Allotment[24]	46,601,542
December 1, 2006	19,345	2	14	Cash	Allotment against exercise of options granted under ESOP 2001[25]	46,640,232
January 15, 2007	15,246	2	9	Cash	Allotment against exercise of options granted under ESOP 2001[26]	46,670,724
	7,500	2	11	Cash	Allotment against exercise of options granted under ESOP 2001[27]	46,685,724
	7,515	2	14	Cash	Allotment against exercise of options granted under ESOP 2001[28]	46,700,754
Pursuant to a shareholders' resolution dated February 7, 2007, five equity shares of face value ₹ 2 each were consolidated into one Equity Share of ₹ 10 each, therefore, 23,350,377 equity shares of ₹ 2 each were consolidated to 4,670,076 Equity Shares of ₹ 10 each.						
February 21, 2007	341,000	10	10	Cash	Preferential allotment[29]	50,110,760
February 28, 2007	2,505,538	10	-	N.A.	Bonus issue of one Equity Share for every two Equity Shares held[30]	75,166,140
April 14, 2007	3,050	10	45	Cash	Preferential allotment [31]	75,196,640
July 16, 2007	5,555	10	70	Cash	Allotment against exercise of options granted under ESOP 2001[32]	75,252,190
	37,500	10	70*	Cash	Allotment against exercise of options granted under ESOP 2001[33]	75,327,190*
September 15, 2007	7,500	10	300	Cash	Preferential Allotment[34]	75,402,190
	21,000	10	45**	Cash	Preferential Allotment[35]	75,444,190**

Date of allotment	Number of Equity Shares	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative paid-up Equity Share capital (₹)
	15,000	10	45	Cash	Preferential Allotment[36]	75,594,190
October 17, 2007	333,333	10	300	Cash	Preferential Allotment[37]	78,927,520
November 7, 2007	748,167	10	300	Cash	Preferential Allotment[38]	86,409,190
March 6, 2008	3,530	10	50	Cash	Preferential Allotment[39]	86,444,490
March 6, 2008	1,570	10	10	Cash	Preferential Allotment[40]	86,460,190
March 6, 2008	184	10	70	Cash	Allotment against exercise of options granted under ESOP 2001[41]	86,462,030
April 28, 2008	50,000	10	350	Other than cash	Preferential allotment[42]	87,430,030***
May 30, 2009	6,000	10	350	Other than cash	Preferential Allotment[43]	87,490,030
April 29, 2011	1,600	10	300	Cash	Allotment against exercise of options granted under ESOP 2008[44]	87,506,030
	500	10	150	Cash	Allotment against exercise of options granted under ESOP 2008[45]	87,511,030
November 3, 2011	800	10	300	Cash	Allotment against exercise of options granted under ESOP 2008[46]	87,519,030
January 27, 2012	1,875	10	175	Cash	Allotment against exercise of options granted under ESOP 2008[47]	87,537,780
March 16, 2012	580,928	10	417	Cash	Conversion of compulsorily convertible non-cumulative preference shares (“**CCPS**”)[48]	93,347,060
May 1, 2012	47,416	10	621	Other than cash	Preferential allotment[49]	93,821,220
October 31, 2012	8,351	10	10	Other than cash	Preferential allotment[50]	93,904,730
	27,337	10	524.95	Other than cash	Preferential allotment[51]	94,178,100
July 22, 2014	235,294	10	425	Cash	Conversion of CCPS and optionally convertible preference shares (“**OCPS**”)[52]	96,531,040

Date of allotment	Number of Equity Shares	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative paid-up Equity Share capital (₹)
September 5, 2014	23,486	10	590	Other than cash	Preferential allotment[53]	96,765,900
	904,139	10	590	Other than cash	Preferential allotment[54]	105,807,290
	824,233	10	590	Cash	Preferential allotment[55]	114,049,620
	2,400	10	300	Cash	Allotment against exercise of options granted under ESOP 2008[56]	114,073,620
	500	10	175	Cash	Allotment against exercise of options granted under ESOP 2008[57]	114,078,620
September 16, 2014	237,293	10	590	Cash	Preferential allotment[58]	116,451,550
Issue of Equity Shares in the last two years						
May 13, 2015	2,400	10	300	Cash	Allotment against exercise of options granted under ESOP 2008[59]	116,475,550
September 7, 2015	79,774	10	590	Other than cash	Preferential Allotment[60]	117,273,290
	185,830	10	590	Other than cash	Preferential Allotment[61]	119,131,590
January 20, 2016	5,000	10	210	Cash	Allotment against exercise of options granted under ESOP 2008[62]	119,181,590
	21,429	10	350	Cash	Allotment against exercise of options granted under ESOP 2008[63]	119,395,880
October 27, 2016	28,571	10	350	Cash	Allotment against exercise of options granted under ESOP 2008[64]	119,681,590
	15,000	10	210	Cash	Allotment against exercise of options granted under ESOP 2008[65]	119,831,590
Total	**11,983,159**					**119,831,590**

**The issue price towards the 37,500 Equity Shares was received in two installments, i.e., ₹2 per Equity Share on application (which was appropriated towards the face value) aggregating ₹75,000, and ₹68 per Equity Share on a call, payable on or before March 31, 2008 (of which ₹8 per Equity Share was appropriated towards the face value) aggregating ₹2,250,000.*

*** The issue price towards the 21,000 Equity Shares was received in two installments, i.e., ₹2 per Equity Share on application (which was appropriated towards the face value) aggregating ₹42,000, and ₹43 per Equity Share on a call, payable on or before March 31, 2008 (of which ₹8 per Equity Share was appropriated towards the face value) aggregating ₹903,000.*

****The 37,500 Equity Shares allotted on July 16, 2007 and 21,000 Equity Shares allotted on September 15, 2007 were made fully paid up on or before March 31, 2008, pursuant to a call made by the Board of Directors in their resolution dated March 6, 2008. Accordingly, the paid-up Equity Share capital of our Company increased by ₹468,000 as of March 31, 2008.*

[1] Subscription to 10 Equity Shares each, by Satya Narayanan .R and Gautam Puri.

[2] Allotment of 2,100 Equity Shares each, to Satya Narayanan .R and Gautam Puri, and 800 Equity Shares to Ashok Kumar Thadi, pursuant to the transfer of all assets and liabilities of The Career Launcher, a partnership firm to our Company.

[3] *Allotment of 2,100 Equity Shares each, to Satya Narayanan .R and Gautam Puri.*
[4] *Allotment of 20,900 Equity Shares each, to Satya Narayanan .R and Gautam Puri, and 4,500 Equity Shares to Sreenivasan .R.*
[5] *Allotment to R. Shiva Kumar*
[6] *Allotment of 100 Equity Shares each, to Nikhil Mahajan, Rakesh K. Sehgal and Sanjay Tapriya.*
[7] *Allotment of 216,835 Equity Shares each, to Gautam Puri and Satya Narayanan .R, 38,250 Equity Shares each, to Sreenivasan R. and R. Shiva Kumar, 850 Equity Shares each, to Nikhil Mahajan, Rakesh K. Sehgal and Sanjay Tapriya.*
[8] *Allotment of 100 Equity Shares to Intel Pacific Inc.*
[9] *Allotment to Intel Pacific Inc.*
[10] *Preferential allotment to Cipher Securities India Private Limited.*
[11] *Allotment of 13,500 Equity Shares to Namit Arora, 3,500 Equity Shares to R.V. Subramanium, 3,000 Equity Shares to Srinivas Vadhri, 2,500 Equity Shares each, to Amitabh Parmar, Bibek Debroy, P.K. Sarangi, Ritu Sahney and Sujoy Bhattacharjee, 1,500 Equity Shares each to Arun Kumar Jain, Arun Narayan, Arvind Sorang, Ashish Govind Mathur, Ashu Kumar Jain, Balaji Pasumarthy, Jaya Ram NS, K. Venkatachalam, Mita Bhattacharyya, Neelam Monga, Rakesh K. Sehgal, Shikha Monga and V.V. Murty & Sons.*
[12] *Allotment to Nikhil Mahajan.*
[13] *Allotment to Compassbox.com Global Solutions Limited pursuant to an agreement to sell business dated July 21, 2001.*
[14] *Allotment to Sujit Bhattacharyya.*
[15] *Allotment to Kandarp Kapil Rai Mehta.*
[16] *Allotment of 7,270,350 Equity Shares each, to Satya Narayanan .R and Gautam Puri, 1,282,500 Equity Shares each to Sreenivasan R. and R. Shiva Kumar, 193,770 Equity Shares to Nikhil Mahajan, 28,500 Equity Shares each, to Rakesh K. Sehgal and Sanjay Tapariya, 1,445,100 Equity Shares to Intel Pacific Inc., 231,210 Equity Shares to Cipher Securities India Private Limited, 322,326 Equity Shares to Sujit Bhattacharyya, 9,000 Equity Shares each, to Arun Kumar Jain, Arun Narang, Arvind Sorang, Ashish Govind Mathur, Ashu Kumar Jain, Jaya Ram NS, K. Venkatachalam, Mita Bhattacharyya, Neelam Monga, Shikha Monga, Rakesh K. Sehgal and V.V. Murty & Sons, 15,000 Equity Shares to Bibek Debroy, 81,000 Equity Shares to Namit Arora, 15,000 Equity Shares to P.K. Sarangi, Sujoy Bhattacharjee, Amitabh Parmar and Ritu Sahney, 21,000 Equity Shares to R.V. Subramaniam, 18,000 Equity Shares to Srinivas Vadhri, 13,560 Equity Shares to Compassbox.com Global Solutions Limited and 1,500 Equity Shares to Kandarp Kapil Rai Mehta .*
[17, 18, 19] *Allotment to Sujit Bhattacharyya.*
[20] *Allotment to Sachin Malhan.*
[21] *Allotment to Chandra Vijay Singh.*
[22] *Allotment to Sachin Malhan.*
[23] *Allotment to Arjun Wadhwa.*
[24] *Allotment to Arindam Lahiri.*
[25] *Allotment of 1,767 Equity Shares to Jitin Arora, 892 Equity Shares each, to Dheeraj Sharma and Harsh Wadhwa, 714 Equity Shares each, to Aditya Nath Chaudhary, Akhilesh Jha, Alok Kumar Jha, Asit Kumar, Itishree Mishra, Kamal Krishan, K.K. Pandey, Manav Agarwal, Manoranjan Mahakud, Pawan Kumar Sharma, Ritu Sehgal, Vinod Bhan, Vishal Mehra and Shivani Gambhir, and 446 Equity Shares each, to B.S. Rawat, Chandrakant Gogawala, Gajendra Singh, Kandarp Kapil Rai Mehta, Praveen Nair, R. Raj Laxmi, Rahul Sharma, S.D. Shukla, Salim Ur Rehman, Sanjay Vir, Shiva Pundir, Surjit Singh Dhatwalia and Upendra Kumar Sharma.*
[26] *Allotment to Sharad Awasthi.*
[27] *Allotment to Anup Prasad.*
[28] *Allotment of 2,856 Equity Shares to Dipanjan Das, 2,142 Equity Shares each, to Deepak Madan and Arun Mittal, and 375 Equity Shares to Jitin Arora.*
[29] *Allotment of 190,000 Equity Shares to Bilakes, 105,000 Equity Shares to Sujit Bhattacharyya and 46,000 Equity Shares to Nikhil Mahajan.*
[30] *Allotment of 849,726 Equity Shares each, to Satya Narayanan .R and Gautam Puri, 260,000 Equity Shares to Bilakes, 149,898 Equity Shares each, to Sreenivasan R. and R. Shiva Kumar, 106,353 Equity Shares to Sujit Bhattacharyya, 45,604 Equity Shares to Nikhil Mahajan, 23,975 Equity Shares to Cipher Securities India Private Limited, 16,760 Equity Shares to Sachin Malhan, 9,450 Equity Shares to Namit Arora, 3,325 Equity Shares each, to Rakesh K. Sehgal and Sanjay Tapriya, 3,000 Equity Shares to Kunal A Kumthekar, 2,450 Equity Shares to R.V. Subramanyam, 2,100 Equity Shares to Srinivas Vadhri, 1,750 Equity Shares each, to Amitabh Parmar, P.K. Sarangi, Ritu Sahney, Sujoy Bhattacharya and Esquire Financial Services Limited, 1,582 Equity Shares to Compassbox.com Global Solutions Limited, 1,569 Equity Shares to Arindam Lahiri, 1,525 Equity Shares to Sharad Awasthi, 1,050 Equity Shares each, to Arun Kumar Jain, Arun Narayan, Arvind Sorang, Ashish Govind Mathur, Ashu Kumar Jain, Jaya Ram NS, K. Venkatachalam, Mita Bhattacharya, Rakesh K. Sehgal, V.V. Murthy & Sons, Neelam Monga and Shikha Monga, 750 Equity Shares to Anup Prasad, 286 Equity Shares to Dipanjan Das, 280 Equity Shares Chadra Vijay Singh, 215 Equity Shares each, to Jitin Arora, Deepak Madan and Arun Mittal, 175 Equity Shares to K.K. Mehta, 90 Equity Shares to Harsh Wadhwa, 89 Equity Shares to Dheeraj Sharma, 72 Equity Shares each to, Aditya Nath Chaudhary, Akhilesh Jha, Alok Kumar Jha, Asit Kumar, Kamal Krishan, Itishree Mishra, KK Pandey, Manav Agarwal, Manoranjan Mahakud, Pawan Kumar Sharma, Ritu Sehgal, Vinod Bhan, Shivani Gambhir and Vishal Mishra, 45 Equity Shares each, to B.S. Rawat, Chandrakant Gogawala, Gajendra Singh, Kandarp Kapil Rai Mehta, Praveen Nair, R. Raj Laxmi, Rahul Sharma, S.D. Shukla, Salim Ur Rehman, Sanjay Vir, Shiva Pundir, Surjeet Singh Dhatwalia and Upendra Kumar Sharma and 14 Equity Shares to Arjun Wadhwa.*
[31] *Allotment to Sanjay Shivnani.*
[32] *Allotment of 5,355 Equity Shares to Sachin Malhan and 200 Equity Shares to Dipanjan Das.*
[33] *Allotment to Career Launcher Employee Welfare Society.*
[34] *Allotment to Akansha Consultancy Services Limited.*
[35] *Allotment of 7,000 Equity Shares each, to Arindam Lahiri, Sharad Awasthi and Sanjay Shivnani.*
[36] *Allotment of 5,000 Equity Shares each, to Arindam Lahiri, Sharad Awasthi and Sanjay Shivnani.*
[37] *Allotment to Shantanu Prakash.*
[38] *Allotment of 427,196 Equity Shares to GPE (India) Limited and 320,971 Equity Shares to Gaja Trustee Company Private Limited (as trustee for Gaja Capital India Fund –I).*
[39] *Allotment of 1,514 Equity Shares to Gaja Trustee Company Private Limited (as trustee for Gaja Capital India Fund –I)and 2,016 Equity Shares to GPE (India) Limited.*
[40] *Allotment to Shantanu Prakash.*
[41] *Allotment to Career Launcher Employee Welfare Society.*
[42] *Allotment of 25,137 Equity Shares to Jayaram Krishnan and 24,863 Equity Shares to N. Mahalakshmi, then promoters of Kestone pursuant to a share purchase agreement dated April 1, 2008 as amended on March 29, 2009.*
[43] *Allotment of 3,000 Equity Shares each, to Jayaram Krishnan and N. Mahalakshmi, then promoters of Kestone pursuant to a share purchase agreement dated April 1, 2008 as amended on March 29, 2009.*
[44] *Allotment of 800 Equity Shares each, to Safir Anand and Viraj Tyagi.*

[45] Allotment of 450 Equity Shares to Dipanjan Das and 50 Equity Shares to Akash Goel.
[46] Allotment to Sridar A. Iyengar.
[47] Allotment of 1,000 Equity Shares to Ajit Kumar, 625 Equity Shares to Vinod V.V. and 250 Equity Shares to Samiran Datta.
[48] Allotment of 189,940 Equity Shares to GPE (India) Limited, 119,904 Equity Shares to Edelweiss Finance & Investments Limited, 59,952 Equity Shares to GHIOF, Mauritius, 49,868 Equity Shares to Gaja Trustee Company Private Limited (as trustee for Gaja Capital India Fund –I), 47,961 Equity Shares to N. Lakshmi Narayanan, 23,980 Equity Shares each, to India Infoline Venture Capital Fund and Gopal Srinivasan, 11,990 Equity Shares each to Pawan Kumar Sachdeva, Gun Nidhi Dalmia, Vinay Mittal and Narayan Ramachandran, 5,995 Equity Shares each, to Anirudh Dutta and Bhargava Das Gupta and 5,393 Equity Shares to Indu Bhushan Sehra.
[49] Allotment of 26,079 Equity Shares to Rakesh Mittal and 21,337 Equity Shares to Poonam Mittal, then promoters of GKP pursuant to the agreement dated November 12, 2011 as amended on September 29, 2013.
[50] Allotment of 4,593 Equity Shares to Rakesh Mittal and 3,758 Equity Shares to Poonam Mittal, then promoters of GKP pursuant to the agreement dated November 12, 2011 as amended on September 29, 2013.
[51] Allotment of 15,035 Equity Shares to Rakesh Mittal and 12,302 Equity Shares to Poonam Mittal, then promoters of GKP pursuant to the agreement dated November 12, 2011 as amended on September 29, 2013.
[52] Allotment of 41,861 Equity Shares to Gaja Trustee Company Private Limited (as trustee for Gaja Capital India Fund –I) and 193,433 Equity Shares to GPE (India) Limited.
[53] Allotment of 12,917 Equity Shares to Rakesh Mittal and 10,569 Equity Shares to Poonam Mittal, then promoters of GKP pursuant to the agreement dated November 12, 2011 as amended on September 29, 2013.
[54] Allotment of 13,393 Equity Shares each to Satya Narayanan .R and Gautam Puri, 458,334 Equity Shares to Bilakes, 108,790 Equity Shares to Gaja Trustee Company Private Limited (as trustee for Gaja Capital India Fund –I), 228,010 Equity Shares to SP Family Trust, 59,524 Equity Shares to Dhandaai Investments Private Limited, 3,051 Equity Shares to Sangeeta Gulati, 2,977 Equity Shares to Umesh Malhotra, 2,381 Equity Shares to Vetri M Subramaniam, 4,762 Equity Shares to Vivek Agrawal, 2,381 Equity Shares each to Rakesh K Sehgal, Tadigadapa Sriusha, Sanjeev Srivastava and Digant Parikh/Monalisa Parikh, in consideration of 1,898,684 equity shares of ₹ 10 each of CLEIS acquired by our Company, whereby our Company has issued one Equity Share for every 2.10 equity shares held, of CLEIS.
[55] Allotment of 230,000 Equity Shares to GPE (India) Limited and 594,233 Equity Shares to Housing Development Finance Corporation Limited.
[56] Allotment of 800 Equity Shares each to Sridar A. Iyengar, Safir Anand and Viraj Tyagi.
[57] Allotment of 250 Equity Shares each to Rachna Sharma and Akash Goel.
[58] Allotment to GPE (India) Limited.
[59] Allotment of 800 Equity Shares each, to Safir Anand, Viraj Tyagi, and Sridar A. Iyengar.
[60] Allotment of 79,774 Equity Shares to Bilakes, in consideration for 167,524 equity shares of CLEIS transferred from Bilakes to the Company at a swap ratio of 1 Equity Share for every 2.10 equity shares of CLEIS.
[61] Allotment of 92,915 Equity Shares each, to Praveen Dwarakanath and Shivaraman Ramaswamy, the promoters of Accendere, in consideration for acquisition of 51% stake in Accendere by the Company pursuant to agreement dated September 7, 2015.
[62] Allotment of 5,000 Equity Shares to Sanjeev Srivastava.
[63] Allotment of 21,429 Equity Shares to Shantanu Prakash.
[64] Allotment of 28,571 Equity Shares to Shantanu Prakash.
[65] Allotment of 15,000 Equity Shares to Sanjeev Srivastava.

In relation to allotments made to Kestone, GKP and Accendere as described above, for further details of agreements with then promoters of Kestone and GKP and with the promoters of Accendere, see "***History and Certain Corporate Matters***" on page 165.

(ii) Set forth below is the preference share capital history of our Company:

Date of allotment	Number of preference shares	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative paid-up preference share capital
CCPS						
March 17, 2011	686,245	10	200	Cash	Preferential allotment[1]	6,862,450
April 29, 2011	525,000	10	200	Cash	Preferential allotment[2]	12,112,450[3]
December 14, 2012	411,045	10	200	Cash	Preferential allotment[4]	4,110,450[5]
Total	**Nil**					**Nil**
OCPS						
December 14, 2012	88,955	10	200	Cash	Preferential allotment[6]	889,550[7]
Total	**Nil**					**Nil**

[1] Allotment of 250,000 CCPS to Edelweiss Finance & Investments Limited, 125,000 CCPS to GHIOF Mauritius, 100,000 CCPS to N. Lakshmi Narayanan, 50,000 CCPS each to India Infoline Venture Capital Fund and Gopal Srinivasan, 25,000 CCPS each to, Pawan Kumar Sachdeva, Gun Nidhi Dalmia and Vinay Mittal, 12,500 CCPS each to Anirudh Dutta and Bhargava Das Gupta and 11,245 CCPS to Indu Bhushan Sehra.
[2] Allotment of 396,025 CCPS to GPE (India) Limited, 103,975 CCPS to Gaja Trustee Company Private Limited (as trustee for Gaja Capital India Fund –I) and 25,000 CCPS to Narayan Ramachandran.
[3] On March 16, 2012, the 1,211,245 CCPS issued on March 17, 2011 and April 29, 2011, were converted to 580,928 Equity Shares.
[4] Allotment of 411,045 CCPS to GPE India Limited
[5] On July 22, 2014, the 411,045 CCPS were converted to 193,433 Equity Shares.
[6] Allotment of 88,955, OCPS to Gaja Trustee Company Private Limited (as trustee for Gaja Capital India Fund –I).
[7] On July 22, 2014, the 88,955 OCPS were converted to 41,861 Equity Shares.

2. ***Issue of Equity Shares for Consideration other than Cash***

Except as detailed below, no Equity Shares of the Company have been issued for consideration other than cash.

Date of allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Benefits accrued to our Company	Equity Share Capital (₹)
October 31, 1996	5,000	10	10	Allotment of 2,100 Equity Shares each, to Satya Narayanan .R and Gautam Puri, and 800 Equity Shares to Ashok Kumar Thadi, pursuant to an agreement dated October 31, 1996 transfer of all assets and liabilities of The Career Launcher, a partnership firm, engaged in the business of providing test preparation and training services to our Company.	50,000
December 26, 2002	2,260	2	200	Allotment of 2,260 Equity Shares to Compassbox.com Global Solutions Limited pursuant to an agreement to sell business dated July 21, 2001, for the acquisition of Compassbox.com Global Solutions Limited's business as a going concern together with goodwill, trade name and benefits of intellectual property rights and its assets and liabilities.	4,520
April 28, 2008	50,000	10	350	Allotment of 25,137 Equity Shares to Jayaram Krishnan and 24,863 Equity Shares to N. Mahalakshmi, then promoters of Kestone pursuant to a share purchase agreement dated April 1, 2008 as amended on March 29, 2009.*	500,000
May 30, 2009	6,000	10	350	Allotment of 3,000 Equity Shares each, to Jayaram Krishnan and N. Mahalakshmi, then promoters of Kestone pursuant to a share purchase agreement dated April 1, 2008 as amended on March 29, 2009.*	60,000
May 1, 2012	47,416	10	621	Allotment of 26,079 Equity Shares to Rakesh Mittal and 21,337 Equity Shares to Poonam Mittal, then promoters of GKP pursuant to the agreement dated November 12, 2011 as amended on September 29, 2013.*	474,160
October 31, 2012	8,351	10	10	Allotment of 4,593 Equity Shares to Rakesh Mittal and 3,758 Equity Shares to Poonam Mittal, then promoters of GKP pursuant to the agreement dated November 12, 2011 as amended on September 29, 2013.*	83,510
	27,337	10	524.95	Allotment of 15,035 Equity Shares to Rakesh Mittal and 12,302 Equity Shares to Poonam Mittal, then promoters of GKP pursuant to the agreement dated November 12, 2011 as amended on September 29, 2013.*	273,370
September 5, 2014	23,486	10	590	Allotment of 12,917 Equity Shares to Rakesh Mittal and 10,569 Equity Shares to Poonam Mittal, then promoters of GKP pursuant to the agreement dated November 12, 2011 as amended on September 29, 2013.*	234,860

Date of allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Benefits accrued to our Company	Equity Share Capital (₹)
	904,139	10	590	Allotment of 13,393 Equity Shares each to Satya Narayanan .R and Gautam Puri, 458,334 Equity Shares to Bilakes, 108,790 Equity Shares to Gaja Trustee Company Private Limited (as trustee for Gaja Capital India Fund –I), 228,010 Equity Shares to SP Family Trust, 59,524 Equity Shares to Dhandaai Investments Private Limited, 3,051 Equity Shares to Sangeeta Gulati, 2,977 Equity Shares to Umesh Malhotra, 2,381 Equity Shares to Vetri M Subramaniam, 4,762 Equity Shares to Vivek Agrawal, 2,381 Equity Shares each to Rakesh K Sehgal, Tadigadapa Sriusha Sanjeev Srivastava and Digant Parikh/Monalisa Parikh, pursuant to which our Company acquired 1,898,684 equity shares of ₹ 10 each of CLEIS, whereby our Company has issued one Equity Share for every 2.10 equity shares held of CLEIS.	9,041,390
September 7, 2015	79,774	10	590	Allotment of 79,774 Equity Shares to Bilakes, in consideration for 167,524 equity shares of CLEIS transferred from Bilakes to the Company at a swap ratio of 1 Equity Share for every 2.10 equity shares of CLEIS.	797,740
	185,830	10	590	Allotment of 92,915 Equity Shares each, to Praveen Dwarakanath and Shivaraman Ramaswamy, the promoters of Accendere, in consideration for acquisition of 51% stake in Accendere by the Company pursuant to agreement dated September 7, 2015*	1,858,300

For details of agreements with then promoters of Kestone and GKP and with promoters of Accendere and the benefits accrued to our Company, see "History and Certain Corporate Matters**" and "**Our Business**" on pages 165 and 141, respectively.*

Further, our Company has issued bonus shares on August, 25, 2000, September 13, 2004 and February 28, 2007. For further details, please see *"**Notes to Capital Structure- Share Capital History**"* on page 73.

3. As on the date of this Red Herring Prospectus, our Company has not issued any Equity Shares out of revaluation reserves.

4. **Issue of Equity Shares in the last one year**

Date of allotment	Number of Equity Shares	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Equity Share capital (₹)
October 27, 2016	28,571	10	350	Cash	Allotment against exercise of options granted under ESOP 2008[3]	285,710
	15,000	10	210	Cash	Allotment against exercise of options granted under ESOP 2008[4]	150,000

[3]Allotment of 28,571 Equity Shares to Shantanu Prakash
[4]Allotment of 15,000 Equity Shares to Sanjeev Srivastava

5. **Employee Stock Options**

ESOP 2001

Pursuant to a resolution of our Board of Directors dated October 12, 2001, and shareholders' resolution dated October 12, 2001, our Company had instituted the Career Launcher Employee Stock Options Plan 2001 ("**ESOP 2001**"), which was implemented with effect from May 1, 2001 and continued to be in force for a period of six years. In accordance with the ESOP 2001, the aggregate number of options to be granted could not exceed 12% of the total capital of our Company (being 3,612,800 equity shares of ₹ 2 each), therefore, 433,535 options could be granted to eligible employees of our Company exercisable into 433,535 equity shares of ₹ 2 each, which converts into 86,707 Equity Shares of face value of ₹ 10 each. As at March 31, 2014, our Company has granted all 433,535 options convertible into 86,707 Equity Shares of face value of ₹ 10 each to eligible employees under the ESOP 2001, of which none have lapsed and all been have been exercised.

ESOP 2008

Pursuant to a resolution of our Board of Directors dated March 6, 2008, and shareholders' resolution dated March 31, 2008, our Company has instituted the Career Launcher Employee Stock Options Plan 2008 which was implemented with effect from April 1, 2008, which was amended pursuant to a resolution of our Board of Directors dated August 11, 2014 and shareholders' resolution dated September 5, 2014 and further amended pursuant to a resolution of our Board of Directors dated January 29, 2016 and shareholders' resolution dated March 22, 2016 ("**ESOP 2008**"), and continues to be in force till September 4, 2017. In accordance with the ESOP 2008, the aggregate number of options to be granted shall not exceed 3.45% of the total capital of our Company (being 250,000 Equity Shares of ₹ 10 each), therefore, 250,000 options could be granted to eligible employees of our Company exercisable into 250,000 Equity Shares. As on February 28, 2017, our Company has granted 312,468 options to eligible employees under the ESOP 2008 of which 75,636 have lapsed, 108,257 have vested, 80,075 have been exercised and 156,757 are outstanding.

Particulars	**Details**			
	Fiscal 2014	**Fiscal 2015**	**Fiscal 2016**	**As on February 28, 2017**
Options granted	5,000	23,500	Nil	312,468
Total	5,000	23,500	Nil	312,468
Pricing formula	Black Scholes valuation method			
Vesting period	4 years, unless otherwise specified in the grant			
Options vested (excluding the options that have been exercised)	8,500	11,125	18,750	108,257
Options exercised	Nil	2,900	28,829	80,075
The total number of options exercisable at the end of the year	23,350	174,307	152,228	108,257
Options forfeited/lapsed/cancelled	6,875	2,125	0.00	75,636
Variation of terms of options (the Company has adopted the Amended and Restated Career Launcher Employee Stock Options Plan 2014 in its Board meeting held on January 29, 2016 and the same has been approved by the shareholders of the Company in their EGM held on March 22, 2016)	No variation in the terms of options	Extension of exercise period with respect to options granted to Mr. Shantanu Prakash from 36 months to 60 months at the Board meeting dated September 22, 2014. Extension of exercise period with respect to the 2nd vested options granted to independent	No variation in the terms of options	There is no variation in the terms of options except as stated in respective years

Particulars	Fiscal 2014	Fiscal 2015	Fiscal 2016	As on February 28, 2017
		directors of the Company was extended upto August 31, 2014 at the Board meeting dated August 11, 2014		
Money realized by exercise of options	-	₹ 807,500	₹ 9,270,150	₹ 24,350,625
Total number of options in force	189,082	207,557	164,978	156,757

Particulars	**Details**	
Employee wise details of options granted to Directors/senior management personnel	**Name of our Directors**	**No. of options granted under ESOP 2008**
	Sridar A. Iyengar	4,000
	Safir Anand	4,000
	Viraj Tyagi	4,000
	Shantanu Prakash	142,857
	Total	**154,857**
	Name of the senior management personnel	**No. of options granted under ESOP 2008**
	Sanjeev Srivastava	25,000
	Ajit Kumar	6,500
	Himanshu Jain	4,100
	Piyush Gupta	46,500
	Ruchika	2,500
	Rachna Sharma	3,000
	Soumya Dutta Gupta	5,000
	Total	**92,600**
Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year	**Name of Employee**	**No. of options granted under ESOP 2008**
	Year 2011-12, Total No. of options granted: 37,500	
	More than 5% :	
	Sanjay Shivnani*	12,000 (32.00%)
	Dipanjan Das*	6,000 (16.00%)
	Saaket Arora*	4,000 (10.67%)
	Vinod VV*	2,500 (6.67%)
	Year 2013-14, Total No. of options granted: 5,000	
	More than 5%	
	Vivek Garg*	5,000 (100%)
	Year 2014-15, Total No. of options granted: 23,500	
	More than 5%	
	Niharika Mittal*	2,500 (10.64%)
	Vivek Garg*	2,000 (8.51%)
	Manav Agarwal*	2,000 (8.51%)
	* As on date, these are no more employees of the Company	
	Year 2016-17, Total No. of grants: 40,000	
	More than 5%	
	Piyush Gupta	35,000 (87.50%)
	Soumya Dutta Gupta	5,000 (12.50%)
Identified directors/employees who were granted options during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Shantanu Prakash was granted 142,857 options on January 28, 2009, which was approximately 1.63% of the issued capital at the time of the grant.	
Fully diluted EPS pursuant to issue of shares on exercise of options in accordance with the relevant accounting standard	₹ 5.94 per share as on September 30, 2016	

Particulars	Details			
	Fiscal 2014	**Fiscal 2015**	**Fiscal 2016**	**As on February 28, 2017**
Difference, if any, between employee compensation cost calculated according using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and impact on the profits of our Company and on the EPS arising due to difference in accounting treatment and for calculation of the employee compensation cost (i.e., difference of the fair value of stock options over the intrinsic value of the stock options)	Nil			
Weighted average exercise price and the weighted average fair value of options whose exercise price either equals or exceeds or is less than the market price of the stock	**Weighted average exercise price of Options granted during the year whose**: Nil **Weighted average fair value of options granted during the year whose:** Nil			
Method and significant assumptions used to estimate the fair value of options granted during the year	Black Scholes valuation method			
Method used (all figures as on March 31, 2016)				
Risk free interest rate	8.00%			
Expected life				
- Director	0.58			
- Employee	1.99			
Expected volatility	0.00%			
Expected dividends	-			
Exercise Price	₹ 210 – 430			
Intention of the holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer	The holders of Equity Shares allotted upon exercise of options granted under ESOP 2008 may sell such Equity Shares within three months of listing of Equity Shares pursuant to the Offer			
Intention to sell Equity Shares arising out of ESOP 2008 within three months after the listing of Equity Shares by directors, senior management personnel and employees having Equity Shares arising out of the ESOP 2008, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)				
Impact on the profits and on the earnings per share of the last three years if the issuer had followed the accounting policies specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 in respect of options granted in the last three years.	For half year ended September 30, 2016: ₹ (1,073,627) for fiscal 2016: ₹ (6,026,151) for fiscal 2015: ₹ 7,016,855 for fiscal 2014: ₹ 853,950			

**Although a total of 250,000 options were available to be granted, these include grants that had been forfeited/lapsed, and pooled back, and granted again. At no point of time did the total number of options granted under the plan exceed 250,000.*

Note 1

Price of underlying shares (intrinsic value of shares) at the date of grant of options, during the last three fiscal years and the period from April 1, 2016 till February 28, 2017

Name of the Employee	Category of the employee	No. of options Granted	Grant date	Intrinsic Value per share (in ₹)
Vivek Garg	KMP*	5,000	July 26, 2013	524.94
Sanjeev Srivastava	KMP	5,000	July 22, 2014	590.00
Himanshu Jain	KMP	2,500	July 22, 2014	590.00
Ajit Kumar	KMP	2,500	July 22, 2014	590.00
Piyush Gupta	KMP	2,500	July 22, 2014	590.00
Niharika Mittal	Employee*	2,500	July 22, 2014	590.00
Ruchika	KMP	2,500	July 22, 2014	590.00
Rachna Sharma	KMP	2,000	July 22, 2014	590.00
Vivek Garg	KMP*	2,000	July 22, 2014	590.00
Manav Agarwal	Employee*	2,000	July 22, 2014	590.00
Piyush Gupta	KMP	35,000	April 29, 2016	590.00
Soumya Dutta Gupta	KMP	5,000	April 29, 2016	590.00

***Vivek Garg, Manav Agarwal and Niharika Mittal are currently not employees of the Company. For details, see "**Our Management**" on page 173.*

6. Build-up of our Promoters' shareholding, Promoters' contribution and lock-in

(i) *Build-up of our Promoters' shareholding in our Company*

As on the date of this Red Herring Prospectus, our Promoters hold 7,650,523 Equity Shares, which constitutes 63. 83% of the issued, subscribed and paid-up pre-Offer Equity Share capital of our Company.

Set forth below is the build-up of the equity shareholding of our Promoters, since the incorporation of our Company.

Date of allotment/transfer	No. of equity shares	Face value (₹)	Issue Price (₹)	Cash/other than Cash	Nature of allotment
Satya Narayanan .R					
May 4, 1996	10	10	10	Cash	Subscription to the MoA
October 31, 1996	2,100	10	10	Other than cash	Further issue
March 31, 1999	2,100	10	10	Cash	Further issue
October 1, 1999	20,900	10	10	Cash	Further issue
December 26, 1999	400	10	10	Cash	Acquisition from Ashok Thadi
August 25, 2000	216,835	10	-	N.A.	Bonus issue of 17 Equity Shares for every two Equity Shares held
September 13, 2004	7,270,350	2	-	N.A.	Bonus issue of six Equity Shares for every one Equity Share held
October 18, 2006	15,225	2	32	Cash	Acquisition from Intel Pacific Inc.
February 28, 2007	849,726	10	-	N.A.	Bonus issue of one Equity Share for every two Equity Shares held
September 5, 2014	13,393	10	590	Other than cash	Preferential allotment
Total (A)	**2,562,579**				
Gautam Puri					
May 4, 1996	10	10	10	Cash	Subscription to the MoA
October 31, 1996	2,100	10	10	Other than cash	Further issue
March 31, 1999	2,100	10	10	Cash	Further issue
October 1, 1999	20,900	10	10	Cash	Further issue
December 26, 1999	400	10	10	Cash	Acquisition from Ashok Thadi
August 25, 2000	216,835	10	-	N.A.	Bonus issue of 17 Equity Shares for every two Equity Shares held
September 13, 2004	7,270,350	2	-	N.A.	Bonus issue of six Equity Shares for every one Equity Share held

Date of allotment/transfer	No. of equity shares	Face value (₹)	Issue Price (₹)	Cash/other than Cash	Nature of allotment
October 18, 2006	15,225	2	32	Cash	Acquisition from Intel Pacific Inc.
February 28, 2007	849,726	10	-	N.A.	Bonus issue of one Equity Share for every two Equity Shares held
September 5, 2014	13,393	10	590	Other than cash	Preferential allotment
Total (B)	**2,562,579**				
Nikhil Mahajan					
March 1, 2000	100	10	10	Cash	Further issue
August 25, 2000	850	10	-	N.A.	Bonus issue of 17 Equity Shares for every two Equity Shares held
October 9, 2002	26,045	2	2	Cash	Preferential allotment
December 31, 2003	1,500	2	30	Cash	Acquisition from Balaji Pasumarthy
September 13, 2004	193,770	2	-	N.A.	Bonus issue of six Equity Shares for every one Equity Share held
February 21, 2007	46,000	10	10	Cash	Preferential allotment
February 28, 2007	45,604	10	-	N.A.	Bonus issue of one Equity Share for every two Equity Shares held
April 27, 2010	(25,000)	10	10	Cash	Transfer to Parul Mahajan
April 27, 2010	(13,500)	10	10	Cash	Transfer to Katyani Mahajan
April 27, 2010	(13,500)	10	10	Cash	Transfer to Vitasta Mahajan
April 27, 2010	(15,000)	10	100	Cash	Transfer to Nikhil Mahajan HUF
Total (C)	**69,817**				
R. Shiva Kumar					
November 30, 1999	4,500	10	10	Cash	Further issue
August 25, 2000	38,250	10	-	N.A.	Bonus issue of 17 Equity Shares for every two Equity Shares held
September 13, 2004	1,282,500	2	-	N.A.	Bonus issue of six Equity Shares for every one Equity Share held
October 18, 2006	2,750	2	32	Cash	Acquisition from Intel Pacific Inc.
February 28, 2007	149,898	10	-	N.A.	Bonus issue of one Equity Share for every two Equity Shares held
Total (D)	**449,698**				
Sreenivasan R.					
October 1, 1999	4,500	10	10	Cash	Further issue
August 25, 2000	38,250	10	-	N.A.	Bonus issue of 17 Equity Shares for every two Equity Shares held
September 13, 2004	1,282,500	2	-	N.A.	Bonus issue of six Equity Shares for every one Equity Share held
October 18, 2006	2,750	2	32	Cash	Acquisition from Intel Pacific Inc.
February 28, 2007	149,898	10	-	N.A.	Bonus issue of one Equity Share for every two Equity Shares held
Total (E)	**449,698**				
Sujit Bhattacharyya					
January 10, 2003	53,721	2	6	Cash	Preferential allotment
September 13, 2004	322,326	2	-	N.A.	Bonus issue of six Equity Shares for every one Equity Share held
January 25, 2005	75,000	2	2	Cash	Preferential allotment
February 23, 2005	50,000	2	2	Cash	Preferential allotment
March 17, 2005	37,500	2	2	Cash	Preferential allotment
February 21, 2007	105,000	10	10	Cash	Preferential allotment
February 28, 2007	106,353	10	-	N.A.	Bonus issue of one Equity Share for every two Equity Shares held
April 29, 2011	(5,000)	10	10	Cash	Transfer to Pabitra Bhattacharyya
April 29, 2011	(5,000)	10	10	Cash	Transfer to Shefali Acharya
April 29, 2011	(2,000)	10	10	Cash	Transfer to Abhishek Bhattacharyya
April 29, 2011	(2,000)	10	10	Cash	Transfer to Abhirup Bhattacharyya
April 29, 2011	(2,000)	10	10	Cash	Transfer to Sneha Krishnan
Total (F)	**303,062**				
Bilakes					
October 18, 2006	1,650,000	2	32	Cash	Acquisition from Intel Pacific Inc.

Date of allotment/transfer	No. of equity shares	Face value (₹)	Issue Price (₹)	Cash/other than Cash	Nature of allotment
February 21, 2007	190,000	10	10	Cash	Preferential allotment
February 28, 2007	260,000	10	-	N.A.	Bonus issue of one Equity Share for every two Equity Shares held
September 1, 2007	2,000	10	110	Cash	Acquisition from Sachin Malhan
September 5, 2007	134	10	110	Cash	Acquisition from Praveen Nair
September 12, 2007	3,150	10	110	Cash	Acquisition from V. Srinivas and V. Sakuntala
September 15, 2007	1,575	10	110	Cash	Acquisition from V.V. Murthy & Sons
September 5, 2014	458,334	10	590	Other than cash	Preferential allotment
May 13, 2015	2,381	10	590	Cash	Acquisition from Digant Parikh and Monalisa Parikh
	(26,659)	10	590	Other than cash	Transfer to certain shareholders of CLEIS in consideration of equity shares of CLEIS
	(2)	10	590	Cash	Transfer to Vishal Shah
June 23, 2015	(5,154)	10	590	Other than cash	Transfer to certain shareholders of CLEIS in consideration of equity shares of CLEIS
August 3, 2015	(28,107)	10	590	Other than cash	Transfer to certain shareholders of CLEIS in consideration of equity shares of CLEIS
August 4, 2015	(1,695)	10	590	Cash	Transfer to Rajeev Saraf
August 5, 2015	(893)	10	590	Other than Cash	Transfer to Sunil Tiku in consideration of equity shares of CLEIS
	(477)	10	590	Other than Cash	Transfer to Vinod Bhan in consideration of equity shares of CLEIS
August 11, 2015	(848)	10	590	Cash	Transfer to Niraj Prasad
	(1,191)	10	590	Other than Cash	Transfer to Niraj Prasad in consideration of equity shares of CLEIS
	(2,370)	10	590	Cash	Transfer to Sanjeev Srivastava
	(4,762)	10	590	Other than cash	Transfer to Sanjeev Srivastava in consideration of equity shares of CLEIS
August 12, 2015	(405)	10	590	Other than cash	Transfer to Akash Goel in consideration of equity shares of CLEIS
September 7, 2015	79,774	10	590	Other than cash	Preferential Allotment
September 16, 2015	(1,695)	10	590	Cash	Transfer to Aditi Saraf and Nikunj Bhagat
Total (G)	**1,253,090**				
Total (A+B+C+D+E+F+G)	**7,650,523**				

(ii) *Details of Promoters' Contribution Locked-in for Three Years*

Pursuant to the SEBI ICDR Regulations, an aggregate of at least 20% of the post-Offer Equity Share capital of our Company held by our Promoters shall be locked for a period of three years from the date of Allotment. All Equity Shares held by our Promoters are eligible for Promoters' contribution.

Accordingly, Equity Shares aggregating to 20% of the post-Offer expanded capital of our Company, held by our Promoters shall be locked in for a period of three years from the date of Allotment in the Offer as follows:

Name of Promoter	Number of Equity Shares locked in as part of Promoters' Contribution	Face Value (₹)	Percentage of pre-Offer Capital (%)	Percentage of post-Offer Capital (%)*
Satya Narayanan .R	1,200,000	10	10.01	8.41
Gautam Puri	1,200,000	10	10.01	8.41
Bilakes	454,307	10	3.79	3.18
Total	**2,854,307**			**20.00**

**Calculated assuming full conversion of 108,257 outstanding options which have vested under the ESOP 2008.*

For details on build-up of Equity Shares held by our Promoter, see "***– (i) Build-up of our Promoters' shareholding in our Company***" above. The Equity Shares proposed to be part of the Promoters' contribution subject to lock-in shall not be disposed/ sold/ transferred by our Promoters during the period starting from the date of filing the Draft Red Herring Prospectus with SEBI until the commencement of the lock-in period.

Except for the acquisition of 1,650,000 equity shares of ₹ 2 each of our Company on October 18, 2006 for ₹ 52.80 million by Bilakes, which was financed pursuant to a loan amounting to ₹ 56.09 million availed of by Bilakes from HDFC Bank Limited, New Friends Colony, our Promoters have confirmed to the Company and the BRLM that the Equity Shares held by our Promoters and which will be locked in as Promoters' contribution have been financed from their personal funds or its internal accruals, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed of by them for this purpose.

The Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoters' under the SEBI ICDR Regulations.

The Equity Shares that are being locked-in are not ineligible for computation of Promoters' contribution under Regulation 33 of the SEBI ICDR Regulations. In this connection, we confirm the following:

(a) The specified securities offered for minimum Promoters' contribution have not been acquired in the last three years for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of revaluation reserves or unrealized profits of our Company or against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;

(b) The minimum Promoters' contribution does not include any Equity Shares acquired during the preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(c) Our Company has not been formed by the conversion of a partnership firm into a company and thus no Equity Shares have been issued to the Promoter upon conversion of a partnership firm;

(d) The Equity Shares held by our Promoters and offered for minimum Promoters' contribution are not subject to any pledge; and

(e) All the Equity Shares held by the Promoters and the Promoter Group shall be held in dematerialized form prior to filing of the RHP with the RoC.

(iii) *Details of Equity Shares Locked-in for One Year*

In accordance with Regulation 37, all pre-Offer Equity Shares shall be subject to lock-in for one year, other than (a) the Equity Shares held by our Promoters which will be locked in as Promoters' contribution for three years; (b) the Equity Shares being sold in the Offer for Sale; (c) the Equity Shares, if any, held pursuant to allotment to employees of the Company under ESOP 2008, and (d) Equity Shares held by GHIOF Mauritius and Gaja Capital India Fund – I which holds Equity Shares through Gaja Trustee Company Private Limited, which are exempt from lock-in pursuant to Regulation 37 of the SEBI ICDR Regulations.

(iv) *Lock-in of Equity Shares Allotted to Anchor Investors*

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

(v) *Other requirements in respect of lock-in*

Locked-in Equity Shares held by our Promoters may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of the loan. Equity Shares locked-in as Promoters' contribution can be pledged only if in addition to fulfilling the aforementioned requirements, such loans have been granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Offer.

The Equity Shares held by persons other than our Promoters prior to the Offer may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**").

Equity Shares held by our Promoters may be transferred to and among the Promoter Group or to new promoters or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Regulations.

7. SHAREHOLDING PATTERN OF OUR COMPANY

The table below presents our shareholding pattern as on date of filing of this Red Herring Prospectus:

Category (I)	Category of the Shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total No. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) (VIII)	No. of Voting Rights held in each class of securities (IX)				No. of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized from (XIV)
								No. of Voting Rights			Total as a % of total voting rights			No. (a)	As a % total shares held (b)	No. (a)	As a % total shares held (b)	
								Class eg: X	Class eg: Y	Total								
(A)	**Promoter & Promoter Group**	23	7,755,376	0	0	7,755,376	64.72	7,755,376	0	7,755,376	64.72	0	64.72	0	0	125,000	1.04	7,755,376
(B)	**Public**	166	4,227,783	0	0	4,227,783	35.28	4,227,783	0	4,227,783	35.28	0	35.28	0	0	0	0	3,936,065
(C)	**Non Promoter-Non Public**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(1)	**Shares underlying Custodian/Depository Receipts**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	**Shares held by Employee Trusts**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total (A)+(B)+(C)	189	11,983,159	0	0	11,983,159	100	11,983,159	0	11,983,159	100	0	100.00	0	0	125,000	1.04	11,691,441

Shareholding of our Promoter and our Promoter Group

The table below presents the shareholding of our Promoter and Promoter Group, who hold Equity Shares as on the date of filing of this Red Herring Prospectus:

Shareholder	Pre-Offer		Post-Offer *	
	No. of Equity Shares	Percentage of issued Equity Share capital (%)	No. of Equity Shares	Percentage of issued Equity Share capital (%)
Promoters				
Satya Narayanan .R	2,562,579	21.38	2,262,579	15.97
Gautam Puri	2,562,579	21.38	2,262,579	15.97
Bilakes	1,253,090	10.46	1,253,090	8.85
Sreenivasan R.	449,698	3.75	349,698	2.47
R. Shiva Kumar	449,698	3.75	349,698	2.47
Sujit Bhattacharyya	303,062	2.53	203,062	1.43
Nikhil Mahajan	69,817	0.58	29,817	0.21
Sub Total (A)	**7,650,523**	**63.84**	**6,710,523**	**47.38**
Promoter Group				
Parul Mahajan	25,000	0.21	10,000	0.07
Nikhil Mahajan HUF	15,000	0.12	0	-
Katyani Mahajan	13,500	0.11	13,500	0.10
Vitasta Mahajan	13,500	0.11	13,500	0.10
Career Launcher Employees Welfare Society	11,485	0.10	11,485	0.08
Abhijit Bhattacharyya	5,000	0.04	3,000	0.02
Shefali Acharya	5,000	0.04	3,000	0.02
Parvathy Seshadry	3,572	0.03	3,572	0.03
Abhishek Bhattacharyya	2,000	0.02	2,000	0.01
Abhirup Bhattacharyya	2,000	0.02	2,000	0.01
Sneha Krishnan	2,000	0.02	2,000	0.01
Sapna Puri	1,800	0.02	1,800	0.01
Indira Ganesh	1,800	0.02	1,800	0.01
Uma Ramachandran	1,800	0.02	1,800	0.01
R. Raj Laxmi	134	0.00	134	0.00
Samita Bhalla	1,262	0.01	1,262	0.01
Sub Total (B)	**104,853**	**0.88**	**70,853**	0.50
Total Promoter and Promoter Group (A) + (B)	**7,755,376**	**64.72**	**6,781,376**	**47.88**

**Assuming full subscription to the Offer.*

Further, Satya Narayanan .R, Nikhil Mahajan, Sapna Puri, Uma Ramachandran are also directors of our corporate Promoter, Bilakes and their shareholding in our Company is mentioned above.

8. The BRLM and its associates currently do not hold any Equity Shares in our Company.

9. The lists of top 10 equity shareholders of our Company and the number of Equity Shares held by them as on the date of filing, 10 days before the date of filing and two years before the date of filing of this Red Herring Prospectus are set forth below.

(a) Our top 10 equity shareholders as on the date of filing and 10 days prior to the filing of this Red Herring Prospectus are as follows:

S. No.	Name of Shareholder	No. of Equity Shares	Percentage shareholding (%)
1.	Gautam Puri	2,562,579	21.38
2.	Satya Narayanan .R	2,562,579	21.38
3.	GPE (India) Ltd.	1,426,473	11.90
4.	Bilakes	1,253,090	10.46
5.	Housing Development Finance Corporation Limited	594,233	4.96
6.	SP Family Trust	562,913	4.70

S. No.	Name of Shareholder	No. of Equity Shares	Percentage shareholding (%)
7.	Sreenivasan .R	449,698	3.75
8.	R. Shiva Kumar	449,698	3.75
9.	Gaja Trustee Company Private Limited (as trustee for Gaja Capital India Fund –I)	376,409	3.14
10.	Sujit Bhattacharyya	303,062	2.53
	Total	**10,540,734**	**87.96**

(b) Our top 10 equity shareholders two years prior to filing of this Red Herring Prospectus, were as follow:

S. No.	Name of Shareholder	No. of Equity Shares	Percentage shareholding (%)
1.	Gautam Puri	2,562,579	22.01
2.	Satya Narayanan .R	2,562,579	22.01
3.	GPE (India) Limited	1,426,473	12.25
4.	Bilakes	1,245,193	10.69
5.	Housing Development Finance Corporation Limited	594,233	5.10
6.	SP Family Trust	562,913	4.83
7.	Sreenivasan .R	449,698	3.86
8.	R. Shiva Kumar	449,698	3.86
9.	Gaja Trustee Company Private Limited (as trustee for Gaja Capital India Fund –I)	376,409	3.23
10.	Sujit Bhattacharyya	303,062	2.60
	Total	**10,532,837**	**90.44**

10. Under subscription, if any, in any category, except the QIB Category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.

11. As on the date of this Red Herring Prospectus, our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act 1956.

12. There are no partly paid-up Equity Shares in our Company. All the Equity Shares offered through the Offer will be fully paid-up at the time of Allotment.

13. Except as disclosed below, neither the members of our Promoter Group, nor our Promoters, nor our Directors nor the directors of our corporate Promoter and their relatives have purchased or sold, or financed the purchase of Equity Shares by any other person, other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus with SEBI and until the date of this Red Herring Prospectus.

S. No.	Name of Promoter/ Promoter Group/Directors/ Relatives of Directors	Promoter/Director/Promoter Group	Number of Equity Shares Subscribed/ Purchased	Number of Equity Shares Sold	Price at which Equity Shares Subscribed/ Sold (₹)	Date on which Equity Shares Subscribed/ Sold
1.	Bilakes	Promoter	79,774	-	590	September 7, 2015
			-	1,695	590	September 16, 2015
2	CLEWS	Promoter Group	100	-	100	September 2, 2016
			75	-	100	September 2, 2016
			50	-	150	September 2, 2016
			250	-	175	September 2, 2016

14. As of the date of this Red Herring Prospectus, our Company has a total of 189 shareholders holding Equity Shares.

15. Over-subscription to the extent of 10% of the Offer to the public can be retained for the purpose of rounding off to the nearer multiple of minimum allotment lot while finalizing the basis of Allotment.

16. Our Promoters, members of our Promoter Group, our Company, the Selling Shareholders, our Directors and the BRLM have not entered into any buy-back or standby arrangements for purchase of Equity Shares from any person.

17. Other than options outstanding under the ESOP 2008 as disclosed above, there are no outstanding warrants, options or rights to convert debentures, loans or other convertible instruments into our Equity Shares as on the date of this Red Herring Prospectus.

18. Our Company has not raised any bridge loans against the Net Proceeds.

19. Other than issue of Equity Shares pursuant to the exercise of any options outstanding under the ESOP 2008 we currently do not intend or propose any further issue of Equity Shares, whether by way of issue of bonus shares, preferential allotment and rights issue or in any other manner during the period commencing from the date of filing of this Red Herring Prospectus with the SEBI until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded on account of failure of the Offer.

20. We currently do not intend or propose to alter our Company's capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or, further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus issue or on a rights basis or by way of further public issue of Equity Shares or qualified institutional placements or otherwise, except issue and allotment of Equity Shares under ESOP 2008 upon conversion of options that may vest and be exercised. However, if we enter into any acquisitions, joint ventures or other arrangements, we may, subject to necessary approvals, consider raising additional capital to fund such activity or use the Equity Shares as currency for acquisition or participation in such joint ventures. Further, pursuant to the Accendere SPA, beginning from April 1, 2017, our Company has an option to purchase, in full or part, the outstanding equity shares of Accendere, the sale consideration for which, in terms of the Accendere SPA, is partly in the form of a share swap arrangement whereby our Company will allot equity shares to the transferors (being the current shareholders of Accendere). See ***"History and Certain Corporate Matters – Acquisition of Business/Undertakings, Mergers, Amalgamations, Revaluation of Assets"*** on page 167.

21. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. We shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

22. Our Promoters, members of our Promoter Group and our Group Entity will not participate in the Offer, except for any sale of Equity Shares pursuant to the Offer for Sale by certain members of our Promoter and Promoter Group.

23. Transactions in Equity Shares by the Promoter and members of the Promoter Group, if any, between the date of registering the Red Herring Prospectus with the RoC and the Bid/Offer Closing Date shall be reported to the Stock Exchanges within 24 hours of such transactions being completed.

24. A Bidder cannot make a Bid exceeding the number of Equity Shares offered through this Offer or in violation of investment limits or maximum number of Equity Shares that can be held by them under applicable laws. For further details, see *"**Offer Procedure**"* on page 508.

25. Our Company has not made any public issue of its Equity Shares or rights issue of any kind since its inception.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders.

The Offer for Sale

Our Company will not receive any proceeds of the Offer for Sale by the Selling Shareholders.

The Fresh Issue

The objects of the Net Proceeds of the Fresh Issue are:

1. Funding working capital requirements of our Company and our Subsidiaries, GKP and Kestone;
2. Pre-payment of outstanding amount of a debt facility availed of by our Subsidiary, CLIP;
3. Acquisitions and other strategic initiatives; and
4. General corporate purposes.

Further, our Company expects that the listing of the Equity Shares will enhance our visibility and brand image among our existing and potential customers.

The main objects and the objects ancillary to the main object clause of our MoA enables us to undertake the activities for which the funds are being raised by us in the Fresh Issue. Further, the activities we have been carrying out until now are in accordance with the main objects clause of our MoA.

Offer Proceeds

The details of the proceeds of the Offer are summarized in the table below:

(₹ in million)

S. No.	Particulars	Amount*
(a)	Gross Proceeds of the Offer	[●]
(b)	Proceeds of the Offer for Sale	[●]
(c)	(Less) Offer Expenses**	[●]
(d)	Net Proceeds of the Fresh Issue (excluding the proceeds of the Offer for Sale and the Offer Expenses) ("**Net Proceeds**")	[●]

**To be finalized upon determination of Offer Price.*
***All expenses with respect to the Offer will be shared between the Selling Shareholders and the Company, in proportion to the Equity Shares being offered by them through the Offer.*

Utilization of Net Proceeds

The Net Proceeds will be utilized as set forth in the table below:

(₹ in million)

S. No.	Particulars	Amount
1.	Funding working capital requirements of our Company and our Subsidiaries, GKP and Kestone	525.00
2.	Pre-payment of outstanding amount of a debt facility availed of by our Subsidiary, CLIP	186.04
3.	Acquisitions and other strategic initiatives	200.00
4.	General corporate purposes*	[●]
	Total*	[●]

**To be finalized upon determination of the Offer Price.*

Schedule of Implementation and Deployment of Funds

We propose to deploy Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below. As of the date of this Red Herring Prospectus, our Company had not deployed any funds towards objects of the Offer.

(₹ in million)

S. No.	Particulars	Amount proposed to be funded from the Net Proceeds	Estimated Utilization in fiscal 2017	Estimated Utilization in fiscal 2018
1.	Funding working capital requirements of our Company and our Subsidiaries, GKP and Kestone	525.00	-	525.00
2.	Funding pre-payment of outstanding amount of a debt facility availed of by our Subsidiary, CLIP	186.04	186.04	-
3.	Acquisitions and other strategic initiatives	200.00	-	200.00
4.	General corporate purposes*	[●]	[●]	
5.	**Total***	[●]	[●]	

**To be finalized upon determination of the Offer Price.*

Means of finance

We propose to fund the requirements of the objects detailed above entirely from the Net Proceeds. Accordingly, Paragraph VII C of Part A of Schedule VIII of the SEBI ICDR Regulations (which requires firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue) does not apply.

Our fund requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions, and have not been appraised by any bank or financial institution or other independent agency. We operate in highly competitive and dynamic industry and may have to revise our estimates from time to time on account of changes in external circumstances or costs, or changes in other financial conditions, business or strategy. In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements may be financed through our internal accruals and/or incremental debt, as required. If the actual utilization towards any of the objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required and general corporate purposes, to the extent that the total amount to be utilized towards the general corporate purposes will not exceed 25% of the Net Proceeds in compliance with the SEBI ICDR Regulations.

In the event that estimated utilization out of the Net Proceeds in a fiscal is not completely met, due to any reason, the same shall be utilized (in part or full) in the subsequent period as may be determined by our Company, in accordance with applicable law. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Net Proceeds.

Details of the Objects

1. *Funding working capital requirements of our Company and our Subsidiary, GKP and Kestone*

We propose to utilize ₹ 525.00 million from the Net Proceeds for (i) funding the working capital requirements of our Company; (ii) investment in our Subsidiary, GKP, for meeting its working capital requirements; and (iii) investment in our Subsidiary, Kestone, for meeting its working capital requirements.

1***. Funding working capital requirements of our Company***

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, financing from various banks and financial institutions and capital raising through issue of Equity Shares.

As of December 31, 2016, our Company's working capital facility consisted of an aggregate fund based limit of ₹ 455.00 million on an unconsolidated basis. For further information, see "***Financial Indebtedness***" on page 473.

Basis of estimation of working capital requirement and estimated working capital requirement

The details of the Company's working capital requirements on an unconsolidated basis for fiscal 2016 (actual), fiscal 2015 (actual), fiscal 2014 (actual) on the basis of unconsolidated audited financial statements and fiscal 2018 (estimated) are as set out in the table below.

(₹ in million, unless stated otherwise)

S. No.	Particulars	Fiscal 2014	Holding levels (days)	Fiscal 2015	Holding levels (days)	Fiscal 2016	Holding levels (days)	Fiscal 2018	Holding levels (days)
I.	**Current Assets:**								
	Inventory	33.65	66	44.75	65	42.13	59	53.10	59
	Trade receivables	358.91	110	535.23	131	843.80	187	902.01	167
	Short term loans and advances	204.91	-	283.01	-	390.97	-	635.32	-
	Other current assets	53.33	-	77.60	-	71.94	-	71.94	-
	Total current assets (A)	**650.80**		**940.59**		**1,348.83**		**1,662.37**	
II.	**Current Liabilities:**								
	Trade payables	112.15	69	241.65	116	455.28	190	670.09	198
	Other current liabilities	288.27	-	299.26	-	320.53	-	316.12	-
	Short-term provisions	0.46	-	0.50	-	0.60	-	0.60	-
	Total current liabilities (B)	**400.88**		**541.41**		**776.41**		**986.80**	
III.	**Total working Capital Requirements (A – B)**	**249.92**		**399.18**		**572.43**		**675.57**	
IV.	**Funding pattern**								
	Part of the Net Proceeds to be utilized	-		-		-		400.00	
	Existing working capital facilities from banks	265.00		355.00		455.00		455.00	
	Existing working capital facilities from banks utilized /proposed to be utilized	240.66		236.53		330.53		275.57	
	Internal Accruals	9.26		162.65		241.89		0.00	

Justification for holding period levels

Trade Receivables	Receivables days as per historic performance from audited financial statements are adjusted for future expected, though marginal changes in projected Receivables days for various segments of business separately. (Trade receivable holding level (days) = closing trade receivables/ total revenue from operations*365)
Inventories	Inventory days as per historic performance from audited financial statements are adjusted for future expected, though marginal changes in projected Inventory days. (Inventory holding level (days) = closing inventory of study material / total sale of study material*365)
Trade Payables	Trade Payables days as per historic performance from audited financial statements are adjusted for future expected, though marginal changes in projected Payables days for various categories of payables. (Trade payable holding level (days) = closing trade payables/ total expenses*365)

Our Company proposes to utilize ₹ 400.00 million of the Net Proceeds in fiscal 2018, towards working capital requirements, for meeting our future business requirements.

M P R & Co., Chartered Accountants, have by certificate dated March 3, 2017, certified the working capital requirements of our Company. See "***Material Contracts and Documents for Inspection***" on page 569.

2. *Investment in our Subsidiary, GKP, for meeting its working capital requirements*

As of the date of this Red Herring Prospectus, our Company holds 100% of the issued and paid up capital of GKP, including through its nominees.

Our Subsidiary, GKP is currently engaged in the business of distribution of test preparation guides, books and other academic material. The majority of GKP's working capital requirements is funded in the ordinary course of business from internal accruals and financing from various banks and financial institutions.

As of December 31, 2016, GKP's working capital facility consisted of an aggregate fund based limit of ₹ 34.00 million on an unconsolidated basis.

Basis of estimation of working capital requirement and estimated working capital requirement for GKP

The details of the GKP's working capital requirements on an unconsolidated basis for fiscal 2016 (actual) and fiscal 2018 (estimated) and funding of the same are as set out in the table below.

(₹ in million, unless stated otherwise)

S. No.	Particulars	Fiscal 2016	Holding levels (days)	Fiscal 2018	Holding levels (days)
		Audited		Estimated	
I.	**Current Assets:**				
	Inventory	58.07	93	78.94	93
	Trade receivables	180.72	450	274.55	450
	Short term loans and advances	0.45	-	0.60	-
	Other current assets	0.15	-	0.18	-
	Total current assets (A)	**239.39**		**357.27**	
II.	**Current Liabilities:**				
	Trade payables	198.25	750	298.89	750
	Other current liabilities	10.28	-	11.20	-
	Short-term provisions	0.97	-	0.97	-
	Total current liabilities (B)	**209.50**		**311.06**	
III.	**Total working Capital Requirements (A – B)**	**29.89**		**43.21**	
IV.	**Funding pattern**				
	Part of the Net Proceeds to be utilized	**-**		**25.00**	
	Existing working capital facilities from banks	34.00		34.00	
	Existing working capital facilities from banks utilized/proposed to be utilized	29.89		18.21	
	Internal accruals	-		0.00	

Justification for holding period levels

Trade Receivables	Receivables days as per historic performance from audited financial statements (Trade receivable holding level (days) = closing trade receivables/ sale of books*365)
Inventories	Inventory days as per historic performance from audited financial statements (Inventory holding level (days) = closing inventory/ gross sales* 365)
Trade Payables	Trade payables days as per historic performance from audited financial statements (Trade payable holding level (days) = closing trade payables/ total purchases*365)

M P R & Co., Chartered Accountants, have by a certificate dated March 3, 2017, certified the working capital requirements of the GKP. See "***Material Contracts and Documents for Inspection***" on page 569.

Our Company proposes to utilize ₹ 25.00 million of the Net Proceeds in fiscal 2018, to invest in GKP by way of debt to fund the working capital requirements of GKP, for meeting future business requirements.

The details of the debt instrument including rate of interest, nature of security, terms of repayment, etc. will be decided by our Company at the time of investment. Our Company will remain interested in GKP and will derive benefits from it, to the extent of its shareholding and/or any interest payments on such debt instruments, as applicable. For details of our Company's shareholding in GKP, see "***History and Certain Corporate Matters***" on page 165.

3. *Investment in our Subsidiary, Kestone, for meeting working capital requirements*

As of the date of this Red Herring Prospectus, our Company holds 100% of the issued and paid up capital of Kestone, including through its nominees.

Our Subsidiary, Kestone is currently engaged in the business of recruitment, training and event management services. The majority of Kestone's working capital requirements have been funded in the ordinary course of business from internal accruals and financing from various banks and financial institutions.

As of December 31, 2016, Kestone's working capital facility consisted of an aggregate fund based limit of ₹ 115.00 million on an unconsolidated basis.

Basis of estimation of working capital requirement and estimated working capital requirement for Kestone

The details of the Kestone's working capital requirements on an unconsolidated basis for fiscal 2016 (actual) and fiscal 2018 (estimated) and funding of the same are as set out in the table below.

(₹ in million, unless stated otherwise)

S. No.	Particulars	Fiscal 2016	Holding levels (days)	Fiscal 2018	Holding levels (days)
		Audited			**Estimated**
I.	**Current Assets:**				
	Inventory	-		-	
	Trade receivables	241.34	92	313.13	92
	Short term loans and advances	48.27		50.02	
	Other current assets	50.07		64.31	
	Total current assets (A)	**339.68**		**427.46**	
II.	**Current Liabilities:**				
	Trade payables	74.69	34	102.41	34
	Other current liabilities	131.55		150.69	
	Short-term provisions	0.09		0.09	
	Total current liabilities (B)	**206.33**		**253.19**	
III.	**Total working Capital Requirements (A – B)**	**133.35**		**174.27**	
IV.	**Funding pattern**				
	Part of the Net Proceeds to be utilized	-		**100.00**	
	Existing working capital facilities from banks	95.00		115.00	
	Existing working capital facilities from banks utilized	12.27		74.27	
	Internal accruals	121.08		0.00	

Justification for holding period levels

Trade Receivables	Receivables days as per historic performance from audited financial statements (Trade receivable holding level (days) = closing trade receivables/ total revenue from operations*365)
Trade Payables	Trade payables days as per historic performance from audited financial statements (Trade payable holding level (days) = closing trade payables/ total expenses*365)

M P R & Co., Chartered Accountants, have by a certificate dated March 3, 2017, certified the working capital requirements of the Kestone. See "***Material Contracts and Documents for Inspection***" on page 569.

Our Company proposes to utilize ₹ 100.00 million of the Net Proceeds in fiscal 2018, to invest in Kestone by way of debt to fund the working capital requirements of Kestone, for meeting future business requirements.

The details of the debt instrument including rate of interest, nature of security, terms of repayment, etc. will be decided by our Company at the time of investment. Our Company will remain interested in Kestone and will derive benefits from it, to the extent of its shareholding and/or any interest payments on such debt instruments, as applicable. For details of our Company's shareholding in Kestone, see "***History and Certain Corporate Matters***" on page 165.

4. *Pre-payment of the outstanding amount of a debt facility availed of by our Subsidiary, CLIP*

Our Subsidiary, CLIP has availed of a secured term loan facility from Housing Development Finance Corporation Limited ("**HDFC**"), which we intend to pre-pay from the Net Proceeds. Pre-payment of the loan facility will reduce our debt to equity ratio on a consolidated basis and our finance costs.

Brief details of the secured term loan facility which has been identified for pre-payment from the Net Proceeds are as follows:

(₹ in million)

Name of lender, loan documentation and nature of facility	Amount sanctioned	Amount outstanding as on December 31, 2016*	Interest rate	Term	Pre-payment clause
Secured term loan facility pursuant to sanction letter dated December 12, 2012 and master facility agreement dated February 12, 2013, entered into with Housing Development Finance Corporation Limited (together the "**HDFC Facility Agreement**")	280.00	189.52	CPLR minus 415 basis points, being 13.50% as on December 31, 2016	Repayable in 32 unequal quarterly installments commencing on February 28, 2015	The lender may, at its sole discretion, and on such terms as to the pre-payment charges etc. as it may prescribe, permit acceleration of interest and/or prepayment of the said financial facility at the request of the borrower

* *As per certificate issued by M P R & Co., Chartered Accountant dated March 3, 2017.*

The aforementioned term loan facility was availed by CLIP from HDFC for the purposes of refinancing debt availed of from Axis Bank Limited ("**Axis**") and Punjab National Bank ("**PNB**") and financing certain infrastructure development at the Indus World Schools at Raipur, Indore and Pune, in accordance with the HDFC Facility Agreement. The aforementioned loan from Axis and PNB was availed by our Company for the purposes of infrastructure development of nine K-12 schools in accordance with Sanction Letter dated January 22, 2009 issued by Axis and sanction letter dated October 1, 2009 issued by PNB. As per the certificates issued by Rakesh K. Sehgal & Co., Chartered Accountants, dated March 25, 2011 and May 6, 2016, the amount drawn down under the loans availed from Axis and PNB was utilized towards purposes for which the loan was sanctioned. The term loan availed by the Company from HDFC has not currently been drawn down for the purposes of infrastructure development at the Indus World Schools at Raipur, Indore and Pune. There has been no infrastructure development activities that have been undertaken in relation to the aforementioned Indus World Schools since 2011. As per the certificate issued by M P R & Co., Chartered Accountants, dated March 3, 2017, the amount drawn down under the term loan facility was availed by CLIP from HDFC has been utilized towards refinancing debt availed from Axis and PNB.

Under the terms and conditions of the above mentioned debt, pre-payment of such debt, may attract certain pre-payment charges, as prescribed by the lender. HDFC pursuant to its letter dated March 8, 2016 to CLIP approved the proposed prepayment, providing that pre-payment charge of 2% on the principal amount outstanding along with applicable taxes would be levied. However, the final prepayment penalty/interest leviable will need to be confirmed by HDFC at the time of proposed prepayment as per the terms of the HDFC Facility Agreement.

Our Company intends to utilize ₹ 186.04 million of the Net Proceeds to prepay the above loan facility of CLIP. The manner of investment in CLIP will be either through debt and/or equity, the form of which will be decided by our Company at the time of prepayment of the debt facility. Our Company will remain interested in CLIP and will derive benefits from it, to the extent of its shareholding and/or any interest payments on such debt instruments. For details of our Company's shareholding in CLIP, see "***History and Certain Corporate Matters***" on page 165.

5. *Acquisitions and other Strategic Initiatives*

In pursuit of our strategy of expanding our product and service offerings and our geographical footprints and developing and implementing innovative business initiatives, we continue to pursue opportunities for selectively evaluating targets or partners for strategic acquisitions and investments, so as to strengthen our range of product and services and our customer portfolio, and to benefit from economies of scale, leveraging multi locational operational synergies, knowledge sharing and acquiring new platforms in order to strengthen our position as a diversified and integrated technology-enabled provider of education products, services, content and infrastructure.

We believe that we have benefited significantly from the acquisitions undertaken by us in the past. Our acquisitions in the test prep business, including our acquisitions of LST in 2004 (pursuant to which we commenced offering test prep for Law entrance), KITS in 2000 and ARC in 2004, were undertaken with the objective of adding either a new geography or a new product category to our test prep business. Our acquisition of GK Publications in November 2011 allowed us to reach out to students relying more on self-study than on classroom training, and to complement our test prep business. Additionally, since the acquisition of Kestone in 2008, we have developed and grown our integrated business, marketing and sales services for corporates business, under our brand Kestone and have grown our vocational training business. We have also recently acquired a 51% stake in Accendere in September 2015, which is a provider of research incubation and support services to educational institutions across India and have a right, beginning from April 1, 2017, to purchase the remaining equity shares of Accendere. For further details in relation to our acquisitions, see "***Our Business***" and "***History and Certain Corporate Matters***" on pages 141 and 165, respectively.

We intend to utilize ₹ 200.00 million from the Net Proceeds towards such potential acquisitions and strategic initiatives. As on the date of this Red Herring Prospectus, we have not identified any new targets with whom we have we entered into any definitive agreements. This amount is based on our management's current estimates and budgets and our Company's historical acquisitions and strategic investments and other relevant considerations. The actual deployment of funds will depend on a number of factors, including the timing, nature, size and number of strategic initiatives undertaken, as well as general macro or microeconomics factors affecting our results of operation, financial condition and access to capital. These factors will also determine the form of investment for these potential strategic initiatives, i.e., whether they will involve equity, debt or any other instrument or combination thereof. At this stage, our Company cannot determine whether the form of investment will be equity, debt or any other instrument or combination thereof. The portion of the Net Proceeds allocated towards this object of the Offer may not be the total value or cost of any such strategic initiatives, but is expected to provide us with sufficient financial leverage to enter into binding agreements. In the event that there is a shortfall of funds required for such strategic initiatives, such shortfall shall be met out of the portion of the Net Proceeds allocated for general corporate purposes and/or through our internal accruals or debt financing or any combination thereof.

6. ***General Corporate Purposes***

Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI ICDR Regulations, as may be approved by our management, including the following:

1. renovation of existing offices and test prep centers;
2. brand building;
3. strengthening our marketing network and capability; and
4. meeting ongoing general corporate exigencies.

Offer Related Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million. The expenses of this Offer include, among others, listing fees, underwriting and management fees, printing and distribution expenses, advertisement expenses and legal fees, if applicable. The estimated Offer expenses are as follows:

(₹ in million)

Activity	Estimated expenses*	As a % of the total estimated Offer expenses	As a % of the total Offer size
Fees payable to the Book Running Lead Manager	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to the Registrar	[●]	[●]	[●]
Fees payable to the Bankers to the Offer	[●]	[●]	[●]
Brokerage and selling commission payable to SCSBs, Registered Brokers, RTAs and CDPs, as applicable(1)	[●]	[●]	[●]
Processing fees to SCSBs for ASBA Applications procured by the members of the Syndicate or Registered Brokers and submitted with the SCSBs or procured by Registered Brokers, RTAs or CDPs and submitted with the SCSBs(2)	[●]	[●]	[●]
Others (listing fees, legal fees, etc.)	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

**Will be incorporated at the time of filing of the Prospectus.*

(1) Selling commission to SCSBs for Bid cum Application Forms directly procured by them and to Syndicate (including their sub-syndicate members, RTAs and CDPs):

Portion for Retail Individual Investors	*0.35% of the amount paid for Equity Shares Alloted to the Bidder (plus applicable service tax)*
Portion for Non-Institutional Investors	*0.20% of the amount paid for Equity Shares Alloted to the Bidder (plus applicable service tax)*

Bidding charges of ₹ 10 per valid Bid cum Application Forms (plus applicable service tax) shall be paid for Bid cum Application Forms collected by the Syndicate, RTAs and CDPs. In addition to the selling commission referred above, any additional amount(s) to be paid by the Company or any Selling Shareholder to the Syndicate (including their sub-syndicate members, RTAs and CDPs), shall be, as mutually agreed upon by the BRLM and its affiliate Syndicate member before the opening of the Offer. No additional bidding charges shall be payable to SCSBs on the Bid cum Application Forms directly procured by them.

Selling commission payable to the Registered Brokers on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are directly procured by the Registered Brokers and submitted to SCSB for processing, shall be ₹ 10 per valid Bid cum Application Form (plus applicable service tax).

(2) Processing fees payable to the SCSBs for Bid cum Application Forms which are procured by the members of the Syndicate / sub-Syndicate / Registered Brokers / RTAs / CDPs and submitted to the SCSB for blocking shall be ₹ 10 per valid Bid cum Application Form (plus applicable service tax).

All expenses with respect to the Offer, other than the listing fees, will be shared among our Company and the Selling Shareholders, in proportion to the Equity Shares being issued by our Company or offered by the Selling Shareholders in this Offer.

Interim Use of Funds

Pending utilization for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only in the Scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, for the necessary duration. Such deposits will be approved by our management from time to time. Our Company confirms that, pending utilization of the Net Proceeds, it shall not use the funds for any investment in any other equity or equity linked securities.

Bridge Loan

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

Monitoring of Utilization of Funds

As the size of the Fresh Issue is less than ₹ 5,000 million, the appointment of a monitoring agency is not required.

Pursuant to Regulation 32 of the SEBI Listing Regulations, as applicable, our Company shall on a quarterly basis disclose to the Audit Committee the deviations and the category wise variations of the Net Proceeds and after such review, the statements shall be submitted to the Stock Exchanges. This information will also be advertised in newspapers simultaneously with the interim or annual financial results of our Company after placing the same before the Audit Committee. We will disclose the utilization of the Net Proceeds under a separate head in our balance sheet(s) until such time as the Net Proceeds remain unutilized clearly specifying the purpose for which such Net Proceeds have been utilized, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Variation in Objects

In accordance with Section 27 of the Companies Act, 2013, the Company shall not vary the objects of the Offer without the Company being authorised to do so by the shareholders by way of a special resolution. In addition, the notice issued to the shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act, 2013. Pursuant to the Companies Act, 2013, the Promoter or controlling shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the objects of the Offer subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act 2013 and provisions of Chapter VI A of the SEBI ICDR Regulations..

Investors may note that the Selling Shareholders are not liable under Section 27 of the Companies Act or any other applicable law or regulation (including any direction or order by any regulatory authority, court or tribunal) for any variation of (i) terms of a contract referred to in this Red Herring Prospectus; and/or (ii) objects of the Offer.

Other Confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoters, members of the Promoter Group, Directors, Group Entity or KMP.

However, (i) certain of our Promoters, members of Promoter Group and KMPs, (ii) GHIOF Mauritius, a Selling Shareholder, in which our Director Kamil Hasan is interested to the extent of being a partner of Granite Hill India Opportunities Fund, an affiliated entity, and (iii) Gaja Trustee Company Private Limited and GPE (India) Limited, entities which have nominated Gopal Jain as a Director of our Company, will receive a portion of the net proceeds of the Offer for Sale, in proportion to the Equity Shares being offered by them through the Offer.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company, in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to the sections "***Our Business***", "***Risk Factors***" and "***Financial Statements***" on pages 141, 14 and 196, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that the following are our competitive strengths:

- Diversified and integrated education products, services, content and infrastructure provider, with pan-India presence and a focus on knowledge-creation.
- Reputed courses, particularly in the aptitude based test prep segment.
- Asset-light, technology-enabled business model.
- Strong brand equity.
- Track record of successful inorganic expansion.
- Professionally qualified, experienced and entrepreneurial management team, and quality human capital.

For further details, see "***Our Business - Our Strengths***" on page 144.

Quantitative Factors

The information presented below relating to our Company is based on the Restated Standalone Financial Statements and Restated Consolidated Financial Statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations. For details, see "***Financial Statements***" on page 196.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Earnings Per Share (EPS)

As per our Restated Standalone Financial Statements:

Year Ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2014	2.50	2.42	1
March 31, 2015	7.15	7.05	2
March 31, 2016	4.17	4.14	3
Weighted Average	4.89	4.82	

For the six months ended September 30, 2016, the basic EPS (not annualized) was 5.98 and the diluted EPS (not annualized) was 5.94.

As per our Restated Consolidated Financial Statements:

Year Ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2014	16.29	15.78	1
March 31, 2015	19.83	19.53	2
March 31, 2016	18.37	18.26	3
Weighted Average	18.51	18.27	

For the six months ended September 30, 2016, the basic EPS (not annualized) was 10.82 and the diluted EPS (not annualized) was 10.74.

(a)	Basic Earnings per share (₹)	Net profit after tax (as restated) attributable to equity shareholders / Weighted average number of equity shares outstanding during the period/ year
(b)	Diluted Earnings per share (₹)	Net profit after tax (as restated) / Weighted average number of diluted equity shares outstanding during the period/year

Notes:

1. *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period/year adjusted by the number of Equity Shares issued during period/year multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.*
2. *Earnings per share is calculated in accordance with Accounting Standard 20 'Earnings Per Share', notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.*
3. *Considering that the Company has incurred losses during the year ended March 31, 2012, the conversion of CCPS and issue of ESOPs would decrease the loss per share for the year ended March 31, 2012 and hence, it has been ignored for the purpose of calculation of diluted EPS.*

2. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the lower end of Price band (no. of times)	P/E at the higher end of Price band (no. of times)
Based on basic EPS as per the Restated Standalone Financial Statements for FY 2015	[●]	[●]
Based on basic EPS as per the Restated Consolidated Financial Statements for FY 2015	[●]	[●]
Based on diluted EPS as per the Restated Standalone Financial Statements for FY 2015	[●]	[●]
Based on diluted EPS as per the Restated Consolidated Financial Statements for FY 2015	[●]	[●]

3. Return on Net Worth ("RoNW")

As per Restated Standalone Financial Statements:

Year Ended	RoNW %	Weight
March 31, 2014	2.08	1
March 31, 2015	3.20	2
March 31, 2016	1.89	3
Weighted Average	2.36	

For the six months ended September 30, 2016, the RONW (not annualized) was 2.67%.

As per Restated Consolidated Financial Statements:

Year Ended	RoNW %	Weight
March 31, 2014	10.24	1
March 31, 2015	10.14	2
March 31, 2016	8.95	3
Weighted Average	9.56	

For the six months ended September 30, 2016, the RONW (not annualized) was 5.05%.

Return on Net Worth for Equity Shareholders = $\frac{\text{Net Profit After Tax}}{\text{Net Worth at the end of the period}}$

Note: Net worth for ratios mentioned above represents sum of equity share capital and reserves and surplus.

4. Minimum RoNW after the Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2016:

To maintain pre-Issue basic EPS

i. Based on Restated Standalone Financial Statements:

1. At the Floor Price - [●]%
2. At the Cap Price - [●]%

ii. Based on Restated Consolidated Financial Statements:
1. At the Floor Price - [●]%
2. At the Cap Price - [●]%

To maintain pre-Issue diluted EPS

i. Based on Restated Standalone Financial Statements:
1. At the Floor Price - [●]%
2. At the Cap Price - [●]%

ii. Based on Restated Consolidated Financial Statements:
1. At the Floor Price - [●]%
2. At the Cap Price - [●]%

5. Net Asset Value ("NAV") per Equity Share of face value of ₹ 10 each

(in ₹)

NAV per Equity Share	Restated Standalone Financial Statements	Restated Consolidated Financial Statements
As on March 31, 2016	217.59	202.93
At Floor Price	[●]	[●]
At Cap Price	[●]	[●]
At Offer Price	[●]	[●]

As of September 30, 2016, the net asset value per Equity Share was ₹ 214.27 (not annualised) on a consolidated basis and ₹ 224.09 (not annualised) on a standalone basis.

Net Asset Value Per Equity Share = *Net Worth at the end of the period/year divided by Number of Equity Shares outstanding at the end of year/period*

Note: Net worth for the ratios mentioned above represents sum of equity share capital and reserves and surplus.

6. Comparison with Listed Industry Peers

We are a diversified and integrated technology-enabled provider of education products, services, content and infrastructure, with a presence across the education value chain. We believe that none of the listed companies in India offer products or services across the various business segments in which we operate. There are, however, listed companies in India in the education/skills and training sector with one or more business segments common to ours and these are as given below:

	Name of the company	For the year ended March 31, 2016						
		Face Value (₹)	Total Income (₹ Million)	Basic EPS (₹)	Diluted EPS (₹)	P/E	RoNW (%)	NAV (₹)
1.	CL Educate Limited*	10	2,966.85	18.37	18.26	[●]	8.95	202.93

	Name of the company	For the year ended March 31, 2016						
		Face Value (₹)	Total Income (₹ Million)	Basic EPS (₹)	Diluted EPS (₹)	P/E	RoNW (%)	NAV (₹)
	Peer Group**							
2.	MT Educare Limited	10	2,870.83	8.12	8.12	12.74	21.77%	37.31
3.	TeamLease Services Limited	10	25,203.59	15.92	15.92	53.89	7.96%	182.24
4.	Zee Learn Limited	1	1,533.11	0.47	0.47	94.79	6.03%	7.80
	Industry Composite					**53.81**		

* Based on the restated consolidated Financials of the Company for Fiscal 2016

**Based on financials from Annual Reports for Fiscal 2016 and BSE website

Notes:

1. *Total Income is as sourced from the financial results reports of the companies.*
2. *Basic EPS and Diluted EPS refer to the basic and diluted EPS sourced from the financial results of the companies.*
3. *P/E Ratio has been computed as the closing market prices of the companies sourced from the BSE website as on February 15, 2017 as divided by the basic EPS provided under Note 2.*
4. *RoNW (%) has been computed as net profit after tax divided by the net worth of these companies. Net worth has been computed as sum of share capital and reserves and surplus.*
5. *NAV is computed as the closing net worth of these companies, computed as per Note 4, divided by the total number of equity shares outstanding as on March 31, 2016.*

For a detailed discussion on the qualitative factors, which form the basis for computing the Offer Price, see "***Our Business***" and "***Risk Factors***" on pages 141 and 14, respectively.

The Offer Price will be determined by our Company, in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters. The BRLM believes that the Offer Price of ₹ [•] is justified in view of the above parameters. Investors should read the above mentioned information along with the sections "***Risk Factors***" and "***Financial Statements***" on pages 14 and 196, respectively, to have a more informed view.

The trading price of the Equity Shares could decline due to the factors mentioned in the section titled "***Risk Factors***" from pages 14 to 46 and any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE SPECIAL TAX BENEFIT AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

The Board of Directors
CL Educate Limited
A-41, Espire Building
Lower Ground Floor
Mohan Co-operative Industrial Area
New Delhi - 110044

Dear Sirs,

Sub:Statement of Possible Special Tax Benefits (the Statement), available to CL Educate Limited (the "Company") and its shareholders, in connection with initial public offer by CL Educate Limited ("the Company") under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("the Regulations")

We hereby confirm that the enclosed Annexure, prepared by CL Educate Limited ('the Company') states the possible special tax benefits available to the Company and its shareholders under the provision of the Income Tax Act, 1961 ('the Act') as amended by the Finance Act, 2016 (i.e. applicable for the Financial Year 2016-17 relevant to Assessment year 2017-18) presently in force in India, as on the signing date. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperative, the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefit and do not cover general tax benefits and are neither exhaustive nor conclusive. Further, the preparation of the contents stated is the responsibility of the Company's management. The contents are based on the information, explanations and representation obtained from the Company. We are informed that this statement is only intended to provide general information to the investors and hence it is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequence, an investor is advised to consult his/ her/ their own tax consultant with respect to the tax implications of an investment in the equity share particularly in view of the facts that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

We do not express any opinion or provide any assurance as to whether:

- The Company or its shareholders will continue to obtain these benefits in future; or
- The conditions prescribed for availing the benefits have been or would be met with; and
- The revenue authorities/courts will concur with the views expressed herein.

Our confirmation is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to amendments every fiscal year and subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

This report along with the enclosed Annexure is intended solely for your information and for inclusion in the Offer Documents in connection with the proposed initial public offering of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **Haribhakti & Co. LLP**
Firm Registration number: 103525W / W100048
Chartered Accountants

Raj Kumar Agarwal
Partner
Membership No. 074715

Place: New Delhi
Date: March 3, 2017

Encl: Annexure

Annexure

Outlined below are the possible special tax benefits available to the Company and its Shareholders under the current Tax Laws in India for the Financial Year 2016-17

SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

There are no special tax benefits available to the Company.

A special benefit under 80IC is available to one of the wholly owned subsidiary of the Company namely CL Media Private Limited (CL Media).

Under section 80IC of the Act and subject to the conditions and to the extent specified therein, CL Media was eligible for deduction of 100% of the profit and gains from its eligible business at Roorkee, Uttrakhand for the first five years, commencing from the financial year 2011–12, which was the initial year in which the undertaking began to manufacture or produce articles or things, and is presently eligible for deduction of 30% of the profit and gains from the eligible business for the next five years starting from Financial year 2016-17. However, CL Media shall be subject to Minimum Alternate Tax (MAT) u/s 115JB of the Act during this period.

SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY

There are no special tax benefits available to the shareholders of the Company.

Notes for Consideration

The above Statement of Possible Special Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws.

SECTION IV- ABOUT THE COMPANY
INDUSTRY OVERVIEW

Unless otherwise stated, the information in this section has been extracted from the CRISIL Research Report. This report as well as the publicly available documents (as cited below in this section) have not been prepared or independently verified by us or the Book Running Lead Manager or any of our or its respective affiliates or advisors. This information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications referred to by us generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry and Government publications are also prepared based on information as of specific dates, which may no longer be relevant or reflect current trends. Accordingly, investment decisions should not be based on such information. Statements in this section that are not statements of historical fact constitute "forward-looking statements". Such forward-looking statements are subject to various risks, assumptions and uncertainties and certain factors could cause actual results or outcomes to differ materially.

Indian Economy

India is the world's largest democracy in terms of population, with approximately 1.25 trillion people, and the world's fourth largest economy in terms of Gross Domestic Product ("**GDP**"), after China, the European Union and the United States of America, with an estimated GDP (by purchasing powering parity valuation) of approximately US$ 8.03 trillion. (*Source: CIA World Factbook, 2015*)

The following table sets forth certain key indicators of the Indian economy:

Indicators	2015-16	2014-15	2013-14	2012-13
GDP growth rate (%)	7.6	7.2	6.6	5.6
Index of Industrial Production (growth) (%)	2.4	2.8	-0.1	1.1
Inflation – Wholesale Price Index (average) (%)	-2.5	2.0	6.0	7.4
Foreign Exchange Reserves (in US$ billion)	355.6	341.6	304.2	292.0

(Source: Indian Economic Survey 2015-16, Ministry of Finance, GoI, Reserve Bank of India)

Amidst volatility in the international economic environment, India is expected to be the fastest growing major economy in the world in 2016-17.

Education Sector in India

The education sector in India can be broadly classified into the formal and non-formal categories.

The formal category comprises K-12 and higher education, up to post-graduation, and is subject to high levels of regulation in India, at the Central and State Government level as well as through the various curriculum boards and relevant nodal agencies that manage the various streams of professional education.

Another key factor governing the formal education category is that educational institutions in India cannot be set up on a 'for profit' basis. Business structures such as partnerships, private and public companies are prohibited from setting up educational institutions in India. Educational institutions in India are either set up by Government entities or by private sector entities such as a society registered under the Societies Registration Act, 1860, a public trust registered under the Indian Trust Act, 1882, or under corresponding State laws such as the Bombay Public Trust Act, 1950, or a 'not for profit' company set up under the Companies Act. The key common feature among all these entities is that profits cannot be distributed to the provider of capital, either as dividend or otherwise.

On the other hand, the non-formal category largely comprises segments like pre-schools, coaching (including test prep), vocational and skills training, e-learning and academic publishing, which enjoy a lesser degree of regulation.

As education is on the concurrent list of the Indian Constitution, the sector is governed by both the Central and State Government. The Ministry of Human Resource Development plays a pivotal role in governing the education sector through its two nodal agencies:

- the Department of School Education and Literacy, which is responsible for disbursing Central grants to States for building educational infrastructure at the K-12 (kindergarten to grade 12) level in India; and

- the Department of Higher Education, which is responsible for governing higher education (graduation, post-graduate and professional) in India.

Government Expenditure on Education

With the rising focus on literacy and primary education, the Centre's outlay on education (higher education, K-12 elementary and K-12 secondary) has increased at a CAGR of 6.5% from ₹ 508 billion in 2010-11 to ₹ 696 billion in 2015-16, with the year-on-year increase from 2014-15 being 13.9%. The higher education segment in India has historically received less attention from the Government, as the Government's main focus has been to universalize primary education.

In the Union Budget 2017-18, the Union Finance Minister has announced an allocation of ₹ 796.86 billion to the education sector, reflecting a 10.1% increase over the allocation of ₹ 723.94 billion last year.

Under the Union Budget 2017-18, allocation to the education sector included allocation of ₹ 463.56 billion to school education and ₹ 333.30 billion to higher education.

In addition, ₹ 30.16 billion was allocated towards skill development and entrepreneurship.

Certain highlights of the Union Budget 2017-18 are set out below:

- focus on extending Pradhan Mantri Kaushal Kendras (PMKK) to more than 600 districts from current 60 districts. 100 India International Skills Centres to be established across the country which would offer advanced training and also courses in foreign languages Enabling youth to seek job opportunities outside the country

- Propose to launch the Skill Acquisition and Knowledge Awareness for Livelihood Promotion programme (SANKALP) at a cost of ₹ 4,000 crores. SANKALP will provide market relevant training to 3.5 crore youth.

- Propose to establish a National Testing Agency as an autonomous and self-sustained premier testing organisation to conduct all entrance examinations for higher education institutions

- Innovation Fund for Secondary Education to be created to encourage local innovation for ensuring universal access, gender parity and quality improvement. This will include ICT enabled learning transformation. The focus will be on 3479 educationally backward blocks.

(Source: Union Finance Minister's Budget Speech, 2017)

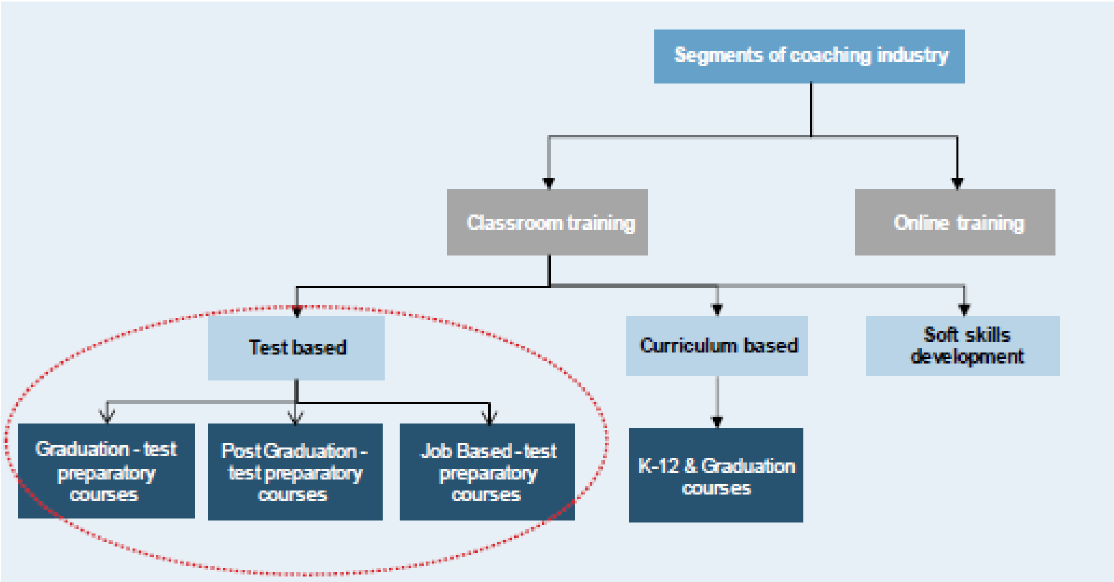
In addition to the Central Government, States also incur expenditure on education, which is financed by their own revenues and through deficit financing. Over the last few years, State Governments' spend on education has been increasing.

Test Prep Market in India

Overview of the Test Prep Market in India

The Indian coaching sector forms a part of the non-formal category of the overall educations sector in India and is largely unregulated.

It can be broadly classified as illustrated below:



(Source: CRISIL Research Report)

Over the years, the sector has witness a transition from home tuitions to a host of renowned chains of coaching classes. The mode of knowledge transfer has also evolved from a traditional blackboard class to modern technology driven sessions. Once restricted to textbooks and printed study notes, the segment has evolved to include online content delivery, where students can access course material via online portals and smartphone applications.

Structural changes in the Indian economy (such as rising disposable incomes and growing number of nuclear families, along with factors such as rising share of private institutions and enrolments), few quality educational institutions and social issues in regard to high stress on marks in the Indian education system are expected to drive the coaching industry. Also, the coaching industry being a less capital intensive industry, has attracted entrepreneurial interest.

The test prep market comprises classes which focus on students appearing for entrance exams at the undergraduate and postgraduate levels, as well as for job-oriented tests, and are typically aptitude-based.

Test Prep Segment - Graduation

The graduation-based test prep segment caters to students appearing for entrance examinations for admission to undergraduate courses across varied streams such as engineering, medical, law, finance and accounting, architecture, design, fashion and management.

Engineering

The engineering entrance examinations include the following:

- the Joint Entrance Exam – Main ("**JEE-Main**") for admission to undergraduate programs in the National Institutes of Technology ("**NITs**"), IITs, and other Centrally-funded technical institutes; and

- the Joint Entrance Exam-Advanced ("**JEE-Advanced**"), which is the second stage of admission to undergraduate courses to the IITs and the Indian School of Mines.

The States of Gujarat, Nagaland, Madhya Pradesh, Haryana, Punjab, Uttarakhand and Odisha, which were earlier admitting students to undergraduate engineering courses based on their respective State-level examinations, have joined the JEE-Main system. A candidate can attempt the JEE-Main a maximum of three times. However, the State of Maharashtra, which earlier recognized the JEE-Main scores, introduced the State-level CET examination for admission to State-level engineering colleges from 2016 onwards. Further, the Ministry of Human Resources

Development has proposed to introduce a National Aptitude Test ("**NAT**"), which may replace the JEE-MAIN. The NAT may be introduced initially for the engineering field and later for the medical and law fields as well.

The JEE-Advanced replaced the IIT-JEE exams in May 2013. Pursuant to a change effected in 2016, only the top 200,000 (as against 150,000) candidates across categories, based on their scores in Paper-1 of JEE-Main, are eligible to attempt the JEE-Advanced. A candidate can attempt the JEE-Advanced a maximum of two times.

Medical

The medical entrance examinations include the All India Pre-Medical Test ("**AIPMT**"), which was replaced in 2013 by the National Eligibility cum Entrance Test, but reintroduced from 2014 onwards, for admission to 15% of the merit seats available across Government-run colleges in India, in undergraduate courses in the medicine and dental streams (except in the states of Andhra Pradesh and Jammu & Kashmir). Apart from Government-run colleges, certain other universities and institutions also use AIPMT scores for admission to undergraduate medicine and dental courses.

Apart from the numerous State-level examinations, the entrance examination conducted by the All-India Institute of Medical Science MBBS ("**AIIMS MBBS**") is also popular among medical aspirants.

Law

The law entrance examinations include the Common Law Admission Test ("**CLAT**"), introduced in May 2008, for admissions to undergraduate and postgraduate degree programs offered by 17 national law universities. Apart from the national law universities, certain other institutes also use CLAT scores for admission to undergraduate and postgraduate law programmes. There is currently no age limit for attempting the CLAT.

The Law School Admission Test ("**LSAT**") is used for admission to law schools in countries such as the United States, Canada and the United Kingdom. LSAT scores are also accepted by other law schools, including certain law schools in India.

Finance and Accounting

The finance and accounting entrance examinations include the Chartered Accountancy – Common Proficiency Test ("**CA-CPT**") and the Company Secretary (**"CS**") and the Cost and Works Accountant ("**CWA**") examinations. The CA-CPT is the first level test for the degree of chartered accountancy.

Entrance examinations in architecture include the National Aptitude Test in Architecture ("**NATA**"), which is an annual all-India entrance examination for admission to undergraduate courses in architecture across all recognized institutes. Earlier, there was no limit to the number of times a student could attempt the NATA. From April 1, 2016, candidates can attempt the NATA a maximum of five times, within two years from the date of the first attempt.

International tests at the graduate level include the Scholastic Assessment Test ("**SAT**") for admission to most undergraduate programs across universities in the United States, Canada and certain other countries.

Test Prep Segment - Postgraduate

The post-graduate test prep segment caters to students applying for post-graduate courses across varied streams such as management, engineering, finance and accounting, job-oriented, and language proficiency.

Management

The management entrance examinations include the following:

- the Common Admission Test ("**CAT**"), which is an annual all-India entrance examination for admission to the IIMs' postgraduate business administration courses. From 2011, the IITs and Indian Institutes of Science began to use CAT scores instead of the Joint Management Entrance Test for admission to their management programs;

- the Common Management Admission Test ("**CMAT**"), which is an all-India entrance examination for admission to management programs to more than 3,500 business schools approved by the All India Council for Technical Education ("**AICTE**"). The AICTE launched the CMAT in 2012 to counter the multiple entrance examinations for entry into management programs;

- the XLRI Admission Test ("**XAT**"), the NMIMS Management Aptitude Test ("**NMAT**"), Symbiosis National Aptitude Test ("**SNAP**") and the AIMS Test for Management Admission ("**ATMA**");

- the Graduate Management Admission Test ("**GMAT**"), which is an entrance examination for admission into business management courses across 2,100 universities in 112 countries worldwide; and

- the Graduate Record Examinations ("**GRE**"), which is an entrance examination for admission into various masters and doctoral programs across universities in the United States.

Post Graduate Engineering

The engineering examinations include the Graduate Aptitude Test in Engineering ("**GATE**"), which is an all-India examination, conducted across 22 disciplines for admission to postgraduate courses in the engineering and science streams at the IITs and the Indian Institute of Science.

As of 2016, approximately 20 public sector units ("**PSUs**") also use GATE scores for recruiting engineers at entry-level positions.

Finance and Accounting

The finance and accounting examinations include the following:

- the Chartered Accountancy – Integrated Professional Competence ("**CA-IPC**"), which is the second-level test for the degree of chartered accountancy in India; and

- the Chartered Accountancy ("**CA Final**") examinations, which is the last test for the degree of chartered accountancy in India.

Language Proficiency

Language proficiency examinations, which are used to gauge the language proficiency of non-native English speakers for academic and other purposes, include the following:

- the Test of English as a Foreign Language ("**TOEFL**"), which is accepted in over 9,000 universities, institutes and agencies across 130 countries; and

- the International English Language Testing System ("**IELTS**"), which is accepted in over 8,000 educational institutions, Governments, professional registration bodies and employers in over 130 countries.

Test Prep Segment – Job-Oriented

Job-oriented examinations include the following:

- the Common Written Exam ("**CWE**"), which is an all-India examination for recruitment of probationary officers and clerical level positions at nationalized and public sector banks;

- the Combined Graduate Level ("**CGL**") examination conducted by the Staff Selection Commission ("**SSC**") for recruitment to Group B and Group C posts in various ministries, Government departments and offices across India; and

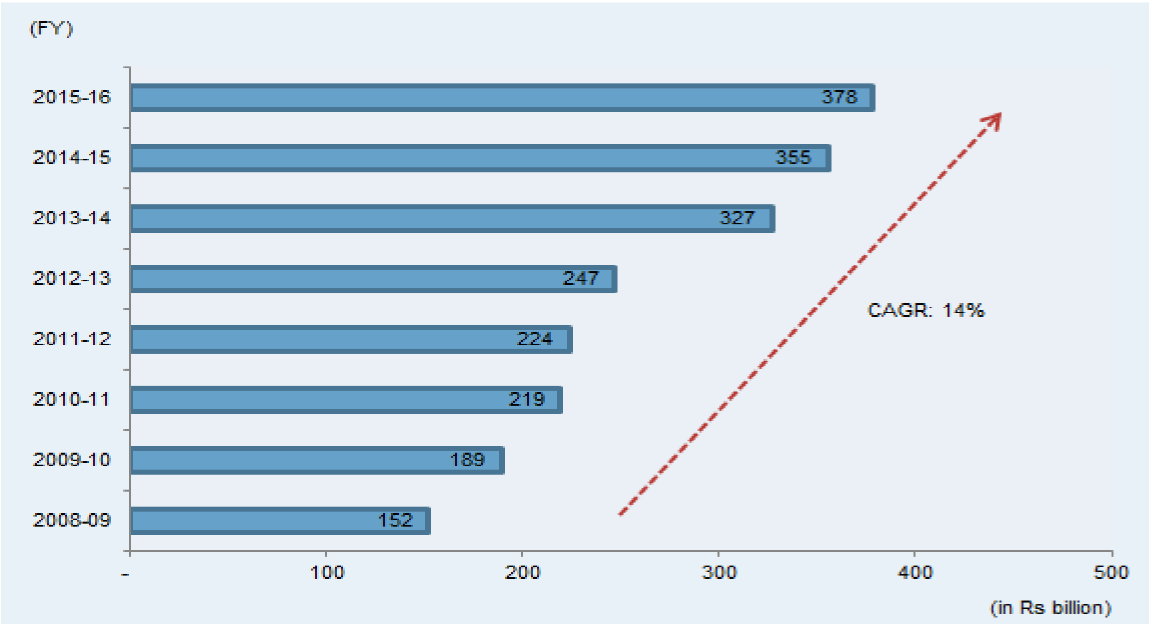
- the Union Public Service Commission ("**UPSC**")-Civil Services Exam, which is an all-India examination conducted by the UPSC for recruitment to various Civil Services, including the Indian Administrative Service, the Indian Foreign Service and the Indian Police Service.

Market Size of Test Prep Market

The Indian test prep market is estimated at ₹ 378 billion, as of 2015-16, having grown at a CAGR of approximately 14% from 2008-09, driven by factors including escalation in income levels, increased spend on education, high competition for limited seats in quality institutes and complexity of entrance exams.

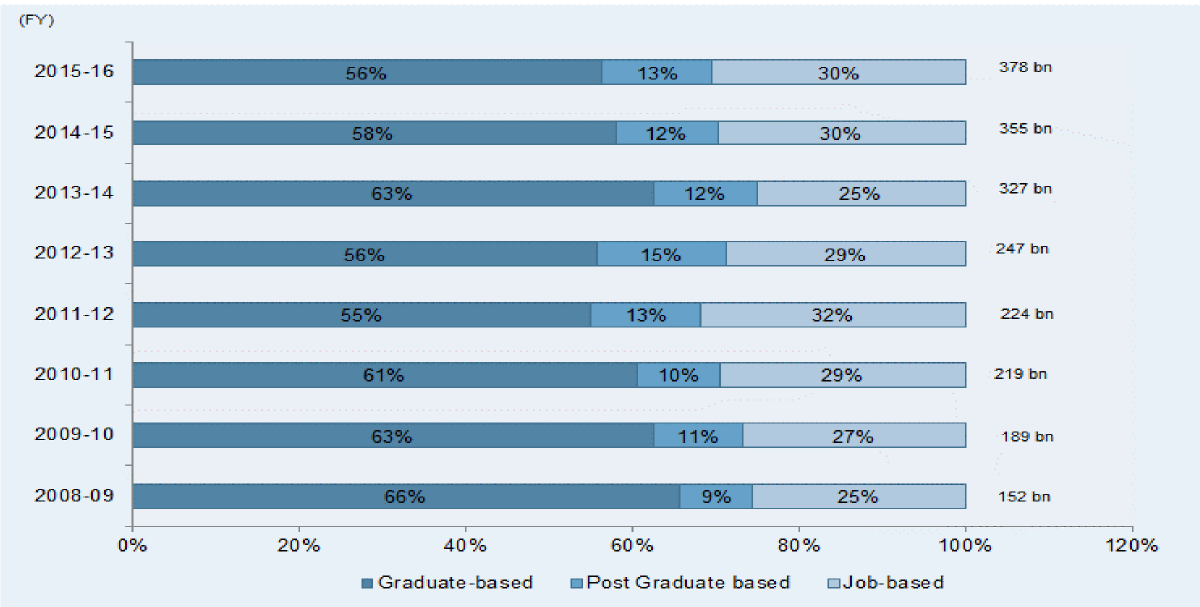
Being an unregulated sector, the market is typically dominated by larger branded players across various streams. A plethora of unorganized local players also thrive in the current scenario, given the extensive number of entrance examinations carried out by different States, universities and institutes.

The following graph illustrates the estimated growth in the Indian test prep segment from 2008-09 to 2015-16:



(Source: industry sources and CRISIL Research Report)

The following graph shows the share of graduate, postgraduate and job-based test prep in India:

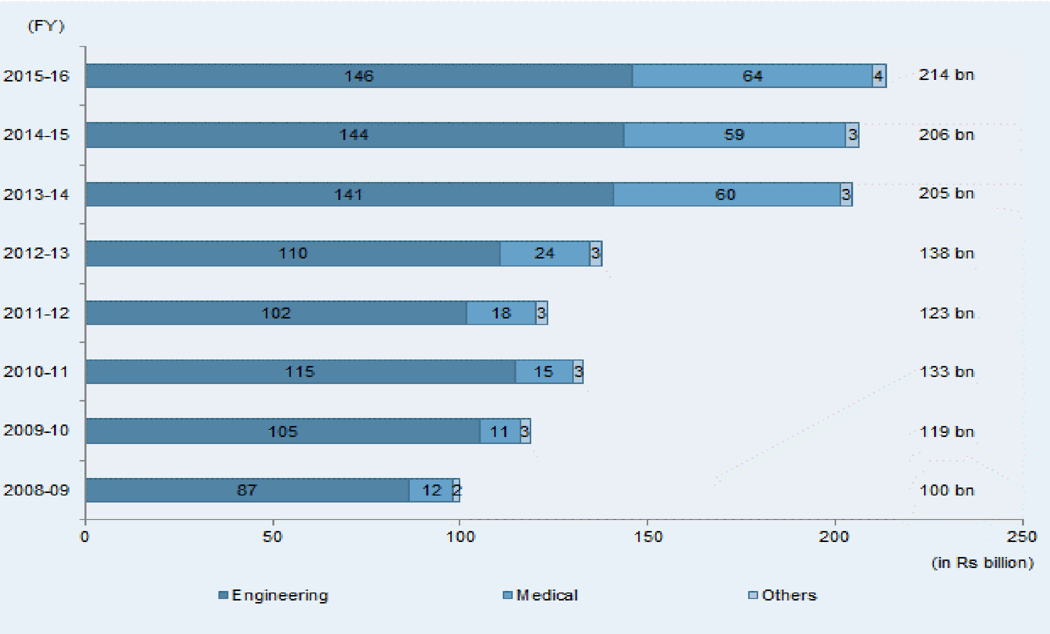


(Source: industry sources and CRISIL Research Report)

As of 2015-16, the graduate segment accounts for 56% share of the Indian test prep industry, while the job-oriented segment accounts for 30% share (on account of high enrolments, largely as Government jobs still enjoy mass appeal among the youth of India, especially in semi-urban and rural areas, although the coaching fees are relatively lower in this segment), and the postgraduate segment accounts for 13%.

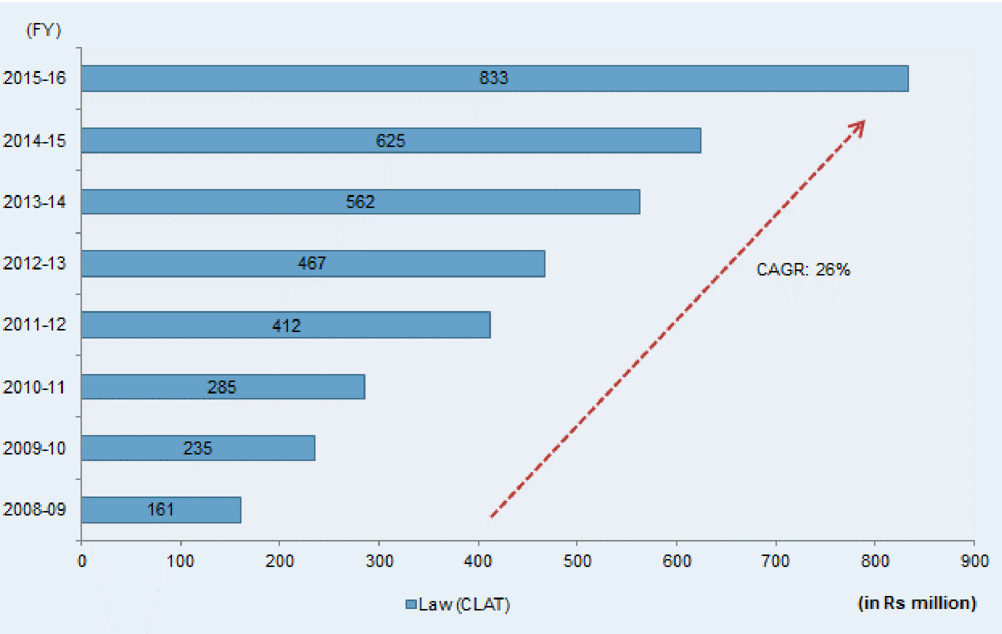
Within the graduate test prep segment, as of 2015-16, engineering tests including the JEE-Main, JEE-Advanced and NATA account for the maximum share at 68%, followed by the AIPMT, which accounts for 30%, and other fields such as accountancy (CCA-CPT) and law (CLAT) also gaining popularity.

The following graph shows the share of various streams, within the graduate based test prep segment in India:



(Source: industry sources and CRISIL Research Report); Engineering includes JEE Main and Advanced, NATA; Medical includes AIPMT; Others includes CLAT, CA-CPT and SAT.

Within the category called "others" in the graph above, CLAT has grown at an estimated CAGR of 26%, year-on-year, as illustrated in the graph below, as CLAT is a centralized test that allows admission to 17 national law universities and, hence, is preferred by candidates.



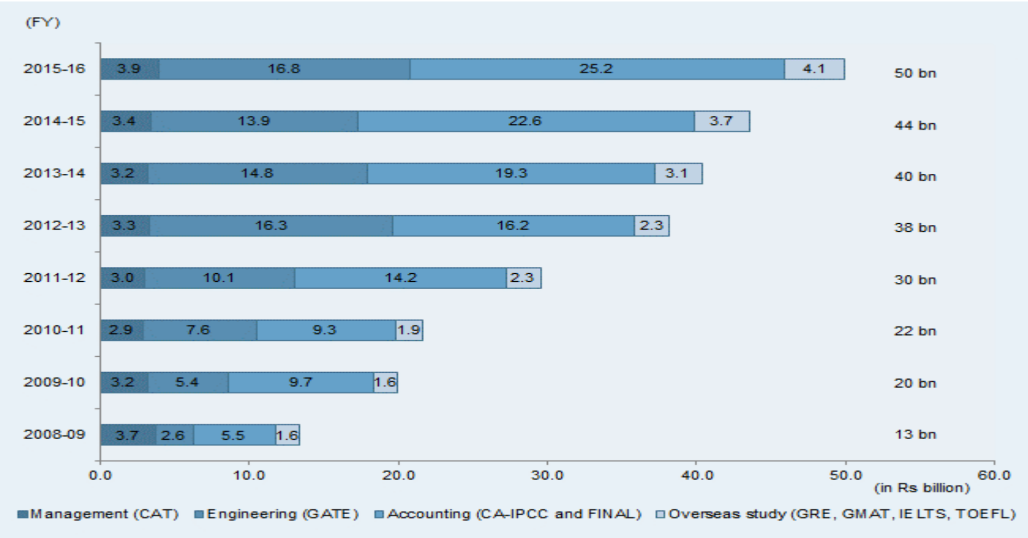
(Source: Industry sources and CRISIL Research Report)

The postgraduate tests include CAT, CMAT, GRE, GATE, CA-Inter and Final, and language proficiency tests such as TOEFL and IELTS.

Within the postgraduate test prep segment, the largest share is of accountancy, namely, the CA-IPCC and Final examinations, followed by engineering, namely, GATE. The share of GATE has increased over the years as a growing number of PSUs are now using GATE scores to recruit engineers at entry-level positions.

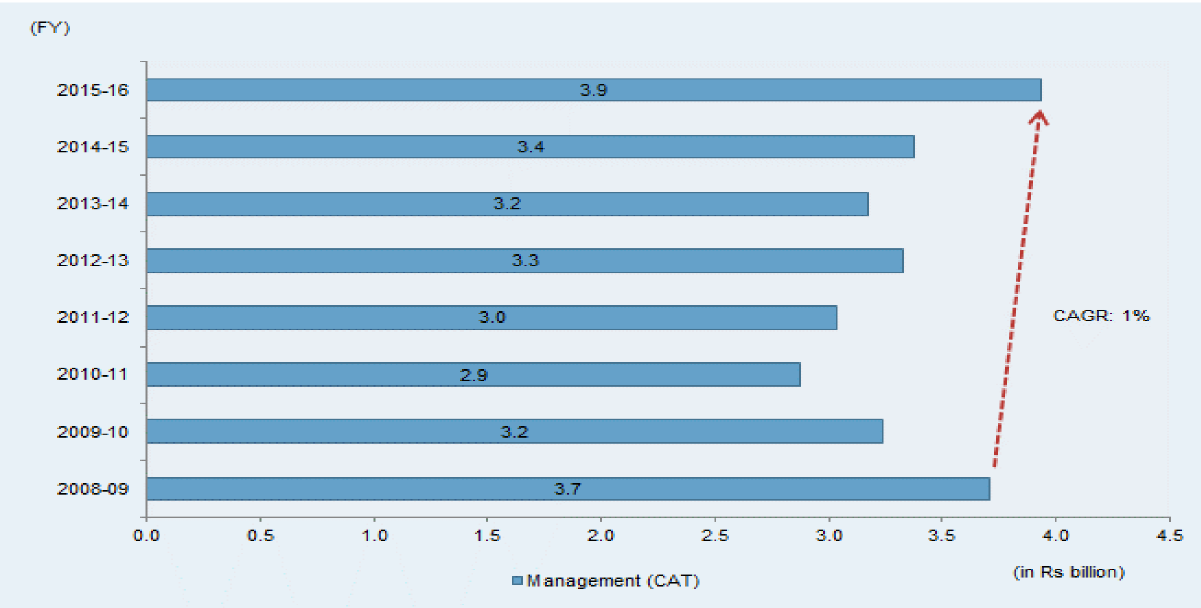
In contrast, the share of management (CAT) has witnessed a decline on account of a drop in enrolments over the years.

The share of tests like GRE, GMAT, TOEFL and IELTS has remained range-bound (8-9%) over the years, as enrolments depend on prevailing global economic conditions. For instance, pursuing education in the United States and United Kingdom remains costly, despite the rise in the availability of educational loans.



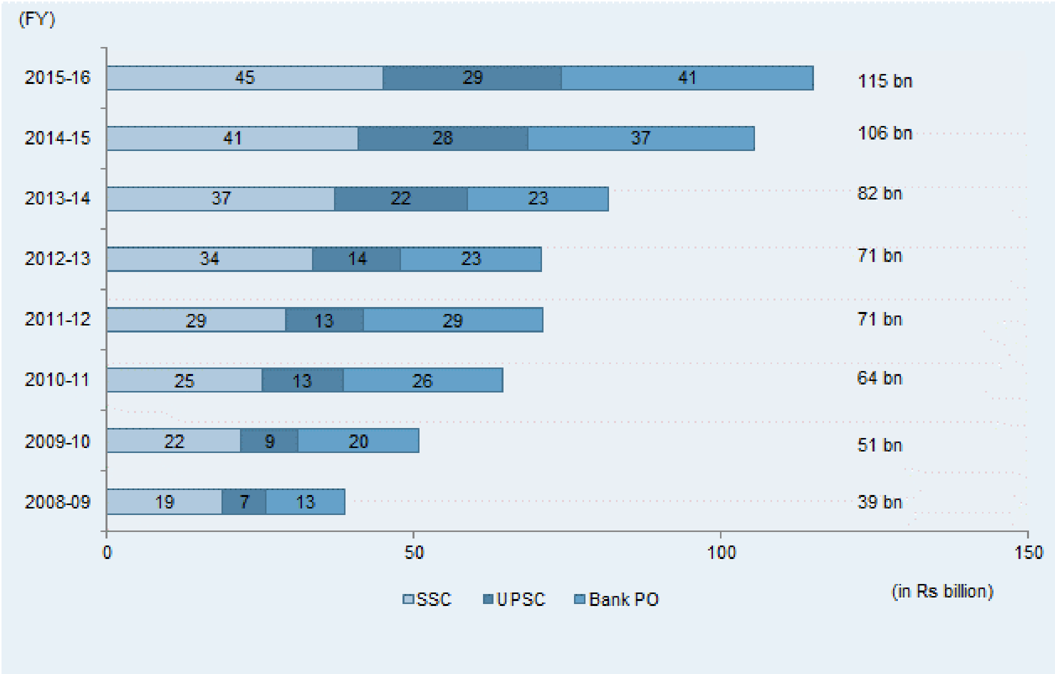
(Source: Industry sources and CRISIL Research Report)

In case of management examinations (CAT), a declining trend in enrolments has resulted in relatively flat growth over the years, as indicated below:



(Source: Industry sources and CRISIL Research Report)

Job-oriented tests include civil services (UPSC and SSC) and banking exams (Bank PO). All the three tests enjoy a fairly equal share, as of 2015-16, as large numbers of candidates attempt these tests with the aspiration of securing Government jobs.

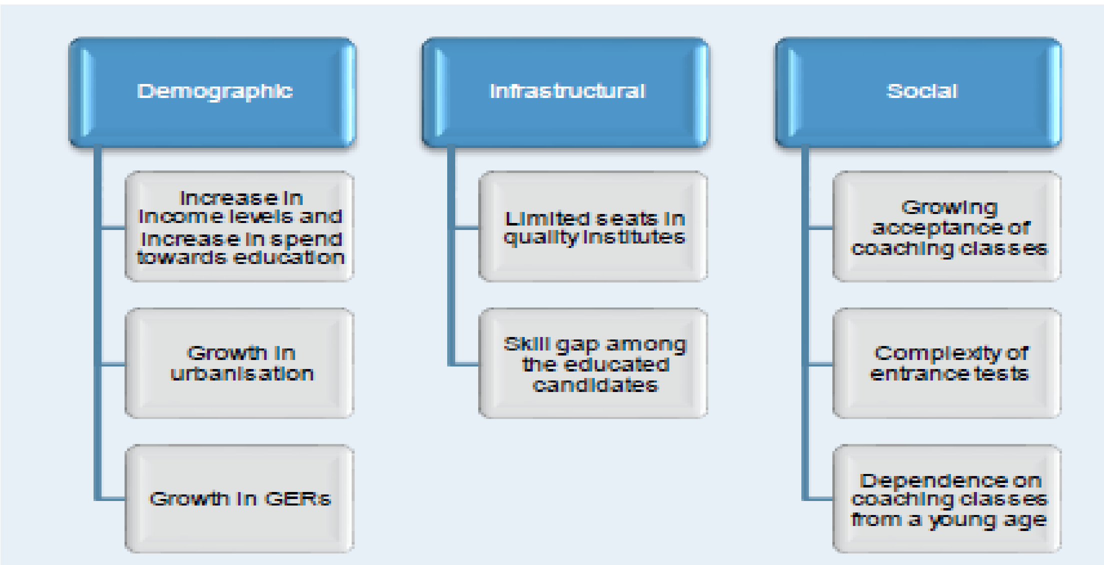


(Source: Industry sources and CRISIL Research Report)

Demand drivers

Structural changes in the Indian economy, such as increase in disposable income, number of nuclear families, and expenditure on education along with other factors such as improvement in the Gross Enrolment Ratios ("**GERs**") across schools and peer pressure for high grades in the Indian educational system are the major demand drivers of the Indian test prep segment.

The major demand drivers for the test prep segment can be broadly classified under the following parameters:



(Source: CRISIL Research Report)

- *Increase in income levels:* Over the years, the transition of households from the lower-income to higher-income bracket in India has resulted in a rise in per capital spend on education, especially in urban areas. Additionally, with increasing globalization, a large number of people are beginning to opt for higher education and vocational training in a bid to improve their employment chances. This has played a crucial role in the growth of the test prep industry.

- *Growth in urbanization:* Increasing urbanization in India over the years has resulted in a larger pool of population being exposed to global trends, especially in the fields of employment and education. This has increased the incidence of people opting for higher education in graduate and postgraduate courses as well as vocational training for specific skill enhancement.

- *Growth in GERs:* Improving GERs across schools and higher educational institutes across India imply a significantly enlarged population of students, aiming at securing admission to limited seats in top institutes and universities. This has fueled the growth of the test prep market in India.

- *Limited seats in quality institutes:* While the number of students graduating from the education system has increased substantially, year-on-year, the number of institutes offering quality education remains limited. This has resulted in increasing number of students chase limited seats for their undergraduate and postgraduate studies.

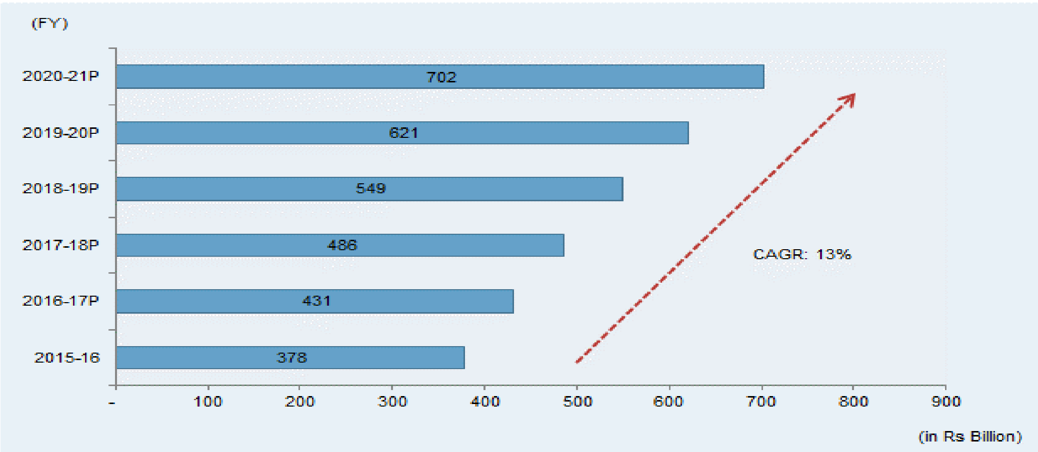
- *Skill gap among the educated candidates:* There is a sizeable skill gap between an educated candidate and an employable candidate. Since the Indian formal education system continues to lay stress on theoretical knowledge rather than practical knowledge, more and more students opt for higher education courses to improve their chances of gainful employment. This has whetted competition among students to get into premier schools and colleges, culminating in increased dependence on test prep classes.

- *Growing acceptance of coaching classes:* There has been an important shift in the perception of coaching classes over the years. What was once considered an unnecessary expense, to be borne only by not-so-intelligent students, is now widely accepted as a necessary tool in augmenting the academic strengths of a student.

- *Complexity of entrance tests:* Complexity of key entrance exams has played a cardinal role in the growth of the test prep industry in India. Since the majority of the entrance tests are aimed to prepare students for admission to limited seats, the tests themselves are typically complex in nature.

- *Dependence on coaching classes from a young age:* Growing acceptance of coaching classes and the notion that a student requires additional help to understand concepts, has translated into a trend of students attending classes at an early age. This trend, in turn, creates a sense of continued dependence on classes in students and dictates their choices and actions in their graduate and postgraduate studies. Additionally, the increase in the number of working parents has augmented the growth of coaching classes in India.

The following graph shows the estimated future growth of the Indian test prep segment from 2015-16 to 2020-21:

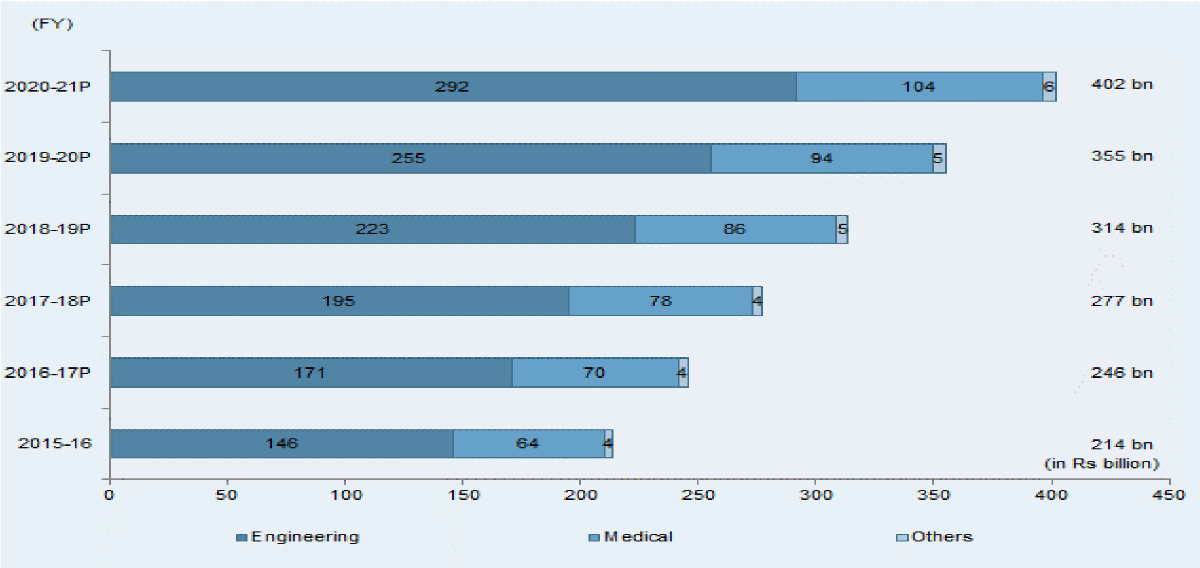


(P: Projected, Source: Industry sources and CRISIL Research Report)

Among the graduate-based tests, the engineering tests, namely, JEE-Main, JEE-Advanced and NATA, are expected to register the highest growth at 15% CAGR during the period 2015-21, primarily on account of steady growth in enrolments and high average fees charged for engineering test prep.

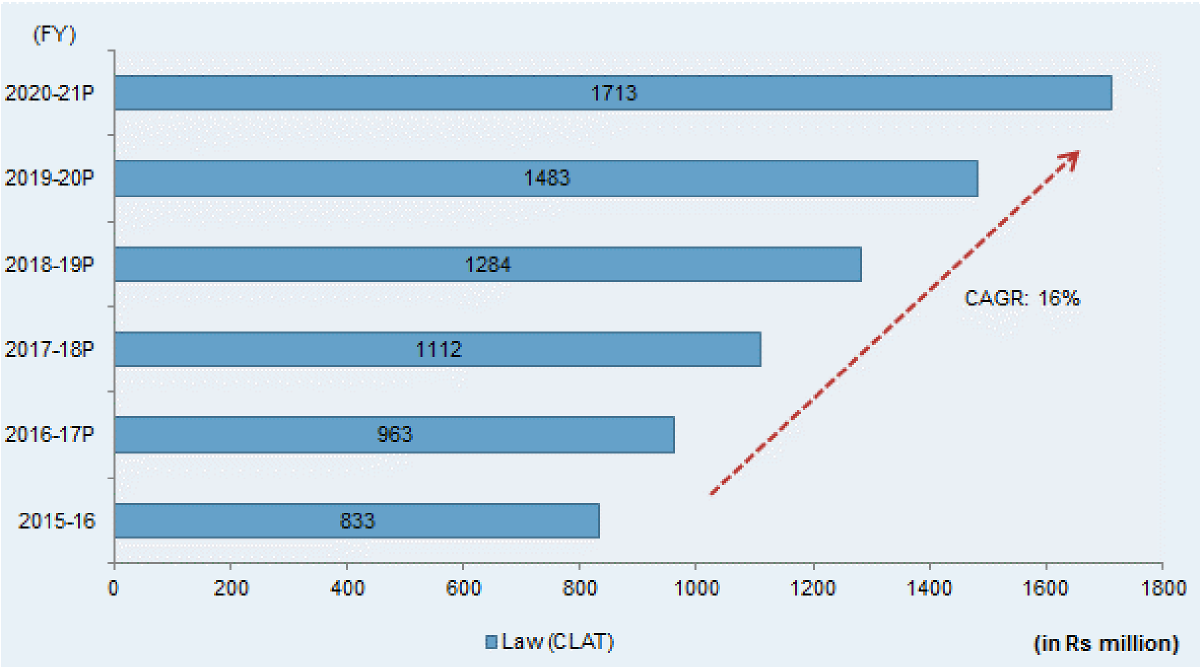
The medical test of AIPMT is expected to show relatively lower growth at 10% CAGR, due to a declining enrolments ratio during the same period, primarily on account of lower entry-level salaries for graduates in the medical profession, as compared to other fields.

Law and accountancy-based tests are also expected to register steady growth at 10%, due to their growing popularity.



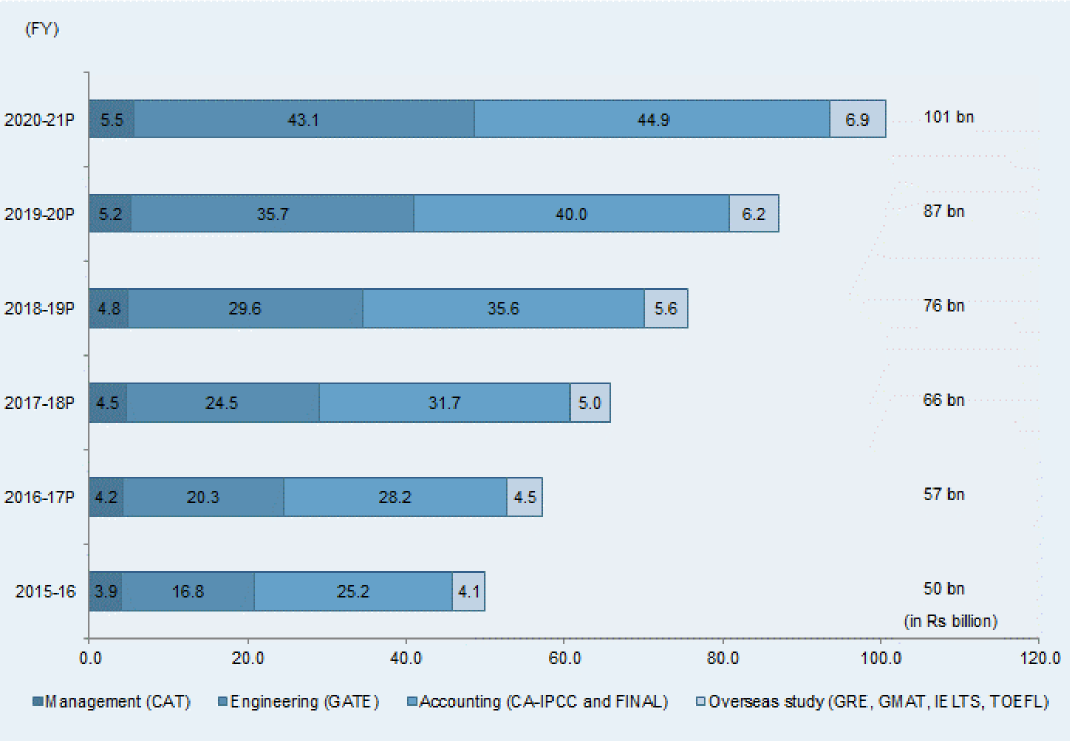
(P: Projected, Source: Industry sources and CRISIL Research Report)

Within the category called "others" in the graph above, law (CLAT) is expected to grow the fastest, at 16% CAGR, since several colleges are yet to come under the purview of CLAT.



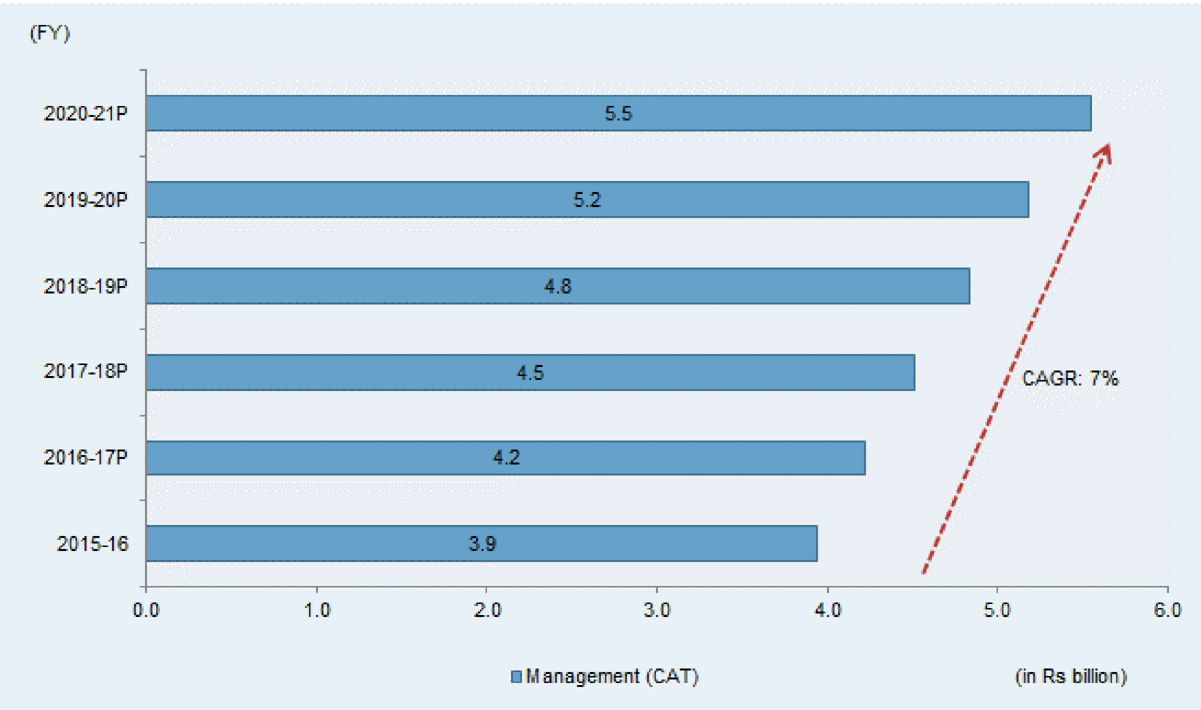
(P: Projected, Source: Industry sources and CRISIL Research Report)

Among the post-graduate tests, the engineering test, namely, GATE, is expected to register the highest growth at 21% CAGR during the period 2015-16 to 2020-21, as an increasing number of PSUs have started accepting GATE scores for their entry-level positions.



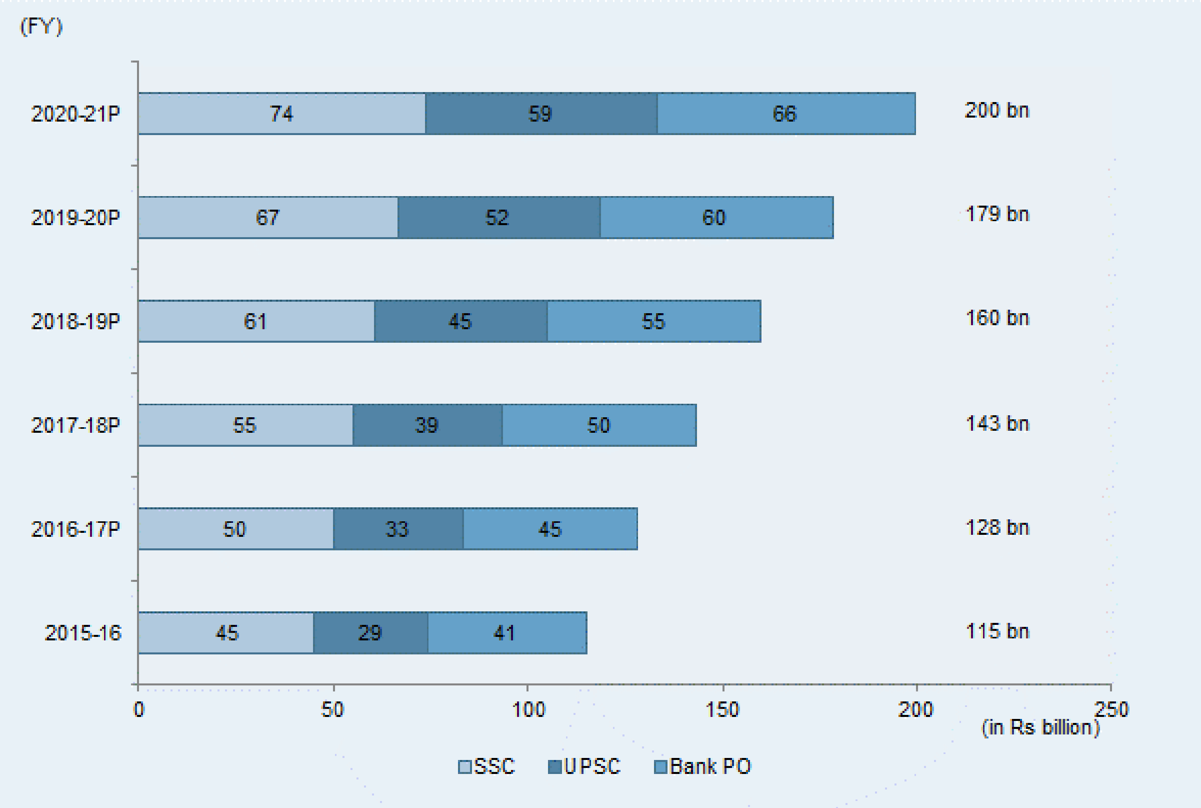
(P: Projected, Source: Industry sources and CRISIL Research Report)

In contrast, the management examinations such as CAT are expected to register a lower CAGR of 7% during the same period given the gradual decline in their popularity.



(P: Projected, Source: Industry sources and CRISIL Research Report)

Among the job-oriented tests, the UPSC tests are expected to register the highest growth at 16% CAGR.



(P: Projected, Source: Industry sources and CRISIL Research Report)

Competitive assessment

Due to its unregulated nature, the Indian test prep segment is dominated by private players, large and small. Typically, the bigger players in this segment enjoy better brand equity due to their vintage and promoter background. Such players are also able to scale up their operations, mostly via the franchising route. Consequently, the number of students coached annually is far higher for larger players as they have much stronger penetration across States and cities, as compared to regional or local players. Moreover, larger players have also diversified from the test prep segment into other educational verticals such as K-12, pre-school, higher education, and publishing, to achieve higher revenues.

Another notable trend in the Indian test prep industry is the increasing shift towards the online platform. With several competitive exams such as CAT and IIT-JEE moving to the online platform, the market for online content has burgeoned as well. Moreover, students are becoming increasingly adept with technology due to an increase in internet and smart phone penetration. This shift to the online platform has been addressed by several players, both those who are already present in the test prep market in the traditional brick-and-mortar mode as well as by new entrants who operate entirely in the online segment. Online presence entails a number of benefits, namely:

- *Convenience*: Online classes and content can be accessed anytime as per one's convenience as opposed to attending classes physically at a pre-determined time.

- *Flexibility:* Online classes and content allow students to revisit content at any given time as opposed to concepts being explained just once by a teacher or professor in a physical setting.

- *Affordability*: Online classes and content are relatively cheaper than traditional brick-and-mortar classes; moreover, online content and training are accessible to students from smaller towns who do not have access to physical classrooms or who cannot afford to move to bigger cities to attend coaching classes.

While the online platform faces constraints in the form of language, infrastructure and lack of personal touch, it is expected to play a more complementary role in the test prep industry, going forward.

Players in the Indian test prep segment include T.I.M.E., Mahendra Coaching, JK Shah Classes, Aakash, Gate Forum, Career Power, IMS, PT Education, Career Forum, FIIT-JEE and Career Launcher.

Publishing Industry

Overview

Publishing is the process of preparing and marketing information as books, journals, etc.

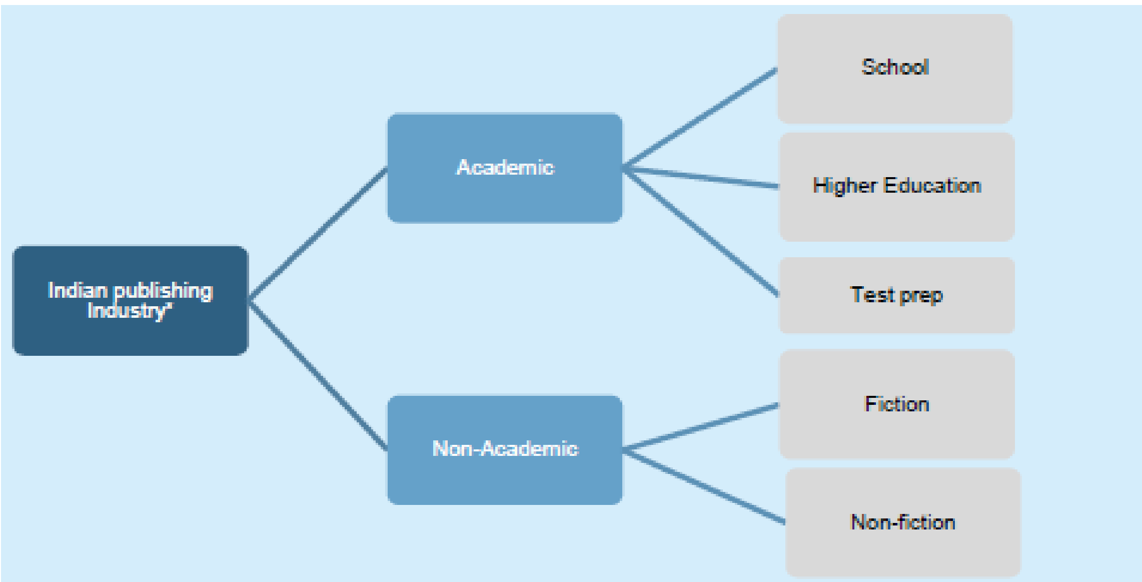
Publishers acquire content from authors in the form of manuscripts. The content is evaluated, edited, printed and sold or distributed through wholesalers and retailers.

There has been consolidation in this space over the years. Many publishers have diversified into the book distribution business, and many distributors are operating as small publishing houses and/or retailers.

The following diagram shows the key activities in book publishing:

(Source: CRISIL Research Report)

The Indian publishing industry can be divided into two main categories – academic and non-academic.

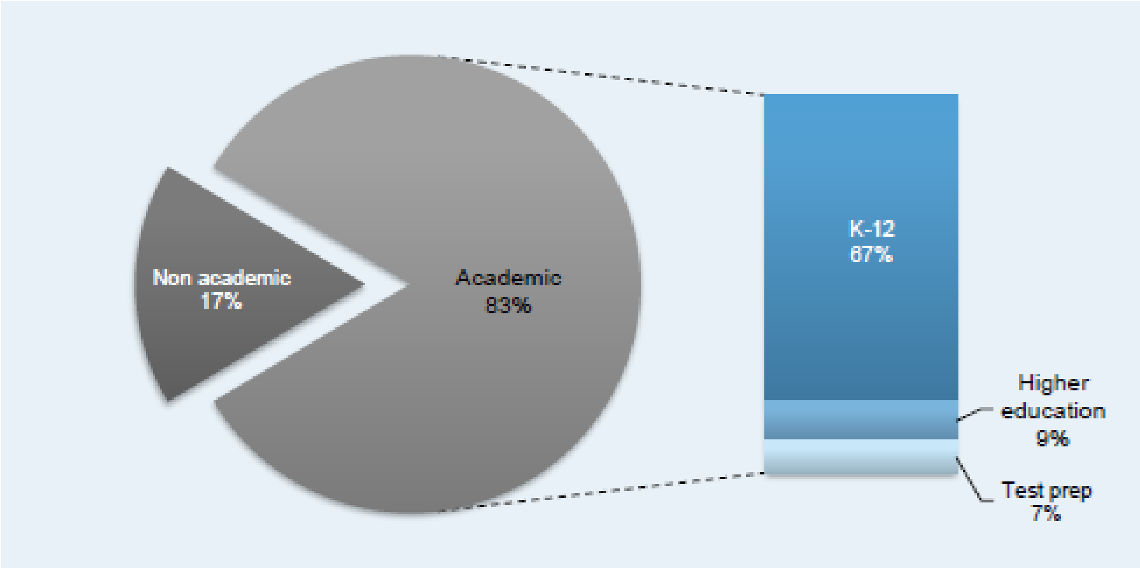


** Does not include e-publishing.*
(Source: CRISIL Research Report)

Market Size of Publishing Industry

The Indian book publishing industry is valued at ₹ 244 billion as of 2015-16, with the academic segment accounting for the largest share at ₹ 202 billion (approximately 83%) and the non-academic segment accounting for the balance ₹ 42 billion (approximately 17%).

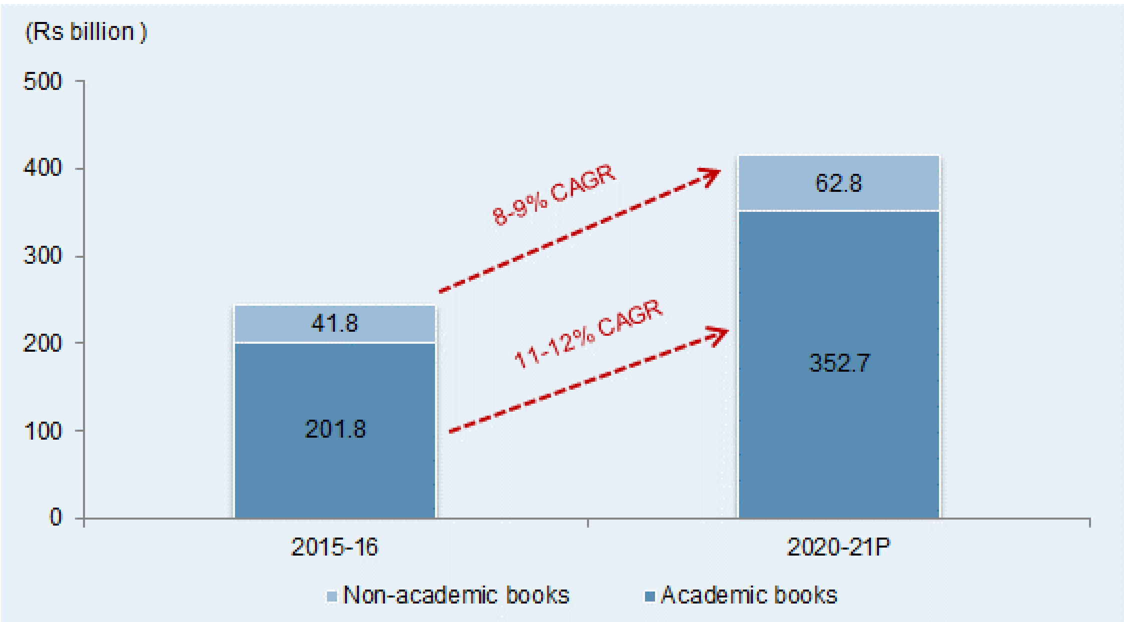
The graph below illustrates the market size of the Indian book publishing industry:



Note: Market share does not include e-publishing.
(Source: Industry sources and CRISIL Research Report)

The Indian book publishing industry is expected to grow at 10-11% over the next five years to reach ₹ 415 billion by 2020-21. While publishing of academic books is expected to grow at 11-12% annually to ₹ 353 billion in 2020-21, the growth of the non-academic segment is expected to be slower at 8-9% annually to ₹ 63 billion by 2020-21. Growth in the academic segment is expected to be driven by increase in literacy rates and GERs and increase in the number of candidates opting for higher professional and technical education courses. The non-academic segment is expected to be impacted by the threat of book piracy and increase in the use of e-books (which are less expensive than hard copies).

The following graph shows the estimated future growth in Indian book publishing (academic vs. non-academic), from 2015-16 to 2020-21:



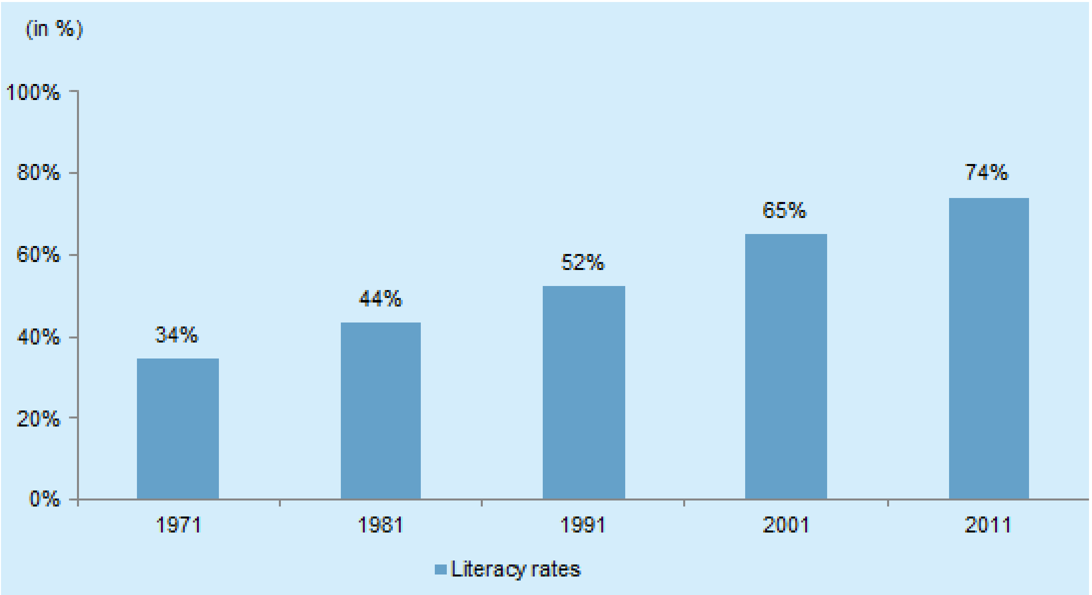
(P: Projected, Source: Industry sources and CRISIL Research Report)

Growth Drivers of Indian Book Publishing Industry

- *Improved literacy levels to boost India's publishing industry:*

As per the 2011 census, literacy in India was 74.07%, registering an improvement of 9% over 2001. The adult literacy rate, measured among the age group of 15 years and above, was 69.3%. The literacy rate in India has been increasing steadily over the last two to three decades, on account of various initiatives such as the Right to Education Act, 2009, the Sarva Shiksha Abhiyan and the Mid-Day Meal Scheme, as well as increased spend on education by the Central and State Governments. Going forward, literacy rates are expected to improve further, thereby providing a boost to the publishing industry.

The graph below illustrates the growth in literacy rates in India:



(Source: census 2011 and CRISIL Research Report)

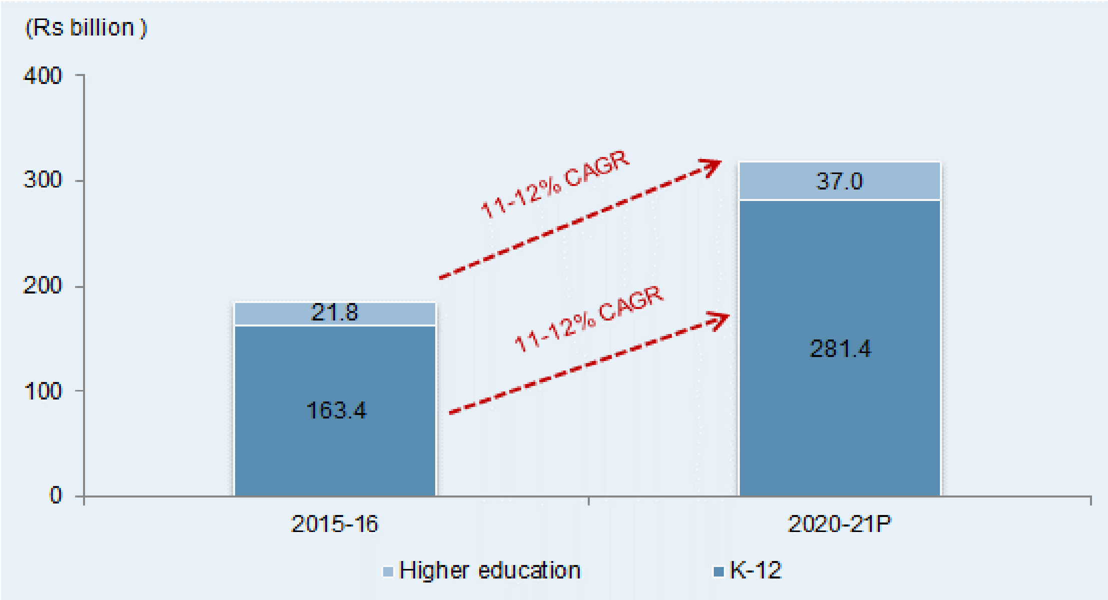
- *Increase in GER to drive growth in school and higher education segment:*

GERs in the K-12 segment are expected to increase to 87% by 2019-20 from 82% in 2015-16, due to initiatives by the Central and State Governments. This growth is expected to be driven largely by enrolments in the private segment of K-12, estimated at a CAGR of 6% year-on-year from 2015-16 to 2020-21. Rise in urbanization, increase in average income levels and growing ability and willingness to spend on quality education have encouraged the shift in preference to private schools from Government schools. Private schools are also expected to attract more students due to better infrastructure, international affiliations and greater flexibility to modify curriculum as per current competitive standards.

Enrolment in the public segment is expected to remain stagnant during the same period. Slow capacity creation at Government schools has led to higher enrolments in private institutions. Consequently, the school segment is expected to grow at 11-12% CAGR from ₹ 163 billion in 2015-16 to ₹ 281 billion in 2020-21.

In the higher education segment, GER is expected to reach 27% in 2019-20 from 22% in 2015-16, led by increased enrolments in the professional and technical courses, relative to general graduation courses. The higher education segment is also expected to grow at 11-12% CAGR from ₹ 22 billion in 2015-16 to ₹ 37 billion in 2020-21.

The graph below illustrates the expected growth in both K-12 and higher education in India, between 2015-16 and 2020-21:



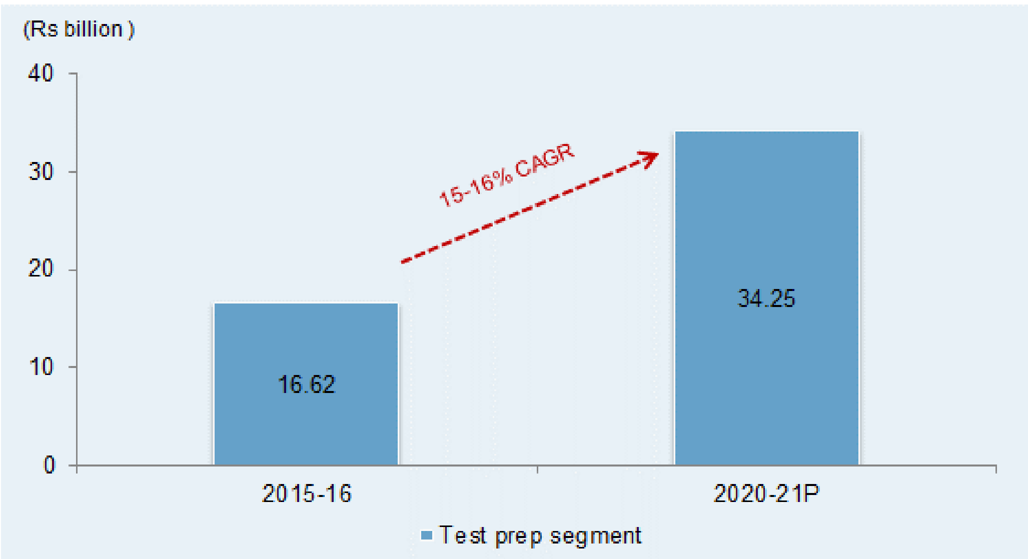
(P: Projected, Source: Industry sources and CRISIL Research Report)

- *Test prep to register the strongest growth at 16% CAGR:*

Technical and professional courses, with a promise of better employment prospects, have slowly gained popularity with the student fraternity. This market is expected to double from ₹ 17 billion in 2015-16 to ₹ 34 billion in 2020-21.

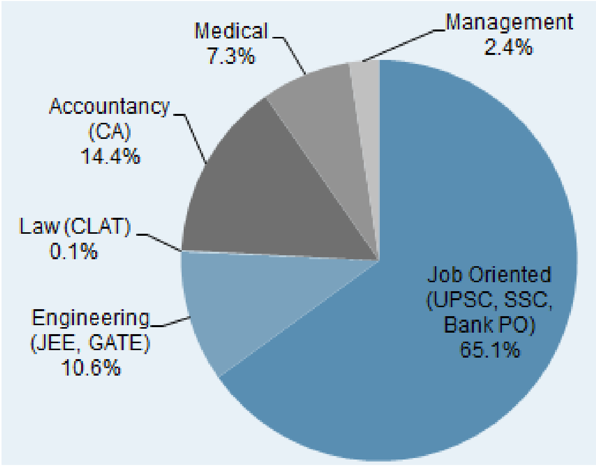
The job-oriented test segments (UPSC, SSC and Bank PO) account for the largest share of this segment, at around 65%, and are expected to retain their share in 2020-21 as well. Government jobs are expected to continue to be attractive. Fields such as engineering (JEE and GATE) and law (CLAT) are also expected to see growth in the medium term.

The graphs below illustrate the expected growth in the test prep industry from 2015-16 to 2020-21, and the expected growth within the segments of the test prep industry:

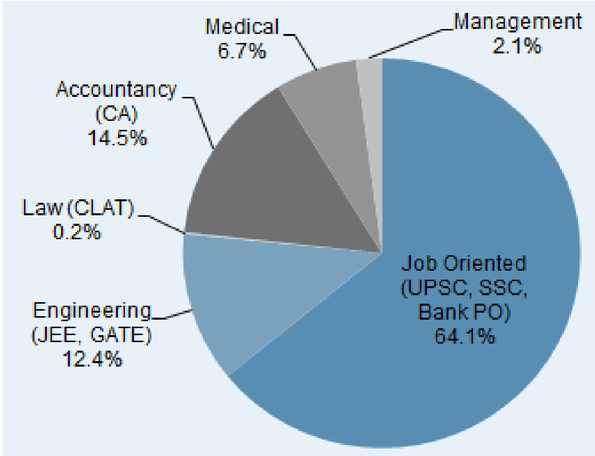


(P: Projected, Source: Industry sources and CRISIL Research Report)

Share of segments within test prep (2015-16)



Share of segments within test prep (2020-21P)



(Source: Industry sources and CRISIL Research Report)

Competitive Landscape

The Indian book publishing industry is extremely fragmented and highly competitive, with several local, regional, national and multinational players in the market.

A majority of the domestic publishers in India are family-run businesses.

With 100% foreign direct investment being permitted in non-news publishing, a number of international publishing houses have commenced operations in India.

Segment wise competition:

- *School segment:*
  Publishers in the school segment include government based textbook publishers like NCERT and SCERT as well as private players such as S. Chand Group, Ratna Sagar Private Limited, Orient Blackswan Private Limited and Navneet Education Limited, and a large number of regional publishers, including Popular Prakashan Limited, Unistar Books Private Limited and Patra Bharati.

  Multinational companies ("**MNCs**") mainly publish books for the CBSE, ICSE, IB and IGSCE board. MNCs in the school segment include MacMillan Publishers Limited, Wiley, McGraw-Hill Education, Pearson Education and Cengage Learning.

- *Higher education segment:*

  Players in the science and technology segments include Himalaya, Techmax, CBS, McGraw Hill, Wiley, Pearson and Prentice Hall. Players in the medical books segment include Jaypee Brothers, Elsevier, Wolters Kluwer and Springer. The books for general streams such as arts, science and commerce are primarily published by regional players.

- *Test prep segment:*

  In the test prep segment, there is a mix of MNCs such as Cengage, Wiley, Pearson, McGraw Hill, and Indian national and regional players such as Himalaya and GK Publications.

- *Non-academic segment:*

  Players in the non-academic segment include Penguin, Random House, Hachette, Harper-Collins, Rupa and Jaico.

Challenges

- *Digitization:*

  The academic segment (83% of the Indian publishing industry) is so far insulated from digital formats such as e-books because of high costs associated with procuring hardware (e-book readers) and low internet penetration (currently estimated at 29% of the total population of India, as of 2015-16). However, elite schools across India have started supplementing book content with multimedia, videos and even e-books.

  In contrast, in the non-academic segment, the switch to e-books has been quicker and smoother as they are priced cheaper than paperbacks.

- *Threat from piracy:*

  In India, pirated books account for 15-20% of the total books sold. In the non-academic segment, illegally reprinted and photocopied books impact the publishers' revenues.

- *Second-hand books are less expensive:*

  The second-hand book market (especially academic) is huge and very popular in India. Students sell their used books to retail book sellers who, in turn, sell these books at a steep discount to new books.

Digital Education Industry

Overview of the e-commerce industry in India

The e-commerce industry has grown substantially in the last four years. Industry revenues nearly tripled from ₹ 304 billion in 2011-12 to an estimated ₹ 849 billion in 2014-15, at a CAGR of 40%. The size of the book retail segment of the Indian e-commerce sector is estimated to be approximately ₹ 10 billion (approximately 8% of India's total online retail segment) as of 2014-15.

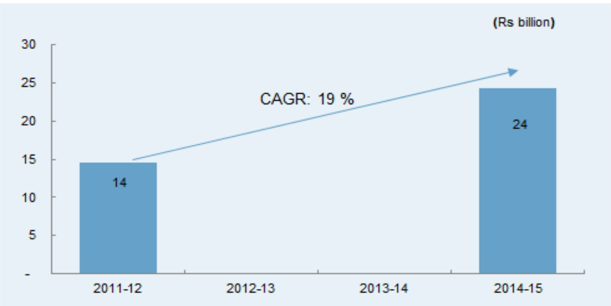
Market size of digital education industry in India
The digital education industry comprises companies providing multimedia content and digital hardware to aid teaching in private and Government schools, colleges and training centres, and for personal usage as well as for corporates.

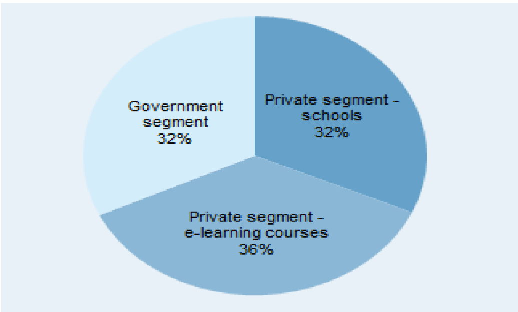
As the digital education industry has evolved, the number of players in the industry has grown to over 25 in 2014-15 from 2-3 in 2004-05, with significant concentration among the larger few players.

Besides these organized players, several unorganized and regional players also provide digital education.

The digital education industry in India posted a three-year CAGR of 19% to an estimated ₹ 24 billion in 2014-15. Of this, the private segment accounts for a 68% share, split almost equally between private schools and e-learning courses. The Government segment constitutes the remaining 32% share.

The graphs below illustrate the market size of India's digital education industry in India and segment-wise share:





(Source: Industry sources and CRISIL Research Report)

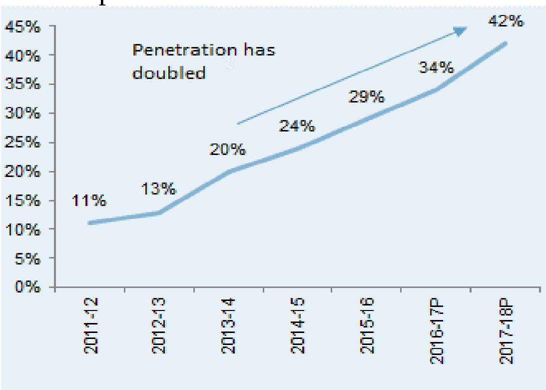
Growth drivers for digital education industry in India

The digital education industry, estimated at ₹ 24.3 billion in 2014-15, is forecast to grow at a 33% CAGR, to reach ₹ 100.6 billion by 2019-20, driven by favorable age and income demographics, rising internet penetration, increasing use of smartphones (with mobile applications), ease of online content use and growing consumer awareness.

India's population is largely young, with 41% belonging to the school- and college-going age.

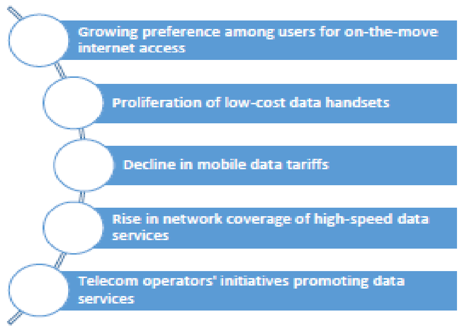
The expected rise in internet penetration in India and the growth drivers for internet penetration in India are illustrated in the graphs below:

Internet penetration in India



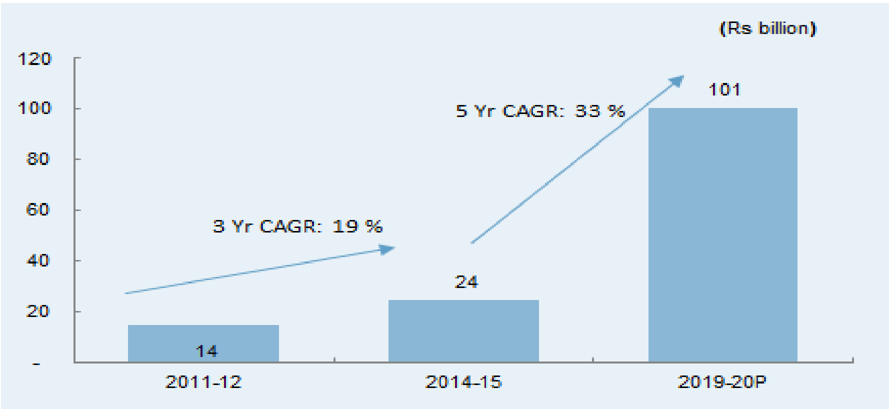
(P: Projected
Source: CRISIL Research Report)

Growth drivers for internet penetration



(Source: CRISIL Research Report)

The expected growth in the India digital education industry is illustrated in the graph below:



(P: Projected, Source: Industry sources and CRISIL Research Report)

The e-learning segment of the digital education industry comprises online courses, tests and e-library offered by digital education players. Additionally, several coaching and training institutions across India have e-content for reaching out to a larger student base at negligible incremental cost. Online content is used not only by students of all age groups, but also professionals looking to pursue additional diploma, degree or certificate courses.

The private sector e-learning market size is expected to grow at a 53% CAGR (compared to a 33% CAGR for the overall digital education industry in India, inclusive of private sector e-learning), from ₹ 8.8 billion in 2014-15 (representing a 36% share of the digital education industry in India), to ₹ 74.7 billion by 2019-20 (representing a 74% share of the digital education industry in India).

The expected growth in the private e-learning industry is illustrated in the graph below:

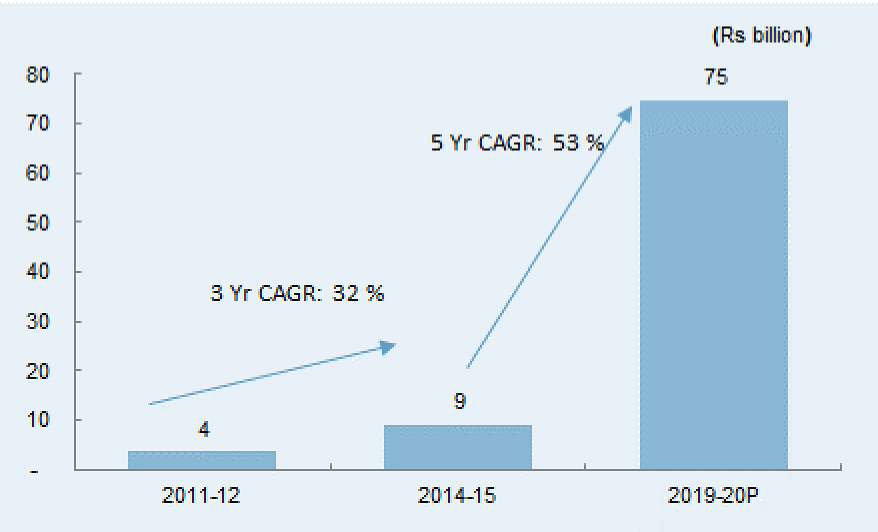
	Market size				
	2014-15		2019-20 P		CAGR
Segments	**Rs billion**	**Share %**	**Rs billion**	**Share %**	**5 year (%)**
Private segment – schools	7.7	32%	15.2	15%	15%
Private segment - e-learning courses	8.8	36%	74.7	74%	53%
Government segment	7.8	32%	10.7	11%	6%
Total Size of the industry	**24.3**	**100%**	**100.6**	**100%**	**33%**

(P: Projected, Source: Industry sources and CRISIL Research Report)

The number of players entering this segment is not restricted to niche digital education service providers. Publishing houses, skill training centres, coaching classes and even individuals that are part of the industry are commercialising their educational content.

On the other hand, universities and institutions across the world are releasing their case studies, presentations, quizzes, along with detailed topic knowledge on their websites at no cost.

The graph below illustrates the outlook on private segment e-learning in India:



(P: Projected, Source: Industry sources and CRISIL Research Report)

Competitive landscape for online test prep market in India

The online test prep market in India is characterized by high competition. In particular, competition for online test prep is high for CAT, IIT-JEE and banking exams, while students still prefer offline test prep for CLAT and chartered accountancy.

While the pricing strategy differs across players, traditional coaching institutes offer online access as a part of the overall package, and pricing for the course is inclusive of offline coaching as well as online access.

Online portals have adopted open pricing strategies to increase the subscription base, including a 'freemium model' of pricing, in which basic content is provided free of cost on registration while premium content is a paid service or, alternatively, content is freely accessible for a trial period and available for a fee once the trial period expires.

Success factors in the digital education space may include the following:

- product differentiation (including content differentiation, hardware differentiation and user friendliness);
- adherence to local curriculum;
- marketing;
- scale of operations;
- leveraging on content created (including integration of student learning and analytics into products); and
- cost-competitiveness.

As the digital education industry is highly dependent on technology, the risk of obsolescence presents a major challenge and companies will need to constantly adapt to newer technologies, to remain competitive.

Vocational Training

Imparting trade-specific training to prepare people for specific trades in various fields, such as nursing and medicine, retail, automotive, banking and financial services, IT-ITeS and real estate, is referred to as vocational training.
Growth in population in the working age group.

A majority of the Indian population falls into the working age group, which is defined as the population in the age group 15-59 years. According to the census, the total population of India has grown from 1 billion in 2001 to 1.2 billion in 2011.

The share of the workforce in the total population has increased from 59% to 62% during the same period, and is expected to grow to over 63% by 2020.

It is estimated that 11-12 million people will be added to the Indian workforce annually, over the next five years, of which a majority will be unskilled.

Labor force participation

The labor force participation rate is defined as the share of people in the working age population who are working or willing to work. Hence, the population which is enrolled in higher education is not counted as part of the workforce.

The decline in the labor force participation rate to 59% in 2010-11, as compared to 61% in 2004-05 can be attributed to the increase in education avenues and, hence, the increased enrolments in educational institutions across India, as well as the recessionary period of 2008-09, during which a number of people lost their jobs and were unwilling to engage in a different job profile. Hence, they are not counted as part of the labor force, for 2009-10.

It is estimated that, out of the 11-12 million people added to the Indian workforce annually over the next five years, 6-7 million people will be added to the labor force annually, during the same period.

Government targets

It is estimated that only 2-3% of the Indian workforce has undergone formal skill training (as per the National Skill Development Mission).

Although the Government has taken initiatives to improve enrolment in schools, drop-out rates in India remain high. Nearly 40% of students dropped out of school by the time they reached class IX in 2010-11 and nearly 50% dropped out by the time they reached class XI.

On the one hand, these dropouts add to the labor force as unskilled labor while, on the other hand, the industry faces a shortage of skilled workers.

Imparting skills to this population via vocational training programs is expected to help resolve this demand-supply mismatch.

Ministry of Skill Development and Entrepreneurship set up in 2015 to streamline skill development initiatives

In India, multiple ministries or departments run multiple schemes for skill development. This has resulted in gaps in capacity and low quality of training infrastructure as well as in lack of standardized certifications.

In order to overcome these issues, the GoI notified the formation of the Department of Skill Development and Entrepreneurship on July 31, 2014 that subsequently led to the creation of the Ministry of Skill Development and Entrepreneurship on November 10, 2014.

The National Skill Development Mission was launched in July 2015, to implement the National Policy for Skill Development and Entrepreneurship 2015, which supersedes the National Skill Development Policy 2009.

The Ministry of Rural Development restructured the Swarnajayanti Gram Swarozgar Yojana (the "**SGSY**") into the National Rural Livelihoods Mission in June 2011.

The SGSY was the Ministry of Rural Development's flagship program, launched in 1999, with the aim of providing sustainable income to below poverty line rural households.

The National Rural Livelihoods Mission aims to create platforms for the rural poor in order to help them increase their household incomes via improved access to financial services and vocational training. It has a target of reaching out to and supporting 70 million poor households across 600 districts of India.

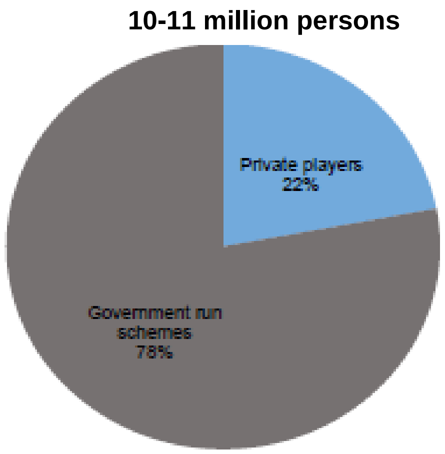
Training and apprenticeship training under the Directorate General of Training and the Ministry of Labor and Employment, GoI, have been shifted to the Ministry of Skill Development and Entrepreneurship from April 16, 2015.

Market Assessment of Vocational Education

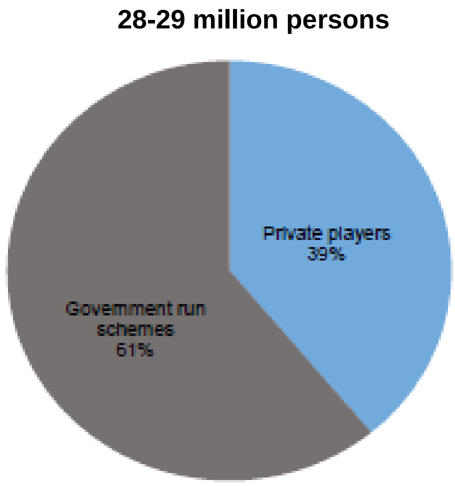
Approximately 10-11 million people were estimated to have been skilled through various vocational training schemes in 2014-15, of which approximately 78% were skilled via Government-run vocational training programmes.

Going forward, the vocational training market is estimated to grow at 21-22% annually between 2014-15 and 2019-20, in volume terms, i.e., from 10-11 million people expected to be trained in 2014-15 to 28-29 million people expected to be trained in 2019-20.

Skilled manpower 2014-15



Skilled manpower 2019-20P

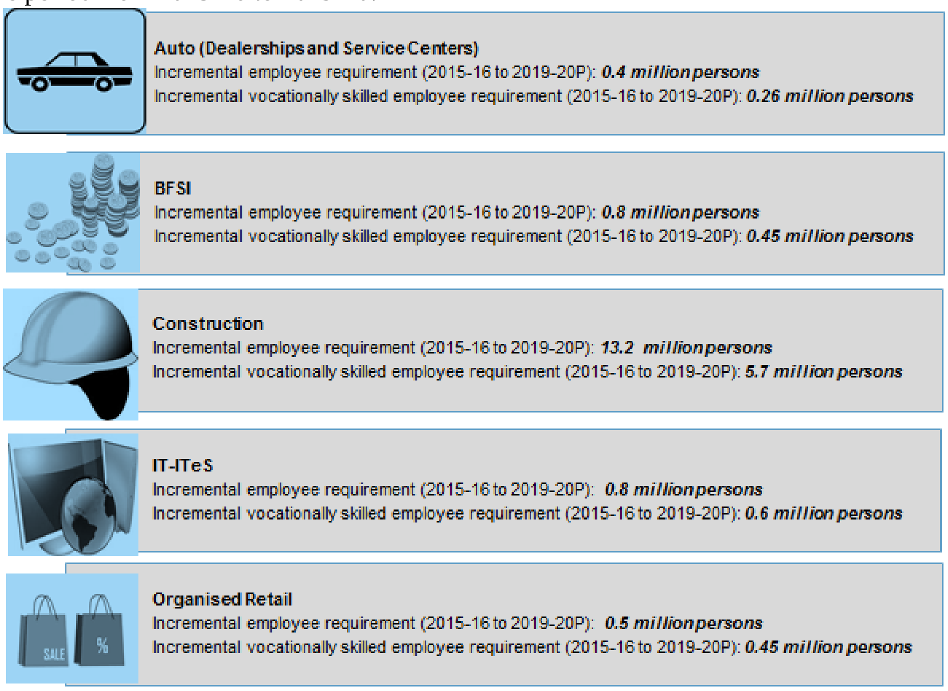


(P: Projected, Source: Industry sources and CRISIL Research Report)

Consequently, private players are expected to play a larger role in providing vocational training in the next few years. The share of private players in vocational training is estimated to have increased from 5% in 2013-14 to 22% in 2014-15, and is expected to grow to 39% by 2019-20.

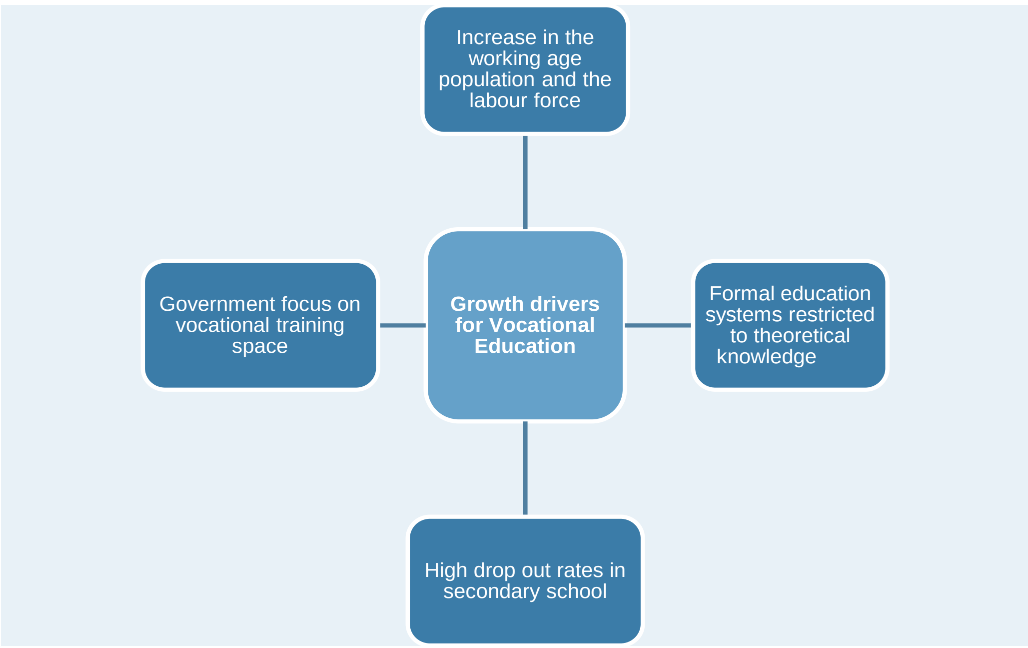
Certain sectors such as construction, IT-ITeS, organized retail, banking and financial services ("**BFSI**") and auto (specifically, dealers and service centers) are estimated to require a higher proportion of vocationally skilled employees than others.

The diagram below illustrates the expected growth in certain key sectors of the vocational training segment, during the period from 2015-16 to 2019-20:



(Source: CRISIL Research Report)
Growth drivers for Vocational Education in India

The diagram below illustrates the key growth drivers for vocational education in India:



(Source: CRISIL Research Report)

The growth drivers for vocational education in India include the following:

- *Increasing population in the working age group to increase the available workforce in India:*

  India's population grew from 1 billion in 2001 to 1.2 billion in 2011 as per the census.

  The share of workforce in the total population has also grown from 59% in 2001 to 62% in 2011 as a majority of India's population falls in the working age group (15-59 years).

  Taking into account the current labour force participation ratio and the expected movement in the same over the next five years, it is estimated that approximately 11-12 million people will be added to the workforce annually over the next five years.

  After taking into account the proportion of the workforce that will opt for higher education and those who do not work, 6-7 million people will join the labor force annually over the next five years.

  Due to the low skilling levels in India, a majority of the population joining the workforce is expected to be unskilled. Vocational training institutes can play a big role in equipping this population with livelihood skills.

- *Small proportion of population undergoes higher education:*

  The Government has taken several initiatives such as with respect to the right to education, to improve enrolment rates and keep children in schools. However, dropout rates from school continue to remain high in India. As per media reports, nearly 36% children dropped out before completing Class VIII in 2013-14. On one hand, these school drop outs add to the unskilled labour force and have to settle for low paying jobs or no jobs, while on the other hand the industry faces a shortage of skilled workers. Vocational training can play a major role in bridging the gap between the supply and demand of skilled labour by equipping this section of the population with the wherewithal to meet the industry requirements.

- *Government focus on skilling India:*

  The Government has taken several initiatives to promote skill development or vocational training in the country. In 2009, the GoI had adopted the National Skill Development Policy, which targeted skilling 500 million people by 2022, including through attracting private players in the sector. However, in order to overcome the gaps created by the lack of standardized certifications/ curriculums etc. under multiple schemes and Government ministries, the GoI notified the formation of the Department of Skill Development and Entrepreneurship on July 31, 2014, which led to the creation of the Ministry of Skill Development and Entrepreneurship on November 10, 2014. The National Skill Development Mission was launched in July 2015 to implement the National Policy for Skill Development and Entrepreneurship 2015, which supersedes the National Skill Development Policy, 2009.

- *Practical aspect of training limited in formal education systems:*

  In India, a large proportion of formal education systems like schools and colleges focus mainly on theoretical knowledge, which leads to a mismatch in demand supply for vocationally skilled manpower with practical knowledge. The rising demand for skilled employees with practical knowledge will help push vocational education.

Competitive Landscape

In terms of capacities, the vocational training segment is dominated by the public sector.

Although the participation of private sector players is increasing, most private sector players offer courses in a limited set of sectors such as IT-ITeS, BFSI, English and soft skills.

Some of the private sector players in this segment include Aptech, Centum Learning, Pratham Institute, ICA Infotech, Speakwell, ICA Infotech, IFBI, IL&FS Training and others, including Career Launcher.

K-12 Industry

Overview of K-12 education structure

K-12 education is part of the formal education system in India, regulated by the Central and State Governments, primarily by the respective State Government through local bodies such as municipal corporations and State-level education departments.

The K-12 education structure in India can be broadly classified on the basis of management, level of education; and board of affiliation, i.e., including the CBSE, Indian Certificate of Secondary Education ("**ICSE**") and International General Certification of Secondary Education ("**IGCSE**").

Affiliation with a board is voluntary for schools, except when the school is full or partly aided by the State Government; in that case, the school must be affiliated with the respective State board.

Market size of K-12 industry

The GER in overall K-12 segment in India was estimated at 82% in 2015-16 and is expected to reach 87% in 2019-20, driven by rise in urbanization and disposable income, as well as lower dropout rates due to increasing awareness, rising affordability (with more households moving to the middle and higher income brackets) and Government schemes to incentivize transition to higher level K-12 education (such as cash rewards for girls transiting to upper primary, secondary and higher secondary K-12 schools).

However, the average number of students enrolled per school is expected to be lower, as schools strive to rationalize the student-teacher ratio to improve the quality of education.

Rising affordability is also expected to boost demand for private schools.

At the elementary level, the share of private K-12 schools is expected to gradually rise from 28% in 2015-16 to 32% in 2018-19.

At the secondary and higher secondary level, the share of private K-12 schools is expected to rise from 56% in 2015-16 to 70% in 2018-19, due, in part, to slow capacity creation at Government schools.

Integrated K-12 institutions are more in demand as they provide students with smooth curriculum transition across grades and greater flexibility to modify curriculum as per current competitive standards.

However, the wide demand-supply gap for teachers in the Indian K-12 segment is seen as a critical roadblock, with a shortfall of 2.25 million teachers, for India (with a student-teacher ratio of 30:1 in 2014-15) to meet the developing countries' average (a student-teacher ratio of 24:1, compared to a student-teacher ratio of 15:1 in developed countries).

Growth Drivers of K-12 Industry

The growth drivers of the K-12 industry include the following:

- rising urbanization;
- rising disposable incomes;
- consumer preference for private schools;
- affiliation to various boards; and
- Government initiatives.

Key policies and initiatives in the K-12 industry

Key policies and initiatives in the K-12 industry include the following:

- *Grade I to VIII:*

  For elementary education, the Sarva Shiksha Abhiyan and the Midday Meal were launched in order to drive growth in the K-12 segment.

  The Sarva Shiksha Abhiyan was launched in 2000-01, to promote and provide universal access to elementary education, remove gender and social gaps with regard to school education, improve the quality of learning, facilitate opening of new schools, provide inclusive education to children with special needs, and create alternative schooling facilities for out-of-school children, and promote computer-aided learning.

  While the Midday Meal scheme is operational in various States since 1925, it was launched as a Centrally sponsored scheme known as the National Program of Nutritional Support to Primary Education in 1995, seeking to incentivize and enhance school attendance and improve nutritional levels among children, especially in grades I-V, from economically weaker sections of society.

- *Grade IX to X:*

  The Rashtriya Madhyamik Shiksha Abhiyan was launched in 2009 to enhance access to secondary education and improve the quality of education, mandating all secondary schools to follow prescribed norms on eliminating gender, socioeconomic and disability barriers.

- *Right to Education Act:*

  The Right to Education Act was notified in 2009, to provide free and compulsory education to children aged six to 14, requiring all private – aided and unaided – schools to reserve 25% of available seats for children from economically weaker sections of society.

- *Rise in public spending by the Government:*

  Budgetary allocation for education (higher education, K-12 elementary and K-12 secondary) has increased at a CAGR of 6.5% from ₹ 508 billion in 2010-11 to ₹ 696 billion in 2015-16, with the year-on-year increase from 2014-15 being 13.9%.

- *Information and communication technologies ("**ICT**"):*

  ICT refers to various technological aids used in schools and colleges to facilitate learning and improve the quality of teaching.

  State Governments outsource the installation and maintenance of IT hardware, content and training in public schools to private players, through projects funded in partnership with the Central Government.

Competitive Landscape

Some of the players in the Indian K-12 segment include Delhi Public School, Ryan International School and Bharatiya Vidya Bhavan.

Higher Education Industry

Overview of Higher Education Segment in India

The higher education segment in India is projected to see a buoyant growth trajectory up to 2019-20. GER is expected to reach 27% in 2019-20 from 22% in 2015-16, led by increased enrolments in the professional and technical courses.

The following table shows the number of Public, Private and Deemed universities across India

Number of universities					
Category	2010-11	2011-2012	2012-13	2013-14	2014-15
Public	403	409	418	442	453
Private	87	105	122	154	177
Deemed	131	129	127	127	127
Total	**621**	**643**	**667**	**723**	**757**

Note: **Government universities include** Central University, Central Open University, Institute of National Importance, State Public University, Institute under State Legislature Act, State Open University,
Private universities include State Private University, State Private Open University,
Deemed universities include Deemed Government University, Deemed Private University, Deemed Government Aided University

(Source: Ministry of Human Resource Development, GoI, CRISIL Research Report)

The following table shows the indicative fees structure in higher education institutions in 2014-15

(Annual tution fees in Rs)	Engineering	Medical	Dental
Maharashtra	36,750-1,31,250	21,000-7,45,500	26,250-5,25,000
Tamil Nadu	26,250-89,250	13,650-7,87,500	11,025-3,15,000
Karnataka	28,350-1,41,750	17,535-7,35,000	21,000-2,99,250
Kerala	21,000-1,31,250	26,250-7,35,000	31,500-4,20,000
Andhra Pradesh	31,500-89,250	26,250-6,30,000	21,000-2,88,750

Note: Fees do not denote the lowest and highest in the state. Fees are only indicative for certain colleges in each State and also include fees for management quota seats as well as fees in government colleges.

(Source: Industry sources and CRISIL Research Report)

Regulatory Framework

Higher education in India is regulated at the Central and State level. Central regulators include the Ministry of Human Resource and Development, University Grants Commission and All India Council of Technical Education; whereas State level regulators are Departments of Higher Education and State level committees.

The Ministry of Human Resource and Development has set up a Core Committee that defines broad parameters for ranking universities and institutions. A set of metrics has been defined for ranking of universities and colleges, based on the parameters agreed upon by the Core Committee. These parameters are organized into five broad categories - (i) perception, (ii) teaching, learning & resources, (iii) research productivity, impact & intellectual property right, (iv) graduation outcome, and (v) outreach & inclusivity - each of which has an overall weight assigned.

Each of these parameters includes the following components:

(i) Perception includes process for peer rating in category and application to seat ratio;

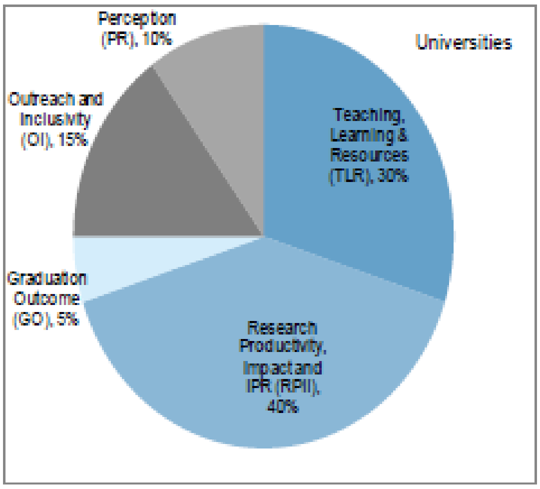
(ii) Teaching, Learning and Resources includes faculty-student ratio with emphasis on permanent faculty, combined metric on faculty with PhD and experience, metric for library and laboratory facilities and metric for sport facilities and extra-curricular activities;

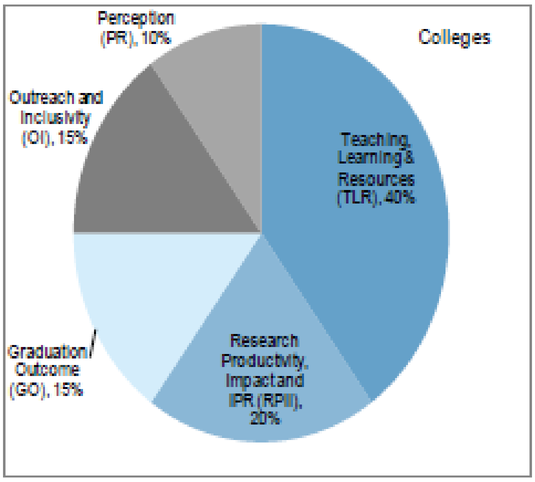
(iii) Research Productivity, Impact and Intellectual Property Right includes combined metric for publications, combined metric for citations and intellectual property right;

(iv) Graduation Outcome includes combined performance in university examinations and combined performance in public examinations; and

(v) Outreach & inclusivity includes outreach footprint, percentage of students from other states/countries, percentage of women students and faculty, percentage of economically and socially disadvantaged students and facilities for differently abled persons.

National Institutional Ranking Framework - The following graphs illustrate the ranking parameters and their weights for universities and colleges in India.

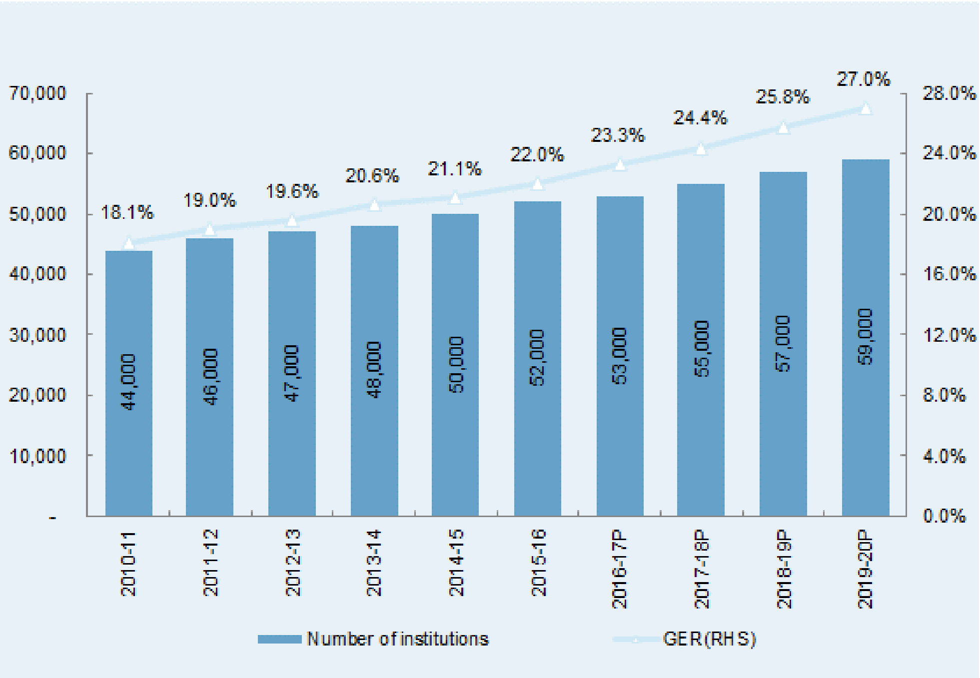




(Source: National Institutional Ranking Framework)

Gross Enrolment Ratio: Trends and outlook

The following chart shows the estimated and the projected number of institutions and GER:



(P: Projected, Source: Industry sources and CRISIL Research Report)

Low demand for technical courses restricts GER growth

GER is the total enrollment in a specific level of education expressed as a percentage of the eligible corresponding age population to the number of students actually enrolled.

Although traditional courses continued to be in high demand, lower enrollment in technical courses such as engineering and management slowed the growth in overall GER. In the case of engineering, the GER is low. Lack of infrastructure (primarily tier-III colleges), and a shortage of experienced and qualified faculty have adversely impacted the employability of students graduating from low tier colleges, thereby lowering demand for such

colleges. Waning demand has led to approximately 556 engineering colleges being shut down in 2015, reducing the total number of engineering seats by about 30,000.
The following table shows the number of Government and private engineering colleges across India and their annual and average intake and enrolment:

Engineering	2012-13				2013-14			
	Number	Intake	Enrollment	Average Intake	Number	Intake	Enrollment	Average Intake
Government	1,260	414,229	325,854	329	1,339	446,971	332,675	334
Private	4,839	2,285,251	1,386,496	472	4,882	2,505,615	1,421,487	513
Total	**6,099**	**2,699,480**	**1,712,350**	**443**	**6,221**	**2,952,586**	**1,754,162**	**475**
Engineering	**2014-15**				**2015-16**			
	Number	**Intake**	**Enrollment**	**Average Intake**	**Number**	**Intake**	**Enrollment**	**Average Intake**
Government	1,405	470,912	348,211	335	1,467	465,446	325,809	317
Private	4,973	2,707,277	1,349,119	544	4,965	2,630,221	1,349,119	530
Total	**6,378**	**3,178,189**	**1,697,330**	**498**	**6,432**	**3,095,667**	**1,674,928**	**481**

Note: Government colleges include all government colleges, deemed government colleges, government university managed colleges, central university colleges and government aided colleges. Private colleges include all unaided private colleges, private aided colleges, deemed private colleges and private university managed colleges.

(Source: AICTE, CRISIL Research Report)

Similarly, around 147 management institutes closed down in 2013-14 and 46 closed down in 2014-15, as demand for low tier management colleges fell. The shuttering of institutes was precipitated by factors such as high fees, poor infrastructure, lack of availability of qualified teachers and diminishing returns on investment.

The following table shows the number of Government and private management colleges across India and their annual and average intake and enrolment:

Management	2012-13				2013-14			
	Number	Intake	Enrollment	Average Intake	Number	Intake	Enrollment	Average Intake
Unaided private	258	20,674	11,445	80	269	22,355	11,315	83
Govt aided	3,624	423,805	218,525	117	3,490	429,913	216,138	123
Total	**3,882**	**444,479**	**229,970**	**114**	**3,759**	**452,268**	**227,453**	**120**
Management	**2014-15**				**2015-16**			
	Number	**Intake**	**Enrollment**	**Average Intake**	**Number**	**Intake**	**Enrollment**	**Average Intake**
Unaided private	272	22,553	11,400	83	244	19,095	7,922	78
Govt aided	3,332	433,216	231,923	130	3,232	414,406	231,923	128
Total	**3,604**	**455,769**	**243,323**	**126**	**3,476**	**433,501**	**239,845**	**125**

Please note: Government colleges include all government colleges, deemed government colleges, government university managed colleges, central university colleges, government aided. Private colleges include all unaided private colleges, private aided colleges, deemed private colleges, private university managed colleges

(Source: AICTE, CRISIL Research Report)

Meanwhile, traditional graduation programmes, such as B.Sc. and B.Com, have gained in importance.

With an aim to diversify the workforce, several companies have introduced a minimum quota system for such qualifications. Since 2010-11, the number of students enrolled in traditional bachelor's and master's degrees (commerce, science and arts) have increased at approximately 17% CAGR, which led to GER rising to 12.1% in 2014-15. Students are shifting away from technical courses such as engineering and/or management, as enrollment fees have continued to rise amidst stagnant salary packages.

Changing trend and shift towards other courses to drive up GER

The GER in higher education of 22% in 2015-16 is above Ministry of Human Resource and Development's target of 21% by 2016-17. Ministry of Human Resource and Development targets GER in higher education at 30% by 2020.

Going forward, enrollments are expected to increase in segments like medical, where several seats are being added. Medical seats in India, which are 52,000-53,000, are rising at an average annual rate of 7%.

Also likely is a shift in enrolments towards other professional courses such as law, architecture, and courses like polytechnic and agriculture from engineering and medical, and to basic courses such as B.Com and B.Sc. New institutions are slowly taking shape as well, backed by large corporate entities and educationists, with an aim to match the standards of professional education in India with global benchmarks. Some of the institutes are Azim Premji University, Ashoka University and TeamLease University, among others.

Growth drivers

The major growth drivers for the higher education sector in India are:

- *Private sector:* The GER for higher education in India has improved significantly, from 10% in 2000 to 13.8% in 2010, to 21.1% in 2014-15. The private sector has played a key role in aiding this rise. Their role may increase further over the next five years, considering the 30% GER target set by the Government by 2020.

- *Increase in disposable incomes:* Over the years, the transition of households from lower income to the higher income bracket in India has resulted in an increase in per capita spend on education, especially in the urban areas. Additionally, with increasing globalization, a large number of people are beginning to opt for higher education, in a bid to improve their employability. Thus, increase in disposable income has played a crucial role in the growth of the higher education sector.

- *Growth in urbanization:* Increasing urbanization in India over the years has resulted in a larger pool of the population being exposed to global trends, especially in the fields of employment and education. This has increased the incidence of people opting for graduate and postgraduate courses. Thus, urbanization plays an important role in the growth of the higher education sector.

Demand-supply gap in quality education: Across India, especially in urban areas, increased focus is being placed on quality higher education, but there is a dearth of institutions providing quality higher education. This gap in the demand and supply of quality higher education acts as a crucial growth driver for existing as well as upcoming private institutions to offer high standards of education.

OUR BUSINESS

Overview

We are a diversified and integrated technology-enabled provider of education products, services, content and infrastructure, with a presence across the education value chain.

Since we commenced operations in 1996, we have diversified our operations across six business segments, spanning the education value chain:

- test preparation and training services, generally referred to as "**test prep**", conducted under our well-recognized brand Career Launcher;
- publishing and content development, conducted under our brand GK Publications;
- integrated business, marketing and sales services for corporates, conducted under our brand Kestone, including event management, marketing support (including digital marketing support), customer engagement, managed manpower and training services;
- vocational training programs implemented by us under Government schemes in various States across India;
- integrated solutions to educational institutions and universities, including business advisory and outreach support services, under our brand CL Media, as well as research incubation and support services conducted under the brand Accendere; and
- K-12 schools operated under our brand Indus World School.

Test Prep

Under the umbrella of our brand Career Launcher, we offer reputed test prep courses for MBA, Banking and Staff Selection Commission ("**SSC**") and Law entrance examinations, as well as courses for Engineering, Medical, Civil Services, Grade VIII-XII Tuitions and International Education (GRE, GMAT and SAT), among others.

During the six months ended September 30, 2016, we had 53,892 enrolments in our test prep courses (including 15,491 online enrolments, referring to enrolments through our website, and 38,401 offline enrolments).

Our enrolments in MBA, Banking and SSC, Law, Engineering, Medical and Grade VIII – XII Tuitions and Civil Services test prep courses, during the six months ended September 30, 2016 and for fiscal 2016, are provided below:

S. No.	Test prep course	Enrolments during the six months ended September 30, 2016	As % of total enrolments in test prep courses	Enrolments during fiscal 2016	As % of total enrolments in test prep courses
1.	MBA	21,688	40.24	39,117	44.22
2.	Banking and SSC	14,075	26.12	24,886	28.13
3.	Law	12,654	23.48	11,496	13.00
4.	Engineering, Medical and Grade VIII – XII Tuitions	678	1.26	1,523	1.72
5.	Civil Services	676	1.25	4,145	4.69

Through our students (namely, candidates that have enrolled in any of our courses or purchased paid content from us), we have established a success record across our test prep courses. For instance, 66 of our students secured ranks in the top 100 successful candidates in the CLAT examination in May 2016, and 2,129 of our students received interview calls from at least one IIM in the CAT examinations in November 2015. Further, an aggregate of 1,341 of our students cleared the Civil Services Preliminary Examination (CSAT) in 2014 and 2015 and were, therefore, eligible to appear for the Civil Services Main Examination. In addition, 33 of our students were selected in the final merit list (recommended for appointment to various services) of the Civil Services Examination 2015. Also, 138 of our students cleared JEE (Mains) 2016 and were, therefore, eligible to appear for JEE (Advanced) 2016.

As on September 30, 2016, we had a network of 151 test prep centers in 87 cities across India, with 45 owned test prep centers (of which three were temporary Smart Career Centers) and 106 test prep centers operating under a partnership model, while as on March 31, 2016, we had a network of over 158 test prep centers in 87 cities across India, with 51 owned test prep centers (of which four were temporary Smart Career Centers) and 107 test prep centers operated under a partnership model. In addition, we currently have 4 owned test prep centers in the UAE.

Publishing and Content Development

Under our brand GK Publications, we publish niche test prep titles for popular professional and entrance examinations in India, including for Engineering, GATE, Civil Services and Banking and SCC entrances. During the six months ended September 30, 2016 and for fiscal 2016, we released 1,851 and 1,679 titles, respectively, and sold over 0.58 million and 1.06 million copies, respectively. During the six months ended September 30, 2016 and fiscal 2016, we sold 751 and 817 titles, respectively, through the digital mode, comprising 40.57% and 48.66% of our title sales during these respective periods.

In addition to content in English, we are in the process of gradually adding dual language titles (in Hindi and regional languages), across different examinations, with the objective of deepening our presence in regional markets. During the six months ended September 30, 2016, we introduced 12 dual language titles, while, in fiscal 2016, we introduced 33 dual language titles.

As on September 30, 2016, we had a network of 635 dealers and distributors, across India, for the sale of titles under our brand GK Publications.

Integrated Business, Marketing and Sales Services for Corporates

Under our brand Kestone, we provide integrated business, marketing and sales services for corporates, including event management, marketing support (including digital marketing support), customer engagement, managed manpower and training services. We are also reaching out to corporates in the South East Asia region through our Singapore-based Subsidiary, Kestone Asia PTE Limited ("**Kestone Asia**"). We believe these relationships with our corporate clients enable and facilitate our placement programs for students enrolled in our Government vocational training programs.

Vocational Training

We undertake vocational training programs, as an implementation agency, under project tenders issued by the Central and various State Governments in India. During fiscal 2016, we had 6,663 enrolments, respectively, in Government vocational training programs of varying durations, across States including Gujarat, Jharkhand, Chhattisgarh, Madhya Pradesh, Odisha and Uttar Pradesh.

With the Central and State Governments promoting private participation in skill development, there is a significant growth opportunity in the vocational training segment in India, in sectors and areas including auto dealerships and service centers, banking, financial services and insurance ("**BFSI**"), construction, information technology and information technology enabled services ("**IT-ITeS**") and organized retail. *(Source: CRISIL Research Report)*

Integrated Solutions to Educational Institutions and Universities

We offer integrated solutions to educational institutions and universities across India, including business advisory and outreach support services under our brand CL Media, with the objective of facilitating such educational institutions and universities in improving their student intake and graduate outcomes.

Pursuant to our 51% acquisition of Accendere in September 2015, we also offer research incubation and support services to educational institutions and universities under the brand Accendere, with the objective of facilitating such educational institutions and universities in establishing their institutional credibility, by improving their research output in terms of the quality and quantity of research articles published by them.

K-12 Schools

We provide infrastructure and education services and license our brand Indus World School, to K-12 schools providing English-medium education. As on September 30, 2016 and March 31, 2016, 2,654 and 2,671 students, respectively, were enrolled in eight Indus World Schools, across the States of Punjab, Delhi NCR, Madhya Pradesh, Chhattisgarh, Maharashtra and Haryana. See also, "***Recent Developments - Proposed Sale of K-12 Schools***" below.

Our business segment-wise revenue for the six months ended September 30, 2016 and the preceding three fiscals are provided below:

(₹ in million)

	Six months ended September 30, 2016	As % of Total Operating Revenue	Fiscal 2016	As % of Total Operating Revenue	Fiscal 2015	As % of Total Operating Revenue	Fiscal 2014	As % of Total Operating Revenue
Test preparation and training	816.61	53.32	1,287.61	45.56	1,183.14	43.25	1,020.23	46.67
Publishing and content development	110.36	7.21	159.88	5.66	167.48	6.12	181.58	8.31
Integrated business, marketing and sales services for corporates	505.20	32.99	877.62	31.05	961.00	35.13	733.60	33.56
Vocational training	23.79	1.55	360.96	12.77	313.13	11.45	162.87	7.45
Integrated solutions to educational institutions*	41.33	2.70	52.73	1.87	37.97	1.39	26.95	1.23
K-12 schools	34.30	2.24	87.55	3.10	72.59	2.65	60.85	2.78
Total Operating Revenue	1,531.59	100.00	2,826.41	100.00	2,735.31	100.00	2,186.08	100.00
Profit after Tax	129.15	8.43	216.76	7.67	212.32	7.76	153.40	7.02

** Our acquisition of 51% stake in Accendere was in September 2015. Therefore, for periods prior, we did not separately account for revenue from integrated solutions to educational institutions.*

For more information, see "***Financial Statements***" on page 196.

Recent Developments

Proposed Sale of K-12 schools

Our Subsidiaries, CLEIS and CLIP, have entered into a memorandum of understanding ("**MoU**") and CLIP and Nalanda (our Group Entity) have entered into a non-binding term sheet with certain third parties (who are not our Promoters or part of our Promoter Group) for transfer of business and assets of our K-12 schools operating under the owned-infrastructure model and the infrastructure partnership model on a slump sale basis ("**Proposed Divestment**"). For more information on our K-12 schools business and the various models under which the schools operate, see "***Our Business - K-12 Schools***" on page 143.

The Proposed Divestment will be undertaken in the following manner:

(i) sale of assets owned by CLIP and contracts entered into by CLIP with Nalanda (the "**School Infrastructure**"); and
(ii) sale of pre-schools business and management services contracts of CLEIS and all related assets and liabilities of such business (the "**Pre-schools Business and Management Services Contracts**").

The Proposed Divestment is being undertaken for an aggregate consideration of ₹ 850.00 million of which ₹ 450.00 million will be payable for the School Infrastructure to CLIP and ₹ 400.00 million will be payable as consideration for the Pre-schools Business and Management Services Contracts to CLEIS, including ₹ 340.00 million in the form of equity shares and other convertible securities of the acquirer company, pursuant to which the Company, through CLEIS, will indirectly hold a minority interest in the acquirer company.

The closing of the Proposed Divestment is subject to, among other things, completion of due diligence, receipt of all corporate and regulatory approvals and negotiations and execution of definitive agreements. The MoU provides for the Proposed Transaction to be effective on or before March 31, 2017. We have included proforma financial statements for fiscal 2016 and six months ended September 30, 2016, assuming transfer of business and assets of our K-12 schools. For further information, see also "***Financial Statements – Proforma Financial Statements***" on page 428. Also see risk factor titled "***The proposed sale of our K-12 schools may not be completed on terms that are commercially beneficial to us or at all.***" on page 23.

Acquisition of ETEN Test Prep Business

We have recently entered into to a term sheet with IndiaCan Education Private Limited ("**IndiaCan**") executed on December 23, 2016, to acquire, as a going concern, all the assets and liabilities of ETEN, a business division of India Can, engaged in the test preparation business for chartered accountancy courses and civil services entrance examination supported by VSAT (very small aperture terminal) network in India ("**Proposed Acquisition**"). Pursuant to the term sheet, the consideration to be paid by us for the Proposed Acquisition is ₹ 60.00 million and revenue share ranging from 4-5% for each fiscal depending upon the amount of revenue generated from the business acquired pursuant to the Proposed Acquisition for three fiscals beginning from fiscal 2018. The consummation of Proposed Acquisition, including the final consideration for the Proposed Transaction is subject to completion of due diligence exercise by us, receipt of all approvals and negotiations and execution of definitive agreements between our Company and IndiaCan within 90 days from date of execution of the term sheet. We believe that the Proposed Acquisition, if consummated, will strengthen our test prep business for civil services entrance examination and enable us to expand into coaching for chartered accountancy courses.

Strengths

We believe that the following are our core competitive strengths:

Diversified and integrated education products, services, content and infrastructure provider, with pan-India presence and a focus on knowledge-creation.

We have diversified our operations across various business segments spanning the education value chain, across age groups: test prep conducted under our well-recognized brand Career Launcher, with a network of 151 test prep centers in 87 cities across India as on September 30, 2016, providing a comprehensive array of product offerings including MBA, Banking and SSC and Law courses, as well as Engineering, Medical, Civil Services, and other courses; publishing and content development conducted under our brand GK Publications, through which we provide test prep titles for professional and entrance examinations in India, including Engineering, GATE, Civil Services and Banking and SSC entrances; integrated business, marketing and sales services for corporates, under our brand Kestone, including event management, marketing support (including digital marketing support), customer engagement, managed manpower and training services; vocational training programs of varying terms implemented by us under Government schemes in various States across India, including Gujarat, Jharkhand, Chhattisgarh, Madhya Pradesh, Odisha and Uttar Pradesh; integrated solutions to educational institutions and universities across India, including business advisory and outreach support services under our brand CL Media, as well as research incubation and support services under the brand Accendere.

We believe that our multi-pronged and integrated approach to growth and knowledge-creation, across the education value chain and across geographies, provides us with a strategic advantage over competitors who are focused on individual segments or geographies in the education value chain.

Reputed courses, particularly in the aptitude based test prep segment.

Under our brand Career Launcher, we offer reputed test prep courses for MBA, Banking and SSC and Law, as well as Engineering, Civil Services, Medical and International Education (GRE, GMAT and SAT), among others. We believe that our reputation, especially in the aptitude-based test prep segment, is based primarily on our students' success records in professional and entrance examinations in India. For instance, 66 of our students secured ranks in the top 100 successful candidates in the CLAT examination in May 2016, and 2,129 of our students received interview calls from at least one IIM in the CAT examinations in October and November 2015.

Further, an aggregate of 1,341 of our students cleared the CSAT in 2014 and 2015 and were, therefore, eligible to appear for the Civil Services Main Examination. In addition, 33 of our students were selected in the final merit list (recommended for appointment to various services) of the Civil Services Examination 2015. Also, 138 of our students cleared JEE (Mains) 2016 and were, therefore, eligible to appear for JEE (Advanced) 2016.

In addition to growth in total enrolments across our test prep courses over the years, we believe that the growth in specific test prep courses as well as growth in online enrolments is indicative of our success in anticipating and catering to market trends and our students' expectations. During the six months ended September 30, 2016 and fiscal 2016, we had 53,892 enrolments (including 15,491 online and 38,401 offline enrolments) and 88,462 enrolments (including 24,590 online and 63,872 offline enrolments), respectively, in our test prep courses, compared to 77,953 and 67,549 enrolments during fiscals 2015 and 2014, respectively. We have established standardized set modules and procedures, designed to achieve operating efficiency and consistency across our test prep course portfolio, throughout our network of test prep centers (including in test prep centers operated under a partnership model).

In addition, with a view to continuing to grow and enhance the quality of our content library, we have established an in-house content development team, with domain and subject expertise, supported and complemented by experienced faculty members, trainers and content developers, as well as students who have enjoyed success in professional or entrance examinations in the past, engaged by us as independent content providers on a non-exclusive or part-time basis, under contracts of varying terms.

Asset-light, technology-enabled business model.

In order to ensure pan-India presence in our test prep business, we have adopted what we believe to be a scalable, asset-light and less capital-intensive business partnership model to operate test prep centers, in addition to our own test prep centers. As on September 30, 2016, we had a network of 151 test prep centers in 87 cities across India, with 45 owned test prep centers (of which three were temporary Smart Career Centers) and 106 test prep centers operating under a partnership model. Moreover, we typically lease the premises from which we operate our owned test prep centers.

We now offer all our testing modules online as well as in the form of free-access and paid-access mobile and tablet applications, which we believe provides us with a cost-effective and flexible means of extending our visibility and market reach beyond our physical test prep center network, and our technology support services also facilitate our students in interacting with, and receiving instructions from, our test prep faculty through the Internet and mobile platforms. Our primary mobile and tablet application is the CL Exam Guide, which has channels for each type of examination or career, including Bank PO, CAT, CLAT and CBSE (Grades VIII to XII). Users who download the CL Exam Guide can subscribe to any of our channels and receive regular updates and information regarding their selected examination or career. We have also introduced learning material such as test series and study material in various formats, such as videos, compact discs and mobile and tablet applications, as well as new webpages or microsites for certain courses, to ensure easy accessibility throughout the day. Online enrolments in our test prep courses have increased over time, with 15,491 online enrolments during the six months ended September 30, 2016, and 24,590 online enrolments during fiscal 2016, as we continue to provide an increasing number of test prep offerings in digital mode.

In the publishing and content development business, during the six months ended September 30, 2016, and fiscal 2016, we had released 1,851 and 1,679 titles, respectively, and had sold over 0.58 million and 1.06 million copies, respectively, under our brand GK Publications. Of these, during the six months ended September 30, 2016, and fiscal 2016, we sold 751 and 817 titles, respectively, through the digital mode, under our brand GK Publications.

Strong brand equity.

We believe that Career Launcher is a well-recognized brand in the education sector, particularly in aptitude-based test prep courses, including for MBA, Banking and SSC and Law test prep. With our acquisition of the GK Publications business in November 2011, we entered into the publishing and content development business, publishing niche test prep titles for popular professional and entrance examinations in India, including titles for Engineering, GATE, Civil Services and Bank entrances, under the brand GK Publications.

Under our brand Kestone, we believe that we enjoy strong relationships with corporates to whom we provide our integrated business, marketing and sales services. Similarly, our brands CL Media and Accendere, enable us to establish and develop relationships with educational institutions and universities to whom we provide integrated solutions, including business advisory and outreach support services, as well as research incubation and support services, respectively.

Our brand image and reputation, driven by our corporate philosophy, business ethos, quality courses and results-oriented, innovative and differentiated pedagogy, represent our commitment towards academic excellence. We believe that our brand image and reputation enable us to better position and market our products and services to students and parents, as well as our corporate and educational institution clients. Moreover, we believe that our growing brand equity serves to strengthen the relationships that we have cultivated across the education value chain over the years, with our students and alumni, parents, faculty and trainers, corporate and institutional customers, Governments and Government agencies, and other industry players across India. Therefore, we believe that we are well-positioned to capitalize on our brand equity to expand our distribution network and product and service offerings across the education value chain.

Track record of successful inorganic expansion.

We believe that we have been successful in selectively identifying strategic acquisition, investment and collaboration targets in the past, and in integrating, developing, synergizing and leveraging the existing businesses and brand equity of our past acquisitions, investment and collaborations to enter into new business segments and geographies and thus expand our presence across the education value chain, including by way of the following:

- Our acquisitions in the test prep business, including our acquisitions of LST in 2004 (pursuant to which we commenced offering test prep for Law entrance), KITS in 2000 and ARC in 2004, were undertaken with the objective of adding either a new geography or a new product category to our test prep business.

- In our publication and content development business, our acquisition of GK Publications in November 2011 allowed us to reach out to students relying more on self-study than on classroom training, and to complement our test prep business.

- We acquired Kestone in 2008, with the objective of entering into vocational training, as well as working with corporates clients. Since the date of this acquisition, we have developed and grown our integrated business, marketing and sales services for corporates business, under our brand Kestone. In addition, since that time, we have grown our vocational training business under Government-funded programs.

- As part of our integrated solutions offered to educational institutions and universities across India, we acquired a 51% stake in Accendere in September 2015, with the option to acquire the balance 49% stake after the commencement of fiscal 2018. Accendere is a provider of research incubation and support services to educational institutions across India. Additionally, we have entered into a memorandum of understanding with White Glow Consulting Private Limited to collaborate in promoting co-branded international education products, including in Delhi NCR, Mumbai, Bangalore, Dubai and Abu Dhabi, presently for a three year term, commencing January 4, 2016.

We have recently entered into to a term sheet with IndiaCan to acquire its business division, engaged in the test preparation business for chartered accountancy courses and civil services entrance. See "***Our Busines – Recent Developments***" on page 143.

Professionally qualified, experienced and entrepreneurial management team, and quality human capital.

We believe that we benefit from the vision, strategic guidance, experience, skills and relationships of several key members of our management team, including our individual Promoters, Satya Narayanan .R., Gautam Puri, Nikhil Mahajan, R. Shiva Kumar, Sreenivasan .R, and Sujit Bhattacharyya. Each of our individual Promoters is an IIT and/or IIM graduate, with an average of 18 years of experience in the education sector, including a record of entrepreneurial success and/or professional experience,

We also actively recruit professionally qualified individuals from renowned institutions or organizations in India to fill important management and executive roles. As on September 30, 2016, we had a pool of 60 full-time, and 29 part-time, faculty members for our test prep business. We also conduct refresher programs to equip our faculty to adapt to our students' changing needs in a competitive environment and changing examination trends and increasing career options. We believe that this helps us in attaining and maintaining quality across our operations, which constitutes a competitive advantage, especially *vis-à-vis* smaller and regional players, who rely on one or a few renowned teachers.

In addition, with a view to growing our publishing and content development business, we have established an in-house content development team of 45 members as on September 30, 2016, with domain and subject expertise, supported and complemented by independent content providers engaged on a non-exclusive or part-time basis.

With the continuing involvement of the core members of our management team and our core faculty and key executives, we believe that are well positioned to continue to tap growth opportunities across the education value chain in the future.

Strategies

Our aim is to strengthen our market position and brand recognition, by continuing to pursue the following growth strategies:

Expand our geographical footprint and increase test prep center utilization across India, in our test prep business.

Given the limited seats available across the spectrum of organized employment opportunities in India as well as the skewed student-to-seat ratio at many universities and higher educational institutes across India, we believe that test prep constitutes a critical tool for enhancement of students' aptitude and knowledge for entry into such educational institutes and, therefore, that there is a significant untapped market for us across a wide array of test prep courses.

In particular, we believe that the following two factors may result in an increase in the number of students opting for test prep courses, with the aim of increasing their probability of success: a shift from knowledge-based to aptitude-based testing (for example, the change in the exam format for CAT, replacement of the AIEEE with JEE-Main, replacement of JEE-Main with state-level CET for Maharashtra State-level colleges, and the proposed replacement of the JEE-Main and JEE-Advanced with a standardized aptitude-based common entrance examination for engineering colleges *(Source: CRISIL Research Report*); and regulatory changes in the test prep segment (for example, the limit in the number of attempts for IIT-JEE, JEE-Advanced and NATA to three, two and five, respectively *(Source: CRISIL Research Report*).

For example, we believe that the aptitude-based test prep business is easier to scale than knowledge-based test prep, as it uses standardized content and has mobility of faculty across courses, unlike knowledge-based exams, which are generally more individual-driven. We believe that this offers us a growth opportunity in our aptitude based test prep business, across an array of product offerings. Accordingly, we seek to continue expanding our test prep center network across India, leveraging recognition of our brand Career Launcher, primarily through our scalable, asset-light, less capital-intensive business partnership model. In this relation, we may also continue to explore strategic organic and inorganic expansion opportunities that may arise for us in the future.

In addition, we are continuing to explore opportunities to expand our product and service offerings and to improve test prep center utilization, including by increasing the number of courses offered at each test prep center.

Post-graduate business and management courses, have seen a gradual decline in popularity, relative to courses such as Engineering and Law. Courses such as Medical and Banking and SSC test prep courses are also expected to experience relatively higher growth than management courses. *(Source: CRISIL Research Report)* Accordingly, we are working towards realigning our courses to meet market changes and student requirements. For example, we believe that introduction of more non-MBA courses at individual test prep centers will improve our test prep center utilization and offer our students a more comprehensive portfolio of courses at each of our test prep centers, thus enhancing our revenue generation potential and mitigating concentration risks from each test prep center.

Develop and derive synergies from our publishing and content development business.

As part of our ongoing larger strategy of diversification, we seek to continue to develop and derive synergies from our publishing and content development business, including in terms of expanding our dealer and distributor network and expanding our content library, through our in-house content development team as well as through independent content providers.

We consider our GK Publications business to be synergistic with our other lines of business, in particular, our test prep business, allowing us to reach out to what we believe to be a significant student population currently relying on self-study instead of classroom training and tutorials. We seek to continue to leverage and develop GK Publications' brand value and market reputation, wide content library, and extensive distribution network to tap further opportunities to cross-sell our test prep courses (among students buying GK Publications titles, to incentivize them to enrol in our Career Launcher test prep courses) and to monetize our content (including content developed and published by us in-house under our brand GK Publications) through offering such content as course material and supplementary reference material in our test prep business.

During the six months ended September 30, 2016, we introduced 12 dual language titles, and in fiscal 2016, we introduced 33 dual language titles, across different examinations, with the objective of deepening our presence in regional markets. We continue to explore opportunities for the introduction of dual language titles. We are also deploying dual language titles simultaneously on digital platforms, with the objective of extending our reach beyond our physical dealer and distributor network.

Diversify our business into the B2BC spectrum of the education sector.

While our test prep, publishing and content development, vocational training and K12 schools businesses have historically focused primarily on the business-to-customer ("**B2C**") spectrum of the education sector, we believe that there is a significant growth opportunity for us in the business-to-business-to-consumer ("**B2BC**") spectrum of the education sector.

Under our brand CL Media, we offer integrated solutions to educational institutions and universities across India, including business advisory and outreach support services, with the objective of facilitating such educational institutions and universities in improving their intake and graduate outcomes. Pursuant to our 51% acquisition of Accendere in September 2015, we also offer research incubation and support services to educational institutions and universities under the Accendere brand, with the objective of facilitating educational institutions and universities in establishing their institutional credibility, international presence and thought leadership, by improving their research output in terms of both the quality and quantity of research articles published by them. For example, we have recently launched the next version of the Accendere platform called "wainconnect"; a digital initiative which enables real-time institutional corporate linkage.

In addition to expanding our offerings in the B2BC spectrum of the education sector, we believe that our operations in this business will enable growth in our Career Launcher test prep and GK Publications publishing and content development businesses, by providing us access to students and faculty at these educational institutions and universities. We believe that this 'knowledge enterprise' enables universities, colleges and schools to become more competitive, by providing them research, Testing Assessment, Analytics and Filtering ("**TAAF**") from testing to student selection, enabling the educational institutions and universities online, providing integrated career development services on campus, as well as providing integrated marketing services.

Develop and implement innovative digital business solutions.

We seek to expand our customer base and revenue-generation capabilities, to target the growing and increasingly mobile Indian middle class with rising household incomes, including through exploring a variety of innovative and technology-enhanced platforms as well as new media initiatives, targeted towards on-demand learning.

As the internet, smartphones and other mobile devices continue to gain widespread use and acceptance throughout India, we seek to leverage our education brand, knowledge and human capital to enhance our existing physical and digital reach, increase capacity utilization at each of our individual test prep centers, and develop new and complementary online programs, services and products, including interactive content through mobile and tablet applications and through our websites, as well as the creation of microsites and digital marketing, lead generation, referral and student admission and engagement strategies for our clients who are educational institutions and universities. Moreover, we are exploring opportunities to grow our test prep and content development and publication businesses, through partnerships and strategic alliances for providing customized on-demand online content, publication of e-books or other modes of digital distribution in the future.

We believe that such initiatives would allow us to reach out to, and engage with, a significant student and customer base beyond our physical network, who are currently unable to access our products and services due to geographical limitations, thus providing us with a competitive advantage over other players in the educational sector, who may be continuing to rely on conventional modes of marketing, distribution and delivery. In addition, we believe that our innovative business initiatives and foray into digital modes of marketing, distribution and delivery will also support and complement our business in the B2BC segment.

Selectively capitalize on opportunities in the vocational training business.

Growth drivers for vocational training in India include India's growing population in the working age group and the current infrastructural constraints in the Indian public education system as a result of which, a large number of job aspirants in India lack formal vocational training or identifiable vocational skills and industry-readiness. Moreover, with the GoI and other State Governments promoting skill development in India, there is an opportunity in the vocational training segment, in sectors and areas including auto dealerships and service centers, BFSI, construction, IT-ITeS and organized retail. *(Source: CRISIL Research Report)*

Further, we believe that India's transition from a primarily agricultural economy to a more service-oriented economy, coupled with increasing geographical mobility, influenced by job aspirants seeking to migrate from rural and semi-urban regions to larger and more urban cities and towns, which may offer more attractive employment opportunities, provides us with a unique opportunity to grow our vocational training business.

Vendor selection for Government-funded vocational training programs is based on various criteria including technical competencies, past experience and our projected costs of implementing such programs. In view of our technical competencies, relevant experience and placement record, pursuant to our vocational training programs, we believe that we are well-positioned to continue to win contracts for implementation of Government-funded vocational training programs across India, in the future.

Our Business Operations

The following map illustrates our India-wide presence, as on September 30, 2016*:

**This map indicates cities in which our Company has 151 test prep centers, 13 vocational training centers and offices, 8 Indus World Schools, 4 Kestone offices and one GKP office. Additionally, we currently have 4 test prep centers in the UAE.*
Note: Map not to scale.

Test Prep

We commenced operations in 1996 as a provider of MBA test prep courses under our brand Career Launcher. Since then, we have expanded our array of test prep courses to include Law, Banking and SSC, Civil Services, International Education courses (GRE, GMAT and SAT) and others.

In addition to our organic growth in the test prep business, we acquired LST's entire business on a going concern basis, pursuant to an agreement dated September 23, 2004, along with LST's goodwill, trade name and intellectual property. Our acquisition of LST expanded our then-existing test prep product portfolio (which, at the time, was more focused on MBA test prep courses) to include Law. Our acquisition of the intellectual property of KITS pursuant to an agreement dated December 1, 2000 enabled us to grow our product portfolio as well as our presence in the Mumbai and Maharashtra region. Our acquisition of ARC pursuant to an agreement dated March 31, 2004, on a going concern basis, along with ARC's goodwill, trade name and intellectual property, enabled us to grow our presence in the Engineering test prep market, particularly in the Mumbai region.

As on September 30, 2016, we had a network of over 151 test prep centers in 87 cities across India, with 45 owned test prep centers (of which three were temporary Smart Career Centers) and 106 test prep centers operated under a partnership model, while as on March 31, 2016, we had a network of over 158 test prep centers in 87 cities across India, with 51 owned test prep centers and 107 test prep centers operated under a partnership model.

Through our students, we have established a success record across our test prep business. For instance, 66 of our students secured ranks in the top 100 successful candidates in the CLAT examination in May 2016, and 2,129 of our students received interview calls from at least one IIM in the CAT examinations in October and November 2015. Further, an aggregate of 1,341 of our students cleared the CSAT in 2014 and 2015 and were, therefore, eligible to appear for the Civil Services Main Examination. In addition, 33 of our students were selected in the final merit list (recommended for appointment to various services) of the Civil Services Examination 2015. Also, 138 of our students cleared JEE (Mains) 2016 and were, therefore, eligible to appear for JEE (Advanced) 2016.

Certain details of our test prep product portfolio, as on and for the six months ended September 30, 2016, are set out below:

S. No.	Product*	Nature of Exam	Total Test Centers Offering this Product	Owned Test Prep Centers Offering this Product	Test Prep Centers Operated by Business Partners Offering this Product	Enrolments at Owned Test Prep Centers Offering this Product	Enrolments at Test Prep Centers operated by our Business Partners Offering this Product	Total Enrolments across Owned Test Prep Centers and Test Prep Centers operated by Business Partners Offering this Product
Post-Graduate								
1.	Banking-SSC	Aptitude+ Knowledge	118	36	82	6,896	7,179	14,075
2.	Campus Express	Aptitude	53	21	32	136	267	403
3.	Civil Services	Aptitude + Knowledge	89	29	60	596	80	676
4.	MBA	Aptitude	119	34	85	12,047	9,641	21,688
Undergraduate								
5.	Law – CLAT Law – NLU, Delhi	Aptitude	116	36	80	7,092	5,562	12,654
6.	Engineering + Medical	Knowledge	17	10	7	365	138	503
7.	After XII (includes Business Administration	Aptitude	111	38	73	1,422	1,846	3,268

S. No.	Product*	Nature of Exam	Total Test Centers Offering this Product	Owned Test Prep Centers Offering this Product	Test Prep Centers Operated by Business Partners Offering this Product	Enrolments at Owned Test Prep Centers Offering this Product	Enrolments at Test Prep Centers operated by our Business Partners Offering this Product	Total Enrolments across Owned Test Prep Centers and Test Prep Centers operated by Business Partners Offering this Product
	and Hotel Management)							
8.	Tuitions (VIII-XII)	Knowledge	14	8	6	82	93	175
International								
9.	GMAT, GRE and SAT	Aptitude	63	34	29	315	103	418
Others								
10.	Others (CA-CPT / GATE, etc.)	Aptitude + Knowledge	23	17	6	32	-	32

**In addition our Company has started offering test series for the RBI Grade B programs since October 14, 2015.*

We also offer career counselling (on various aspects of campus recruitment, interviews, personality assessment and participation in group discussions and other group exercises) through our career guidance programs, FutureMap (for students from Grade IX to XII) and Campus Express (for college students).

The pricing of our courses generally varies depending on the locations where our test prep centers are situated. Regardless of whether students are enrolled at our owned test prep centers or at test prep centers operated by our business partners, student ownership resides with us and fees paid by students at test prep centers operated by our business partners are payable to our designated bank accounts (after which we settle our revenue share with our business partners, on a regular basis), and each student receives a unique online customer identity and account as part of our Student Information System ("**SIS**"). Students also receive physical student identity cards identifying them as our students.

Moreover, students receive the same course curricula and material for the respective courses, regardless of whether they are enrolled at our owned test prep centers or at test prep centers operated by our business partners. We seek to provide our test prep courses through a mix of offline and online modes, i.e., through classroom learning as well as video delivery of classes and online testing to maximize reach, enhance sensory learning and retention and enhance revenue.

We seek to supplement our test prep offerings with titles available under our publishing and content development business, under our brand GK Publications.

Owned Test Prep Centers

As on September 30, 2016, we had 45 owned test-prep centers (of which three were temporary Smart Career Centers), while as on March 31, 2016, we had 51 owned test prep centers (of which four were temporary Smart Career Centers), across India. In addition, we currently have four owned test prep centers in the UAE.

We lease or own the premises from which we operate our owned test prep centers, as well as the equipment and infrastructure used at such owned test prep centers, and we receive the entire revenue generated by, and bear the full cost of operating, such owned test prep centers.

Test Prep Centers Operated by our Business Partners

As on September 30, 2016, we had 106 test prep centers operated by our business partners, while as on March 31, 2016, we had 107 test prep centers operated by our business partners.

We enter into non-exclusive service agreements with third parties for individually specified territories or regions, in respect of which our business partners licence from us, and operate under, our brand Career Launcher, typically for a period of three years, generally with an option of renewal for a further period of three years, terminable at our option on the occurrence of specified events of default (subject to an appropriate cure period in case of defaults capable of remedy), including payment defaults or using the infrastructure and resources dedicated to us at our test prep centers for other purposes or for infringing or otherwise misusing our trademarks, brands or material. Our agreements with our business partners do not restrict us from entering into similar agreements or arrangements with other business partners in the same market.

Our business partners operate our test prep centers in consideration of a one-time upfront licence fee payable by them to us for their use of our brand and intellectual property and for pre-commencement training. Out of the fees paid by students (including tuition fees, advances and deposits), our business partners receive a service fee as a percentage of test prep center revenue, which varies from 70% to 85%, depending on the test prep product.

We undertake a systematic selection process to ensure our business partners' compatibility with our business philosophy and ethos. We also leverage our experience in training faculty to enhance the quality of instruction and retention of faculty at our test prep centers. We seek to maintain standardized delivery and quality across our test prep centers, by setting quality standards in our service agreements, providing induction programs, providing course content and study material, guidelines for conduct of classes, tests and examinations, as well as technology support and training to teaching and sales staff. We also engage in periodic conferences with, and require periodic reporting from our business partners and retain rights for inspection and audits of the test prep centers and their assets and records. The site, equipment, furniture, furnishings, fixtures and signs and cost of personnel including faculty are provided by our business partners. Our business partners are generally required to seek our prior consent for activities such as any change in the location or site of the test prep center, any change in the payment structure, or for opening other professional learning centers or otherwise providing any competing or other educational services within or outside the same specified territories or utilizing the same premises for any other purposes.

We reserve the right to interact with students directly, to obtain feedback and for research and quality control. Moreover, with a view towards maintaining quality control, in the event of any breach or irregularity in relation to student admissions or payments by students enrolled at test prep centers operated by our business partners, our business partners are contractually obliged to directly compensate students' fees, in addition to any liability for penalty leviable by us in relation to such breach or irregularity.

Revenue from our test prep business aggregated to ₹ 816.61 million, ₹ 1,287.67 million, ₹ 1,183.14 million and ₹ 1,020.23 million, respectively, for the six months ended September 30, 2016 and fiscals 2016, 2015 and 2014, representing 53.32%, 45.56%, 43.25% and 46.67% of our total revenue from operations for the six months ended September 30, 2016 and fiscals 2016, 2015 and 2014, respectively.

Our owned test prep centers and test prep centers operated by our business partners contributed 46.48% and 53.52%, respectively, of our total test prep revenue during the six months ended September 30, 2016 compared to 49.48% and 50.52%, respectively, of our total test prep revenue in fiscal 2016, 52.04% and 47.96%, respectively, of our total test prep revenue in fiscal 2015 and 48.38% and 51.62%, respectively, of our total test prep revenue in fiscal 2014.

Publishing and Content Development

As part of our ongoing strategy of expansion and diversification, we entered into the publishing and content development business, with our acquisition of the GK Publications business in November 2011. Under our brand GK Publications, we publish niche test prep titles for popular professional and entrance examinations in India, including Engineering, GATE, Civil Services and Bank entrances. We seek to leverage GK Publications' brand image and reputation to reach out to what we believe to be a significant student population currently relying on self-study, to cross-sell our test prep courses.

At the time of our acquisition, we had acquired GK Publications' then-existing content library of 491 titles, as well as GK Publications' then-existing network of over 500 dealers and distributors across India. Since the date of this acquisition, we have merged our existing test prep content development activities and established an in-house content development team, with domain and subject expertise, to direct and oversee our content creation.

During the six months ended September 30, 2016, and fiscal 2016, we had released 1,851 and 1,679 titles, respectively, under our brand GK Publications, and had sold over 0.58 million and 1.06 million copies, respectively. During the six months ended September 30, 2016 and fiscal 2016, we sold 751 and 817 titles, respectively, through the digital mode, comprising 40.57% and 48.66% of our title sales during these respective periods. These sales included 12 dual language titles introduced during the six months ended September 30, 2016, and 33 dual language titles introduced in fiscal 2016, across different examinations, with the objective of deepening our presence in regional markets. In addition to our publication and content development business described above, we generate revenue from advertisements placed in titles published under our brand GK Publications. As on September 30, 2016, we had a network of 635 dealers and distributors, while as on March 31, 2016, we had a network of 906 dealers and distributors, across India, for the sale of titles under our brand GK Publications.

While we conduct certain publishing related activities such as binding, packaging, material printing and content development, from our premises located in Roorkee in the State of Uttarakhand, we outsource our entire printing activities to various third party printers through non-exclusive short-term arrangements from time to time, on a job work basis. Moreover, we do not have long-term arrangements with our dealers and distributors, for the sale of titles under our brand GK Publications. The independent printers, through which titles are printed under our brand GK Publications, are contractually required to obtain necessary regulatory and other approvals and registrations to establish and operate their printing presses and other facilities. Similarly, the independent dealers and distributors, through which titles are sold under our brand GK Publications, are contractually required to obtain necessary regulatory and other approvals and registrations to establish and operate their sales and distribution outlets. Our Company is not involved in or responsible for any regulatory and other approvals and registrations, required to be obtained by such independent printers, dealers and distributors.

Revenue from our publishing and content development business, conducted under our brand GK Publications, aggregated to ₹ 110.36 million, ₹ 159.88 million, ₹ 167.48 million and ₹ 181.58 million, respectively, for the six months ended September 2016 and fiscals 2016, 2015 and 2014, representing 7.21%, 5.66%, 6.12% and 8.31% of our total revenue from operations for the six months ended September 30, 2016 and fiscals 2016, 2015 and 2014, respectively.

Integrated business, marketing and sales services for corporates

Under our brand Kestone, we provide integrated business, marketing and sales services to our corporate customers, including event management, marketing support (including digital marketing support in the form of online marketing initiatives, to support offline marketing campaigns), customer engagement (including audience generation, lead generation, loyalty and reward programs and contest management), managed manpower and training services.

Historically, we have also undertaken vocational training programs for the private sector, under our brand Kestone.

In addition to revenue generated from our integrated business, marketing and sales services for corporates, we seek to leverage our relationships with corporates to drive placements for students enrolled in our vocational training programs.

Revenue from our integrated business, marketing and sales services for corporates aggregated to ₹ 505.20 million, ₹ 877.62 million, ₹ 961.00 million and ₹ 733.60 million, respectively, for the six months ended September 30, 2016 and fiscals 2016, 2015 and 2014, representing 32.99%, 31.05%, 35.13% and 33.56% of our total revenue from operations for the six months ended September 30, 2016 and fiscals 2016, 2015 and 2014, respectively.

Vocational Training

In our vocational training business, we implement vocational training and livelihood skills programs, under project tenders issued by Central and State Governments, for employment in sectors and areas such as auto dealerships and service centers, BFSI, construction, IT-ITeS and organized retail, where we provide skill training in areas including IT-ITES, finance and accounting, English, retail and sales training.

We commenced our vocational training business in fiscal 2008. In the three years preceding the date of this Red Herring Prospectus, we have undertaken various vocational training programs, such as under the Tribal Development Department-Gujarat, RSLDC, Aajiveeka Jharkhand, Aajiveeka UP, Aajiveeka MP, Mission Mangalam Skill Development Programme, Deen Dayal Upadhyaya Grameen Kaushalya Yojana - Gujarat and SGSY, for durations varying between four months and three years.

During fiscal 2016, we had 6,663 enrolments in Government vocational training programs of varying durations, across States including Gujarat, Jharkhand, Chhattisgarh, Madhya Pradesh, Odisha and Uttar Pradesh.

Vendor selection for Government funded vocational training programs is based on criteria including technical competencies, past experience and projected costs of implementing such programs. In view of our technical competencies, relevant experience and placement record, including 194 students placed during the six months ended September 30, 2016, pursuant to our vocational training programs, we believe that we are well-positioned to continue to win contracts for implementation of Government-funded vocational training programs across India, in the future.

The vocational training programs are funded by grants-in-aid by the relevant Central or State Governments and a separate agency selected or nominated by the relevant Government is made responsible for program coordination, including ensuring that project funds released by the Government are used only for the sanctioned project. We, as the implementation agency, are reimbursed for costs and expenses incurred by us in relation to the implementation of such projects, typically in a phased manner, subject to our meeting certain specified training and placement targets, for instance, subject to specified percentages of trainees achieving placements pursuant to their enrolment in our vocational training programs.

Vocational training conducted under project tenders issued by Central and State Governments is imparted by us generally in temporarily rented facilities (with a view to minimizing capital expenses), where trainers are sourced by us locally on contractual basis for the duration of the vocational training programs, typically ranging from a period of two to three months up to two years. We, as the implementing agency, are responsible for curriculum and training, aptitude assessment, personality and skill development, apprenticeship and on-the-job training, placement, and other related responsibilities. The medium of instruction is generally bilingual or multilingual. The terms of reference of the contracts awarded to us specify the minimum and total expected numbers of candidates to be trained by us, the duration of such programs, and the local/tribal area from which such trainees (typically, youth from lower income groups, requiring vocational or livelihood skills training as part of a Government-aided scheme or policy) are to be sourced.

We are responsible for enrolments in our vocational training programs, and are typically subject to Government directions as to reservations or preferred admission requirements, for instance, for scheduled castes and scheduled tribes, minority categories and women. We are also subject to periodic reporting obligations, including in relation to enrolments and placements achieved through the vocational training programs implemented by us under Government schemes. Cost escalations, if any, are typically required to be borne by the implementation agency. While this business is carried out by implementation agencies on a cost basis, the administrative costs of the projects are permitted to be shared. The infrastructure required by us for our vocational training business under Government schemes is provided by our Subsidiary, Kestone, on a lease rental basis.

Revenue from vocational training programs implemented by us under Government schemes aggregated to ₹ 23.79 million, ₹ 360.96 million, ₹ 313.13 million and ₹ 162.87 million, respectively, for the six months ended September 30, 2016 and fiscals 2016, 2015 and 2014, representing 1.55%, 12.77%, 11.45% and 7.45% of our total revenue from operations for the six months ended September 30, 2016 and fiscals 2016, 2015 and 2014, respectively.

Integrated solutions to educational institutions and universities

Under our brand CL Media, we offer integrated solutions to educational institutions and universities, including outreach and application support services, TAAF, and academic and curriculum support services, with the objective of facilitating such educational institutions and universities in improving their student intake and graduate outcomes.

With our 51% stake acquisition in Accendere in September 2015, we entered into the research incubation and support services business, with the objective of facilitating educational institutions in establishing their institutional credibility, international presence and thought leadership, by improving their research output in terms of both the quality and quantity of research articles published by them. For example, we have recently launched the next version of the Accendere platform called "wainconnect"; a digital initiative which enables real-time institutional corporate linkage. All the projects being undertaken at the various educational institutions, are now visible to corporate executives in different corporates, thereby, opening avenues for corporate sponsored research projects in universities and institutions and adding a new stream of revenue for our research vertical.

Our acquisition of 51% stake in Accendere was in September 2015. Therefore, for periods prior, we did not separately account for revenue from integrated solutions to educational institutions.

K-12 Schools

We offer infrastructure and education services and license our Indus World Schools brand, currently, to eight English-medium K-12 schools in India, in the States of Punjab, Delhi NCR, Madhya Pradesh, Chhattisgarh, Maharashtra and Haryana.

The first Indus World School opened in Hyderabad in the State of Andhra Pradesh in 2006. The business partnership through which this school was operated was subsequently terminated, and this school is no longer an Indus World School.

Business Model for the Indus World Schools

In relation to our K-12 schools business, we have conducted market studies to identify suitable locations for the Indus World Schools, taking into consideration factors such as local demographic features, capacity saturation, achievable fee point and availability of infrastructure. Accordingly, once we have identified suitable locations, we determine the most feasible model for the operation of such schools, including a systematic selection process to identify suitable infrastructure and education partners, where relevant, taking into consideration factors such as their mindset and commitment towards a partnership, and to guide and ensure our partners' compatibility with our business philosophy and ethos.

As per the Indian industry and regulatory framework for K-12 schools, schools are required to be run by a registered society or trust on a non-profit basis. In our K-12 schools business, although we provide educational services including training of teachers, the teaching and non-teaching staff in all of the Indus World Schools is employed by the school trusts that operate and manage the Indus World Schools. The trusts operating the Indus World Schools are required to obtain and maintain regulatory and other approvals and registrations, including affiliation with school boards such as the Central Board for Secondary Education. Our Company is not involved in obtaining any regulatory approvals and is not responsible for non-compliance with regulatory requirements by the trusts.

Set out below are certain details of the Indus World Schools:

S. No.	Name and Location	Total No. of Students Enrolled (as on September 30, 2016)	Grades Presently Offered	Board Affiliation Status	Model of Operation	Name of Trust Operating the School
1.	IWS, Raipur	318	Up to X	CBSE	Owned School	Nalanda Foundation
2.	IWS, Indore (Jhalaria)	456	Up to X	CBSE*	Owned School	Nalanda Foundation
3.	IWS, Bhiwani	217	Up to VII	Haryana Board	Infrastructure Partnership	Nalanda Foundation
4.	IWS, Sohna Road	265	Up to VII	IGCSE Board	Infrastructure Partnership	Nalanda Foundation

S. No.	Name and Location	Total No. of Students Enrolled (as on September 30, 2016)	Grades Presently Offered	Board Affiliation Status	Model of Operation	Name of Trust Operating the School
5.	IWS, Ludhiana	400	Up to VI	District Education Officer	Infrastructure Partnership	Nalanda Foundation
6.	IWS, Gurgaon DLF	110	Up to Play School	No affiliation***	Infrastructure Partnership	N.A.***
7.	IWS, Indore	702	Up to XII	CBSE	Infrastructure Partnership	Nalanda Foundation
8.	IWS, Aurangabad	186	Up to VIII	Maharashtra Board	Educational Partnership**	

**Provisional affiliation up to standard XII.*

***Shifted to Educational Partnership model with effect from April 1, 2016 and was previously operating under Infrastructure Partnership model.*

****As this is a play school, which is not required to be affiliated, this school is operated by certain individuals, and not under a non-profit school trust.*

Owned-Infrastructure model

There are two owned Indus World Schools, situated in the States of Chhattisgarh and Madhya Pradesh in India, which are operated by the Nalanda Foundation.

The Nalanda Foundation is a public charitable trust formed under a charity trust deed dated July 28, 2006 (the "**Charity Trust Deed**") to establish, open, run and maintain schools, colleges, hostels, training and career counselling centers for providing basic, professional, technical or non-technical education. As per the Charity Trust Deed, all decisions of the board of trustees of the Nalanda Foundation must be taken either unanimously or by majority, and all circular resolutions shall be required to be passed and evidenced in writing under the hand of two-thirds of the trustees. The current trustees of the Nalanda Foundation are Sanjeev Srivastava, Imran Jafar, Shantanu Prakash, Johnson K.V. and Nidhi Marwah. Sanjeev Srivastava is one of the KMP of our Company and Johnson K.V. and Nidhi Marwah are both employees of our Company. The Nalanda Foundation was not constituted or settled by our Company, our Promoters or our Subsidiaries, nor are any of our Company, our Promoters or our Subsidiaries beneficiaries of the Nalanda Foundation.

In the Owned-Infrastructure model, we provide: (a) educational services (brand, academic content, technology support, human resources systems including training of teachers), through our Subsidiary, CLEIS, in return for a one-time licence and training fee and an annual fee; and (b) infrastructure (including the land and building, furniture, fixtures, computers, laboratory equipment, etc.), through our Subsidiary, CLIP, in return for a one-time infrastructure fee and an annual fee. The educational services agreements between CLEIS and the Nalanda Foundation are for a term of 10 years and can be terminated by either party, with prior notice. The agreements may be terminated by CLEIS without further notice if, the Nalanda Foundation fails to pay fees to CLEIS for a period of three months. These agreements are also terminable at the option of the non-defaulting party for any material or persistent un-remedied breach by the other party. The infrastructure agreements between CLIP and the Nalanda Foundation are for a term of 30 years and can, after the expiry of the term, be terminated by either party, with prior notice. If the agreement is prematurely terminated by the Nalanda Foundation, the Nalanda Foundation will not be entitled to refund of security deposit. These agreements are also terminable at the option of the non-defaulting party for any material or persistent un-remedied breach by the other party.

Infrastructure Partnership model

There are five Indus World Schools operated under the Infrastructure Partnership model, which are situated in the States of Haryana, Punjab and Madhya Pradesh in India, operated by the Nalanda Foundation, where the core infrastructure such as land and building are directly leased by the Nalanda Foundation from our respective infrastructure partners, while the Indus World School in Gurgaon, Haryana, which is a play school and is not affiliated with any school board and therefore not currently required to be operated under a non-profit trust structure, is operated by certain individuals.

In the Infrastructure Partnership model, we provide: (a) educational services (brand, academic content, technology support, human resources systems including training of teachers) through our Subsidiary, CLEIS, in return for a one-time licence and training fee and an annual fee; and (b) infrastructure other than land and building (i.e., furniture, fixtures, computers, laboratory equipment, etc.) through our Subsidiary, CLIP, in return for a one-time infrastructure fee and an annual fee.

The educational services agreements between CLEIS and the Nalanda Foundation are for a term of 10 years, terminable by either party with prior notice. The agreements may be terminated by CLEIS without any further notice, if the Nalanda Foundation fails to pay fees to CLEIS for a period of three months. These agreements are also terminable at the option of the non-defaulting party for any material or persistent un-remedied breach by the other party. The infrastructure agreements between CLIP and the Nalanda Foundation are for a term of 30 years and can, after the expiry of the term, be terminated by either party, with prior notice. If the agreement is prematurely terminated by the Nalanda Foundation, the Nalanda Foundation will not be entitled to refund of security deposit. These agreements are also terminable at the option of the non-defaulting party for any material or persistent un-remedied breach. In relation to the Indus World School in Gurgaon, Haryana, the agreements are for a period of 22 and half years, terminable at the option of the non-defaulting party for any material default.

Educational Partnership model

There is currently one Indus World School under the Educational Partnership model. The Indus World School in Aurangabad, Maharashtra, shifted to the Educational Partnership model with effect from April 1, 2016 and was previously operating under the Infrastructure Partnership model.

The Indus World School under the Educational Partnership model is operated by a school trust. We license our trademark and brand on a non-exclusive basis to our business partner, in return for a one-time licence and training fee and an annual fee, paid to our Subsidiary, CLEIS, by the school trust. The school infrastructure is provided by the school trust.

For more information on our K12 schools business, see the risk factors titled "***There are several risks associated with the K-12 schools business, including in relation to the regulatory framework associated with the K-12 schools business. If any of these risks materialize, our K-12 schools business may be adversely affected, thereby affecting our business, financial condition, results of operations and prospects.***" and "***Our K-12 schools business relies significantly on third parties for its operations, which exposes us to several risks, including contractual default or insufficient performance by our business partners, which may adversely affect our business, financial condition, results of operations and prospects.***" under "***Risk Factors***" on pages 27 and 28, respectively.

Revenue from our K-12 schools business aggregated to ₹ 34.30 million, ₹ 87.55 million, ₹ 72.59 million and ₹ 60.85 million, respectively, for the six months ended September 30, 2016 and fiscals 2016, 2015 and 2014, representing 2.24%, 3.10%, 2.65% and 2.78% of our total revenue from operations for the six months ended September 30, 2016 and fiscals 2016, 2015 and 2014, respectively. We have enetered into an MoU and a non-binding term sheet for transfer of business and assets of our K-12 schools. See "***Our Business – Recent Developments***" on page 143.

Philosophy of the Indus World Schools

Our academic philosophy recognizes 'multiple intelligence', i.e., that people have different skills and peculiarities, and helps to choose a career path that caters to such differences. Further, we believe that the career of a child should be tailored to the child's aptitude, interest and personality. Indus World Schools are built on a learner-friendly model, with three levels according to the age of the student:

Ananda – learning through enjoyment (up to the second year of schooling); *Jigyasa* – learning through inquiry and experimentation, (up to the eighth year of schooling); and *Saadhna* – learning becomes focused towards the ultimate career goal (from the ninth year of schooling). In addition, when the child enters the *Saadhna* stage, we seek to provide aptitude testing, career advisory services, aptitude building and personality development programs to guide students towards the right career choice.

Corporate Philosophy

Our core values are encapsulated in the acronym 'ROOHI', which comprises the following elements:

Risk Taking: Acting decisively based on sound judgment and intuition.

Ownership: Accepting responsibility for actions and carrying the team forward in a crisis situation.

Openness: Regularly sharing experiences with team members and customers, and encouraging feedback and initiative from them.

Honesty and commitment to customers: Communicating clearly and honestly to customers, the deliverables. And expectations from them.

Innovation: Creating courses, systems and processes with enhanced effectiveness to meet customer needs.

Marketing

In our test prep business, we believe that we benefit greatly from word-of-mouth referrals by our students, their parents and faculty. We also endeavor to leverage and increase penetration of our test prep business by offering concessional rates to alumni at our test prep centers, as well as scholarship schemes offered from time to time, as part of our routine brand building and marketing initiatives. We also undertake marketing initiatives such as participation in education fairs and other similar events, advertisements through electronic media such as web banners on websites, advertisements in print media such as education sector magazines and publications, partnering in talent search examinations, and forming alliances and tie-ups with educational institutions and universities, for instance, to provide test prep counselling at the campuses of the selected educational institutions and universities, and to provide fee incentives on enrolments of students at such educational institutions and universities.

In particular, with the increase in internet penetration in India, we have increased our focus on marketing initiatives using various digital media. For instance, our websites are designed to be mobile friendly, optimized for easy discovery on search engines, and linked to payment gateways for e-commerce enablement. We have a dedicated sales team for assisting online sales, supported by third party Live Chat software intended to help engage customers at points of purchase. We also use Voice of Customer tools to take real-time feedback on content and also manage support using third party help desk tools, as well as relying on lead generation by advertisements through Google and custom-audience targeting advertisements (for instance, targeting based on geo-targeting and demographic data) on mobile devices, and also engaging with students through social media platforms and blogs.

We use third party lead management platforms and have lead nurturing tools for managing leads generated on our website and mobile applications. Our email automation systems are also integrated with our website, so that lead engagement scores are maintained based on website and email interactions, to allow better sales management and higher conversions.

The target audience for marketing activities for K-12 schools comprises parents of students and potential business partners. For this purpose, the schools undertake initiatives such as organizing inter-school quizzes and similar events, advertisements through electronic media such as web banners on websites, and advertisements in print media such as education sector magazines and publications.

Our vocational training business is generally driven by programs launched by, and under the aegis of, various State and Central Governments in India in a need-based manner, where contracts are awarded through the tender process. The target audience to support our vocational training business generally comprises corporates that could participate in placement programs for students enrolled in our vocational training courses.

In addition to seeking to leverage our relationships with corporates in our integrated business, marketing and sales services for corporates, under our brand Kestone, as well as our relationships with educational institutions and universities in our integrated solutions to educational institutions and universities business, we also undertake marketing initiatives such as participation in trade fairs and industry events.

Competition

Competition in each of our business segments, as well as in the education sector as a whole, is generally fragmented. In India, we believe that while the K-12 schools segment is formal and organized to an appreciable extent, the test prep, publishing and content development, vocational training and integrated services to corporates and educational institutions and universities segments are presently largely informal and unorganized. Some of our competitors may have the benefit of greater financial and other resources than we currently enjoy. Other differentiators between competitors generally include pricing, location, portfolio of product/service offerings, quality and reputation of faculty, product differentiation through content development, success rates and brand value, and management of quality issues in business partners' operations.

In our test prep business, we face competition from large pan-India players, including TIME, Mahendra Coaching, JK Shah Classes, Aakash, GATE Forum, Career Power, IMS, PT Education, FIIT-JEE, Career Forum and GATE Forum, as well as smaller regional players. In our publishing and content development business, we face competition from MNC players such as Cengage, Wiley, Pearson and McGraw Hill, and regional players such as Himalaya. In our test prep and publication and content development businesses, we also face competition from digital content providers such as TCY Online, TIME, TestFunda, Bulls Eye, Ideal Education Private Limited, IMS Learning Centre, Mindworkzz, MT Educare and mytestbuddy.com. In our vocational training business, we face competition from players such as Aptech, Centum Learning, Pratham Institute, ILFS Training, NIIT, Orion Edutech and India Skill. *(Source: CRISIL Research Report)*

In our integrated business, marketing and sale services for corporates business, we believe that we face competitive pressures including from corporates who may undertake to recruit and train their own staff, as well as conducting in-house event management activities. In our K-12 schools business, we believe that we face greater competitive pressures from private schools and educational institutions, as compared to government schools, particularly in metropolitan and other larger cities and towns in India and among the more affluent section of society.

Employees

As on September 30, 2016, we had 361 employees, of whom 244 are postgraduates or professionals such as chartered accountants. Further, of the 361 employees, 60 are full-time faculty for our test prep business. In addition, we also have 29 part-time faculty members.

In our publishing and content development business, we had an in-house content development team of 45 members, as on September 30, 2016, with domain and subject expertise.

In our test prep business, for test prep centers operated by our business partners, the teaching and non-teaching staff is employed by our business partners. In our K-12 schools business, the teaching and non-teaching staff is employed by the Indus World Schools.

Our employees are not unionized and our operations have not been interrupted by any work stoppage, strike, demonstration or other labour or industrial disturbance in the past.

Insurance

We maintain standard insurance coverage for our corporate offices, K-12 schools under the owned infrastructure and infrastructure partnership models and our employees, including vehicle insurance, standard fire and special perils insurance, directors' and officers' liability insurance, public liability insurance, medical insurance and special contingency insurance for burglary, theft and larceny as well as money insurance for cash in transit and cash in safe for our Company and certain Subsidiaries. We also maintain group accident and medical insurance for all our employees and group accident insurance for our students.

We also maintain professional indemnity insurance, commercial general liability insurance and group health insurance for our Subsidiary, Kestone.

In our test prep business, for test prep centers operated by our business partners, our business partners are contractually obliged to maintain insurance for the assets owned and operated by them at such test prep centers. In our K-12 schools business, our business partners in the K-12 schools business are contractually obliged to maintain insurance coverage for the assets owned and operated by them at such schools. In addition, we are entitled to standard indemnities and other contractual protections against insurance-related risks arising in relation to business operations conducted by us under the partnership model, in our test prep business as well as in our K-12 business.

Intellectual Property

We have registered domain names for our websites, including www.cleducate.com, www.careerlauncher.com, www.gkpublications.org, www.indusworldschool.com, www.wainconnect.com and www.kestone.in.

We have 22 registered trademarks in various classes, including for Career Launcher, Career Launcher – compassbox.com, Career Launcher – PDP and Career Launcher – MAGICLAMP. In addition, we have made a total of 17 applications for either registration or renewal of certain trademarks in various classes.

In addition, we have applied for a process patent for a method and system for evaluating the probability of selection of candidates in an educational institution based on mapping of profile of said candidates with customized criteria of said educational institution. Further, our Subsidiary, Accendere, has applied for a process patent for a research mentoring program for school students and undergraduate college students.

In connection with our acquisitions in the past, we have acquired rights over certain trade names and trademarks, including the intellectual property of KITS, including the trademark KITS, as well as the intellectual property of ARC including the brand and trade name Arun Roy Classes. We are in the process of transferring the six trademarks registered in the name of LST, in various classes, to our Company.

Also, see "***Government and Other Approvals***" on page 485.

Immovable Property

Our Company's registered and corporate office is situated at A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi, Delhi 110 044, India . These premises are occupied by our Company, currently under a five year lease with effect from January 23, 2015, with an option to our Company, as the lessee, to renew the lease for two consecutive terms of three years each, with prior notice.

The premises at which our owned test prep centers are located are either leased by us from various parties for varying terms, or are owned by us. As on September 30, 2016, we had 45 owned test prep centers (of which three were temporary Smart Career Centers), situated in various parts of India. The premises at which test prep centers operated by our business partners are located are owned or leased, as the case may be, by the respective business partners, and are not provided by us.

In addition, from time to time, we may open Smart Career Centers, which are test prep centers operated for short durations for specific courses and purposes, generally operated from leased premises, on a revenue-share model with the relevant business partners. During the six months ended September 30, 2016, we had operated three Smart Career Centers, while during fiscal 2016, we had operated four temporary Smart Career Centers.

The premises at which our publication business is located in Salempur, Rajputana, Roorkee, Uttarakhand, is currently occupied pursuant to lease deed dated November 1, 2016 which is valid until September 30, 2017.

The premises at which our vocational training programs under Government schemes are conducted are generally occupied by us pursuant to short-term lease, licence or similar arrangements, for the duration of the respective programs in various States.

The premises at which Indus World Schools operated under the Owned-Infrastructure model are located are provided by us, presently, at Indore (Jhalaria), Madhya Pradesh and Raipur, Chhattisgarh, respectively. The premises at which Indus World Schools operated under the Infrastructure Partnership model are located are leased by the respective school trusts, and are not provided by us (other than in the case of the Indus World School in Gurgaon, Haryana, where the land is leased by our Subsidiary, CLEIS).

REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain sector-specific laws and government policies currently in force in India, which are applicable to our Company. The information detailed in this chapter has been obtained from publications available in the public domain. The description below may not be exhaustive, and is only intended to provide general information to investors, and is neither designed as, nor intended to substitute, professional legal advice. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial or administrative decisions.

*For information on regulatory approvals obtained by us, see "**Government and Other Approvals**" on page 485.*

Overview

Education is one of the items on the Concurrent List (List III) of the Seventh Schedule to the Constitution of India, meaning that both the Central and State Governments are empowered to legislate in this sector. Education was transferred from the State List (List II) to the Concurrent List (List III) by the 24th Amendment to the Constitution of India in 1971.

Further, the 86th Amendment to the Constitution of India in 2002 recognized the right to free and compulsory education (for children of the ages six to 14 years) as a Fundamental Right under Article 21A, as well as the right to education (for children up to the age of six) as a Directive Principle under Article 45. The Supreme Court of India has also recognized the right to education as a Fundamental Right under Articles 19 and 21 of the Constitution of India.

The Ministry of Human Resource Development, GoI plays a central role in governing education in India, through its two nodal agencies – the Department of School Education and Literacy, responsible for disbursing Central grants to States for building educational infrastructure at the K-12 level, and the Department of Higher Education, responsible for governing higher education.

National Skill Development Policy

The Ministry of Labour and Employment, GoI, formulated the National Skill Development Policy (the **"NSDP"**) in 2015 superseding National Skill Development Policy, 2009, with an objective of an integrated outcomes-based skills development eco-system, which would promote economic, employment growth and social development through a focus on education, skill training and employment services. The Prime Minister's National Council on Skill Development set a target of imparting skills training to 500 million persons, by 2022. The NSDP also envisages to harness inclusivity and focus on equity, both social and gender equity and on need for an affirmative action in accordance with constitutional provisions to ensure that persons belonging to the scheduled castes, scheduled tribes, minorities, women, and other disadvantaged groups providing them the opportunity to develop their skills. Further, NSDP is proposed to focus on increasing the relevance with future employment market including promotion of self-employment for which soft skills and entrepreneurship skills will be made an integral part of skill development. The national skill development mission will consist of a governing council at apex level, a steering committee and a mission directorate, as the executive arm. The mission directorate will be supported by three other institutions, national skill development agency, national skill development corporation and directorate general of training, all of which will have horizontal or vertical linkages with mission directorate to facilitate smooth functioning of the national institutional mechanism.

Right of Children to Free and Compulsory Education Act, 2009

The Right of Children to Free and Compulsory Education Act, 2009, which came into force from April 1, 2010, provides for free and compulsory education to children in India of the ages six to 14 years.

Schools that are not Government funded are required to admit, to the extent of at least 25% of the strength of the class, children from the weaker and disadvantaged section of society in the neighborhood, and to provide free and compulsory elementary education to such students. Such schools may receive reimbursement from the State or applicable local authority for per-child expenditure, or such expenses may be set off against any land, building, equipment or other facilities provided to the school by the State or local authority (either free of cost or at a concessional rate).

National Policy on Education

The National Policy on Education (the "**NPE**") was adopted by the Indian Parliament in 1986 (in place of the earlier policy adopted in 1968), with amendments adopted in 1992. The NPE envisages a common education system comprising eight years of elementary education (five years of primary education and three years of upper primary), followed by two years of high school, two years of higher secondary school, and three years of university education, and contemplates that investment in education should exceed 6% of the national income during and from the Eighth Five Year Plan period.

The NPE, together with the National Literacy Mission, identifies, among other things, focal areas such as adult education (including post literacy, continuing education and vocational and skill training programs), open and distance learning, and technical and management education. The NPE contemplates an ongoing review of its implementation on a five-yearly basis.

The Ministry of Human Resources and Development, GoI is in the process of adopting the National Policy on Education, 2016.

National Council of Education Research and Training

The National Council of Education Research and Training ("**NCERT**") is an autonomous organization, set up in 1961 by the GoI, to assist and advise the Ministry of Education and Social Welfare in the implementation of its policies and major programmes in the field of school education. The NCERT will, among other things, undertake, aid, promote and coordinate research in all branches of education, develop and/or to disseminate improved educational techniques and practices in schools, prepare and publish such books, materials, periodicals and other literature as may be necessary for the furtherance of its objects and organize pre-service and in-service training of teachers.

Central Board of Secondary Education Affiliation

The two national-level organizations that supervise and monitor K-12 level educational institutions in India are the Central Board of Secondary Education (the "**CBSE**") and the Council for the Indian School Certificate Examination.

The CBSE prepares the syllabus for students from lower kindergarten to senior school level, for affiliated schools. It also conducts two national examinations: the 'All India Secondary School Examination' for Class X (equivalent to 'O' level in other jurisdictions) and the 'All India Senior School Certificate Examination' for Class XII (equivalent to 'A' level in other jurisdictions), for affiliated schools.

The CBSE Affiliation Bye-laws (the "**CBSE Bye-laws**"), as amended from time to time, first introduced in 1988 provide for, among other things, affiliation (for a fee payable to the CBSE) of private unaided schools (i.e., schools run by a duly constituted and registered society or trust, not receiving any regular grants-in-aid from any Government sources), either on a provisional or permanent basis. Schools that are not managed directly by public sector undertakings ("**PSUs**") or reputed societies under the financial control of PSUs may apply to the CBSE only for provisional affiliation in the first instance, subject to prior recognition or no-objection granted by the relevant State (or Union Territory) Government. After the expiry of the provisional affiliated period of three years (which may be extended by the CBSE in its discretion), such a school may apply to the CBSE for permanent affiliation.

The conditions prescribed for CBSE affiliation include the following:

- the school must have a minimum land area, as prescribed for various categories of affiliation, for various regions, and up to various classes/levels, as applicable;
- the salary and admissible allowances of the teaching and non-teaching staff must be commensurate to the prescribed pay scale and admissible allowances payable to corresponding categories of Government employees;
- the trust, society or management of the school should be of non-proprietary character (i.e., control may not vest in a single individual or members of a family) and should run the school on a not-for-profit basis (i.e., any savings after meeting required expenses and making required contributions must be utilized in the

school's operations and promotion, and may not be diverted to any individual in the school management committee, society or trust or to any other person) as a community service and not as a business;

- the school must have at least the prescribed infrastructure for building and classrooms, libraries, laboratories and extra-curricular activities;
- the school's admissions and withdrawal registers as well as service records of the school's teaching and non-teaching staff must be duly maintained and updated;
- no teachers are to be appointed by the school on *ad hoc* basis;
- the school must have adequate teaching staff possessing necessary qualifications prescribed by the CBSE for various subjects and posts;
- the pupil to teacher ratio should not exceed 30:1 and there must be at least 1.5 teachers per section to teach various subjects;
- no capitation fee or voluntary donation for gaining admission to the school may be collected or charged in the name of the school and private unaided schools must consult parents' representatives prior to revision of school fees, provided that school fees may not be revised mid-session; and
- the school must maintain a reserve fund at a prescribed scale, depending on the number of students enrolled.

CBSE-affiliated schools are open to inspection by the inspection committee deputed by the CBSE or the education department of the State or Union Territory in which they are situated, and may be subject to audit by the CBSE, if the CBSE deems it necessary to ensure that school funds/fees are not diverted for non-permitted uses, staff salaries are paid as prescribed, and that there is no other financial irregularity. CBSE affiliation may be withdrawn in the event of any sale or transfer of the school or school property, or any other misconduct, irregularity or violation from prescribed byelaws.

The Copyright Act, 1957

The Copyright Act, 1957 (the "**Copyright Act**") provides for registration of copyrights, transfer of ownership and licensing of copyrights, and infringement of copyrights and remedies available in that respect. The Copyright Act affords copyright protection to original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Once registered, copyright protection lasts for 60 years, subsequent to which the work falls in the public domain and any act of reproduction of the work by any person other than the author would not amount to infringement. The remedies available in the event of infringement of copyright include civil proceedings for damages, account of profits, injunction and the delivery of infringing copies to the copyright owner, as well as criminal remedies, including imprisonment of the accused and imposition of fines and seizure of infringing copies. While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favoring ownership of the copyright by the registered owner.

Following the issuance of the International Copyright Order, 1999, subject to certain exceptions, the provisions of the Copyright Act apply to nationals of all member states of the World Trade Organization.

The Trade Marks Act, 1999

In India, trademarks enjoy protection under both statutory and common law. Indian trademark law permits the of trademarks for goods and services. The Trade Marks Act, 1999 (**"Trademark Act"**) governs the statutory protection of trademarks and for the prevention of the use of fraudulent marks in India. Certification marks and collective marks can also be registered under the Trademark Act. An application for trademark registration may be made by individual or joint applicants by any person claiming to be the proprietor of a trade mark, and can be made on the basis of either use or intention to use a trademark in the future.

Applications for a trademark registration may be made for in one or more international classes. Once granted, trademark registration is valid for ten years unless cancelled. If not renewed after ten years, the mark lapses and the registration has to be restored. While both registered and unregistered trademarks are protected under Indian Law, the registration of trademarks offers significant advantages to the registered owner, particularly with respect to proving infringement. The Trademark (Amendment) Act, 2010 has been enacted by the GoI to amend the Trademark Act to enable Indian nationals as well as foreign nationals to secure simultaneous protection of trademark in other countries, and to empower the Registrar of Trademarks to do so. It also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to bring the law generally in line with international practice.

Press and Registration of Books Act, 1867

The Press and Registration of Books Act, 1867 provides for, among other things, the regulation of printing presses, preservation of copies of books (including any volume, part and division of any volume or pamphlet, in any language) published in India, and registration of such books with the officer appointed by the relevant State Government, for publication of prescribed details (including the title, language, subject, name of printer and publisher, date of issue or publication, name and address of copyright holder, etc.) in the Catalogue of Books.

Other Laws

In addition to the foregoing, taxation statutes such as the Income Tax Act, 1961, Central Sales Tax Act, 1956, Finance Act, 1994, and applicable local sales tax statutes, as well as labour and employment-related statutes such as the Shops and Establishments Act, 1958 (as applicable in various States in India), Employees' State Insurance Act, 1948, Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Minimum Wages Act, 1948, Payment of Bonus Act, 1965, Payment of Wages Act, 1936, Contract Labour (Regulation and Abolition) Act, 1970, Payment of Gratuity Act, 1972, and, among other laws, the Companies Act, Indian Contract Act, 1872, and Information Technology Act, 2000, apply to us as to any other Indian company.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated in New Delhi as 'Career Launcher (India) Private Limited' on April 25, 1996 under the Companies Act 1956, with the RoC. Pursuant to a resolution of our shareholders dated April 25, 2000, our Company was converted to a public limited company following which our name was changed to 'Career Launcher (India) Limited', and a fresh certificate of incorporation was issued by the RoC on June 17, 2000. Pursuant to a resolution of our shareholders dated February 28, 2011, our name was changed to 'CL Educate Limited', and a fresh certificate of incorporation was issued by the RoC on March 18, 2011. Our name was changed to enable the identification of our Company with the "CL" brand.

For information on our activities, courses, services, market of each segment, growth, technology, market, managerial competence and capacity built-up, our standing with reference to our prominent competitors, management, major suppliers, customers and details of our borrowings, see "***Our Management***", "***Our Business***", "***Industry Overview***" and "***Financial Indebtedness***" on pages 173, 141, 110 and 473, respectively. For details of shareholding of our Promoters, see "***Capital Structure***" on page 72.

Our Company has 189 equity shareholders, as at the date of filing of this Red Herring Prospectus.

Changes in Registered Office

Set forth below are details of the changes in the registered office of our Company.

Date of change	Change in the address of our Registered Office	Reason for Change
July 1, 1998	From Flat No. 1275, Sector D, Pocket-1, Vasant Kunj, New Delhi, India to R-90, Greater Kailash, Part-I, New Delhi 110 048, India	To enable greater operational efficiency
July 28, 2008	From R-90, Greater Kailash, Part-I, New Delhi 110 048 to R-90, First Floor, Greater Kailash Part 1, New Delhi 110 048, India	To enable greater operational efficiency
July 3, 2014	From R-90, First Floor, Greater Kailash Part 1, New Delhi 110 048, India to DTJ 925, DLF Tower-B, Jasola District Centre, New Delhi 110 025, India	To enable greater operational efficiency
May 14, 2015	From DTJ 925, DLF Tower-B, Jasola District Centre, New Delhi 110 025, India to A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi 110 044, India	To enable greater operational efficiency

Major Events

Calendar year	Event
1996	Incorporation of our Company
	Acquisition of all assets and liabilities of The Career Launcher
2000	Acquisition of intellectual property of KITS
	Acquisition of business of Professionals Online Private Limited
2001	Acquisition of business and intellectual property of Compassbox.com Global Solutions Limited
	Acquisition of business of Paragon Classes
2004	Acquisition of business of LST
	Acquisition of business and intellectual property of ARC
	Acquisition of business of Lohana Test Series
2006	Opening of our first Indus World School
	Invested in Career Launcher USA Inc. which became a subsidiary of our Company
2007	Equity investment by GPE (India) Limited and Gaja Trustee Company Private Limited (as trustee for Gaja Capital India Fund –I)
2008	Entered into vocational training segment through acquisition of Kestone
2011	Entered into publication business and content development through acquisition of GKP
2012	Discontinuation of Indus World School of Business
2013	Divested from Career Launcher USA Inc.
2014	Equity investment by Housing Development Finance Corporation Limited
	Increased our equity shareholding in CLEIS
2015	Acquisition of 51% stake in Accendere
2015	CLEIS became a wholly owned Subsidiary of our Company

Our Main Objects

The main objects of our Company as contained in our Memorandum of Association are as follows:

To conduct educational and consulting programs relating to various education and career opportunities viz. primary, secondary and higher education, teaching, supplementary and preparatory classes, online training, counseling, university admission services, administrative training, educational consultancy, human resource consultancy, management consultancy, placement services, public relation exercise and software consultancy including providing content and expertise on the internet.

Changes in Memorandum of Association

Since our incorporation, the following changes have been made to the Memorandum of Association:

Date of Amendment/Shareholders Resolution	Amendment
October 1, 1999	The authorized share capital of our Company of ₹ 500,000 divided into 50,000 equity shares of ₹ 10 each was increased to ₹ 1,000,000 divided into 100,000 equity shares of ₹ 10 each.
April 25, 2000	The authorized share capital of our Company of ₹ 1,000,000 divided into 100,000 equity shares ₹ 10 each was increased to ₹ 10,000,000 divided into 1,000,000 equity shares of ₹ 10 each.
	Our Company was converted into a public company and the name of our Company was changed from 'Career Launcher (India) Private Limited' to 'Career Launcher (India) Limited'.
September 10, 2001	The authorized share capital of our Company was altered by way of subdivision to ₹ 10,000,000 divided into 5,000,000 equity shares of ₹ 2 each, whereby one equity share of ₹ 10 each was sub-divided into five equity shares of ₹ 2 each.
November 22, 2003	The main objects (Clause III (A)) of our Company was changed from: *"To conduct educational programme relating to various career opportunities viz. teaching, counseling, human resource consultancy, placement services and public relation exercise."*, to the following: *"To conduct educational and consulting programs relating to various education and career opportunities viz. primary, secondary and higher education, teaching, supplementary and preparatory classes, online training, counseling, university admission services, administrative training, educational consultancy, human resource consultancy, management consultancy, placement services, public relation exercise and software consultancy including providing content and expertise on the internet."*
August 10, 2004	The authorized share capital of our Company of ₹ 10,000,000 divided into 5,000,000 equity shares of ₹ 2 each was increased to ₹ 50,000,000 divided into 25,000,000 equity shares of ₹ 2 each.
February 7, 2007	The authorized share capital of our Company was altered by way of consolidation to ₹ 50,000,000 divided into 5,000,000 equity shares of ₹ 10 each, whereby five equity shares of ₹ 2 each were consolidated into one equity share of ₹ 10 each.
	The authorized share capital of our Company of ₹ 50,000,000 divided into 5,000,000 equity shares of ₹ 10 each was increased to ₹ 100,000,000 divided into 10,000,000 equity shares of ₹ 10 each.
March 31, 2008	The authorized share capital of our Company of ₹ 100,000,000 divided into 10,000,000 equity shares of ₹ 10 each was increased to ₹ 150,000,000 divided into 15,000,000 equity shares of ₹ 10 each.
March 18, 2011	The name of our Company was changed from 'Career Launcher (India) Limited' to 'CL Educate Limited'.
	The authorized share capital of our Company of ₹ 150,000,000 divided into 15,000,000 equity shares of ₹ 10 each was reclassified to ₹ 150,000,000 divided into 13,000,000 equity shares of ₹ 10 each and 2,000,000 preference shares of ₹ 10 each.
September 5, 2014	The authorized share capital of our Company of ₹ 150,000,000 divided into 13,000,000 equity shares of ₹ 10 each and 2,000,000 preference shares of ₹ 10 each was reclassified and increased to ₹ 160,000,000 divided into 16,000,000 equity shares of ₹ 10 each.

Other Details Regarding Our Company

For information on our activities, products and services, market of each segment, growth, technology, foreign operations, our standing with reference to our prominent competitors, see, "***Our Business***" and "***Industry Overview***" on pages 141 and 110, respectively. For details of our management and managerial competence and for details of shareholding of our Promoters, see "***Our Management***" and "***Capital Structure***" on pages 173 and 72, respectively.

Injunction or Restraining Order

Our Company is not operating under any injunction or restraining order as at the date of this Red Herring Prospectus.

Capital Raising Activities through Equity and Debt

For details of issuances of our Equity Shares, see "***Capital Structure***" on page 72 and for details of the debt facilities of our Company, outstanding as of October 31, 2016, see "***Financial Indebtedness***" on page 473.

Changes in the Activities of our Company during the Last Five Years

Except as disclosed in this RHP, there have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company including discontinuance of lines of business, loss of agencies or markets and similar factors.

Defaults or Rescheduling of Borrowings with Financial Institutions/Banks and Conversion of Loans into Equity

There have been no defaults or rescheduling of borrowings with financial institutions or banks. Further, there has not been any conversion of debt into Equity Shares.

Lock Outs and Strikes

There have been no lock outs or strikes at any centers of the Company.

Acquisition of Business/Undertakings, Mergers, Amalgamations, Revaluation of Assets

Share purchase agreement dated September 7, 2015 among Accendere, Praveen Dwarakanath, Shivaraman Ramaswamy and the Company

Our Company executed Accendere SPA pursuant to which our Company acquired 6,120 equity shares of Accendere, which is equivalent to 51.00% of the issued and paid up capital of Accendere, for an aggregate purchase price of ₹ 134.64 million of which ₹ 109.64 million was paid by way of issue of 92,915 Equity Shares each to Praveen Dwarakanath and Shivaraman Ramaswamy, the promoters of Accendere (the "**Seller(s)**"), and the remaining was paid in cash. See "***History and Certain Corporate Matters – Subsidiaries***" on page 168.

Subject to certain terms and conditions provided under the Accendere SPA, including issuance of prior notice and pricing requirements, our Company has a right, beginning from April 1, 2017, at its option to purchase, in full or part, the equity shares of Accendere, currently held by the Sellers ("**Call Option**") and the Sellers have a right, beginning from April 1, 2020, at their option to sell the equity shares of Accendere currently held by them ("**Put Option**"). In terms of the Accendere SPA, the pricing of the equity shares of Accendere for the Call Option and the Put Option will be based on the valuation of Accendere in the fiscal immediately preceding the fiscal in which such option is exercised in accordance with the Accendere SPA and 78% of such consideration amount is required to be paid by our Company, by issuance of Equity Shares of our Company and the remaining 22% is required to be paid in cash.

Further, pursuant to the Accendere SPA, the shareholder holding majority share capital of the fully diluted share capital of Accendere, will have a majority on the board of directors of Accendere ("**Accendere's Board**") and as long as each of our Company and the Sellers holds more than 10% of the share capital of Accendere, each of them have a right to appoint a nominee director on Accendere's Board. In addition, Accendere shall not, without the affirmative vote of (i) a nominee of our Company and the Sellers on Accendere's Board in case of a meeting of the board of directors; and (ii) a representative of our Company and the Sellers, in case of a general meeting of the shareholders of Accendere, take any action for, among other things, acquisitions of any business or undertakings; any proposal for amendment in the charter documents; acquisition, disposal or creation of encumbrance with respect to securities held in other companies; and any proposal of transfer of shares which does not comply with the terms of the Accendere SPA.

For details of other acquisition of business/undertakings by our Company, please see "***Major Events***" on page 165 and "***Subsidiaries***" on page 168.

Our Subsidiaries, CLEIS and CLIP, have also recently entered into an MoU and CLIP and Nalanda have entered into a non-binding term sheet with certain third parties for transfer of business and assets of our K-12 schools. The closing of these transactions is subject to, among other things, completion of due diligence, receipt of all corporate and regulatory approvals and negotiations and execution of definitive agreements. See "***Our Business – Recent Developments***" on page 143.

Holding Company

Our Company does not have a holding company.

Subsidiaries

Our Company has seven subsidiaries (including two indirect subsidiaries), as on the date of this Red Herring Prospectus.

1. ***Kestone Integrated Marketing Services Private Limited***

Kestone was incorporated as Kestone Research Private Limited under the Companies Act 1956 on February 3, 1997. Its corporate identification number is U73100DL1997PTC186183. Kestone is currently engaged in the business of recruitment, training and event management services.

Kestone became our wholly-owned Subsidiary pursuant to a share purchase agreement dated April 1, 2008 among our Company, Jayaram Krishnan, N. Mahalakshmi, R. Krishnan, Shantha Krishnan and Kestone, as amended on March 29, 2009. Our Company acquired 1,000,000 equity shares of Kestone for an aggregate purchase price of ₹ 69.1 million, of which, ₹ 19.6 million was paid by way of issue of 56,000 Equity Shares of our Company, to Jayaram Krishnan and N. Mahalakshmi, on April 28, 2008 and May 30, 2009. The authorized share capital of Kestone is ₹ 10 million divided into 1 million equity shares of ₹ 10 each and the paid up share capital of Kestone is ₹ 10 million divided into 1 million equity shares of ₹ 10 each. Our Company holds 1 million equity shares of ₹ 10 each in Kestone including through its nominee, which is equivalent to 100% of the issued and paid up capital of Kestone.

There are no accumulated profits or losses of Kestone not accounted for by our Company.

2. ***GK Publications Private Limited***

GKP was incorporated under the Companies Act 1956 on May 28, 2001. Its corporate identification number is U22110DL2001PTC111015. GKP is currently engaged in the business of distribution of test preparation guides, books and other academic material.

GKP became our Subsidiary pursuant to an agreement dated November 12, 2011 among our Company, Rakesh Mittal, Poonam Mittal and GKP as amended on September 29, 2013. Our Company acquired 190,000 equity shares of GKP for an aggregate purchase price of ₹ 337.19 million, of which, ₹ 57.74 million was paid by way of issue of 106,590 Equity Shares of our Company, to Rakesh Mittal and Poonam Mittal on May 1, 2012, October 31, 2012 and September 5, 2014, and the rest was paid in cash. The authorized share capital of GKP is ₹ 2.50 million divided into 250,000 equity shares of ₹ 10 each and the paid up share capital of GKP is ₹ 1.90 million divided into 190,000 equity shares of ₹ 10 each. Our Company holds 190,000 equity shares of ₹ 10 each in GKP including through its nominee, which is equivalent to 100% of the issued and paid up capital of GKP.

There are no accumulated profits or losses of GKP not accounted for by our Company.

3. *Career Launcher Education Infrastructure and Services Limited*

Career Launcher Education Infrastructure and Services Limited ("**CLEIS**") was incorporated as Career Launcher Infrastructure Private Limited under the Companies Act 1956 on June 16, 2005. Its corporate identification number is U70101DL2005PLC137699. CLEIS is currently engaged in the business of providing educational services for K-12 schools including brand licensing and providing education soft skills under the brand Indus World School.

The authorized share capital of CLEIS is ₹ 100 million divided into 10 million equity shares of ₹ 10 each and the paid up share capital of CLEIS is ₹ 94.47 million divided into 9,447,606 equity shares of ₹ 10 each. Our Company holds 9,447,606 equity shares of ₹ 10 each in CLEIS including through its nominees, which is equivalent to 100% of the issued and paid up capital of CLEIS making it a wholly owned subsidiary of our Company.

There are no accumulated profits or losses of CLEIS not accounted for by our Company.

4. *CL Media Private Limited*

CL Media was incorporated as CL Media Private Limited under the Companies Act 1956 on February 1, 2008. Its corporate identification number is U74300DL2008PTC173449. CL Media is currently engaged in the business of content development for study material, publishing study material and books.

The authorized share capital of CL Media is ₹ 0.1 million divided into 10,000 equity shares of ₹ 10 each and the paid up share capital of CL Media is ₹ 0.1 million divided into 10,000 equity shares of ₹ 10 each. Our Company holds 10,000 equity shares of ₹ 10 each in CL Media through its two nominees, which is equivalent to 100% of the issued and paid up capital of CL Media.

There are no accumulated profits or losses of CL Media not accounted for by our Company.

5. *Career Launcher Infrastructure Private Limited*

Career Launcher Infrastructure Private Limited ("**CLIP**") was incorporated under the Companies Act 1956 on February 20, 2008. Its corporate identification number is U45200DL2008PTC174240. CLIP is currently engaged in the business of providing infrastructure facilities for K-12 schools operated under the brand Indus World School.

The authorized share capital of CLIP is ₹ 3 million divided into 0.1 million equity shares of ₹ 10 each and 0.2 million preference shares of ₹ 10 and the paid up share capital of CLIP is ₹ 2.48 million divided into 98,468 equity shares of ₹ 10 each and 150,000 preference shares of ₹ 10 each. CLEIS holds 98,468 equity shares of ₹ 10 each and 150,000 preference shares of ₹ 10 each in CLIP including through its nominee, which is equivalent to 100% of the issued and paid up capital of CLIP.

There are no accumulated profits or losses of CLIP not accounted for by our Company.

6. *Kestone Asia Hub Pte. Ltd.*

Kestone Asia was incorporated as CL Veritas Asia Pte. Limited under the Companies Act, Cap. 50, Singapore on August 16, 2007. Its company number is 200715067R. Kestone Asia is currently engaged in providing integrated marketing solutions for products and services for and on behalf of inland and overseas clients and customers.

Kestone Asia was incorporated pursuant to a joint venture agreement between our Company and Veritas LLC dated August 10, 2007 and became our wholly-owned subsidiary pursuant to a deed of transfer entered into between our Company and Veritas LLC whereby our Company acquired 7,000 ordinary shares of Kestone Asia for a consideration of $ 57,000. Subsequently, our Company transferred its entire shareholding in Kestone Asia to Kestone. The paid up share capital of Kestone Asia is SGD 14,001 divided into 14,001 equity shares of SGD 1 each. Pursuant to the transfer of our Company's shareholding in Kestone Asia to Kestone, Kestone holds 14,000 equity shares of SGD 1 each in Kestone Asia, which is equivalent to 99.99% of the issued and paid up capital of Kestone Asia.

There are no accumulated profits or losses of Kestone Asia not accounted for by our Company.

7. *Accendere Knowledge Management Services Private Limited*

Accendere was incorporated under the Companies Act 1956 on September 19, 2008. Its corporate identification number is U74900TN2008PTC069339. Accendere is currently engaged in the business of facilitating educational institutions in establishing their institutional credibility, international presence and thought leadership by improving their research output in terms of both the quality and quantity of research articles published by them.

Accendere became our Subsidiary pursuant to the Accendere SPA. Our Company acquired 6,120 equity shares of Accendere, which is equivalent to 51% of the issued and paid up capital of Accendere for an aggregate purchase price of ₹ 134.64 million of which ₹ 109.64 million was paid by way of issue of 92,915 Equity Shares of our Company each to Praveen Dwarakanath and Shivaraman Ramaswamy, the promoters of Accendere, and the remaining was paid in cash. The authorized share capital of Accendere is ₹ 0.20 million divided into 20,000 equity shares of ₹ 10 each and the paid up share capital of Accendere is ₹ 0.12 million divided into 12,000 equity shares of ₹ 10 each. Our Company holds 6,120 equity shares of ₹ 10 each in Accendere, which is equivalent to 51% of the issued and paid up capital of Accendere.

There are no accumulated profits or losses of Accendere not accounted for by our Company.

Further, pursuant to a notice dated November 10, 2015 issued by the RoC to CL Higher Educational Services Private Limited under Section 560 of the Companies Act 1956, CL Higher Educational Services Private Limited which was previously a subsidiary of our Company, being a defunct company, was dissolved and its name was struck off from the register of the RoC.

Neither our Promoters, nor the members of our Promoter Group or our Directors and their relatives have sold or purchased securities of our Subsidiaries during the six months preceding the date of this Red Herring Prospectus.

Profit-making Subsidiaries

Details of profit-making Subsidiaries that contributed more than 5% of the revenue, profits or assets of the Company on a consolidated basis in fiscal 2016, is set forth below:

(₹ in million)

	CL Media	CLIP*	CLEIS	Kestone	GKP
Share Capital as on March 31, 2016	0.10	2.48	94.47	10.00	1.90
Turnover for fiscal 2016	298.86	32.55	109.45	973.58	148.72
Profit after Tax for fiscal 2016	85.66	(13.60)	46.24	74.04	(10.56)
Shareholding of our Company as on the date of this Red Herring Prospectus	100%	100%	100%	100%	100%
Listing status	Unlisted	Unlisted	Unlisted	Unlisted	Unlisted

**Through CLEIS, which holds 100% of the issued and paid up capital of CLIP.*

Material Agreements

Shareholders' Agreements

Share subscription and shareholders' agreement dated September 20, 2007 between GPE (India) Limited, Mauritius, our individual Promoters and our Company, as amended on March 9, 2011, November 2, 2012 and August 12, 2014; share subscription and shareholders' agreement dated September 20, 2007 among Gaja Capital India Fund – I, our individual Promoters and our Company as amended on February 11, 2008, March 9, 2011, March 29, 2011 and November 2, 2012; and share subscription and shareholders' agreement dated September 20, 2007 among Shantanu Prakash, our individual Promoters and our Company; and inter-se agreement dated January 20, 2016, as amended, among Gaja Capital India Fund – I, GPE (India) Limited, SP Family Trust, our individual Promoters and our Company ("Gaja Inter-se Agreement")

Our Company has entered into (i) a share subscription and shareholders' agreement dated September 20, 2007 with GPE (India) Limited, Mauritius ("**GPE**"), Satya Narayanan .R, Gautam Puri, R. Sreenivasan, R. Shiva Kumar, Sujit Bhattacharyya and Nikhil Mahajan, as amended on March 9, 2011, November 2, 2012 and August

12, 2014; (ii) a share subscription and shareholders' agreement dated September 20, 2007 with Gaja Capital India Fund – I ("**Gaja**"), Satya Narayanan .R, Gautam Puri, R. Sreenivasan, R. Shiva Kumar, Sujit Bhattacharyya and Nikhil Mahajan, as amended on February 11, 2008, March 9, 2011, March 29, 2011, and November 2, 2012 (together, the "**Gaja SHAs**"); and (iii) a share subscription and shareholders' agreement dated September 20, 2007 with Shantanu Prakash, Satya Narayanan .R, Gautam Puri, R. Sreenivasan, R. Shiva Kumar, Sujit Bhattacharyya and Nikhil Mahajan ("**SPSHA**"). Pursuant to these agreements, GPE and Gaja (through its trustee Gaja Trustee Company Private Limited), and Shantanu Prakash through his trust ("**Investors**") currently hold 2,365,795 Equity Shares which is equivalent to 19.74% of our issued, paid up and subscribed equity share capital ("**Investors' Subscription Shares**"). For more information, see "***Capital Structure***" on page 72.

In accordance with the terms of the Gaja SHAs, the Investors have certain preferential rights, including restriction of transfer of shares of each of our individual Promoters, certain pre-emptive rights if our individual Promoters seek to effect any transfer of shares, rights of co-sale and right of first refusal. Further, the Investors have the right to appoint a nominee to our Board of Directors and any committees thereof.

In addition, the Company shall not, without the affirmative vote of (i) a nominee of the Investors on the Board of Directors in case of a meeting of the Board of Directors; and (ii) two nominees of the Investors, in case of a general meeting of the shareholders of our Company, take any action for, among other things, changing rights, preferences and privileges of the Investors' Subscription Shares; authorizing, creating or issuing shares having preferences superior to or on parity with the Investors' Subscription Shares; amending the MoA or AoA which adversely impacts the rights of the Investors; sale of all or substantially all of our Company or any of our Subsidiaries' assets; liquidation or dissolution of our Company; declaration of payment of dividend exceeding 50% of our Company's distributable profits; any significant corporate transactions which would adversely impact the debt equity ratio beyond 2.5:1 and financial stability of our Company or is dilutive of the Investors' Subscription Shares; adoption of any employee stock option plan which is dilutive of the Investors' Subscription Shares; any change in our Company's financial, tax or accounting policies which adversely impacts our Company's profit by more than 10%; change in business of our Company or entering into any unrelated business; any related party transactions or transactions not at arms length; any proposal for effecting a public offering or listing of securities of our Company; and, any proposal or consolidation of our Company with one or more other companies which is value diminishing from the Investors' investment perspective.

Pursuant to the Gaja Inter-se Agreement, if the floor price of the Price Band of the Equity Shares pursuant to the Offer is less than ₹ 500 per Equity Share, or if the Offer is not completed, that is the Equity Shares are not listed and traded on the recognized Stock Exchanges pursuant to the Offer, on or prior to March 31, 2017, our Company will be required to obtain prior written approval of the Investors to proceed with the Offer. Further, in accordance with the provisions of the Gaja Inter-se Agreement, inter-alia, the Gaja SHAs, SPSHA and the Gaja Inter-se Agreement shall automatically terminate immediately upon the listing and trading of Equity Shares pursuant to the Offer.

Shareholders' agreement dated September 5, 2014 among Housing Development Finance Corporation Limited, our Company and our individual Promoters; and inter-se agreement dated January 20, 2016, as amended, among Housing Development Finance Corporation Limited, our Company and our individual Promoters ("HDFC Inter-se Agreement")

Our Company has entered into a shareholders' agreement dated September 5, 2014 with Housing Development Finance Corporation Limited ("**HDFC**"), Satya Narayanan .R, Gautam Puri, R. Sreenivasan, R. Shiva Kumar, Sujit Bhattacharyya and Nikhil Mahajan ("**HDFC SHA**"). Pursuant to the HDFC SHA, HDFC currently holds 594,233 Equity Shares which is equivalent to 4.96% of our issued, paid up and subscribed equity share capital ("**HDFC Subscription Shares**"). For more information, see "***Capital Structure***" on page 72.

In accordance with the terms of the HDFC SHA, HDFC has certain preferential rights, including restriction of transfer of shares of each of our individual Promoters, certain pre-emptive rights if our individual Promoters seek to effect any transfer of shares, rights of co-sale and right of first refusal. Further, HDFC has the right to appoint a nominee to our Board of Directors and any committees thereof.

In addition, the Company shall not, without the affirmative vote of (i) a nominee of HDFC on the Board of Directors in case of a meeting of the Board of Directors; and (ii) a representative of HDFC, in case of a general meeting of the shareholders of our Company, take any action for, among other things, changing rights, preferences and privileges of the HDFC Subscription Shares; authorizing, creating or issuing shares having preferences superior to or on parity with the HDFC Subscription Shares; amending the MoA or AoA which adversely impacts the rights of HDFC; sale of all or substantially all of our Company or any of our Subsidiaries' assets; liquidation or dissolution of our Company; declaration of payment of dividend exceeding 50% of our Company's distributable profits; any significant corporate transactions which would adversely impact the debt equity ratio beyond 2.5:1 and financial stability of our Company or is dilutive of the HDFC Subscription Shares; adoption of any equity incentive plan or employee stock option plan which is dilutive of the HDFC Subscription Shares; change in authorized share capital; any change in our Company's financial, tax or accounting policies which adversely impacts our Company's profit by more than 10%; change in business of our Company or entering into any unrelated business; any related party transactions or transactions not at arms' length; any proposal for effecting a public offering or listing of securities of our Company; and, any proposal or consolidation of our Company with one or more other companies which is value diminishing from HDFC's investment perspective.

Pursuant to the HDFC Inter-se Agreement the HDFC SHAs and the HDFC Inter-se Agreement shall automatically terminate immediately upon the listing and trading of Equity Shares pursuant to the Offer.

Details of Promoters' Guarantees

For details of guarantees given by the Promoters offering Equity Shares in the Offer for Sale, in relation to the loans taken by our Company, see *"**Financial Indebtedness**"* on page 473.

Other Material Agreements

As at the date of this Red Herring Prospectus, our Company is not a party to any material agreements which have not been entered into in the ordinary course of business.

Strategic and Financial Partners

As at the date of this Red Herring Prospectus, our Company does not have any strategic or financial partners.

OUR MANAGEMENT

Our Articles of Association enables us to have up to 15 Directors. We presently have 9 Directors on our Board, which includes, three executive Directors, five Independent Directors and one Director nominated pursuant to the Gaja SHAs. Our Board includes one woman Director as on the date of this Red Herring Prospectus.

Set forth below are the details regarding our Board as on the date of this Red Herring Prospectus:

Name, Designation, Occupation, Term and DIN	Age (years)	Address	Other Directorships
Satya Narayanan .R **Designation**: Chairman and Executive Director **Occupation**: Entrepreneur **Term**: Three years with effect from April 1, 2014; liable to retire by rotation* **DIN**: 00307326	46	F-124, Sarita Vihar, New Delhi 110 044, India	• Bilakes Consulting Private Limited; • Career Launcher Education Infrastructure and Services Limited; • CL Media Private Limited; • GK Publications Private Limited; • Kestone Integrated Marketing Services Private Limited; and • Threesixtyone Degree Minds Consulting Private Limited
Gautam Puri **Designation**: Vice Chairman and Managing Director **Occupation**: Entrepreneur **Term**: Three years with effect from April 1, 2014; liable to retire by rotation* **DIN**: 00033548	52	R-90, Greater Kailash-I, New Delhi 110 048, India	• Career Launcher Education Infrastructure and Services Limited; • Career Launcher Infrastructure Private Limited; • CL Media Private Limited; • GK Publications Private Limited; • Kestone Asia Hub PTE Ltd; and • Kestone Integrated Marketing Services Private Limited
Nikhil Mahajan **Designation***:* Executive Director and Chief Financial Officer **Occupation**: Entrepreneur **Term**: Three years with effect from April 1, 2014; liable to retire by rotation* **DIN**: 00033404	45	House No. 457, Sector 30, Faridabad 121 003, Haryana, India	• Bilakes Consulting Private Limited; • CL Media Private Limited; • GK Publications Private Limited; • Kestone Integrated Marketing Services Private Limited; • Accendere Knowledge Management Services Private Limited; and • Kestone Asia Hub PTE Ltd.
Gopal Jain **Designation***:* Nominee Director **Occupation***:* Professional **Term***:* Non-retiring **DIN**: 00032308	46	1402, Tower 2B, One Indiabulls Center, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India	• Bakers Circle (India) Private Limited; • Career Launcher Infrastructure Private Limited; • Eurokids International Private Limited; • Euroschool International Private Limited; • Gaja Advisors Private Limited; • IIJT Education Private Limited; • Shivani Mercantile Private Limited; • SV Edusports Private Limited; • EK Education and Research Foundation; • Euroschool Foundation;

Name, Designation, Occupation, Term and DIN	Age (years)	Address	Other Directorships
			• TeamLease Education Foundation; and • TeamLease Services Limited
Sridar A. Iyengar **Designation***:* Independent Director **Occupation***:* Professional **Term***:* Five years with effect from September 5, 2014 **DIN**: 00278512	69	85, Fair Oaks Lane, Atherton, CA 94027, United States of America	• AverQ Inc; • Cleartrip Inc.; • Cleartrip Private Limited; • Dr. Reddy's Laboratories Limited; • Dr. Reddy's Laboratories S.A.; • ICICI Venture Funds Management Company Limited; • Holiday Club Resorts OY; • Mahindra Holidays & Resorts India Limited; and • CL Media Private Limited
Safir Anand **Designation***:* Independent Director **Occupation**: Professional **Term***:* Five years with effect from September 5, 2014 **DIN**: 02117658	45	1, Jaipur Estate, Nizamuddin East, New Delhi 110 013, India	• Career Launcher Education Infrastructure and Services Limited; • Kestone Integrated Marketing Services Private Limited; and • IFMA India Company Private Limited
Viraj Tyagi **Designation***:* Independent Director **Occupation**: Professional **Term***:* Five years with effect from September 5, 2014 **DIN**: 01760948	46	Building No. 9, Flat No. G-01, Palm Springs, 16th Main, 7th Cross, 4th Block, Koramangala, Bengaluru 560 034, Karnataka, India	• Spire Technologies & Solutions Private Limited; • S. V. Edusports Private Limited; • Inventive Business Promotions Private Limited; and • Finnable Credit Private Limited.
Kamil Hasan **Designation***:* Independent Director **Occupation**: Professional **Term**: Five years with effect from September 5, 2014 **DIN**: 03457252	72	12182, Parker Ranch Road, Saratoga, CA 95070, United States of America	• XStor Medical Systems Inc.
Sangeeta Modi **Designation**: Independent Director **Occupation**: Professional **Term**: Five years with effect from September 5, 2014 **DIN**: 03278272	47	Flat No. 16, Retreat 1, Saraswat Colony, Opposite HDFC Bank, Santacruz West, Mumbai 400 054, Maharashtra, India	• Access Asset Managers Private Limited; • Access Trusteeship Company Private Limited; • Alliance Insurance Brokers Private Limited; and • Teleysia Networks Private Limited

**Pursuant to resolution passed by our Board of Directors on July 28, 2016 and resolution passed by our shareholders in the annual general meeting dated September 21, 2016, our directors Satya Narayanan .R, Gautam Puri and Nikhil Mahajan have been re-appointed for a term of three years commencing from April 1, 2017.*

None of our Directors are related to each other.

Brief Profile of our Directors

Satya Narayanan .R, aged 46 years, is our Chairman and Executive Director. He holds a bachelor's degree in computer sciences from St. Stephen's College, University of Delhi and a post graduate diploma in management from the Indian Institute of Management, Bangalore. He has over 19 years of experience in the education sector. He has been a Director on our Board since incorporation and was last re-appointed as an Executive Director of our Company with effect from April 1, 2014 for a period of three years, which term has been further extended for period of three years with effect from April 1, 2017. He has completed the program 'human interaction laboratory' from the NTL Institute for Applied Behavioural Sciences and has received various awards, including the Karamveer Puraskar in 2009-10 by iCONGO and the Most Promising Entrepreneur Award in the Asia Pacific Entrepreneurship Awards 2009.

Gautam Puri, aged 52 years, is our Vice Chairman and Managing Director. He holds a bachelor's degree in chemical engineering from Punjab Engineering College, Chandigarh and a post graduate diploma in management administration from the Indian Institute of Management, Bangalore. He has over 19 years of experience in the education sector. He has been a Director on our Board since incorporation and was last re-appointed as the Vice Chairman and Managing Director with effect from April 1, 2014 for a period of three years, which term has been further extended for period of three years with effect from April 1, 2017.

Nikhil Mahajan, aged 45 years, is our Executive Director and Chief Financial Officer. He holds a bachelor's degree in electrical engineering from Benaras Hindu University, Varanasi and a post graduate diploma in management administration from the Indian Institute of Management, Bangalore. He has over 18 years of experience in the field of finance and the education sector. He joined our Board on October 12, 2001 and for a period of three years, which term has been further extended for period of three years with effect from April 1, 2017.

Gopal Jain, aged 46 years, is our Nominee Director, nominated pursuant to Gaja SHAs. He holds a bachelor's degree in electrical engineering from the Indian Institute of Technology, Delhi. He is one of the co-founders of Gaja Capital. He has over 22 years of experience in the private equity and financial services industry in India. He joined our Board on March 6, 2008.

Sridar A. Iyengar, aged 69 years, is our Independent Director. He is a fellow of the Institute of Chartered Accountants in England and Wales. He is a member on the board of the American India Foundation. From 1968 until his retirement in March 2002, he was employed by KPMG, retiring as the Partner-in-Charge of KPMGs Emerging Business Practice. He has been the chairman and CEO of KPMG's India operations. He has an experience of over 35 years in the financial services sector. He joined our Board on October 17, 2007 and was re-appointed on September 5, 2014.

Safir Anand, aged 45 years, is our Independent Director. He holds a bachelor's degree in law from the Delhi University. He is a member of the Bar Council of India, the Delhi High Court Bar Association, the Association of Media and Entertainment Counsel (International Committee member), the International Franchise Association, International Trademark Association and Marques. He is presently a senior partner and head of trademarks and contractual law at Anand and Anand, a law firm in India. He has been recognized as a leading intellectual property lawyer by Chambers Asia-Pacific and by ICFM 250 in 2014. He joined our Board on March 6, 2008 and was re-appointed on September 5, 2014.

Viraj Tyagi, aged 46 years, is our Independent Director. He holds a post graduate diploma in management administration from the Indian Institute of Management, Bangalore. He has previously worked at Standard Chartered Bank, India, Halifax Bank of Scotland and American Express, Europe. He has over 21 years of experience in the financial services industry. He joined our Board on April 28, 2008 and was re-appointed on September 5, 2014.

Kamil Hasan, aged 72 years, is our Independent Director. He holds a bachelor's degree in engineering from the Aligarh Muslim University, Aligarh, a degree in civil engineering from the Massachusetts Institute of Technology and a Ph.D in engineering from the University of California, Berkeley. He is a charter member of the Indus Entrepreneurs, a trustee of the American India Foundation, a trustee of the University of California and a trustee of the India Community Center. He is presently a general partner at Granite Hill India Opportunities Fund, a private equity fund and a general partner at Hitek Venture Partners, a venture capital firm. He has previously worked as an assistant professor at the Indian Institute of Technology, New Delhi, and as an associate professor at Stanford University. He has over 31 years of experience in the technology industry. He joined our Board on January 28, 2011 and was re-appointed on September 5, 2014.

Sangeeta Modi, aged 47 years, is our Independent Director. She holds a post graduate diploma in management administration from the Indian Institute of Management, Bangalore. She is presently associated with Access Assets Managers Private Limited and Access Trusteeship Company Private Limited. She is the co-founder of Access Asset Managers Private Limited. Prior to this, she worked as a consultant with Aureos India and as Assistant Vice President at GE Capital and management trainee at American Express Bank. She has over 22 years of experience in the financial services sector. She joined our Board on August 11, 2014.

Further Confirmations

None of our Directors is or was a director of any listed companies during the five years immediately preceding the date of filing of the Draft Red Herring Prospectus and until date, whose shares have been or were suspended from being traded on the BSE or NSE during the term of their directorship in such companies.

None of our Directors is or was a director of a Company that has been suspended from any stock exchange due to non-compliance with listing requirements.

Further, none of our Directors is or was a director on any listed companies which have been or were delisted from any stock exchange.

Compensation of our Directors

Set forth below is the remuneration received by our Directors in fiscal 2016.

S. No.	Name of Director	Remuneration paid in fiscal 2016 (in ₹)
1.	Satya Narayanan .R	6,814,356
2.	Gautam Puri	6,814,356
3.	Nikhil Mahajan	6,786,120 *
4.	Gopal Jain**	Nil
5.	Sridar A. Iyengar	110,418
6.	Safir Anand	66,251
7.	Viraj Tyagi	66,251
8.	Kamil Hasan	66,251
9.	Sangeeta Modi	66,251
	Total	20,790,254

**Pursuant to resolution dated November 25, 2014 passed by the Board of our Company, with effect from November 1, 2014, Nikhil Mahajan also receives an amount equal to 10,000 AED as salary for managing our Dubai operations.*
***Gopal Jain is a Nominee Director and does not receive any remuneration from the Company.*

There is no remuneration payable or paid to our Directors by our Subsidiaries except for Sridar A. Iyengar who is a director in our Subsidiary, C L Media.

Our Company has not entered into any service contract with any Director providing for benefits upon termination of directorship.

Terms and conditions of employment of our whole-time Directors

Pursuant to a resolution passed by our shareholders on February 24, 2014, we shall pay our whole-time Directors, either by way of a monthly payment, or at a specified percentage of the net profits of our Company, or partly by one way and partly by the other, in case our Company makes profits in that financial year, provided that such remuneration shall not exceed 10% (or such other maximum permissible limits under Companies Act) of the net profits, for all of them together. Further, the actual remuneration to be paid, within the overall range, shall be decided by the Board or our Company's management, in consultation with and keeping in view the recommendations of the Nomination, Remuneration and Compensation Committee.

Satya Narayanan .R.

Satya Narayanan .R was appointed as our Executive Director pursuant to a resolution passed by our shareholders on February 24, 2014, for a period of three years with effect from April 1, 2014 at a remuneration by way of monthly salary, commission and other perquisites as may be approved by our shareholders. Pursuant to resolution passed by our shareholders on September 21, 2016, Satya Narayanan .R has been re-appointed for a further period of three years with effect from April 1, 2017.

Gautam Puri

Gautam Puri was appointed as our Managing Director pursuant to a resolution passed by our shareholders on February 24, 2014, for a period of three years with effect from April 1, 2014 at a remuneration by way of monthly salary, commission and other perquisites as may be approved by our shareholders. Pursuant to resolution passed by our shareholders on September 21, 2016, Gautam Puri has been re-appointed for a further period of three years with effect from April 1, 2017.

Nikhil Mahajan

Nikhil Mahajan was appointed as our Executive Director pursuant to a resolution passed by our shareholders on February 24, 2014, for a period of three years with effect from April 1, 2014 at a remuneration by way of monthly salary, commission and other perquisites as may be approved by our shareholders. Pursuant to resolution passed by our shareholders on September 21, 2016, Nikhil Mahajan has been re-appointed for a further period of three years with effect from April 1, 2017.

The remuneration payable to Satya Narayanan .R, Gautam Puri and Nikhil Mahajan in fiscals 2016 and 2017, as approved by our shareholders on February 24, 2014, is set forth below:

Particulars	**Satya Narayanan .R**	**Gautam Puri**	**Nikhil Mahajan**
Basic salary range	₹ 0.20 -0.36 million per month	₹ 0.20 -0.36 million per month	₹ 0.18 -0.36 million per month
HRA	Upto 50% of basic salary	Upto 50% of basic salary	Upto 50% of basic salary
City compensatory allowance	Upto 25% of basic salary	Upto 25% of basic salary	Upto 25% of basic salary
Cost of living allowance	Upto 25% of basic salary	Upto 25% of basic salary	Upto 25% of basic salary
Special allowance	Upto 33.33% of basic salary	Upto 33.33% of basic salary	Upto 33.33% of basic salary
LTA	₹ 0.06 million per annum	₹ 0.06 million per annum	₹ 0.06 million per annum
Medical reimbursement	₹ 0.02 million per annum	₹ 0.02 million per annum	₹ 0.02 million per annum
Food coupons	₹ 0.02 million per annum	₹ 0.02 million per annum	₹ 0.02 million per annum
Performance linked incentive	Upto 12 months basic salary	Upto 12 months basic salary	Upto 12 months basic salary

In addition, Satya Narayanan .R, Gautam Puri and Nikhil Mahajan are entitled to certain benefits, including contributions for provident funds, gratuity, leave encashment and accident insurance.

Compensation payable to our Non-Executive Directors and our Independent Directors

Pursuant to a resolution passed by our shareholders on March 22, 2016, we may pay remuneration by way of commission, up to 1% of the net profit in any financial year, and/or reimbursements in relation to attending board meetings to Kamil Hasan, Safir Anand, Sridar A. Iyengar, Viraj Tyagi and Sangeeta Modi, divided in such proportion as may be determined by the Board of Directors, for a period of three years with immediate effect. Further, pursuant to resolution passed by the Board on January 23, 2017, Kamil Hasan, Safir Anand, Sangeeta Modi and Viraj Tyagi are entitled to 0.15% commission and Sridar A. Iyengar is entitled to 0.25% commission of the net profits of our Company, for fiscal 2017.

Presently, other than reimbursement of expenses incurred, no remuneration is paid to the nominee Director of our Company.

Borrowing Powers of our Board

Our Articles of Association, subject to relevant provisions of the Companies Act, authorize our Board to raise or borrow money or secure the payment of any sum or sums of money for the purposes of our Company. Pursuant to a resolution passed by our Board at their meeting held on August 3, 2015 and a special resolution passed by our shareholders at their annual general meeting held on September 7, 2015, our shareholders have authorized our Board to borrow from time to time such sums of money as may be required, provided that such amount shall not exceed ₹ 1,500 million.

Corporate Governance

The provisions of SEBI Listing Regulations with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchanges. We believe we are in compliance with the requirements of the applicable regulations, including the Companies Act, 2013, the SEBI Listing Regulations and the SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board is constituted in compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

As on date, our Board has nine Directors, of which one is a woman and five are Independent Directors.

Committees of our Board

Our Board has constituted the following committees including those for compliance with corporate governance requirements:

a. Audit Committee

Our Audit Committee was last re-constituted pursuant to resolution of our Board dated October 27, 2016. The Audit Committee comprises:

1. Sridar A. Iyengar (Independent Director) - *Chairman*
2. Kamil Hasan (Independent Director) - *Member*;
3. Viraj Tyagi (Independent Director) - *Member*;
4. Gopal Jain (Nominee Director) – *Member*; and
5. Safir Anand (Independent Director)- *Member*.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI Listing Regulations.

A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

B. Role of Audit Committee

The role of the Audit Committee shall include the following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

  (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  (b) Changes, if any, in accounting policies and practices and reasons for the same;
  (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  (d) Significant adjustments made in the financial statements arising out of audit findings;
  (e) Compliance with listing and other legal requirements relating to financial statements;
  (f) Disclosure of any related party transactions; and
  (g) Qualifications in the draft audit report.

- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval of any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors and the adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Reviewing the functioning of the whistle blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Further, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- Statement of deviations:

  (a) Quarterly statement of derivation(s) including report of monitoring agency, if applicable, submitted to the stock exchanges in terms of sub-Regulation (1) of Regulation 32 of the SEBI Listing Regulations; and

(b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of sub-Regulation (7) of Regulation 32 of SEBI Listing Regulations.

The Company Secretary of the Company shall act as the Secretary to the Audit Committee. As required under the SEBI Listing Regulations, the Audit Committee shall meet at least four times in a year, and not more than 120 days shall elapse between two meetings. The quorum shall be two members present, or one third of the members, whichever is greater, provided that there should be a minimum of two Independent Directors present.

b. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was last re-constituted by a resolution of our Board dated July 22, 2014. The Stakeholders' Relationship Committee comprises:

1. Safir Anand (Independent Director) - *Chairman*;
2. Gautam Puri (Vice Chairman and Managing Director) - *Member*; and
3. Nikhil Mahajan (Executive Director) - *Member*.

Set forth below are the terms of reference of our Stakeholders' Relationship Committee.

- Considering and resolving grievances of shareholders', debenture holders and other security holders;
- Redressal of grievances of the security holders of the Company, including complaints in respect of transfer of shares, non-receipt of declared dividends, balance sheets of the Company, etc.; and
- Carrying out any other function under applicable law, including the SEBI Listing Regulations and the Equity Listing Agreements

The Stakeholders' Relationship Committee shall meet as and when required and shall report to our Board regarding the status of redressal of complaints received from the security-holders of our Company, for review thereof and publication along with the quarterly unaudited financial results, pursuant to the requirements of Regulation 20 of the SEBI Listing Regulations. The quorum shall be two members present.

c. Nomination, Remuneration and Compensation Committee

The Nomination, Remuneration and Compensation Committee was last re-constituted pursuant to a resolution of our Board dated August 11, 2014. The Nomination, Remuneration and Compensation Committee comprises:

1. Viraj Tyagi (Independent Director)- *Chairman;*
2. Safir Anand (Independent Director)- *Member*;
3. Kamil Hasan (Independent Director)- *Member*; and
4. Gopal Jain (Nominee Director)- *Member*.

Set forth below are the terms of reference of our Nomination, Remuneration and Compensation Committee.

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, KMP and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- Implementation and administration of the amended Career Launcher Employee Stock Option Plan 2008; and
- Carrying out any other function contained in the SEBI Listing Regulations and the Equity Listing Agreement.

The Nomination, Remuneration and Compensation Committee shall meet as and when required. The quorum shall be two members present. The ESOP 2008 is administered by the Nomination, Remuneration and Compensation Committee of our Board. For more information, see "***Capital Structure***" on page 72.

*d. Corporate Social Responsibility Committee ("**CSR Committee**")*

The CSR Committee was constituted pursuant to a resolution of our Board dated April 29, 2014. The CSR Committee comprises:

1. Safir Anand (Independent Director) – *Chairman*;
2. Satya Narayanan .R (Chairman and Executive Director) – *Member*; and
3. Gautam Puri (Vice Chairman and Managing Director) – *Member*.

Set forth below are the terms of reference of the CSR Committee.

- formulating and recommending to our Board, a corporate social responsibility policy which will indicate the activities to be undertaken by our Company, in accordance with Schedule VII of the Companies Act, 2013;
- recommending the amount of expenditure to be incurred on such activities;
- monitoring the corporate social responsibility policy of our Company; and
- any other duties, roles and responsibilities pursuant to the provisions of Section 135 of the Companies Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time

The CSR Committee shall meet as and when required. The quorum shall be two members present.

e. Risk Management Committee

The Risk Management Committee was constituted pursuant to a resolution of our Board dated August 11, 2014. The Risk Management Committee comprises:

1. Satya Narayanan .R (Chairman and Executive Director) – *Chairman*;
2. Gautam Puri (Vice Chairman and Managing Director) – *Member*; and
3. Nikhil Mahajan (Executive Director) – *Member.*

Set forth below are the terms of reference of the Risk Management Committee.

- review annually and recommend to the Board the Corporate Risk Management Policy;
- define risk management accountabilities;
- review the status of key corporate risks at every meeting and report to the Board;
- review risk assessments of major corporate strategies and report to the Board;
- provide direction to the risk manager on risk-related issues, and support the development and continuous improvement of risk management practices;
- work with the audit committee on shared risk issues;
- review and report to the Board on the adequacy of the reinsurance protection of the corporation;
- review our Company's business continuity plan;
- review our Company's report of outstanding litigation, excluding claims litigation and report to the Board as appropriate;
- review and report to the Board on corporate liability protection programmes for directors and officers and, as required, recommend to the Board changes to the programmes; and
- review at least every three years in conjunction charged with corporate governance and report to the Board on the adequacy of the Committee's term of reference.

The Risk Management Committee shall meet as and when required. The quorum shall be two members present.

Shareholding of Directors in our Company and Subsidiaries and Associate Companies

Our Articles of Association do not require our Directors to hold qualification shares. As on the date of filing of this Red Herring Prospectus, our Company does not have any associate companies. As on the date of filing of this Red Herring Prospectus, our Directors hold the following number of Equity Shares of our Company:

Name of Directors	Number of Equity Shares (Pre-Offer)	Percentage (in %)
Satya Narayanan .R	2,562,579	21.38
Gautam Puri	2,562,579	21.38
Nikhil Mahajan	69,817	0.58
Safir Anand	2,400	0.02
Viraj Tyagi	2,400	0.02

Name of Directors	Number of Equity Shares (Pre-Offer)	Percentage (in %)
Sridar A. Iyengar	2,400	0.02
Total	**5,202,175**	**43.41**

As on the date of filing of this Red Herring Prospectus, our Directors hold the following number of Equity Shares of our Subsidiaries:

Name of Directors	Name of Subsidiary	Number of Equity Shares	Percentage (in %)
Satya Narayanan .R	CL Media	5,000**	50.00
	CLEIS	1**	0.00
	CLIP	5,000*	5.08
Gautam Puri	CLEIS	1**	0.00
Nikhil Mahajan	CL Media	5,000**	50.00
	Kestone	1**	0.00
	GKP	1**	0.00
	CLEIS	1**	0.00

**As a nominee of CLEIS.*
***As a nominee of our Company.*

Interest of our Directors

Our whole-time Directors may be deemed to be interested to the extent of remuneration paid to them for services rendered as a Director of our Company and reimbursement of expenses payable to them. For details see "***-Details of terms and conditions of employment of our whole-time Directors***" above. Further, all our Independent Directors are entitled to receive commission for attending the Board/committee meetings within the limits laid down in the Companies Act and as decided by our Board. Other than reimbursement of expenses incurred, no remuneration is paid to the nominee Director of our Company. Satya Narayanan .R, Gautam Puri and Nikhil Mahajan are interested to the extent of being Promoters of our Company. For more information, see "***Our Promoters and Group Entity***" on page 189.

Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer. Our Director, Kamil Hasan, is interested to the extent of being a partner of Granite Hill India Opportunities Fund, an affiliated entity of GHIOF Mauritius, a shareholder of our Company. Our Nominee Director, Gopal Jain, nominated pursuant to the terms of the Gaja SHAs, and is interested to the extent of the shareholding of such entities in our Company. Further, our Directors (except our Directors who are also our Promoters and have undertaken not to participate in the Offer) may also be deemed to be interested to the extent of Equity Shares that may be subscribed for and allotted to them, out of the present Offer. Such Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares and any employee stock options that may be granted to them under ESOP 2008. For more information on ESOP 2008, see "***Capital Structure***" on page 72.

Our Directors have no interest in any property acquired by our Company within two years of the date of this Red Herring Prospectus or proposed to be acquired by it.

Except as stated in the "***Financial Statements***" on page 196, our Directors do not have any other interest in the business of our Company.

Set forth below are the details of the relatives of our Directors who have been appointed to a place or office of profit in our Company:

Name of relative	Relationship with our Director	Position held
Sapna Puri	Wife of Gautam Puri	Career Counsellor

Bonus or Profit Sharing Plan for our Directors

Except as stated below in "- ***Payment or Benefit to officers of our Company***", our Directors are not party to any bonus or profit sharing plan.

Changes in our Board during the Last Three Years

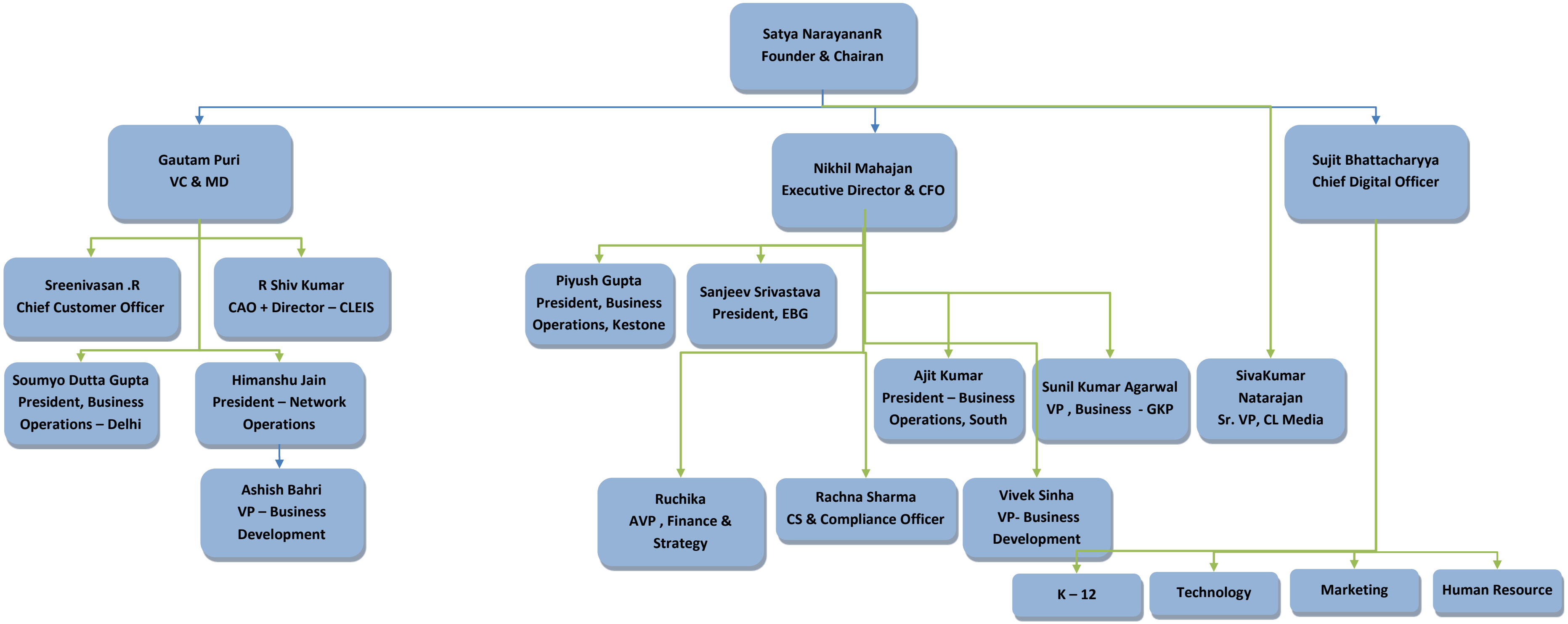
The changes in our Board during the last three years are as follows:

Name of Director	Date of appointment	Date of cessation	Reason
Sangeeta Modi	August 11, 2014*	-	Appointment as an Independent Director
Madhumita Ganguli	September 16, 2014		Appointment as Nominee Director
Talat Hasan		April 29, 2014	Resignation as an alternate Director to Kamil Hasan
Madhumita Ganguli	-	April 7, 2015	Resignation as Nominee Director

**Regularized pursuant to a shareholders' resolution dated September 5, 2014*

Management Organization Structure

Set forth is the organization structure of our Company:



Our Key Managerial Personnel

Set forth below are the details of our Key Managerial Personnel ("**KMP**") in addition to our Whole-time Directors as on the date of filing of this Red Herring Prospectus.

For details of our Whole-time Directors, see "***Our Management - Brief Profile of our Directors***" on page 175.

Sujit Bhattacharyya, aged 50 years, is the Chief Digital Officer of the CL group. He holds a bachelor of technology degree in electrical engineering from Indian Institute of Technology, Kharagpur and a post graduate diploma in management from Indian Institute of Management, Bangalore. He has more than 15 years of experience in the education sector. He has been involved with our Company since 2001, holding various designations and joined CLEIS in March 2008. Prior to his association with our Company, he worked with Wipro and Dharma Systems. He received a gross remuneration of ₹ 4.91 million in fiscal 2016.

R. Shiva Kumar, aged 45 years, is also a whole-time director on the board of directors of CL Media and CLEIS and also the Chief Academic Officer of the CL group. He holds a bachelor's degree in technology from Indian Institute of Technology, Madras and a master's degree in management from Indian Institute of Management, Kolkata. He has more than 18 years of experience in the private education sector. He has been involved with our Company since 1997, holding various designations. He received a gross remuneration of ₹ 4.90 million in fiscal 2016.

Sreenivasan .R, aged 50 years, is the Chief Customer Officer of the CL group and an employee of CL Media. He holds a bachelor's degree in science from Meerut University, a master's degree in technology from the Jawahar Lal Nehru University, New Delhi and a master's degree in business administration from Indian Institute of Management, Bangalore. He has more than 15 years of experience in the education sector. He has been involved with our Company since 2000, holding various designations. He received a gross remuneration of ₹ 4.66 million in fiscal 2016.

Sanjeev Srivastava, aged 56 years, is the President – Emerging Business Groups of our Company. He holds a bachelor's degree in economics from Hans Raj College, University of Delhi, and a master's degree in sociology from University of Rajasthan. He has over 20 years of experience in the banking sector. He joined our Company in October 2010. Prior to joining our Company, he has worked with Allahabad Bank, Bank of Punjab, the Times Bank, HDFC Bank Limited and Kotak Mahindra Bank. He received a gross remuneration of ₹ 4.88 million in fiscal 2016.

Piyush Gupta, aged 36 years, is the President - Business Operations of Kestone. He holds a master's degree in business administration from ICFAI Business School. He joined Kestone in February 2005. He received a gross remuneration of ₹ 3.46 million in fiscal 2016.

Ajit Kumar, aged 46 years, is the President – Business Operations (South) of our Company. He holds a bachelor's degree in commerce from Osmania University, Hyderabad, a diploma in marketing management from the Osmania University, Hyderabad and a diploma in sales management from Manukau Institute of Technology, New Zealand and a diploma in information and systems management from Aptech Computer Education, Hyderabad. He has more than 15 years of experience in the fields of strategic planning, organizational development and sales management. He joined our Company in April 2008. Prior to joining our Company, he was associated with T.I.M.E. He received a gross remuneration of ₹ 3.24 million in fiscal 2016.

Himanshu Jain, aged 45 years, is the President – Network Operations of our Company. He holds a bachelor's degree in commerce from Dyal Singh College, University of Delhi, a diploma in management and a post graduate diploma in marketing management from India Gandhi National Open University, New Delhi and a diploma in information and systems management from Aptech Computer Education, New Delhi. He has more than 22 years of experience in the field of marketing and sales. He joined our Company in September 2011. Prior to joining our Company, he was associated with karROX Technologies Limited, iProf Learning Solutions India Limited, Sri Sidharth Industries and STG International Limited. He received a gross remuneration of ₹ 2.46 million in fiscal 2016.

Soumya Dutta Gupta, aged 48 years, is the President – Business Operations (Delhi) of our Company. He holds a bachelor's degree in engineering from Regional Engineering College, Durgapur, West Bengal and holds a post-graduate diploma in management from Indian Institute of Management, Bangalore. He has 20 years of experience in the sales, marketing, publishing and education domains. He joined our Company in January 2016. Prior to joining our Company, he has worked with Bajaj Auto, EID (Parry) India Limited, BPL Limited, Aqua Logistics Limited and Nalanda Foundation. Also, he has been an adjunct faculty at Symbiosis Institute of Media and Communication, Pune. He received a gross remuneration of ₹ 0.84 million in fiscal 2016.

Sunil Kumar Agarwal, aged 37 years, is the Vice-President of GKP. He holds a bachelor's degree in commerce from University of Delhi and holds a post-graduate diploma in management from Management Development Institute, Gurgaon. He has over 15 years of experience in the sales and marketing sector. He joined our Company in October, 2015. Prior to joining our Company, he has worked with Cengage Learning India Private Limited and Mcgraw-hill Education. He received a gross remuneration of ₹ 1.14 million in fiscal 2016.

Sivakumar Natarajan, aged 44 years, is the Senior Vice-President of CL Media. He has received basic education and has undergone training programmes at Sri Jayachamarajendra College of Engineering, Mysore and XLRI Jamshedpur. He has also participated in Asia management development course conducted by INSEAD Business School. He has over 23 years of experience in the sales, marketing, brand management, product management, customer service and operations sector. He joined our Company in January, 2016. Prior to joining our Company, he has worked with Toshiba India Private Limited, HCL Hewlett-Packard Limited, HCL Infosystems Limited and Redington (India) Private Limited. He received a gross remuneration of ₹ 0.83 million in fiscal 2016.

Ashish Bahri, aged 42 years, is the Vice-President Business Development of our Company. He holds a bachelor's degree in commerce from University of Delhi, and holds a diploma in management from All India Management Association Centre for Management Education. He has over 20 years of experience in the franchise operations and business development. He joined our Company in November 7, 2014. Prior to joining our Company, he has worked with NIIT Limited, STG International Limited and First Computers. He received a gross remuneration of ₹ 2.22 million in fiscal 2016.

Ruchika, aged 33 years, is the Associate Vice President - Finance of our Company. She holds a bachelor's degree in commerce from the University of Delhi and a post graduate diploma in management from Indian Institute of Management, Lucknow. She has more than 9 years of experience in the finance sector. She joined our Company in March 2011. Prior to joining our Company, she worked with HSBC Bank. She received a gross remuneration of ₹ 1.90 million in fiscal 2016.

Vivek Sinha, aged 43 years, is the Vice-President – Business Development of our Company. He holds a bachelor's degree in science from Vinoba Bhave University and professional diploma in Software Technology and Systems Management from NIIT, New Delhi. He has over 13 years of experience in the sales and marketing sector. He joined our Company in January, 2005 as Assistant Manager - Sales. Prior to joining our Company, he has worked with Software Technology Group International Limited. He received a gross remuneration of ₹ 1.35 million in fiscal 2016.

Rachna Sharma, aged 40 years, is the Chief Manager - Company Secretary and Compliance Officer of our Company. She is an associate of the Institute of Company Secretaries of India and holds a master's diploma in business administration from Symbiosis Institute of Management Studies, Pune. She has over 16 years of experience in secretarial functions. She joined our Company in March 2009. Prior to joining our Company, she has worked with Himachal Futuristic Communications Limited, Jindal Leasefin Limited and UKLI Real Estate Private Limited. She received a gross remuneration of ₹ 1.30 million in fiscal 2016.

Unless otherwise specified, the aforesaid KMP are permanent employees of our Company.

The term of office of our employees, including our KMP, is until the attainment of 58 years of age.

Except for R. Shiva Kumar who is Satya Narayanan .R's brother-in-law and Sreenivasan .R who is Satya Narayanan .R's brother, none of our KMP are related to each other or to any of our Directors.

Shareholding of KMP

Except as disclosed below, none of our KMP hold any Equity Shares. For details of shareholding of our Whole-time Directors, see "***Shareholding of Directors in our Company and Subsidiaries and Associate Companies***" on page 181. Also see, "***Employee Stock Option or Stock Purchase Scheme***" below.

Name of KMP	Number of Equity Shares (Pre-Offer)	Percentage (in %)	Number of Equity Shares (Post-Offer)*
R. Shiva Kumar	449,698	3.75	349,698
Sreenivasan .R	449,698	3.75	349,698
Sujit Bhattacharyya	303,062	2.53	203,062
Sanjeev Srivastava	29,513	0. 25	27,132
Soumya Dutta Gupta	1,191	0.01	1,191
Ajit Kumar	1,000	0.01	1,000
Rachna Sharma	250	0.00	-
Total	1,234,412	10.30	931,781

**Assuming full subscription in the Offer.*

For details, see "***Capital Structure***" on page 72.

Bonus or Profit Sharing Plan for our KMP

For more information, see "***Payment or Benefit to officers of our Company***" on page 187.

Interest of KMP

Our KMP may be interested to the extent of Equity Shares, if any, held by them. Other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment or to the extent of any employee stock options that may be granted to them pursuant to ESOP 2008, our KMP do not have any other interest in the business of our Company. Further, R. Shiva Kumar, Sreenivasan .R and Sujit Bhattacharyya are interested to the extent of being Promoters of our Company. For more information, see "***Our Promoters and Group Entity***" on page 189. For interest of our Whole-time Directors, see "***Interest of our Directors***" on page 182.

Our KMP may also be deemed to be interested to the extent of Equity Shares that may be subscribed for and allotted to them, pursuant to this Offer. Such KMP may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

None of our KMP has been paid any consideration of any nature, other than their remuneration.

Changes in KMP in the Last Three Years

Set forth below are the changes in our KMP in the last three years:

Name	Date / Month of Change	Reason
Ashish Bahri	November 7, 2014	Appointment
Vivek Garg	June 30, 2015	Resignation
Niharika Mittal	August 1, 2015	Resignation
Sunil Kumar	October 1, 2015	Appointment
Soumya Dutta Gupta	January 1, 2016	Appointment
Sivakumar Natarajan	January 4, 2016	Appointment

Employee Stock Option or Stock Purchase Scheme

ESOP 2008

As on the date of this Red Herrring Prospectus, 75,636 options have lapsed, 108,257 options have vested, 80,075 options have been exercised and 156,757 options are outstanding. For more information on ESOP 2008, see "***Capital Structure***" on page 72.

Payment or Benefit to officers of our Company

Except as stated otherwise in this Red Herring Prospectus and performance based bonus or variable payment made to our employees and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company. However, our Company from time to time, extends discounts on our services to employees of the Company and their relatives.

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance in accordance with applicable law.

Except as stated in the "***Financial Statements***" on page 196, none of the beneficiaries of loans and advances and sundry debtors are related to our Company, our Directors or our Promoter.

Arrangements and Understanding with Major Shareholders

None of our KMP or Directors has been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others, except for our nominee Director, Gopal Jain nominated pursuant to the terms of the Gaja SHAs. For more information on the Gaja SHAs, see "***History and Certain Corporate Matters***" on page 165.

OUR PROMOTERS AND GROUP ENTITY

Our Promoters are Satya Narayanan .R, Gautam Puri, Nikhil Mahajan, R. Shiva Kumar, Sreenivasan .R, Sujit Bhattacharyya and Bilakes Consulting Private Limited. As on the date of this Red Herring Prospectus, our Promoters hold, in aggregate, 7,650,523 Equity Shares, representing 63.84% of the issued and paid-up Equity Share capital of our Company.

Details of our individual Promoters

Satya Narayanan R.

Satya Narayanan .R aged 46 years, is our Chairman and Executive Director.

For more information, see "***Our Management***" on page 173.

He does not hold a voter identification card.

His driver's license number is DL-0320100163729.

Gautam Puri

Gautam Puri, aged 52 years, is our Vice Chairman and Managing Director.

For more information, see "***Our Management***" on page 173.

His voter's identification number is NEC1437169.

His driver's license number is DL-0320150496706.

Nikhil Mahajan

Nikhil Mahajan, aged 45 years, is our Executive Director and Chief Financial Officer.

For more information, see "***Our Management***" on page 173.

His voter's identification number is YSN0170811.

His driver's license number is 6916/F/2005.

R. Shiva Kumar

R. Shiva Kumar aged 45 years, is the Chief Academic Officer of the CL group and is also on the board of directors of CL Media and CLEIS.

For more information, see "***Our Management***" on page 173.

Residential Address: Aster 42/1, Vatika City, Sohna Road, Sector 49, Gurgaon 121 018, India

He does not hold a voter identification card.

His driver's license number is KA5020100004782.

Sreenivasan .R

Sreenivasan .R, aged 50 years, is the Chief Customer Officer of the CL group and is on the board of directors of CLEIS.

For more information, see "***Our Management***" on page 173.

Residential Address: 82, Ground Floor, Block-1, Eros Garden, Surajkund Road, Faridabad 121 009, India.

He does not hold a voter identification card.

His driver's license number is UT – 3067/623-29/6/98.

Sujit Bhattacharyya

Sujit Bhattacharyya, 50 years, is the Chief Digital Officer of the CL group and is on the board of directors of CLEIS and CLIP.

For more information, see "***Our Management***" on page 173.

Residential Address: F-501, Prateek Stylome, Sector-45, Noida 201 303, India

His voter's identification number is NWD1196674.

His driver's license number is DL-0320100157052.

We confirm that the PAN, bank account numbers and passport numbers of our Promoters have been submitted to the Stock Exchanges, at the time of filing the Draft Red Herring Prospectus with the Stock Exchanges.

Details of our corporate Promoter

Bilakes Consulting Private Limited

Bilakes was incorporated on August 21, 1996 as "Bilakes Exports Private Limited", a private limited company registered under the Companies Act 1956 with the RoC. Subsequently upon change in name to "Bilakes Consulting Private Limited", Bilakes was granted a fresh certificate of incorporation on July 21, 2008. Bilakes is primarily engaged in the business of acting as an advisor and business consultant and engaging in the dissemination of information in all aspects of business, organization and industry in manufacturing, trading and service including education and information technology sectors and its registered office is situated at R-90, first floor, Greater Kailash – 1, New Delhi 110 048, India. Its corporate identification number is U51102DL1996PTC081329.

Our individual Promoters, Satya Narayanan .R and Gautam Puri, and their respective spouses, Uma Ramachandran and Sapna Puri, are the promoters of Bilakes. There has been no change in the control or management of Bilakes during the last three years immediately preceding the date of filing of the Draft Red Herring Prospectus and until the date of the Red Herring Prospectus, except as described below:

Name of Director	Change (Appointment/Resignation)
Gautam Puri	Resigned from the board of directors of Bilakes with effect from January 11, 2016
Shantanu Prakash	Resigned from the board of directors of Bilakes with effect from April 1, 2015
Imran Jafar	Resigned from the board of directors of Bilakes with effect from July 29, 2014

As on the date of this Red Herring Prospectus, the equity shares of Bilakes are not listed on any stock exchanges in India or abroad.

Shareholding Pattern

Set forth below is the shareholding pattern of Bilakes as on the date of this Red Herring Prospectus.

Name of Shareholder	Number of Shares	% of Shareholding
Uma Ramachandran	3,001	25.5
Sapna Puri	3,000	25.5
Satya Narayanan .R	989	8.4
Gautam Puri	910	7.7
GPE (India) Limited	731	6.2
Sreenivasan .R	675	5.7
R. Shiva Kumar	675	5.7
Sujit Bhattacharyya	480	4.1
SP Family Trust	474	4.0
Nikhil Mahajan	250	2.1
Gaja Trustee Company Private Limited (as trustee for Gaja Capital India Fund –I)	549	4.7
Mini Sehgal	20	0.2
Sangeeta Gulati	1	0.0
Total	**11,755**	**100.0**

Board of Directors

As on the date of this Red Herring Prospectus, the board of directors of Bilakes comprises:

Name of Director	Designation
Satya Narayanan .R	Director
Nikhil Mahajan	Director
Sapna Puri	Director
Uma Ramachandran	Director

Financial Information

Set forth below are the audited financial results of Bilakes for fiscals 2016, 2015 and 2014.

(₹ in million except per share data)

	Fiscal 2016	Fiscal 2015	Fiscal 2014
Equity capital	0.11	0.11	0.11
Reserves and surplus	60.70	67.01	65.20
Total Income	4.11	0.00	0.00
Profit/(Loss) after tax	(6.30)	(0.03)	(0.01)
Earnings per share (₹) (Basic)	(536.73)	(3.19)	(1.08)
Earnings per share (₹) (Diluted)	(536.73)	(3.19)	(1.08)
Net asset value per share (₹)	5,174.6	5,711.33	5,714.50

We confirm that the PAN, bank account numbers, company registration number and the address of the registrar of companies where our corporate Promoter is registered have been submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

Interest of our Promoters

Our Promoters are interested in our Company to the extent of their shareholding in our Company and in any dividend distribution which may be made by our Company in future. For more information on our Promoters' shareholding, see "***Capital Structure***" on page 72. Further, our individual Promoters are also interested to the extent they are the Directors or KMP of our Company or acting as Directors or holding managerial positions in our Subsidiaries as well as any remuneration and reimbursement of expenses payable to them. For more information, see "***Our Management – Interest of our Directors***" and "***Our Management – Interest of KMP***" on pages 182 and 187, respectively. Further, except the Promoters of our Company, none of our other Directors or Group Entity are interested in the promotion of our Company

Further, our Promoters or our Group Entity confirm that they have no interest in any property acquired by our Company during the two years preceding the date of filing of the Draft Red Herring Prospectus and until the date of this Red Herring Prospectus or any property proposed to be acquired by our Company or in any transaction in the acquisition of land, construction of building or supply of machinery.

None of our Promoters are interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoters or to the firm or company in cash or shares or otherwise by any person either to induce any of our Promoters to become, or to qualify such Promoters as, a director, or otherwise for services rendered by such Promoters or by the firm or company, in connection with the promotion or formation of our Company.

Group Entity

As per SEBI ICDR Regulations, for the purpose of identification of group entities, our Company has considered such companies covered under the applicable accounting standard, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India (**"AS 18"**) and other companies considered material by our Board. Pursuant to resolutions of our Board dated March 16, 2016, as updated and approved by the Board for the purpose of disclosure in connection with the Offer, an entity shall be considered material and disclosed as a 'Group Entity' where (i) the company is a member of the Promoter Group and the Company has entered into one or more transactions with such company in the last audited financial year, cumulatively exceeding 5% of the total consolidated revenue of the Company for the last audited financial year; or (ii) an entity is covered under AS 18, as per the last audited and restated consolidated financial statements of the Company, and the Company has outstanding trade receivables and loans exceeding 10% of the consolidated net worth of the Company as of the last audited and restated consolidated financial statements, from such entity.

Based on (ii) above, our Board has identified Nalanda Foundation as our Group Entity.

Set forth below are details of our Group Entity as on the date of this Red Herring Prospectus.

Nalanda Foundation

Nalanda Foundation is a public charitable trust formed pursuant to a charity trust deed dated July 28, 2006. The registered office of Nalanda Foundation is situated at R-90, Greater Kailash-1, New Delhi 110 048, India. Nalanda Foundation is currently engaged in the business of running K-12 schools under the brand 'Indus World Schools'. The current trustees of the Nalanda Foundation are Sanjeev Srivastava, Imran Jafar, Shantanu Prakash, Johnson K.V. and Nidhi Marwah.

Financial Performance

Certain details of the audited financials of Nalanda Foundation for fiscals 2016, 2015 and 2014 are set forth below.

(₹ in million except Corpus Funds which is in actuals)

	Fiscal 2016	Fiscal 2015	Fiscal 2014
Corpus Funds	5,100	5,100	5,100
Total Income	165.70	152.21	130.28
Excess of Expenditure over Income	91.40	80.12	92.11

Significant Notes by Auditors

Significant note of auditor included in the financial statements of our Group Entity for fiscals 2016, 2015 and 2014 is given below:

"*We draw the attention to note 7 of the accompanying financial statements which indicates that the Trust has continued deficit of income over expenditure, deficiency in corpus funds and excess of liabilities over assets. However, the financial statements have been prepared on a going concern basis, as the Trust is confident of generating surplus in the near future and availability of financial support including loans for meeting its operational and financial requirements. Our opinion is not qualified in respect of this matter.*"

Note 7:

"The trust is engaged in running various schools providing primary and secondary education. The activities of the trust have a large gestation period ranging from 5-7 years and accordingly, the trust has been having deficit of income over expenditure resulting in deficiency in corpus fund. Despite deficiency in corpus fund, the accounts of the trust have been prepared on going concern basis, as the trustees are confident that, as the trust is expanding its activities, it will be able to generate surplus in the near future. The trustees are also confident of procuring financial support including loans from various sources and accordingly believe that the trust will continue to have sufficient funds for meeting its operational and financial requirements."

Disassociation by our Promoters in the Preceding Three Years

Our Promoters have not disassociated themselves as a promoter(s) from any company in the three years preceding the date of the Draft Red Herring Prospectus and until the date of this Red Herring Prospectus.

Payment or Benefit to Promoters and Promoter Group

Except as stated above in "***Interest of our Promoters***" and "***Financial Statements***" on pages 192 and 196, respectively, there has been no payment of benefits to our Promoters or Promoter Group, during fiscal 2016 and fiscal 2015 nor is any benefit proposed to be paid to them as on the date of this Red Herring Prospectus.

Other Confirmations

Common Pursuits

Our corporate Promoter and Group Entity are authorized to carry on similar lines of business as conducted by our Company, pursuant to the provisions of their respective constitutional documents. We have in the past entered and expect to continue to enter into transactions with certain related parties in the ordinary course of our business, including due to the industry and regulatory framework in which we operate. For details of related party transactions with our corporate Promoter and Group Entity, see ***"Financial Statements"*** on page 196. While we believe that all our related party transactions have been conducted on arm's length basis, our Promoters and members of the Promoter Group have interests in other companies and entities, either as directors or otherwise, that may compete with us. For more information, see "***Risk Factors***" on page 14, "***Our Management***" on page 173 and "***Financial Statements***" on page 196. Our Promoters do not have any interest in our Group Entity

Each of our individual Promoters, have given undertakings dated September 24, 2014, that so long as they are in employment of our Company, including as a Director or consultant of our Company, and for a period of two years thereafter, they will not, directly or indirectly (including through a holding company or through members of his family or otherwise), engage in any business if such business, in whole or in part deals with or offers same or similar test preparation courses and vocational services, publishes educational books and content, and provides infrastructure and educational services for K-12 schools in India.

Business interests within the group

Our Group Entity does not have any business or other interest in our Company except for business conducted on an arm's length basis. For more information on business transactions with our Group Entity and their impact on our financial performance, see "***Financial Statements***" on page 196.

Further, except as stated in "***Financial Statements***" on page 196, our Company does not have any sales/purchase arising out of any transaction with any Group Entity or associate companies exceeding, in aggregate, 10% of the total sales or purchases of our Company.

Our Promoters and our Group Entity have confirmed that they have not been identified as wilful defaulters, as defined under the SEBI ICDR Regulations and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them.

For details relating to legal proceedings involving our Promoters and Group Entity, see "***Outstanding Litigation and Material Developments***" on page 477.

Sick or Defunct Companies

The provisions of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985 and Companies Act in relation to defunct companies does not apply to our Group Entity. Further, as on the date of this Red Herring Prospectus, no winding up or revocation proceedings or actions have been initiated against our Group Entity.

DIVIDEND POLICY

The declaration and payment of dividend on our Equity Shares will be recommended by our Board and approved by our shareholders, at their discretion, and will depend on a number of factors, including but not limited to applicable law, our profits, capital requirements, contractual obligations, restrictive covenants under our loan and financing arrangements and the overall financial condition of our Company.

No dividends have been declared on the Equity Shares by our Company during the last five years.

However, our dividend history is not necessarily indicative of our dividend policy, in the future. Future dividends, if any, will depend on our revenues, profits, cash flow, financial condition, capital requirements and other factors.

Report of the Independent Auditors on the Restated Unconsolidated Summary Financial Statements

To,
The Board of Directors
CL Educate Limited
A-41, Espire Building
Mohan Cooperative Industrial Area,
New Delhi - 110044
India

Dear Sirs,

1. We have examined the financial information of CL Educate Limited ("the Company") for the purpose of its inclusion in the Red Herring Prospectus ("RHP") and Prospectus prepared by the Company in connection with its proposed Initial Public Offering ("IPO"). Such financial information comprises of (A) Financial Information as per Restated Summary Financial Statements and (B) Other Financial Information, which have been approved by the Board of Directors of the Company and prepared in accordance with the requirements of:

   a) section 26(1)(b) of the Companies Act, 2013 ("the Act") read with Rule 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ; and

   b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI Regulations").

2. We have examined such financial information with regard to:

   a) the terms of reference agreed with the Company vide engagement letter dated February 1, 2016 and addendum dated October 26, 2016 to the engagement letter relating to work to be performed on such financial information, proposed to be included in the RHP and Prospectus of the Company in connection with its proposed IPO; and

   b) the Guidance Note (Revised) on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India.

3. **Financial Information**

   The financial information referred to above, relating to assets and liabilities, profits and losses, and cash flows of the Company is contained in the following annexure to this report (collectively referred to as the "Restated Summary Financial Statements"):

   a) **Annexure I** containing the "Restated Summary Statement of Assets and Liabilities" as at September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012.

   b) **Annexure II** containing the "Restated Summary Statement of Profit and Loss" for the six months period ended September 30, 2016 and years ended March 31, 2016, 2015, 2014, 2013 and 2012.

   c) **Annexure III** containing the "Restated Summary Statement of Cash Flows" for the six months period ended September 30, 2016 and years ended March 31, 2016, 2015, 2014, 2013 and 2012.

   d) **Annexure IV (1)** containing the Statement of Significant Accounting Policies.

e) **Annexure V to XXXIV and XLVIII** containing the Annexure to Restated Summary Financial Statements.

The aforesaid Restated Summary Financial Statements have been prepared by the Management from the audited financial statements of the Company as at and for the six months period ended September 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012, prepared in accordance with accounting principles generally accepted in India at the relevant time and approved by the Company in its Board meetings held on November 21, 2016, July 28, 2016, June 23, 2015, August 11, 2014, July 26, 2013 and July 30, 2012 respectively.

4. **Other Financial Information**

Other Financial Information, relating to the Company which is based on the Restated Summary Financial Statements/audited financial statements, prepared by the management and approved by the Board of Directors, is attached in Annexure IV(2), Annexure XXXV to XLVII and XLIX to LI to this report and listed hereunder:

1. Annexure IV (2)- Restated Summary Statement of Material Adjustments
2. Annexure XXXV- Restated Summary Statement of Contingent Liabilities
3. Annexure XXXVI- Restated Summary Statement of Commitments
4. Annexure XXXVII- Restated Summary Statement of Employee Benefits Obligations
5. Annexure XXXVIII- Restated Summary Statement of Employees Share Based Payment Plan
6. Annexure XXXIX- Restated Summary Statement of Payment to Auditors
7. Annexure XL- Restated Summary Statement of Segment Reporting
8. Annexure XLI- Restated Summary Statement of Leases
9. Annexure XLII- Restated Summary Statement of Expenditure In Foreign Currency
10. Annexure XLIII- Restated Summary Statement of Earnings In Foreign Currency
11. Annexure XLIV- Restated Summary Statement of Un-Hedged Foreign Currency Exposure
12. Annexure XLV- Restated Summary Statement of disclosure relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006
13. Annexure XLVI- Restated Summary Statement of Related Party Disclosures
14. Annexure XLVII- Restated Summary Statement of Earnings Per Equity Share
15. Annexure XLIX- Restated Summary Statement of Accounting Ratios
16. Annexure L- Restated Summary Statement of Tax Shelters
17. Annexure LI- Restated Summary Statement of Capitalisation

5. **Management Responsibility on the Restated Summary Financial Statements and Other Financial Information**

Management is responsible for the preparation of Restated Summary Financial Statements and Other Financial Information relating to the Company in accordance with section 26(1)(b) of the Act read with Rule 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Regulations.

6. **Auditors' Responsibility**

Our responsibility is to express an opinion on the Restated Summary Financial Statements based on our procedures, which were conducted in accordance with Standard on Auditing (SA) 810, "Engagement to Report on Summary Financial Statements" issued by the Institute of Chartered Accountants of India.

7. **Opinion**

In our opinion, the financial information of the Company as stated in Para 3 above and Other Financial Information as stated in Para 4 above, read with the Statement of Significant Accounting Policies enclosed in **Annexure IV (1)** to this report, after making such adjustments/restatements and regroupings as considered appropriate, as stated in Statement on Material Adjustments to Audited Financial Statements enclosed in **Annexure IV (2)**, have been prepared in accordance with section 26(1)(b) of the Act read with Rule 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Regulations.

The Restated Summary Financial Statements have been arrived at after making such adjustments and regroupings as, in our opinion, are appropriate and more fully described in the Statement on Adjustments to Audited Financial Statements in **Annexure IV (2) [read with significant accounting policies in Annexure IV (1)]** to this report.

Based on our examination of the same, we confirm and state that:

a) adjustments for the material amounts in the respective financial years to which they relate to have been adjusted in the attached Restated Summary Financial Statements;
b) there are no changes in accounting policies adopted by the Company during the six months period ended September 30, 2016 which requires adjustments in the Restated Summary Financial Statements;
c) there are no extraordinary items that are required to be disclosed in the Restated Summary Financial Statements;
d) qualifications in respect of matters specified in paragraphs 4 and 5 of Companies (Auditors' Report) Order, 2003 and which form part of Independent Auditors' reports to the financial statements for the years ended March 31, 2014, 2013, 2012 and qualifications in respect of matters specified in paragraphs 3 and 4 of Companies (Auditors' Report) Order, 2015 for the year ended March 31, 2015 and qualifications in respect of matters specified in paragraphs 3 and 4 of Companies (Auditors' Report) Order, 2016 for the year ended March 31, 2016 have been adjusted to the restated summary financial statements are as below:

(Amounts below have been converted into ₹ in millions for purpose of examination report only).

For the year ending March 31, 2016

(i) Clause 3(iii)(a) of Companies (Auditors' Report) Order, 2016

According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of loans granted by the Company to 2 parties covered in the register maintained under Section 189 of the Act, (total loan amount granted during the year ₹ 0.01 Million and balance outstanding as at balance sheet date ₹ 61.47 Million) are prejudicial to the Company's interest on account of the fact that the Company is not charging any interest on such loans.

(ii) Clause 3(iv) of Companies (Auditors' Report) Order, 2016

According to the information and explanation given to us in respect of loans, investments, guarantees, and securities, the Company has complied with the provisions of Section 185 and 186 of the Act, except for the details given below:

(Amount in ₹ *Million*)

Nature of non-compliance	Name of Company/party	Amount Involved	Balance as at March 31, 2016
Loan given at rate of interest lower than prescribed	Kestone Asia Hub Pte Ltd.	Nil	8.57
	Career Launcher Education Foundation	0.01	52.90

For the year ending March 31, 2015

(i) Clause 4(iii)(a) of Companies (Auditors' Report) Order, 2015

The Company has granted unsecured interest free loans to two companies and one other party and unsecured loan to three companies and one other party covered in the register maintained under Section 189 of the Act. In our opinion and according to the information and explanations given to us, the rate of interest, wherever charged, and the other terms and conditions of loans granted to three companies and one other party are not, *prima facie*, prejudicial to the interest of the Company. Terms and conditions related to loans granted to two companies and one other party are, *prima facie*, prejudicial to the interest of the Company.

For the year ending March 31, 2014

(i) Clause 4(iii)(a) of Companies (Auditors' Report) Order, 2003 (Act refers to Companies Act, 1956)

The Company has granted interest free unsecured loans to four companies and one other party covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year and the year-end balance of such loans are as follows:

(Amount in ₹ *Million*)

Name of the entity	Maximum amount outstanding during the year	Year-end balance
Career Launcher Education Foundation	61.25	45.76
CL Higher Educational Services Private Limited	0.12	0.12
Career Launcher Education Infrastructure and Services Limited	2.59	0.43
Kestone Asia Hub Pte. Ltd. (formerly known as Career Launcher Asia Educational Hub Pte. Ltd.)	9.58	8.30
Career Launcher USA Inc. (upto September 30, 2013)	38.39	Not applicable

The Company has also granted interest bearing unsecured loan to G.K. Publications Private Limited, a company covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year was ₹25.17 million and the year-end balance of loan granted to such party was ₹20.65 million.

For the year ending March 31, 2013

(i) Clause 4(iii)(b) of Companies (Auditors' Report) Order, 2003 (Act refers to Companies Act, 1956)

In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for loans given to CL Media Private Limited, Career Launcher Asia Educational Hub Pte. Ltd., Career Launcher USA Inc. are prima facie, prejudicial to the interest of the Company. The year-end balance of such loans was Nil, ₹ 9.36 million and ₹ 38.39 million respectively. Maximum amount involved during the year on such loans was ₹ 47.76 million, ₹ 9.36 million and ₹ 38.39 million respectively.

During the year, the Company has fully written off loan granted in earlier years to Career Launcher Education Foundation aggregating ₹ 112.88 million. Accordingly, in our opinion such loan was prejudicial to the interest of the Company.

In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for loans given to other companies and parties covered in the register maintained under section 301 of the Companies Act, 1956 are *prima facie*, not prejudicial to the interest of the Company.

For the year ending March 31, 2012

(i) Clause 4(iii)(b) of Companies (Auditors' Report) Order, 2003 (Act refers to Companies Act, 1956)

In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loans given to CL Media Private Limited and Career Launcher Asia Educational Hub Pte. Ltd., wholly owned subsidiaries of the Company, are prima facie, prejudicial to the interests of the Company.

In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loans given to parties other than above, are *prima facie*, not prejudicial to the interest of the Company.

e) qualifications in respect of matters specified in paragraphs 4 and 5 of Companies (Auditors' Report) Order, 2003 and which form part of Independent Auditors' reports to the financial statements for the years ended March 31, 2014, 2013, 2012 and qualifications in respect of matters specified in paragraphs 3 and 4 of Companies (Auditors' Report) Order, 2015 for the year ended March 31, 2015 and qualifications in respect of matters specified in paragraphs 3 and 4 of Companies (Auditors' Report) Order, 2016 for the year ended March 31, 2016, which do not require adjustments to the restated summary financial statements are as below:

For the year ending March 31, 2016

(i) Clause 3(iii)(b) of Companies (Auditors' Report) Order, 2016

The schedule of repayment of principal and payment of interest in respect of such loans has not been stipulated and thus we are unable to comment whether the repayments or receipts are regular and report amounts overdue for more than ninety days, if any, as required under paragraph 3(iii)(c) of the Order.

(ii) Clause 3(iii)(c) of Companies (Auditors' Report) Order, 2016

In respect of the aforesaid loans, as the schedule of repayment of principal has not been stipulated, we are unable to comment whether there is any overdue amount of loans granted to company and other parties listed in the register maintained under Section 189 of the Act.

(iii) Clause 3(vii)(a) of Companies (Auditors' Report) Order, 2016

The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, however, there have been significant delays in few cases.
According to the information and explanations given to us, undisputed dues in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, which were outstanding, at the year-end for a period of more than six months from the date they became payable are as follows:

Name of the statute	Nature of the dues	Amount ₹ in million	Period to which the amount relates	Due Date	Date of Payment
Income Tax Act, 1961	Advance Tax	2.72	April 1, 2015 to June 30, 2015	June 15, 2015	Not yet paid
Income Tax Act, 1961	Advance Tax	8.17	July 1, 2015 to September 30, 2015	September 15, 2015	Not yet paid

(iv) Clause 3(x) of Companies (Auditors' Report) Order, 2016

During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have not come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such cases by the Management, except for:

- inappropriate actions by an employee of the Company that involved unauthorized payment of personal utility bills like electricity, water, telephone etc. and embezzlement of funds of the Company by transferring to personal bank accounts including family members. Total amount misappropriated was ₹ 3,600,788.

- Embezzlement of cash by center manager in collusion with 3 other employees of the Company aggregating Rs. 1,100,000 at its Connaught Place, New Delhi center.

According to the information and explanation given to us, management has taken appropriate actions in respect of these matters. Refer note 46 of the financial statements.

For the year ending March 31, 2015

(i) Clause 4(vii)(a) of Companies (Auditors' Report) Order, 2015

The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it.

According to the information and explanations given to us, undisputed dues in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, which were outstanding, at the yearend for a period of more than six months from the date they became payable are as follows:

Name of the statute	Nature of the dues	Amount ₹ in million	Period to which the amount relates	Due Date	Date of Payment
Income Tax Act, 1961	Advance Tax	6.46	April 2014 to September 2014	September 15, 2014	Not yet paid

For the year ending March 31, 2014 (Act refers to Companies Act, 1956)

(i) Clause 4(iii)(b)

During the year, the Company has fully written off accumulated interest on loan granted in earlier years to Career Launcher Education Foundation, an entity over which key management personnel have significant influence, aggregating ₹ 15.49 million. Accordingly, in our opinion such loan is prejudicial to the interest of the Company.
In our opinion and according to the information and explanations given to us, the rate of interest, wherever charged, and the other terms and conditions of loans granted to other parties except Career Launcher Education Foundation are not, *prima facie*, prejudicial to the interest of the Company.

(ii) Clause 4(ix)(a)

The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance and other material statutory dues applicable to it. *However, there are slight delays in depositing undisputed statutory dues in respect of tax deducted at source and service tax.*

According to the information and explanations given to us and on the basis of examination of the records of the Company, no undisputed amount payable in respect of provident fund, investor education and protection fund, wealth tax, service tax, employees' state insurance, income-tax and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

For the year ending March 31, 2013 (Act refers to Companies Act, 1956)

(i) Clause 4(ii)(c)

In our opinion, the Company is not maintaining proper records of inventory. Further, in the absence of proper records, the discrepancies, if any, between the book records and the physical verification cannot be ascertained. However, as explained, the Company has initiated the process of implementing software to maintain records of inventory.

(ii) Clause 4(iv)

In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the Company in this regard.

In our opinion, the internal control system with regard to purchase of inventory needs to be strengthened to be commensurate with the size of the Company and nature of its business.

According to the information and explanations given to us, the Company has initiated the process of rectifying such weakness in internal controls related to purchase of inventory and accordingly, we have not observed continuing failure to correct major weakness in internal control system of the Company in this regard.

(iii) Clause 4(ix)(a)

The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax and other material statutory dues applicable to it. *However, there have been delays in depositing undisputed statutory dues in respect of service tax.*

Statutory dues including sales tax, wealth tax, custom duty, cess payable under section 441 A of the Companies Act, 1956 and excise duty are currently not applicable to the Company.

For the year ending March 31, 2012 (Act refers to Companies Act, 1956)

(i) Clause 4(iv)

In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and nature of its business with regard to purchase of fixed assets and with regard to sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct weakness in internal control system of the Company.

However, internal control system with regard to purchase of inventory needs to be strengthened in order to be commensurate with the size of the Company and the nature of its business. The Company is in the process of rectifying such weaknesses subsequent to the reporting date.

f) qualification in respect of adequacy of the internal financial controls over financial reporting of the Company as given in Annexure 2 of Independent Auditor's Report for the year ended March 31, 2016, which do not require adjustments to the restated summary financial statements is as below:

(i) Comprehensive procurement policy for purchase of goods and services have not been documented, which could potentially result in the Company procuring unnecessary goods and services, or procuring goods of lower quality, or procure goods and services at unreasonable prices.

8. The figures included in the Restated Summary Financial Statements and Other Financial Information do not reflect the events that occurred subsequent to the date of the audit reports on the respective period/years referred to above.

9. This report on restated summary financial statement should not in any way be construed as a reissuance or redating of the previous audit reports nor should this be construed as a new opinion on any of the financial statements referred to herein. Reading the Restated Summary Financial Statements is not a substitute for reading the audited financial statements of the Company.

10. We did not perform audit tests for the purposes of expressing an opinion on individual balances or summaries of selected transactions, and accordingly, we express no such opinion thereon.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. This report is issued at the specific request of the Company for your information and inclusion in the RHP and Prospectus to be filed by the Company with SEBI, Stock Exchanges and the Registrar of Companies (Delhi & Haryana) in connection with the proposed IPO of equity shares of the Company. This report may not be useful for any other purpose.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 103523W/W100048

Raj Kumar Agarwal
Partner
Membership No. 074715

Place: New Delhi
Date: November 21, 2016

CL Educate Limited

Annexure I - Restated unconsolidated summary statement of assets and liabilities

₹ in Million

Particulars	Annexure	As at					
		30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
EQUITY AND LIABILITIES							
Shareholders' funds							
Share capital	V	119.40	119.40	116.45	99.18	99.18	93.35
Reserves and surplus	VI	2556.15	2478.50	2276.59	1033.67	1009.25	806.33
		2675.55	**2597.90**	**2393.04**	**1132.85**	**1108.43**	**899.68**
Share application money pending allotment	VII	**-**	**-**	**-**	**13.86**	**-**	**29.45**
Non-current liabilities							
Long-term borrowings	VIII	45.54	45.86	44.96	18.88	36.26	117.47
Deferred tax liabilities (net)	IX	17.89	15.40	17.87	18.05	2.69	-
Long-term provisions	X	26.15	22.94	19.43	13.58	8.34	7.04
		89.58	**84.20**	**82.26**	**50.51**	**47.29**	**124.51**
Current liabilities							
Short-term borrowings	XI	252.67	330.53	236.53	240.66	234.45	163.17
Trade payables	XII						
(i) total outstanding dues of micro enterprises and small enterprises		-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		478.79	455.28	241.65	146.53	62.29	98.35
Other current liabilities	XIII	347.30	320.82	299.45	254.01	329.00	391.67
Short-term provisions	X	8.85	0.61	0.51	0.46	1.48	1.15
		1087.61	1107.24	778.14	641.66	627.22	654.34
Total		**3852.74**	**3789.34**	**3253.44**	**1838.88**	**1782.94**	**1707.98**
ASSETS							
Non-current assets							
Fixed assets							
- Tangible assets	XIV	327.78	329.47	341.55	336.84	349.33	411.46
- Intangible assets	XV	111.75	103.05	117.80	110.75	123.37	136.78
- Capital work-in-progress	XVI	-	-	-	-	0.09	-
Non-current investments	XVII	1716.25	1716.36	1525.86	453.28	406.02	364.46
Deferred tax assets (net)	IX	-	-	-	-	-	32.68
Long-term loans and advances	XVIII	38.56	56.42	67.54	84.65	92.68	72.10
Other non-current assets	XIX	112.03	112.03	112.41	132.43	150.91	4.12
		2306.37	**2317.33**	**2165.16**	**1117.95**	**1122.40**	**1021.60**

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CL Educate Limited

Annexure I - Restated unconsolidated summary statement of assets and liabilities

₹ in Million

Particulars	Annexure	As at					
		30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
...Continued from previous page							
Current assets							
Current investments	XX	-	-	-	-	-	-
Inventories	XXI	43.07	42.12	44.75	33.65	24.28	12.50
Trade receivables	XXII	841.73	843.80	535.23	358.91	312.96	264.02
Cash and bank balances	XXIII	52.96	79.91	113.35	44.66	65.29	157.97
Short-term loans and advances	XXIV	482.70	390.96	283.01	204.91	189.07	233.79
Other current assets	XXV	125.91	115.22	111.94	78.80	68.94	18.10
		1546.37	**1472.01**	**1088.28**	**720.93**	**660.54**	**686.38**
Total		**3852.74**	**3789.34**	**3253.44**	**1838.88**	**1782.94**	**1707.98**

Notes:

1. The above statement should be read with annexures to the restated summary statement of assets and liabilites, profit and loss and cash flow.
2. Refer Annexure IV(2) for material adjustments.

This is the restated summary statement of assets and liabilities referred to in our report of even date.

As per our report of even date.
For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

Raj Kumar Agarwal
Partner
Membership No.:074715

Date : November 21, 2016
Place : New Delhi

CL Educate Limited

Annexure II - Restated summary statement of profit and loss

₹ in Million

Particulars	Annexure	For the period/year ending					
		30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Income							
Revenue from operations	XXVI	840.41	1643.55	1496.27	1182.99	1153.75	900.93
Other income	XXVII	54.05	94.91	62.20	64.43	201.48	120.81
Total Revenue		**894.46**	**1738.46**	**1558.47**	**1247.42**	**1355.23**	**1021.74**
Expenses							
Purchases of traded goods	XXVIII	68.00	153.74	145.72	117.41	103.35	52.57
(Increase)/decrease in inventory of traded goods	XIX	(1.10)	2.79	(11.68)	(9.37)	(11.78)	(12.50)
Cost of services	XXX	352.10	719.14	613.94	483.11	492.45	381.53
Employee benefits expense	XXXI	126.02	248.01	247.84	220.57	196.41	184.68
Finance costs	XXXII	23.36	51.82	47.17	44.13	59.07	40.61
Depreciation and amortisation expenses	XXXIII	23.24	62.19	50.86	37.45	37.25	28.28
Other expenses	XXXIV	196.33	427.38	366.78	299.69	375.70	241.78
Total expenses		**787.95**	**1665.07**	**1460.63**	**1192.99**	**1252.45**	**916.95**
Restated profit before exceptional expenses and tax		**106.51**	**73.39**	**97.84**	**54.43**	**102.78**	**104.79**
Exceptional expenses	XLVIII	-	-	-	15.49	-	196.62
Restated profit/(loss) before tax		**106.51**	**73.39**	**97.84**	**38.94**	**102.78**	**(91.83)**
Income tax expense:							
- Current tax		32.68	26.67	23.79	7.86	-	7.63
- Minimum alternate tax ('MAT') credit		-	-	-	(7.86)	-	(7.63)
- Deferred tax charge/(benefit)	IX	2.49	(2.46)	(2.54)	15.37	35.35	(38.07)
Total tax expenses		**35.17**	**24.21**	**21.25**	**15.37**	**35.35**	**(38.07)**
Restated net profit/(loss) after tax		**71.34**	**49.18**	**76.59**	**23.57**	**67.43**	**(53.76)**

Footnotes:

1. The above statement should be read with annexures to the restated summary statement of assets and liabilites, profit and loss and cash flow.
2. Refer Annexure IV(2) for material adjustments.

This is the restated summary statement of profit and loss referred to in our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

Raj Kumar Agarwal
Partner
Membership No.:074715

Date : November 21, 2016
Place: New Delhi

CL Educate Limited

Annexure III - Restated summary statement of cash flow

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Cash flow from operating activities						
Net profit/(loss) before tax	106.51	73.39	97.84	38.94	102.78	(91.83)
Adjustments for:						
Depreciation and amortisation on fixed assets	23.24	62.19	50.86	37.45	37.25	28.28
Depreciation and amortisation on Investments property	0.10	0.21	0.21	0.21	0.21	0.21
Finance costs (except loan processing charges)	22.24	48.01	43.52	42.59	52.13	39.40
Loan processing charges	0.32	1.35	2.45	1.54	6.16	1.21
Interest on delay in payment of taxes	0.80	2.46	1.20	-	-	-
Interest income	(14.60)	(33.76)	(27.99)	(29.54)	(32.18)	(47.51)
Loss/(Profit) on sale of fixed assets	0.02	5.25	4.88	-	(0.13)	0.13
Rent income on investments property	(1.12)	(1.13)	(1.53)	(0.29)	(0.60)	(0.80)
Fixed assets written off	-	0.00	0.33	0.68	0.61	1.07
Advances written off	-	0.63	1.24	0.51	120.02	0.04
Bad debts written off	28.13	69.57	60.01	39.00	31.90	40.90
Deposits written off	-	-	-	-	0.39	-
Miscellaneous balances written off	-	0.29	1.27	1.62	2.40	1.41
Provision for doubtful advances	-	0.75	0.20	0.34	2.00	-
Provision for impairment of investment	-	-	-	-	0.07	0.38
Provision no longer required written back	-	-	-	-	(112.88)	-
Provision for doubtful debts	-	0.94	1.18	-	-	-
Provision for obsolescence of inventory	0.15	-	0.58	-	-	-
Liability no longer required written back	(10.71)	(16.07)	(14.51)	(16.64)	(31.58)	(16.29)
Transfer to stock options outstanding	(1.07)	(6.03)	7.02	0.85	3.44	3.36
Exceptional non cash items:						
-Provision for doubtful advances	-	-	-	-	-	135.54
- Advances written off	-	-	-	15.49	-	60.70
- Provision for impairment of investment	-	-	-	-	-	-
Unrealised foreign exchange gain	(0.24)	(0.24)	(0.59)	(1.57)	(0.31)	(5.48)
Realised foreign exchange gain on sale of investment	-	-	-	(0.24)	-	-
Operating profit before working capital changes	**153.77**	**207.81**	**228.17**	**130.94**	**181.68**	**150.72**
Adjustments for (increase)/decrease in operating assets						
Trade receivables	(25.87)	(378.76)	(236.57)	(83.41)	(80.65)	(102.41)
Other current assets	-	0.80	(0.80)	-	5.10	1.99
Long term loans and advances	(4.83)	(0.71)	(1.48)	15.89	(1.99)	(17.65)
Short term loans and advances	(74.17)	(110.29)	(32.16)	(40.43)	(102.61)	(106.11)
Inventories	(1.09)	2.62	(11.68)	(9.36)	(11.78)	(12.50)
Adjustments for increase/(decrease) in operating liabilities						
Other current liabilities	44.81	17.55	62.42	9.48	106.33	40.48
Long term provisions	3.20	3.50	5.85	5.24	1.30	(1.47)
Short term provisions	0.01	0.09	0.04	(1.02)	0.33	1.15
Trade payables	34.21	229.66	82.07	84.24	(36.06)	1.70
Cash generated from/(used in) operations	**130.04**	**(27.73)**	**95.86**	**111.57**	**61.65**	**(44.10)**

Continued to next page…

CL Educate Limited
Annexure III - Restated summary statement of cash flow

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
...Continued from previous page						
Taxes paid (net of refund)	(2.07)	(15.56)	(6.58)	(6.78)	(6.14)	17.82
Net cash generated from/(used in) operating activities	**127.97**	**(43.29)**	**89.28**	**104.79**	**55.51**	**(26.28)**
Cash flow from investing activities:						
Purchase of investment of in subsidiaries (net of payable for investments)	(10.00)	(164.21)	(1072.78)	(47.91)	(37.68)	(64.71)
Purchase of investment of in others	-	-	-	-	-	(5.00)
Proceeds from sale of investment in subsidiaries	-	-	-	0.67	-	-
Purchase of fixed assets (net)	(34.67)	(43.84)	(70.30)	(31.79)	(36.93)	(108.28)
Proceeds from sale of fixed assets	0.06	4.32	1.60	-	1.27	2.53
Proceeds/(investments) in deposits not considered as cash and cash equivalents (net)	(0.77)	47.17	(20.88)	52.13	(52.25)	(0.43)
Share application money paid for acquisition of shares of subsidiary	-	-	-	-	(13.50)	-
Proceeds from realisation of loan given/(loans given to related parties) (including conversion of interest and receivables) (net)	(17.52)	0.69	(48.97)	6.63	22.52	(24.63)
Interest income received	11.30	25.59	18.57	21.91	25.94	43.18
Rent income on investments property	1.13	1.13	1.53	0.29	0.60	0.80
Net cash (used in)/generated from investing activities	**(50.47)**	**(129.15)**	**(1191.23)**	**1.93**	**(90.03)**	**(156.54)**
Cash flow from financing activities:						
Proceeds from issue of shares	-	2.94	17.27	-	5.36	6.68
Securities premium received on Preference shares	-	162.87	1,145.91	-	109.08	-
Share issue expense paid	-	-	-	-	(6.00)	0.00
Share application money received pending allotment	-	-	(13.86)	13.86	-	29.45
Proceeds from long-term borrowings	15.00	32.29	94.00	35.00	301.64	246.92
Repayment of long-term borrowings	(19.00)	(54.58)	(63.79)	(101.83)	(387.79)	(224.73)
Net increase in working capital borrowings	(77.86)	94.00	(4.13)	6.21	71.29	143.36
Dividend paid during the year	-	-	-	(0.03)	(0.02)	-
Loan processing fee paid	(0.32)	(1.35)	(2.45)	(1.54)	(6.16)	(1.21)
Interest paid	(23.05)	(50.39)	(43.16)	(43.14)	(53.30)	(39.62)
Net cash generated from /(used in) financing activities	**(105.23)**	**185.78**	**1129.79**	**(91.47)**	**34.10**	**160.85**
Net (decrease)/increase in cash and cash equivalents	**(27.73)**	**13.34**	**27.84**	**15.25**	**(0.42)**	**(21.97)**
Unrealised foreign exchange gain on cash and cash equivalents	0.01	0.02	0.04	-	0.14	0.49
Cash and cash equivalents at beginning of the period/year	76.16	62.80	34.93	19.68	19.96	41.45
Cash and cash equivalents at end of the period/year	**48.44**	**76.16**	**62.81**	**34.93**	**19.68**	**19.97**

CL Educate Limited

Annexure III - Restated summary statement of cash flow

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Cash and cash equivalents comprise						
Balances with banks:						
- on current accounts	37.15	68.48	54.36	28.08	7.44	14.50
- exchange earner foreign currency account ('EEFC')	-	-	-	-	-	0.62
Cheques/ drafts on hand	6.50	4.10	4.49	2.90	5.43	2.09
Cash on hand	4.79	3.58	3.96	3.95	6.81	2.76
Total	**48.44**	**76.16**	**62.81**	**34.93**	**19.68**	**19.97**
Add:						
- Deposits with original maturity for more than 3 months but less than 12 months from the reporting date	3.16	2.39	2.93	6.00	45.56	-
- on unpaid dividend account	0.03	0.03	0.02	0.02	0.05	0.07
Current restricted cash (Margin money deposit and under lien deposits)	1.33	1.33	47.59	3.71	0.00	137.93
Total cash and bank balances at end of the period/year	**52.96**	**79.91**	**113.35**	**44.66**	**65.29**	**157.97**

Footnotes:

1) The above Cash Flow Statement has been prepared under the indirect method set out in AS-3 "Cash Flow Statements" as notified under section 133 of the Companies Act, 2013, read with rules 7 of the Companies (Accounts) Rules, 2014.

2) The above statement should be read with annexures to the restated summary statement of assets and liabilites, profit and loss and cash flow.

3) The above restated summary statement of cash flows has been compiled from and is based on the restated summary statement of assets and liabilities as at September 30, 2016, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 and the related restated summary statement of profit and loss for the years ended on that date.

4) Refer Annexure IV(2) for material adjustments.

This is the restated summary statement of cash flows referred to in our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

Raj Kumar Agarwal
Partner
Membership No.:074715

Date : November 21, 2016
Place: New Delhi

Annexure IV (1) – Restated unconsolidated summary statement of significant accounting policies

1. Corporate information

CL Educate Limited ('the Company') was incorporated in India on April 25, 1996 to conduct various educational and consulting programmes. 64.88% of the shares are being held by the promoters/directors of the Company and their relatives and the balance 35.12% of the shares are being held by other individuals and companies.

The accompanying restated summary statement of assets and liabilities, profit and loss and cash flows reflects results of activities undertaken by the Company during the six months period ended September 30, 2016 and 5 years ended March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012.

2. Summary of significant accounting policies

(i) Basis for preparation of Restated Summary Financial Statements:

The 'Restated summary statement of the assets and liabilities' of the Company as at September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012, the 'Restated summary statement of profits and losses' and the 'Restated statement of cash flows' for the period ended September 30, 2016 and years ended March 31, 2016, 2015, 2014, 2013 and 2012 (collectively referred to as 'Restated Summary Statements') have been prepared specifically and solely for the purpose of inclusion in the offer document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with the proposed Initial Public Offering of the equity shares of the Company (hereinafter referred to as ("IPO").

The Restated Summary Statements have been prepared in all material respects with the Accounting Standards notified under Section 133 of the Companies Act, 2013 ('the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014. The restated summary statements have been prepared under the historical cost convention on an accrual basis.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of services, the operating cycle of the Company cannot be ascertained as it may range from 1 month to 3 years due to wide range of test preparation coaching programmes being offered by the Company. In absence of any ascertainable operating cycle the same has been taken as 12 months for the purpose of current and non-current classification of assets and liabilities except in case of trade receivables, unearned revenue, trade payables related to franchisee fees and prepaid franchisee fees which in view of the management are directly linked to revenue from coaching and hence have been treated as current for the purpose of disclosure in the restated summary statements.

The Restated Summary Statements of the Company have been prepared to comply in all material respects with the requirements of Part I of Chapter III to the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI, as amended from time to time.

These Restated Summary Statements and other financial information have been prepared after incorporating:

(a) Adjustments for the material amounts in respective period/years to which they relate.

(b) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial statements of the Company as at and for the six months period ended September 30, 2016 (prepared in accordance with Schedule III of the Companies Act, 2013) and the requirements of the SEBI Regulations.

(c) The resultant impact of tax, if any, due to these adjustments.

These Restated Summary Financial Statements and Other Financial Information were approved by the Board of Directors on November 21, 2016.

(ii) Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the reported date and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on the managements' best knowledge of current events and actions, actual results could differ from these estimates. Any revision in accounting estimate is recognised prospectively in current and future periods.

(iii) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the Company and revenue can be reliably measured.

Educational and training businesses of the Company include revenue from services and sales of text books.

Revenue from services

Revenue in respect of educational and training fees received from students is recognised on time basis over the period of the course. Fee is recorded at invoice value, net of discounts and taxes, if any.

Revenue in respect of vocational training is recognised over the period of the training period after taking into account the uncertainty involved in conditions to be fulfilled under the terms of the contract.

Revenue from sale of text books

Sale of text books for full course is recognised at the time of receipt of first payment on account of test preparation services provided by the Company and is recorded net of discounts and taxes, if any.

Other operating income

- Revenue in respect of one-time license fee received from the franchisees is recognised on execution of the contract.

- Revenue from licensing of content given for a long term period and dependent on percentage of revenue earned by the licensee is recognised as and when the right to receive payment is established.

- Revenue from royalty is recognised on an accrual basis in accordance with the terms of the relevant agreement.

- Revenue from consultancy services and seminar and alliance income is recognised as and when services are actually rendered.

Other Income

- Revenue from advertising income is recognised on percentage completion basis as per the terms of agreement.

- Revenue from infrastructure fees is recognised on the basis of time period over the period of contract.

Grant

Government grants available to the Company are recognised when both the following conditions are satisfied:

(a) where there is reasonable assurance that the Company will comply with the conditions attached to them; and

(b) where such benefits have been earned by the Company and it is reasonably certain that the ultimate collection will be made.

Grants related to specific fixed assets are shown as a deduction from the gross value of the asset concerned in arriving at its book value. The grant is thus recognised in the statement of profit and loss over the useful life of a depreciable asset by way of a reduced depreciation charge. Where the grant equals the whole, or virtually the whole, of the cost of the asset, the asset is shown in the statement of assets and liabilities at a nominal value. Grants for various government projects carried out by the Company are disclosed in other operating income as grant income.

Unbilled revenue

Unbilled revenue, included in other current assets, represents amounts recognised based on services performed in advance of billing in accordance with service terms.

Unearned revenue

Amounts billed and received or recoverable prior to the reporting date for services to be performed after the reporting date are recorded as unearned revenue in other current liabilities.

Interest

Revenue from interest on time deposits and inter-corporate loans is recognised on the time proportion method taking into consideration the amount outstanding and the applicable interest rates.

Dividend

Dividend income is recognised when the right to receive the same is established.

(iv) Fixed assets

Tangible assets

Tangible fixed assets are stated at cost of acquisition net of recoverable taxes (wherever applicable), less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day to day repair and maintenance and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Fixed assets retired from active use and held for disposal are stated at lower of book value and net realisable value as estimated by the Company and are shown separately in the financial statements under other current assets. Loss determined, if any, is recognised immediately in the statement of profit and loss, whereas profit and sale of such assets is recognised only upon completion of sale thereof.

Intangible assets

An intangible asset is recognized when it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortisation and accumulated impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Losses arising from retirement of, and gain or losses arising from disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of asset and are recognised as income or expense in the statement of profit and loss.

Capital work-in-progress

Capital work-in-progress comprises cost of acquired or self generated tangible\intangible fixed assets that are not yet ready for their intended use at the balance sheet date. Capital work in progress is stated at cost.

(v) Depreciation and amortisation

Upto March 31, 2014

Depreciation and amortisation has been calculated on Straight Line Method at the following useful lives, based on management estimates, which are equal to or higher than the rates specified as per schedule XIV to the Companies Act, 1956, which in the opinion of the management are reflective of the estimated useful lives of fixed assets:

Particulars	**Useful life (years)**
Tangible assets:	
Leasehold land	90 (period of lease)
Building	60
Furniture and fixtures	10-15
Office equipment	10
Vehicle	10
Computer equipment	5
Leasehold improvements	Lesser of 3 years or period of lease
Intangible assets:	
Trademark	5
Software	5
Content development	5
License fees	3-10
Intellectual property rights	10
Goodwill	5

Depreciation and amortisation on addition to fixed assets is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation and amortisation on sale/discard from fixed assets is provided for up to the date of sale, deduction or discard of fixed assets as the case may be.

All assets, except chairs, costing ₹ 5,000 or below are depreciated in full by a one-time depreciation charge unless used as project assets under infrastructure projects. Chairs costing ₹ 5,000 or below are charged to the Statement of Profit and Loss on the date of their acquisition.

From April 1, 2014 onwards

Depreciation has been calculated on Straight Line Method at the useful lives, which are equal to useful lives specified as per schedule II to the Companies Act, 2013. Amortisation has been calculated on straight line method at the useful lives, based on management estimates and in accordance with AS-26.
Depreciation and amortisation on addition to fixed assets is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation and amortisation on sale/discard from fixed assets is provided for up to the date of sale, deduction or discard of fixed assets as the case may be.

Useful lives are as under:

Particulars	Revised useful life (years)
Tangible assets:	
Leasehold land	90 (period of lease)
Building	60
Furniture and fixtures	8-10
Office equipment	5
Vehicle	8-10
Computer equipment	3
Plant and machinery	15
Computer servers and networks	6
Leasehold improvements	Lesser of 3 years or period of lease
Intangible assets: (Life ascertained in accordance with AS- 26)	
Trademark	5
Software	5
Content development	5
License fees	10
Intellectual property rights	10
Goodwill	5

Schedule II to the Companies Act 2013 has become applicable to the Company with effect from April 1, 2014. Accordingly, the Company has determined the useful life of its assets as per Schedule II.

In accordance with the transitional provisions of Schedule II, in respect of assets where the remaining useful life is as on April 1, 2014 was 'Nil', their carrying amount aggregating ₹ 7.10 million and deferred tax thereon, after retaining the residual value as determined by the management, was adjusted against the opening balance of retained earnings as on that date.

As a consequence, had the Company not adopted Schedule II to the Companies Act, 2013, depreciation for the year ended March 31, 2015 would have been lower by ₹ 1.47 million, profit for the year would have been higher by ₹ 1.47 million and the written down value of assets as at March 31, 2015 would have been ₹ 467.88 million as against reported written down value of ₹ 459.31 million. Impact of change in estimates of useful lives on subsequent periods cannot be realistically ascertained.

(vi) Impairment of assets

The carrying amounts of assets are reviewed at each reporting date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.
After impairment, depreciation/amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

(vii) Borrowing cost

Borrowing costs directly attributable to acquisition or construction or production of assets which takes substantial period of time to get ready for its intended use are included as cost of such assets to the extent they relate to the period till such assets are ready to be put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(viii) Leases:

Where the Company is lessee

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalised.

A leased asset is depreciated on a straight-line basis over the useful life of the asset as determined by the management or the useful life envisaged in Schedule II to the Act, whichever is lower. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalised asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term and the useful life envisaged in Schedule II to the Act.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Where the Company is the lessor

Leases in which the Company transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. After initial recognition, the Company apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognised in the restated summary statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of profit and loss.

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of profit and loss.

(ix) Investment property

An investment in land or buildings, which is not intended to be occupied substantially for use by, or in the operations of, the Company, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost comprises purchase price and directly attributable cost of bringing the investment property to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life estimated by the management, or that prescribed under the Schedule II to the Act.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(x) Investments other than investments property

Accounting treatment

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of long term investments on individual investment basis.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

Classification in the financial statements as per requirements of Schedule III of the Act/Schedule VI of Companies Act, 1956

Investments that are realisable within the period of twelve months from the restated summary statement of assets and liabilities date are classified as current investment. All other investments are classified as non-current investments.

(xi) Inventories

Inventories comprising traded goods are valued at the lower of cost and net realisable value. Cost comprises all costs of purchases and other costs incurred in bringing the inventory to their present location and condition. Cost is determined on first in first out basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. The comparison of cost and net realisable value is made on individual item basis.

(xii) Employee Benefits

Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, and bonus etc are recognised in the statement of profit and loss in the period in which the employee renders the related service.

Long term employee benefits:

- Defined contribution plan: Provident fund

All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate as per the provisions of The Employees Provident Fund and Miscellaneous Provisions Act, 1952. These contributions are made to the fund administered and managed by the Government of India. The Company has no further obligations under these plans beyond its monthly contributions.

- Defined Benefit Plan: Gratuity

The Company provides for retirement benefits in the form of Gratuity. Benefits payable to eligible employees of the company with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the restated summary statement of assets and liabilities date. In accordance with the Payment of Gratuity Act, 1972, the plan provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment in an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service. The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost and fair value of plan assets as at the reporting date through which the obligations are to be settled. The resultant actuarial gain or loss on change in present value of the defined benefit obligation or change in return of the plan assets is recognised as an income or expense in the statement of profit and loss. The expected return on plan assets is based on the assumed rate of return of such assets. The Company contributes to a trust set up by the Company which further contributes to a policy taken from the Life Insurance Corporation of India.

- Other long-term benefits: Leave encashment

Benefits under the Company's leave encashment scheme constitute other employee benefits. The liability in respect of leave encashment is provided on the basis of an actuarial valuation done by an independent actuary at the end of the period/year. Actuarial gain and losses are recognised immediately in the statement of profit and loss.

Employee stock option scheme

The Employee Stock Option Scheme ('the Scheme') provides for the grant of equity shares of the Company to its employees. The Scheme provides that employees are granted an option to acquire equity shares of the Company that vests in a graded manner. The options may be exercised within a specified period. The Company follows the fair value method to account for its stock-based employee compensation plans. Compensation cost is measured using independent valuation by a firm of Chartered Accountants using Black-Scholes model in accordance with the guidance note issued by the Institute of Chartered Accountants of India. Compensation cost, if any is amortised over the vesting period.

(xiii) Foreign exchange transactions

Transactions in foreign currency are recorded at the exchange rate prevailing at the date of the transaction. Exchange differences arising on foreign currency transactions settled during the period/year are recognized in the statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies as at the reporting date, not covered by forward exchange contracts, are translated at period/year end rates. The resultant exchange differences are recognized in the statement of profit and loss. Non-monetary assets and liabilities are recorded at the rates prevailing on the date of the transaction.

Translation of integral and non-integral foreign operations

The Company classifies its foreign operations as either "integral foreign operations" or "non-integral foreign operations".

The financial statements of an integral foreign operation are translated as if the transactions of the foreign operations have been those of the Company itself.
In case of a non-integral foreign operation, the assets and liabilities (except share capital which is taken at historical cost) both monetary and non-monetary, of the non-integral foreign operation are translated at the closing rate. Income and expense items of the non-integral foreign operation are translated at average rates at the date of transaction. All resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment, at which time the accumulated amount is recognized as income or as expense.

When there is a change in the classification of a foreign operation, the translation procedures applicable to the revised classifications are applied from the date of the change in the classified.

(xiv) Taxation

Tax expense for the period/year comprising current tax, deferred tax charge or benefit and MAT credit entitlement is included in determining the net profit for the period/year.

Current tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

Deferred tax

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty backed by convincing evidence of realisation of such assets. Deferred tax assets are reviewed at each reporting date and are written-down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

The break-up of the major components of the deferred tax assets and liabilities as at reporting date has been arrived at after setting off deferred tax assets and liabilities where the entity has a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum alternate tax

Minimum alternate tax (MAT) under the Income Tax Act, 1961, payable for the period/year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the period/year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on accounting for credit available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

(xv) Provisions and contingent liabilities

Provision

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

Contingent liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

(xvi) Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

(xvii) Exceptional items

Items of income or expense from ordinary activities which are of such size, nature or incidence that, their disclosure is relevant to explain the performance of the enterprise for the period, are disclosed separately in the statement of profit and loss.

(xviii) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period/year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period/year. The weighted average numbers of equity shares outstanding during the period/year are adjusted for events such as bonus issue, share split or consolidation of shares.

For calculating diluted earnings per share, the net profit or loss for the period/year attributable to equity shareholders and the weighted average number of shares outstanding during the period/year are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted into equity shares as at the beginning of the period/year, unless they have been issued at a later date.

(xix) Segment Reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

'The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.
Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities”.

(xx) Share issue expenses

Share issue expenses are adjusted against the securities premium account as permissible under Section 52 of the Act or Section 78 of the Companies Act, 1956, to the extent balance is available for utilization in the securities premium account. The balance of share issue expenses in excess of securities premium account, if any, are charged to statement of profit and loss.

(xxi) Material Events

Material events occurring after the reporting date are taken into cognizance.

CL Educate Limited

Annexure IV(2) -Restated summary statement of material adjustments

Summary of results of restated audited statement of company for the respective period/years on profit/(loss) of the Company

₹ in Million

Particulars	For the Period/Year ending						Adjustments in Surplus in the statements of profit and loss as at March 31, 2011
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12	
A) Net profit/(loss) after tax as per audited financials statements	68.48	44.17	65.76	17.49	58.87	(56.29)	
Surplus in statement of profit and loss	-	-	-	-	-	-	278.35
B) Adjustments							
Recognition of interest income on loan given to related party (refer footnote 1)	4.32	8.94	8.87	11.14	7.18	7.02	-
Adjustment due to provision of expenses pertaining to earlier years	-	-	-	0.48	2.55	(5.44)	2.41
Adjustment due to correction in ESOP Expenses	-	-	-	-	-	1.67	(1.67)
Adjustment due to capitalization of asset and its amortisation pertaining to earlier years	-	-		-	(6.84)	0.84	6.00
Change in provision of independent director remuneration due to restatement	(0.01)	(0.14)	(0.02)	0.09	(0.09)	-	-
Total adjustments before tax	**4.31**	**8.80**	**8.85**	**11.71**	**2.80**	**4.09**	**6.74**
Restated profit/(loss) before tax adjustments	**72.79**	**52.97**	**74.61**	**29.20**	**61.67**	**(52.20)**	**285.09**
Current tax adjustments of earlier years		-	-	-	(1.97)	(1.39)	3.37
Tax Impact of adjustments	1.45	3.79	(1.98)	5.63	(3.78)	2.99	-
Total tax adjustments	**1.45**	**3.79**	**(1.98)**	**5.63**	**(5.76)**	**1.60**	**3.37**
Restated profit/(loss) after tax adjustments	**71.34**	**49.18**	**76.59**	**23.57**	**67.43**	**(53.80)**	**281.72**

Footnotes:

1) Recognition of interest income on loan given to related party

The Company has given interest free unsecured loans to its related parties in the period/financial years ending on September 30, 2016, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012. The Company has not recognised interest income on such loans in the Statement of Profit and Loss of the respective years. The Company has now recognised interest income on said loans at the interest rate of 14.50% per annum considering the average rate of interest paid by it on the various loans availed by it from banks.

CL Educate Limited

Annexure IV(2) -Restated summary statement of material adjustments

₹ in Million

Company Name	Interest Amount					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Career Launcher Education Infrastructure and Services Limited (India)	-	-	-	0.08	-	-
Kestone Asia Hub Pte Ltd (Singapore) (earlier known as Career launcher Asia Education Hub Pte Ltd (Singapore)	0.47	1.25	1.20	1.38	1.28	1.05
CL Media private limited	-	-	-	-	5.90	5.97
CL higher education services private limited	-	-	0.02	0.01	-	-
Career launcher Education foundation	3.85	7.69	7.65	9.67	-	-
Total	**4.32**	**8.94**	**8.87**	**11.14**	**7.18**	**7.02**

For the purpose of the restated summary statements, such revenue for interest income has been appropriately adjusted in the respective period/years to which the transactions pertains to.

2) Adjustment due to correction in ESOP Expenses

During the financial year ended March 31, 2008, the Company has introduced "Employees Stock Option Plan 2008 (CL ESOP - 2008)" which provides for the issue of 250,000 stock options to directors and employees the Company. The Company had 157,796 options outstanding to directors and employees in the financial years ending March 31, 2012. The Company has not valued the outstanding options and accordingly has not recorded expenses of INR 1.67 million in the statement of profit and loss of years ending March 31, 2012.

For the purpose of the restated summary statements, such expenses has been appropriately adjusted in the respective years to which the transactions pertain to.

3) Adjustment due to change in provision of independent director remuneration

The Company pays commission to independent directors' at a certain percentage of net profit of the relevant financial year. The amount payable to independent directors have been recomputed based on the restated profits of the respective period/financial years.

For the purpose of the restated summary statements, such provision for expenses have been appropriately adjusted in the respective period/ years to which the transactions pertain to.

4) Adjustment due to provision of expenses pertaining to earlier years

Company had recorded various prior period Income/ Expenses due to short/excess in providing provision for expenses during various relevant financial years.
For the purpose of the restated summary statements, such provision for expenses has been appropriately adjusted in the respective years to which the transactions pertain to.

5) Adjustment due to capitalization of asset & its amortisation pertaining to earlier years

Company had entered into a contract with its subsidiary CL Media Private Limited during earlier years for purchase of content development and maintenance by it. Upto financial year 2011-12 company used to expense off related amount in its financials. However during financial year 2012-13 the said amount was capitalized and relevant adjustment was given in prior period income/expense.
For the purpose of the restated summary statements, such expenses/fixed asset has been appropriately adjusted in the respective years to which the transactions pertain to.

CL Educate Limited

Annexure V - Restated summary statement of share capital

Particulars	As at September 30, 2016		As at March 31, 2016		As at March 31, 2015	
	Numbers	₹ in Millions	Numbers	₹ in Millions	Numbers	₹ in Millions
Authorised						
Equity shares of ₹ 10 each with equal voting rights	16,000,000	160.00	16,000,000	160.00	16,000,000	160.00
Preference shares of ₹ 10 each	-	-	-	-	-	-
Total	16,000,000	160.00	16,000,000	160.00	16,000,000	160.00
Issued, subscribed and fully paid up						
Equity shares of ₹ 10 each with equal voting rights (Class -I)	11,939,588	119.40	11,939,588	119.40	11,645,155	116.45
Compulsorily convertible 0.01% non cumulative preference shares (CCPS) of ₹10 each (Class-II)	-	-	-	-	-	-
Optionally convertible 0.01% non cumulative preference shares (OCPS) of ₹10 each (Class -III)	-	-	-	-	-	-
Total	**11,939,588**	**119.40**	**11,939,588**	**119.40**	**11,645,155**	**116.45**

Particulars	As at March 31, 2014		As at March 31, 2013		As at March 31, 2012	
	Numbers	₹ in Millions	Numbers	₹ in Millions	Numbers	₹ in Millions
Authorised						
Equity shares of ₹ 10 each with equal voting rights	13,000,000	130.00	13,000,000	130.00	13,000,000	130.00
Preference shares of ₹ 10 each	2,000,000	20.00	2,000,000	20.00	2,000,000	20.00
Total	**15,000,000**	**150.00**	**15,000,000**	**150.00**	**15,000,000**	**150.00**
Issued, subscribed and fully paid up						
Equity shares of ₹ 10 each with equal voting rights (Class -I)	9,417,810	94.18	9,417,810	94.18	9,334,706	93.35
Compulsorily convertible 0.01% non cumulative preference shares (CCPS) of ₹10 each (Class -II)	411,045	4.11	411,045	4.11	-	-
Optionally convertible 0.01% non cumulative preference shares (OCPS) of ₹10 each(Class -III)	88,955	0.89	88,955	0.89	-	-
Total	**9,917,810**	**99.18**	**9,917,810**	**99.18**	**9,334,706**	**93.35**

1) The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2) The Company has three classes of shares i.e. equity shares (Class-I), compulsorily convertible 0.01% non cumulative preference shares (CCPS)(Class -II) and optionally convertible 0.01% non cumulative preference shares (OCPS)(Class- III). Each class of shares is having a par value of ₹ 10 per share.

CL Educate Limited

Annexure V - Restated summary statement of share capital

3) Terms/rights attached to shares are as below:

A) Voting

1) Class-I shares-Equity shares: Each holder of this class of shares is entitled to one vote per share held.

2) Class-II shares-CCPS: This class of shares do not carry any voting rights.

3) Class-III shares-OCPS: This class of shares do not carry any voting rights.

B) Dividends

1) Class-I shares-Equity shares: The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting except in the case where interim dividend is distributed.

2) Class-II shares-CCPS: The Company declares and pays dividend in Indian rupees. CCPS has preferential right of dividend over equity shares in event of declaration of dividend. These shares carry dividend rate of 0.01%. The dividend is payable only when the Company declares dividend during a particular financial year.

3) Class-III shares-OCPS: The Company declares and pays dividend in Indian rupees. OCPS has preferential right of dividend over equity shares in event of declaration of dividend. These shares carry dividend rate of 0.01%. The dividend is payable only when the Company declares dividend during a particular financial year.

C) Liquidation

1) Class-I shares-Equity shares: In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive all of the remaining assets of the Company, after distribution of all preferential amounts, if any. Such distribution amounts will be in proportion to the number of equity shares held by the shareholders.

2) Class-II shares-CCPS: In the event of liquidation of the Company, the holders of CCPS shall be entitled to receive all of the remaining assets of the Company, after distribution of all preferential amounts, if any and before payment to equity shareholders. Such distribution amounts will be in proportion to the number of CCPS held by the shareholders upto the extent of agreed conversion amount of such shares.

3) Class-III shares-OCPS: In the event of liquidation of the Company, the holders of OCPS shall be entitled to receive all of the remaining assets of the Company, after distribution of all preferential amounts, if any and before payment to equity shareholders. Such distribution amounts will be in proportion to the number of OCPS held by the shareholders upto the extent of agreed redemption/conversion amount of such shares.

D) Other terms and conditions

1) During the year ended March 31 2013, on December 14, 2012, the Company issued 411,045 class- II, 0.01% CCPS of ₹ 10 each . Each share holder of CCPS had to get his share converted into equity share as per price of conversion mentioned below within 5 years from closing date i.e. November 9, 2012. Conversion option available to shareholders were 1) If Company raises additional funds of a minimum of ₹ 100.00 million through the issue of new shares within a period of 90 days i.e. February 7, 2013 from the closing date i.e. November 9, 2012, the CCPS shall be converted into equity shares at a price per share equal to the price per share of the new shares so issued in a manner to yield an IRR of 15% per annum, calculated on daily basis for the period from the closing date till the date on which the new shares are so issued. 2) If the Company does not raise additional funds within 90 days from the closing date or if the Company raises additional funds of less than ₹100.00 million through the issue of new shares within a period of 90 business days from the closing date, the CCPS shall be converted into equity shares at a price per share based on aggregate equity valuation of such fund raised of less than ₹ 100.00 million or 12.5 multiplied by the EBITDA as per audited consolidated financial statements of the Company and its subsidiaries for the twelve month period ended March 31, 2013, whichever is lower. 3) If the audited consolidated EBITDA of the Company for the year ended March 31, 2013 is less than ₹ 360.00 million or if audited consolidated financial statements are not made available to shareholder by September 30, 2013, shareholder shall have right, exercisable at its sole discretion at any time by written notice to the Company and the founders and the Company, to require the Company to convert all of their shareholding as Class-II shares-CCPS into such number of equity shares that ensures shareholder an internal rate of return of 15% on the investment amount calculated from the closing date upto the date of such conversion. Founders and the Company, jointly and severally undertake and agree to shareholder, to procure third parties to acquire and purchase of all of the Class-II shares-CCPS held by shareholder at conversion price arrived in accordance with the shareholder agreement. In event such purchase by third party doesn't happen in 60 days of conversion, founders and the Company are jointly and severally liable to purchase the same at above mentioned conversion price 3.

If for any reason whatsoever under applicable laws the Company is unable to undertake the conversion, shareholder shall have the right to seek the conversion of these shares at a price per equity share of ₹ 425. If the Company subsequently raises additional fund through issue of new shares at a price per share lower than above conversion price, the the following conditions shall apply: i. If shareholder has already exercised its options under above then the founders shall procure the Company to, and the Company shall take all reasonable steps to issue such number of additional equity shares to the shareholder as if the Class-II shares-CCPS had converted at a price per share equal to the price per share of such new shares. Such additional equity shares shall, subject to applicable laws be issued at no further cost to shareholder. ii. If shareholder has not exercised its options under Conversion Price 1 and Conversion Price 2, then at shareholder's options, CCPS may be converted into equity shares of the Company at a price per share equal to the price of such new share.

2) During the year ended March 31 2013, on December 14, 2012, the Company issued 88,955 class-II, 0.01% OCPS of ₹10 each. Each share holder of OCPS had to get his share converted into equity share or redeemed in cash as per price of conversion mentioned in conditions at any time. Conversion option available to shareholder's were 1) If Company raises additional funds of a minimum of ₹100.00 million through the issue of new shares within a period of 90 days i.e. Feb 7, 2013 from the closing date i.e. November 9, 2012, the OCPS shall be converted into equity shares at a price per share equal to the price per share of the new shares so issued in a manner to yield an IRR of 15% per annum, calculated on daily basis for the period from the closing date till the date on which the New Shares are so issued. 2) If the Company does not raise additional funds within 90 days from the closing date or if the Company raises additional funds of less than ₹100.00 million through the issue of new shares within a period of 90 business days from the closing date, the OCPS shall be converted into equity shares at a price per share based on aggregate equity valuation of such fund raised of less than ₹ 100.00 million or 12.5 multiplied by the EBITDA as per audited consolidated financial statements of the Company and its subsidiaries for the twelve month period ended March 31, 2013, whichever is lower. 3) If the audited Consolidated EBITDA of the Company for the year ended March 31, 2013 is less than ₹ 360.00 million or if audited consolidated financial statements are not made available to shareholder by September 30, 2013, shareholder shall have right, exercisable at its sole discretion at any time by written notice to the Company and the founders and the Company, to require the Company, to redeem all of their shareholding as Class-III shares-OCPS at a price that ensures shareholder an internal rate of return of 15% on the investment amount calculated from the closing date upto the date of such redemption. Founders and the Company, jointly and severally undertake and agree to shareholder, to procure third parties to acquire and purchase of all of the Class-III shares-OCPS held by shareholder at conversion price arrived in accordance with shareholder agreement. In event such purchase by third party doesn't happen in 60 days of conversion, founders and the Company are jointly and severally liable to purchase the same at above mentioned conversion price 3.

If for any reason whatsoever under applicable laws the Company is unable to undertake the conversion/redemption, shareholder shall have the right to seek the conversion of these shares at a price per equity share of ₹ 425. If the Company subsequently raises additional fund through issue of new shares at a price per share lower than above conversion price, the the following conditions shall apply: i. If shareholder has already exercised its options under above then the founders shall procure the Company to, and the Company shall take all reasonable steps to issue such number of additional equity shares to shareholder as if the Class-III shares-OCPS had converted at a price per share equal to the price per share of such new shares. Such additional equity shares shall, subject to applicable laws be issued at no further cost to shareholder. ii. If shareholder has not exercised its options under Conversion Price 1 and Conversion Price 2, then at shareholder's options, the Class-III shares-OCPS may be converted into equity shares of the Company at a price per share equal to the price of such new share.

4. Reconciliation of shares outstanding as at the beginning and at the end of the reporting period

A) Class-I shares-Equity shares

Particulars	September 30, 2016		March 31, 2016		March 31, 2015	
	Numbers	₹ in Millions	Numbers	₹ in Millions	Numbers	₹ in Millions
At the beginning of period/year	11,939,588	119.40	11,645,155	116.45	9,417,810	94.18
Add: Share issued during the period/year by way of:						
-Allotment of share for a consideration otherwise than in cash (Refer footnote i and ii)	-	-	265,604	2.66	1,162,919	11.63
-Allotment of share for a consideration in cash (Refer footnote iii)	-	-		-	1,061,526	10.61
- Employee stock option plan	-	-	28,829	0.29	2,900	0.03
Outstanding at the end of the period/year	**11,939,588**	**119.40**	**11,939,588**	**119.40**	**11,645,155**	**116.45**

Particulars	March 31, 2014		March 31, 2013		March 31, 2012	
	Numbers	₹ in Millions	Numbers	₹ in Millions	Numbers	₹ in Millions
At the beginning of period/year	9,417,810	94.18	9,334,706	93.35	8,749,003	87.49
Add: Share issued during the period/year by way of:						
-Allotment of share for a consideration otherwise than in cash (Refer footnote iv)	-	-	83,104	0.83	-	-
- Employee stock option plan	-	-	-	-	4,775	0.05
-conversion of Compulsorily convertible 0.01% non cumulative preference shares (CCPS) of ₹ 10 each (Class -IV) (Refer footnote v)	-	-	-	-	580,928	5.81
Outstanding at the end of the period/year	**9,417,810**	**94.18**	**9,417,810**	**94.18**	**9,334,706**	**93.35**

Footnote i.

<u>For the year ended March 31, 2016</u>

The Company on September 7, 2015 entered into an agreement with the promoters of Accendere Knowledge Management Services Private Limited (hereinafter refered as "AKMS")) to acquire 51% of share capital of AKMS held by them for a consideration of ₹ 134.64 million. The Company has issued 185,830 equity shares of ₹ 10 each at a price of ₹ 590 per share and balance consideration amounting ₹ 25.00 million is to be paid in cash in three tranches as per the share purchase agreement dated September 7, 2015. (Refer footnote 6 of annexure XVII)

The Board of Directors of the Company at its meeting held on August 3, 2015 approved further investment in equity shares of Career Launcher Education and Infrastructure Services ("CLEIS"), by making an offer to purchase 199,553 equity shares of CLEIS held by Bilakes Consulting Private Limited (hereinafter refered as "Bilakes") at a consideration of ₹ 56.06 million. The Company has issued 79,774 equity shares of ₹ 10 each at a price of ₹ 590 per share to Bilakes and balance consideration amounting ₹ 9.00 million is to be paid in cash. Consequent to such investment, the Company now holds 100% share in CLEIS.

Footnote ii.

<u>For the year ended March 31, 2015</u>

Board of Directors of the Company at its meeting held on August 11, 2014 had proposed a scheme wherein eligible domestic shareholders of a subsidiary company CLEIS holding equity shares of CLEIS were given a "share swap option" to swap shares of CLEIS with shares of CL Educate Limited at an agreed share swap ratio. This share swap option was proposed with an objective to consolidate Company's shareholding in CLEIS.

Pursuant to such share option swap, the Board of Directors of the Company at its meeting held on September 05, 2014 had approved to allot 1 equity share of the Company of ₹ 10 each for 2.10 equity shares of CLEIS held by the eligible CLEIS investors subject to adjustment and rounding up. Such swap ratio had been determined in accordance with the Relative Valuation Report obtained by the Company from a Category-1 Merchant Banker.

CL Educate Limited

Annexure V - Restated summary statement of share capital

Pursuant to the resolutions passed by the Board of Directors at its meetings held on August 11 and September 05, 2014 and pursuant to the shareholders' approval to the scheme at the Annual General Meeting of the Company held on September 05, 2014, the Company had issued 904,139 equity shares of ₹ 10 each at an effective price of ₹ 590 to CLEIS investors in lieu of 1,898,684 shares of CLEIS. Consequent to share swap, the Company's holding in CLEIS increased to 97.99% shares in CLEIS as against 57.55% shares prior to the share swap.

The Company had acquired third and last tranche of shares in GKP by payment of cash consideration and balance consideration amounting ₹ 13 million was settled by issue of 23,486 equity shares at the price of ₹ 590 per share . (Refer footnote 7 of annexure XVII)

During the financial year 2012-13, the Company had issued 411,045, 0.01% Non-Cumulative Compulsorily Convertible Preference Shares (CCPS) of ₹ 10 each at a price of ₹ 200 per share termed as Class II and 88,955, 0.01% Non-Cumulative Optionally Convertible Preference Shares (OCPS) of ₹ 10 each issued at a price of ₹ 200 per share termed as Class III to GPE (India) Limited and Gaja Trustee Company Private Limited respectively.

Each holder of CCPS had to get his shares converted in to equity shares as per the terms of conversion stipulated in the addendum number 3 to the Share Subscription and Shareholders Agreement dated November 02, 2012 within 5 years from the closing date i.e. November 09, 2012.

Each holder of OCPS had either to get his shares converted into equity shares or redeemed in cash as per the terms of conversion stipulated in the addendum number 3 to the Share Subscription and Shareholders Agreement dated November 02, 2012 at any time.

The Board of Directors at its meeting dated July 22, 2014 had approved of the conversion of such CCPS and OCPS into equity shares of ₹ 10 each at a price of ₹ 425 per share. The details of the equity shares issued are as given below:

Name of the Shareholder	Nature of Preference Shares	No. of Preference Shares	No. of Equity Share Issued
GPE (India) Limited	CCPS	411,045	193,433
Gaja Trustee Company Private Limited	OCPS	88,955	41,861

Footnote iii.

Pursuant to a Share Subscription and Amendment Agreement dated August 12, 2014 between the Company, individual promoters and a shareholder GPE (India) Limited, Mauritius, the Company had issued 467,293 equity shares of ₹ 10 each at a price of ₹ 590 per share to GPE (India) Limited, Mauritius in two tranches of 230,000 equity shares and 237,293 equity shares on September 05, 2014 and September 16, 2014 respectively.

Pursuant to the Share Subscription Agreement dated September 05, 2014 between the Company, individual promoters and a shareholder Housing Development Finance Corporation Limited (HDFC Limited), the Company had issued 594,233 equity shares of ₹ 10 each at a price of ₹ 590 per share to HDFC Limited on September 05, 2014.

Footnote iv.

For the year ended March 31, 2013

The Company on May 1, 2012 issued 47,416 shares of ₹ 10 each at a premium of ₹ 611 per share to the promoters of GKP for consideration by way of issue of equity shares of CL Educate Limited against the share application money pending allotment received in financial year 2011-12.

The Company further acquired the second tranche of shares in GKP by payment of part consideration by way of issue of equity shares of CL Educate Limited to the promoters of GKP of value ₹ 14.43 million, for which 27,337 shares have been issued at a premium of ₹ 514.95 per share and 8,351 shares have been issued at par.

Footnote v.

For the year ended March 31, 2012

During the year ending March 31, 2012, the Company issued 525,000 0.01% Class-IV shares-CCPS. Each share holder of these CCPS had to get his shares converted into equity shares at the end of one year or the happening of Initial Public Offerings (IPO) whichever is earlier. If any dividend is paid prior to the conversion of these CCPS, then the dividend on these shares shall be payable based on the notional number of equity shares to be issued upon the conversion of these CCPS into equity shares at ₹ 417 per share. The CCPS had to be adjusted for bonus, splits, rights and any other corporate actions applicable to equity shares. These shares were converted into 251,796 equity shares of ₹ 10 each at a premium of ₹ 407 per share during financial year 2011-12.

During the year ending March 31, 2011, the Company had issued 686,245 0.01% Class-IV shares-CCPS. Each share holder of these CCPS had to get his share converted into equity share at the end of one year or the happening of Initial Public Offerings (IPO) whichever is earlier. If any dividend is paid prior to the conversion of these CCPS, then the dividend on these shares shall be payable based on the notional number of equity shares to be issued upon the conversion of these CCPS into equity shares at ₹ 417 per share. The CCPS had to be adjusted for bonus, splits, rights and any other corporate actions applicable to equity shares. These shares were converted into 329,132 equity shares of ₹ 10 each at a premium of ₹ 407 per share.

CL Educate Limited
Annexure V - Restated summary statement of share capital

B) Class-II shares-CCPS

Particulars	September 30, 2016		March 31, 2016		March 31, 2015	
	Numbers	₹ in Millions	Numbers	₹ in Millions	Numbers	₹ in Millions
At the beginning of the period/year	-	-	-	-	411,045	4.11
Add: Share issued during the period/year	-	-	-	-	-	-
Less: conversion into equity shares	-	-	-	-	411,045	4.11
Outstanding at the end of the period/year	**-**	**-**	**-**	**-**	**-**	**-**

Particulars	March 31, 2014		March 31, 2013		March 31, 2012	
	Numbers	₹ in Millions	Numbers	₹ in Millions	Numbers	₹ in Millions
At the beginning of the period/year	411,045	4.11	-	-	-	-
Add: Share issued during the period/year	-	-	411,045	4.11	-	-
Outstanding at the end of the period/year	**411,045**	**4.11**	**411,045**	**4.11**	**-**	**-**

C) Class-III shares-OCPS

Particulars	September 30, 2016		March 31, 2016		March 31, 2015	
	Numbers	₹ in Millions	Numbers	₹ in Millions	Numbers	₹ in Millions
At the beginning of the period/year	-	-	-	-	88,955	0.89
Add: Share issued during the period/year	-	-	-	-	-	-
Less: conversion into equity shares	-	-	-	-	88,955	0.89
Outstanding at the end of the period/year	**-**	**-**	**-**	**-**	**-**	**-**

Particulars	March 31, 2014		March 31, 2013		March 31, 2012	
	Numbers	₹ in Millions	Numbers	₹ in Millions	Numbers	₹ in Millions
At the beginning of the period/year	88,955	0.89	-	-	-	-
Add: Share issued during the period/year	-	-	88,955	0.89	-	-
Less: conversion into equity shares	-	-	-	-	-	-
Outstanding at the end of the period/year	**88,955**	**0.89**	**88,955**	**0.89**	**-**	**-**

D) Class-IV shares-CCPS

Particulars	September 30, 2016		March 31, 2016		March 31, 2015	
	Numbers	₹ in Millions	Numbers	₹ in Millions	Numbers	₹ in Millions
At the beginning of the reporting period/year	-	-	-	-	-	-
Add: Share issued during the period/year	-	-	-	-	-	-
Less: conversion into equity shares	-	-	-	-	-	-
Outstanding at the end of the period/year	**-**	**-**	**-**	**-**	**-**	**-**

Particulars	March 31, 2014		March 31, 2013		March 31, 2012	
	Numbers	₹ in Millions	Numbers	₹ in Millions	Numbers	₹ in Millions
At the beginning of the reporting period/year	-	-	-	-	686,245	6.86
Add: Share issued during the period/year	-	-	-	-	525,000	5.25
Less: conversion into equity shares	-	-	-	-	(1,211,245)	(12.11)
Outstanding at the end of the period/year	**-**	**-**	**-**	**-**	**-**	**-**

CL Educate Limited

Annexure V - Restated summary statement of share capital

5) Shares held by the holding company/ultimate holding company and/or their associates/ subsidiaries and shareholders holding more than 5% shares in the Company

A) Class-I shares-Equity shares

Name of share holders	September 30, 2016		March 31, 2016		March 31, 2015	
	Numbers	% held	Numbers	% held	Numbers	% held
Mr. Gautum Puri	2,562,579	21.46%	2,562,579	21.46%	2,562,579	22.01%
Mr. Satya Narayanan R	2,562,579	21.46%	2,562,579	21.46%	2,562,579	22.01%
Bilakes Consulting Private Limited	1,253,090	10.50%	1,253,090	10.50%	1,245,193	10.69%
GPE (India) Limited	1,426,473	11.95%	1,426,473	11.95%	1,426,473	12.25%
HDFC Limited	594,233	4.98%	594,233	4.98%	594,233	5.10%
	8,398,954	**70.35%**	**8,398,954**	**70.35%**	**8,391,057**	**72.06%**

Name of share holders	March 31, 2014		March 31, 2013		March 31, 2012	
	Numbers	% held	Numbers	% held	Numbers	% held
Mr. Gautum Puri	2,549,186	27.07%	2,549,186	27.07%	2,549,186	27.31%
Mr. Satya Narayanan R	2,549,186	27.07%	2,549,186	27.07%	2,549,186	27.31%
Bilakes Consulting Private Limited	786,859	8.36%	786,859	8.36%	786,859	8.43%
GPE (India) Limited	765,747	8.13%	765,747	8.13%	765,747	8.20%
	6,650,978	**70.62%**	**6,650,978**	**70.63%**	**6,650,978**	**71.25%**

There is no holding and ultimate holding company and no shares are held by any associates and subsidiaries.

As per records of the Company, including its register of shareholders/members, the above shareholding represents both legal and beneficial ownerships of shares.

B) Class-II shares-CCPS

Name of share holders	September 30, 2016		March 31, 2016		March 31, 2015	
	Numbers	% held	Numbers	% held	Numbers	% held
GPE (India) Limited	-	-	-	-	-	-
	-	**-**	**-**	**-**	**-**	**-**

Name of share holders	March 31, 2014		March 31, 2013		March 31, 2012	
	Numbers	% held	Numbers	% held	Numbers	% held
GPE (India) Limited	411,045	100.00%	411,045	100%	-	-
	411,045	**100.00%**	**411,045**	**100%**	**-**	**-**

C) Class-III shares-OCPS

Name of share holders	September 30, 2016		March 31, 2016		March 31, 2015	
	Numbers	% held	Numbers	% held	Numbers	% held
Gaja Trustee Company Private Limited	-	-	-	-	-	-
	-	**-**	**-**	**-**	**-**	**-**

Name of share holders	March 31, 2014		March 31, 2013		March 31, 2012	
	Numbers	% held	Numbers	% held	Numbers	% held
Gaja Trustee Company Private Limited	88,955	100.00%	88,955	100%	-	-
	88,955	**100.00%**	**88,955**	**100.00%**	**-**	**-**

CL Educate Limited
Annexure V - Restated summary statement of share capital

6) Cumulative number of shares issued for consideration other than cash during the preceding five years and outstanding as at the end of each year:

A) Class-I shares-Equity shares

Particulars	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
	Numbers In aggregate	Numbers In aggregate	Numbers In aggregate	Numbers In aggregate	Numbers In aggregate	Numbers In aggregate
Equity shares allotted as fully paid-up pursuant to contracts for consideration other than cash	2,092,555	2,092,555	1,826,951	670,032	720,032	636,928
	2,092,555	**2,092,555**	**1,826,951**	**670,032**	**720,032**	**636,928**

In addition, the Company has issued total equity shares during the period of five years immediately preceding the reporting date on exercise of options granted under the employee stock option plans wherein part consideration was received in form of employee services. The details of the same are as follows:

Particulars	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
	Numbers In aggregate	Numbers In aggregate	Numbers In aggregate	Numbers In aggregate	Numbers In aggregate	Numbers In aggregate
Equity shares alloted wherein part consideration received from employee	36,504	36,504	7,675	4,775	4,775	4,775

7) No class of shares have been bought back by the Company during the period of five years immediately preceding the reporting date.

Shares reserved for issue under options

8) Shares reserved for issue under options (refer annexure XXXVIII)

The Company has one stock option plan. Employee stock options are convertible into equity shares in accordance with the respective employees' stock option plan.

Pursuant to the resolution passed by the Board of Directors at its meeting on March 6, 2008 and the Special Resolution passed by the members in the EGM held on March 31, 2008, the Company introduced "Career Launcher Employee Stock Options Plan 2008" which provides for the issue of 250,000 equity shares to employees of the Company and its subsidiaries. All the above options granted are planned to be settled in equity at the time of exercise and have maximum vesting period of 3 years from the date of respective grants. As at September 30, 2016 and March 31, 2016 the Company had 10,918 and 48,518 number of shares reserved for issue under the scheme respectively.

Pursuant to the resolution passed by the Board of Directors at its meeting held on January 28, 2014 and special resolution passed by the members in the Extraordinary general meeting held on May 29, 2014, the Company renewed "Career Launcher Employee Stock Options Plan 2008" for a further period of one year i.e. from April 01, 2014 upto March 31, 2015 by Board and from May 30, 2014 upto May 29, 2015 by shareholders respectively. Further, pursuant to resolution passed by Board of Directors at its meeting held on August 11, 2014 and special resolution passed by the members in its Annual General Meeting held on September 5, 2014 adopted the amended and extended "Amended Career Launcher Employee Stock Options Plan 2008" the same is valid for further period of 3 years. The scheme has been further amended by by Board of Directors at its meeting held on Januray 29, 2016 and special resolution passed by the members in its Annual General Meeting held on March 22, 2016 and adopted the "Amended and Restated Career Launcher Employee Stock Options Plan 2014".

9) Summary of significant changes in capital structure of the Company subsequent to September 30, 2016
Pursuant to Amended and Restated Career Launcher Employee Stock Options Plan 2014 (CL ESOP -2014) the Company has issued 43,571 equity shares of ₹ 10 each to employee.

10) The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

11) The above statement should be read with annexures to the restated summary statement of assets and liabilites, profit and loss and cash flow.

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Annexure VI - Restated summary statement of reserves and surplus

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
VI.A Securities premium account						
Opening balance	2008.37	1845.51	693.71	693.71	567.54	459.54
(+) Security premium received						
-on issue of CCPS in cash	-	-	-	-	16.90	99.75
-on issue of OCPS in cash	-	-	-	-	78.10	-
-on issue of equity shares consideration other than cash	-	154.05	540.67	-	43.05	-
-on conversion of CCPS in equity shares	-	-	-	-	-	6.30
-on issue of ESOP	-	8.98	0.78	-	-	1.08
-on issue of equity shares in cash	-	-	615.69	-	-	-
-transfer from employee stock option outstanding account	-	-	-	-	-	0.87
-transfer from Class-II shares-CCPS conversion reserve	-	-	4.83	-	-	-
-transfer from Class-III shares-OCPS redemption/conversion reserve	-	-	1.05	-	-	-
(-) Security premium adjusted						
- Share issue expenses	-	(0.17)	(11.22)	-	(6.00)	-
-Transfer to Class-II shares-CCPS conversion reserve	-	-	-	-	(4.83)	-
- Transfer to Class-III shares-OCPS conversion reserve	-	-	-	-	(1.05)	-
Closing balance	**2008.37**	**2008.37**	**1845.51**	**693.71**	**693.71**	**567.54**
VI.B Class-II shares-CCPS conversion reserve						
Opening balance	-	-	4.83	4.83	-	-
(+) Transferred from share premium during the period/year	-	-	-	-	4.83	-
(-) Transferred to share premium during the period/year	-	-	(4.83)	-	-	-
Closing balance	**-**	**-**	**-**	**4.83**	**4.83**	**-**
VI.C Class-III shares-OCPS redemption/conversion reserve						
Opening balance	-	-	1.05	1.05	-	-
(+) Transferred from share premium during the period/year	-	-	-	-	1.05	-
(-) Transferred to share premium during the period/year	-	-	(1.05)	-	-	-
Closing balance	**-**	**-**	**-**	**1.05**	**1.05**	**-**
VI.D Capital reserves						
Opening balance	0.02	0.02	0.02	0.02	0.02	0.02
Closing balance	**0.02**	**0.02**	**0.02**	**0.02**	**0.02**	**0.02**
VI.E General reserves						
Opening balance	6.47	5.78	5.78	5.78	5.78	5.78
Add: Transferred from ESOP reserves	-	0.69	-	-	-	-
Closing balance	**6.47**	**6.47**	**5.78**	**5.78**	**5.78**	**5.78**

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Annexure VI - Restated summary statement of reserves and surplus (contd..)

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
VI.F Employee stock option outstanding						
Gross employee stock compensation for options granted in earlier years	28.36	39.18	9.32	8.47	5.03	1.67
(+) Gross compensation for options for the period/year	(1.07)	(6.03)	7.02	0.85	3.44	5.90
-Prior period adjustments	-	-	-	-	0.00	-1.67
(-) Transferred to securities premium on exercise of stock options	-	-	-	-	0.00	-0.87
(+) Gross compensation for options granted to employees of subsidiary	7.38	(4.10)	22.84	-	-	-
(-) Less: Transferred to general reserve	-	(0.69)	-	-	-	-
Closing balance	**34.67**	**28.36**	**39.18**	**9.32**	**8.47**	**5.03**
VI.G Surplus in the Restated Statement of Profit and Loss						
Opening balance	435.28	386.10	318.96	295.39	227.96	281.72
(+) Net profit for the period/year	71.34	49.18	76.59	23.57	67.43	(53.76)
(-) Adjustment for Schedule II depreciation	-	-	(7.10)	-	-	-
(-) Schedule II adjustment of deferred tax	-	-	(2.35)	-	-	-
Closing balance	**506.62**	**435.28**	**386.10**	**318.96**	**295.39**	**227.96**
Total restated reserves and surplus	**2556.15**	**2478.50**	**2276.59**	**1033.67**	**1009.25**	**806.33**

Note:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilites, profit and loss and cash flow.

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Annexure VII -Restated summary statement of share application money pending allotment

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Share application money pending allotment	-	-	-	13.86	-	29.45

1) The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2) The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

3) The share application money of ₹ 13.86 million outstanding as at March 31, 2014 represents part consideration towards investment in G.K. Publications Private Limited as stipulated in the investment agreement entered on November 12, 2011 with the promoters of G.K. Publications Private Limited.
The consideraion is discharged by way of issue of 23,486 equity shares of ₹ 10 each at a premium of ₹ 580 per share, on September 5, 2014 to former promoters of G.K. Publications Private Limited. (refer annexure XVII).

4) Share application money of ₹ 29.45 million outstanding as at March 31, 2012 represents part consideration towards investment in G.K. Publications Private Limited as stipulated in the investment agreement entered on November 12, 2011 with the promoters of G.K. Publications Private Limited. The Company issued 47,416 equity shares of ₹ 10 each at a premium of ₹ 611 each on May 1, 2012. (refer annexure XVII).

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Annexure VIII - Restated summary statement of long-term borrowings

₹ in Million

Particulars	Non-current portion					
	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Term loans (secured)						
From banks						
- Vehicle loans (Refer footnote 3 and 4)	1.20	1.57	0.52	1.48	2.33	3.24
- Other term loans (Refer footnote 5)	18.76	24.54	44.44	17.40	33.93	-
From others						
-Unsecured term loan (Refer footnote 6)	25.58	19.75	-	-	-	-
- Secured term loan (Refer footnote 6)	-	-	-	-	-	114.23
Total	**45.54**	**45.86**	**44.96**	**18.88**	**36.26**	**117.47**

₹ in Million

Particulars	Current maturities					
	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Term loans (secured)						
From banks						
- Vehicle loans (Refer footnote 3 and 4)	0.84	1.19	0.96	0.85	0.91	1.36
- Other term loans (Refer footnote 5)	11.20	19.61	51.74	47.72	97.11	-
From Others						
- Unsecured term loan (Refer footnote 6)	13.79	8.72	-	-	-	-
- Secured term loan (Refer footnote 6)	-	-	-	-	-	101.61
The above amount includes						
Amount disclosed under the head “Other current liabilities”	(25.83)	(29.52)	(52.70)	(48.57)	(98.02)	(102.97)
Net amount	**-**	**-**	**-**	**-**	**-**	**-**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.
3. Vehicle loans from banks are secured against hypothecation of concerned vehicles.
4. The repayment terms of the vehicle loans are as follows:

₹ in Million

Loan	Rate of Interest	EMI	Date of Last EMI	Outstanding Amount as at					
				30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Loan 1	11.07%	0.02	7-Jun-13	-	-	-	-	0.05	0.23
Loan 2	8.89%	0.02	31-Mar-13	-	-	-	-	-	0.21
Loan 2	9.03%	0.03	1-Jul-13	-	-	-	-	0.10	0.39
Loan 3	11.99%	0.03	7-May-16	-	0.07	0.43	0.76	1.04	1.29
Loan 4	12.27%	0.02	7-Sep-16	-	0.14	0.40	0.63	0.84	1.02
Loan 5	11.53%	0.03	5-Jan-17	0.13	0.31	0.65	0.93	1.21	1.46
Loan 6	14.00%	0.03	5-Feb-19	0.68	0.80	-	-	-	-
Loan 7	14.00%	0.01	5-Feb-19	0.30	0.37	-	-	-	-
Loan 8	14.00%	0.04	5-Feb-19	0.93	1.08	-	-	-	-
Total				**2.04**	**2.77**	**1.48**	**2.32**	**3.24**	**4.60**

5) Secured term loans from bank-other term loans

For the period ended September 30, 2016

The Company had entered into a finance facility agreement with limit amounting ₹ 510 million with Kotak Mahindra Bank, under which various term loans and overdrafts have been availed at different times during the current period.
The term loans so availed comprise two loans of ₹ 50 million and ₹ 44 million. Period end balances of these loans are ₹ Nil, ₹ 29.95 million respectively.

Interest rate:
These loans carry interest at bank's base rate + 3.75% per annum ranging from 13.25% to 14.25%.

Repayment schedule:
The loan of ₹ 50.00 million was repayable in 24 equal monthly installments of ₹ 2.41 million (inclusive of interest) for which July 25, 2016 was the last installment date.

The loan of ₹ 44.00 million is repayable in 48 equal monthly installments of ₹ 1.21 million (inclusive of interest) for which March 01, 2019 was the last installment date.

Primary security
These loans together with short term borrowings are secured by way of first and exclusive charge on all present and future current and moveable assets including moveable fixed assets of the Company.

Collateral security
Lien over fixed deposits of ₹ 110.00 million
The loan is further secured by equitable mortgage on following properties of the Company:
- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi
- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai.

All loans are further secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Company.

These loans are part of overall limit sanctioned by the bank to the Company, which comprise term loans above, overdraft facility upto ₹ 440.00 million (disclosed in short term borrowings in the financial statements), cash management facility of ₹ 2.50 million and OD against credit card receivables of ₹ 15.00 million (availed). Securities mentioned above are securities provided by the Company for such overall limit.

For the year ended March 31, 2016

The Company had entered into a finance facility agreement with limit amounting ₹ 510 million with Kotak Mahindra Bank, under which various term loans and overdrafts have been availed at different times during the current year.
The term loans so availed comprise two loans of ₹ 50 million and ₹ 44 million. Year end balances of these loans are ₹ 9.14 million, ₹ 35.00 million respectively.

Interest rate:
These loans carry interest at bank's base rate + 3.75% per annum ranging from 13.25% to 14.25%.

Repayment schedule:
The loan of ₹ 50.00 million is repayable in 24 equal monthly installments of ₹ 2.41 million (inclusive of interest) for which July 25, 2016 is the last installment date.

The loan of ₹ 44.00 million is repayable in 48 equal monthly installments of ₹ 1.21 million (inclusive of interest) for which March 01, 2019 is the last installment date.

CL Educate Limited

Annexure VIII - Restated summary statement of long-term borrowings (contd..)

Primary security

These loans together with short term borrowings are secured by way of first and exclusive charge on all present and future current and moveable assets including moveable fixed assets of the Company.

Collateral security

Lien over fixed deposits of ₹ 110.00 million

The loan is further secured by equitable mortgage on following properties of the Company:

- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi
- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai.

All loans are further secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Company.

These loans are part of overall limit sanctioned by the bank to the Company, which comprise term loans above, overdraft facility upto ₹ 440.00 million (disclosed in short term borrowings in the financial statements), cash management facility of ₹ 2.50 million and OD against credit card receivables of ₹ 15.00 million (availed). Securities mentioned above are securities provided by the Company for such overall limit.

<u>For the year ended March 31, 2015</u>

The Company had entered into a finance facility agreement with revised limit amounting ₹ 465.00 million with Kotak Mahindra Bank, under which various term loans and overdrafts have been availed at different times during the current year.

The term loans so availed comprises five loans ₹ 83.56 million, ₹ 12.00 million, ₹ 35.00 million, ₹ 50.00 million and ₹ 44.00 million. Year end balances of these loans are ₹ Nil, ₹ 3.13 million, ₹ 14.27 million, ₹ 34.78 million ₹ 44.00 million respectively.

Interest rate:

These loans carry interest at Bank's base rate + 4.25% per annum ranging from 14% to 14.25%.

Repayment schedule:

The loan of ₹ 83.56 million was repayable in 28 equal monthly installments of ₹ 3.52 million (inclusive of interest) for which November 15, 2014 was the last installment date.

The loan of ₹ 12.00 million is repayable in 36 equal monthly installments of ₹ 0.4 million (inclusive of interest) for which November 10, 2015 is the last installment date.

The loan of ₹ 35.00 million is repayable in 24 equal monthly installments of ₹ 1.68 million (inclusive of interest) for which December 25, 2015 is the last installment date.

The loan of ₹ 50.00 million is repayable in 24 equal monthly installments of ₹ 2.41 million (inclusive of interest) for which July 25, 2016 is the last installment date.

The loan of ₹ 44.00 million is repayable in 48 equal monthly installments of ₹ 1.21 million (inclusive of interest) for which March 01, 2019 is the last installment date.

Primary security

These loans together with short term borrowings are secured by way of first and exclusive charge on all present and future current and moveable assets including moveable fixed assets of the Company.

Lien over fixed deposits of ₹ 45.00 million.

Collateral security

Lien over fixed deposits of ₹ 110.00 million

The loan is further secured by equitable mortgage on following properties of the Company:

- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi
- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai.

All loans were further secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Company.

These loans are part of overall limit sanctioned by the bank to the Company, which comprise term loans above, overdraft facility upto ₹ 355.00 million (disclosed in short term borrowings in the financial statements), cash management facility of ₹ 2.50 million and OD against credit card receivables of ₹ 15.00 million (availed). Securities mentioned above are securities provided by the Company for such overall limit.

For the year ended March 31, 2014

The Company had entered into a finance facility agreement amounting ₹ 366.90 million with Kotak Mahindra Bank, under which various term loans and overdrafts have been availed at different times during the current year.
The term loans so availed comprises four loans of ₹ 104.47 million, ₹ 83.56 million, ₹ 12.00 million and ₹ 35.00 million. Year end balances of these loans are ₹ Nil, ₹ 26.73 million, ₹ 7.27 million and ₹ 31.12 million respectively.

Interest rate:

These loans carry interest at Bank's base rate + 4.25% per annum ranging from 14% to 14.25%.

Repayment schedule:

The loan of ₹ 104.47 million was repayable in 17 equal monthly installments of ₹ 6.81 million (inclusive of interest) for which December 15, 2013 was the last installment date.

The loan of ₹ 83.56 million is repayable in 28 equal monthly installments of ₹ 3.52 million (inclusive of interest) for which November 15, 2014 is the last installment date.

The loan of ₹ 12.00 million is repayable in 36 equal monthly installments of ₹ 0.4 million (inclusive of interest) for which November 10, 2015 is the last installment date.

The loan of ₹ 35.00 million is repayable in 24 equal monthly installments of ₹ 1.68 million (inclusive of interest) for which December 25, 2015 is the last installment date.

Primary security

These loans together with short term borrowings are secured by way of first and exclusive charge on all present and future current and moveable assets including moveable fixed assets of the Company.

Collateral security

Lien over fixed deposits of ₹ 130.00 million.

The loan is further secured by equitable mortgage on following properties of the Company:

- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi
- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai.

The above mentioned properties are common collateral for exposure of the bank in CL Media Private Limited (a wholly owned subsidiary company) for overdraft limit of ₹ 25.00 million for year ending March 2013.

All loans were further secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Company.

For year ended March 31, 2013

The Company had entered into a finance facility agreement amounting ₹ 366.90 million with Kotak Mahindra Bank, under which various term loans and overdrafts have been availed at different times during the current year.
The term loans so availed comprises three loans of ₹ 104.47 million, ₹ 83.56 million and ₹ 12.00 million. Year end balances of these loans are ₹ 57.82 million, ₹ 62.34 million and ₹ 10.88 million) respectively.

Interest rate:

These loans carry interest at Bank's base rate + 4.25% per annum ranging from 13.50% to 14%.

Repayment schedule:

The loan of ₹ 104.47 million is repayable in 17 equal monthly installments of ₹ 6.81 million (inclusive of interest) for which December 15, 2013 is the last installment date.

The loan of ₹ 83.56 million is repayable in 28 equal monthly installments of ₹ 3.52 million (inclusive of interest) for which November 15, 2014 is the last installment date.

The loan of ₹ 12.00 million is repayable in 36 equal monthly installments of ₹ 0.4 million (inclusive of interest) for which November 10, 2015 is the last installment date.

Primary security

These loans together with short term borrowings are secured by way of first and exclusive charge on all present and future current and moveable assets including moveable fixed assets of the Company.

Collateral security

Lien over fixed deposits of ₹ 145.00 million.

The loan is further secured by equitable mortgage on following properties of the Company:

- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi
- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai.

The above mentioned properties are common collateral for exposure of the bank in CL Media Private Limited (a wholly owned subsidiary company) for overdraft limit of ₹ 25.00 million for year ending.

All loans were further secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Company.

6) Secured term loans- from others

For the period ended September 30, 2016

Unsecured loans represent term loan taken from Shri Ram City Union Finance Limited.

Interest rate:

These loans carry interest at 16.00% per annum.

Repayment schedule:

During the year, the Company has taken an additional loan of ₹ 15 million which is repayable in 36 equal monthly installments of ` 0.52 million (inclusive of interest) for which September 5, 2019 is the last installment date.

During the previous year, the Company had taken loan of ₹ 30 million which was repayable in 36 equal monthly installments of ` 1.01 million (inclusive of interest) for which January 5, 2019 is the last installment date.

Collateral security:

- The loans are secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Company.
- Registered mortgage of agricultural land in Amritsar capitalised in the books of subsidiary named Career Launcher Infrastructure Private Limited.
- 125,000 shares of the Company held by Bilakes Consulting Private Limited.

All loans were further secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Company.

For the year ended March 31, 2016

Unsecured loan represent term loan taken from Shri Ram City Union Finance Limited.

Interest rate:
This loan carry interest at 16.00% per annum.

Repayment schedule:
During the year, the Company had taken loan of ₹ 30 million which was repayable in 36 equal monthly installments of ₹ 1.01 million (inclusive of interest) for which January 5, 2019 is the last installment date.

Collateral security:

- The loans are secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Company.
- Registered mortgage of agricultural land in Amritsar capitalised in the books of subsidiary named Career Launcher Infrastructure Private Limited.
- 125,000 shares of the Company held by Bilakes Consulting Private Limited.

All loans were further secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Company.

For the year ended March 31, 2012

During the financial year 2011-12 secured term loans were taken from L & T Finance Limited comprising of two loans of ₹ 100.00 million and ₹ 142.85 million. Both loans carry interest @ 14% per annum. Year end balances of both the loans for financial year ending March 31, 2012 were ₹ 215.84 million.

The loan of ₹ 100.00 million was repayable in 36 equal monthly instalments of ₹ 3.41 million (inclusive of interest) for which November 10, 2014 was the last instalment date. The loan of ₹ 142.85 million was repayable in 24 monthly instalments of equal principal of ₹ 5.95 million each along with interest thereon for which December 1, 2013 was the last instalment date. However, the loan was fully prepaid during the financial year 2012-13.

This loan was secured by way of first *pari passu* charge on all immovable and movable fixed assets and all the current assets of the Company. All secured loans are further secured by way of personal guarantees of Satyanarayan R., Gautam Puri and Nikhil Mahajan (promoters and directors).

The loan is further secured by equitable mortgage on following properties of the Company:

- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi
- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai.

CL Educate Limited

Annexure IX- Restated summary statement of deferred tax assets/liabilities (net)

Deferred tax assets/liabilities comprises of the following:

₹ in Million

Particulars	30-Sep-16	Charge/ (benefit)	31-Mar-16	Charge/ (benefit)	31-Mar-15	Charge/ (benefit)
Deferred tax assets						
Unabsorbed depreciation and brought forward business losses	-	-	-	-	-	(1.42)
Provision for diminution in value of investment	-	-	-	(0.02)	0.02	-
Provision for gratuity	4.06	0.44	3.62	0.44	3.18	0.90
Provision for leave encashment	4.78	0.62	4.16	0.75	3.41	1.13
Provision for doubtful loans and advances	13.94	(0.19)	14.13	0.16	13.97	0.33
Provision for incentive	4.46	(1.51)	5.97	2.20	3.77	2.67
Provision for doubtful debts	0.31	-	0.31	(0.08)	0.39	0.06
Provision for obsolescence of inventory	0.19	0.05	0.14	(0.06)	0.19	0.19
Total deferred tax assets	**27.74**	**(0.59)**	**28.33**	**3.39**	**24.93**	**3.86**
Deferred tax liabilities						
On account of depreciation	45.63	1.90	43.73	0.93	42.80	3.67
Total deferred tax liabilities	**45.63**	**1.90**	**43.73**	**0.93**	**42.80**	**3.67**
Net deferred tax liabilities /(assets)	**17.89**	**2.49**	**15.40**	**(2.46)**	**17.87**	**(0.19)**

Deferred tax (charge)/benefit for the year	0.19
Adjusted against opening reserves on account of depreciation according to Schedule II (refer annexure VI)	2.35
Net Deferred tax benefit for the year	**2.54**

₹ in Million

Particulars	31-Mar-14	Charge/ (benefit)	31-Mar-13	Charge/ (benefit)	31-Mar-12
Deferred tax assets					
Share issue expenses	-	-	-	(1.91)	1.91
Unabsorbed depreciation and brought forward business losses	1.42	11.35	12.77	11.22	1.56
Provision for diminution in value of investment	0.02	0.12	0.14	0.02	0.12
Provision for gratuity	2.28	(1.01)	1.26	0.23	1.03
Provision for leave encashment	2.28	(0.36)	1.92	0.30	1.62
Provision for loans and advances	13.65	(0.09)	13.56	(35.97)	49.53
Provision for incentive	1.10	0.27	1.37	(1.00)	2.38
Provision for doubtful debts	0.33	-	0.33	-	0.33
Total deferred tax assets	**21.08**	**10.28**	**31.35**	**(27.11)**	**58.48**
Deferred tax liabilities					
On account of depreciation	39.13	(5.09)	34.04	8.24	25.80
Total deferred tax liabilities	**39.13**	**(5.09)**	**34.04**	**8.24**	**25.80**
Net deferred tax liabilities /(assets)	**18.05**	**(15.37)**	**2.69**	**35.35**	**(32.68)**

Note:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.
3. The Company has recognised deferred tax assets of ₹ 2.63 million during the financial year 2010-11 which has been recognised as benefit in the restated summary statement of profit and loss in accordance with Accounting Standard 22 on 'Accounting for Taxes on Income'. The net deferred tax asset as on March 31, 2012 was ₹ 35.68 million.

CL Educate Limited

Annexure X- Restated summary statement of provisions

₹ in Million

Particulars	Long-term					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Provision for employees benefits						
Provision for gratuity	12.12	10.75	9.26	6.51	3.25	3.19
Provision for leave encashment	14.03	12.19	10.17	7.07	5.09	3.85
Total	**26.15**	**22.94**	**19.43**	**13.58**	**8.34**	**7.04**

₹ in Million

Particulars	Short-term					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Provision for employees benefits						
Provision for gratuity	0.17	0.21	0.16	0.15	0.65	-
Provision for leave encashment	0.43	0.40	0.35	0.31	0.83	1.15
Provision for income tax	8.25	-	-	-	-	-
Total	**8.85**	**0.61**	**0.51**	**0.46**	**1.48**	**1.15**

Note:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.
3. Refer annexure XXXVII on employee benefit for further details.

CL Educate Limited

Annexure XI - Restated summary statement of short term borrowings

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Secured, from bank, repayable on demand						
-Cash credit (refer footnote 4)	252.67	330.53	236.53	240.66	233.56	163.17
Unsecured from related parties (refer footnote 3)						
Career Launcher Employee Welfare Society (Refer annexure XLVI)	-	-	-	-	0.89	-
Total	**252.67**	**330.53**	**236.53**	**240.66**	**234.45**	**163.17**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.
3. Represents interest free loan repayable on demand.

4. Details of borrowings are as follows:

<u>As at September 30, 2016</u>

Overdraft from Kotak Mahindra Bank

Cash credit represents overdrafts from Kotak Mahindra Bank which are repayable on demand.

1. It carries interest rate of bank's base rate plus 3.75 % ranging from 13.75% to 14.25% calculated on monthly basis on the actual amount utilised.
2. Security details: Refer footnote 5 of Annexure VIII.

<u>As at March 31, 2016</u>

Overdraft from Kotak Mahindra Bank

Cash credit represents overdrafts from Kotak Mahindra Bank which are repayable on demand.

1. It carries interest rate of bank's base rate plus 3.75 % ranging from 13.75% to 14.00% calculated on monthly basis on the actual amount utilised.
2. Security details: Refer footnote 5 of Annexure VIII.

<u>As at March 31, 2015</u>

Overdraft from Kotak Mahindra Bank

Cash credit represents overdrafts from Kotak Mahindra Bank which are repayable on demand.

1. It carries interest rate of bank's base rate plus 3.75 % ranging from 13.75% to 14.25% calculated on monthly basis on the actual amount utilised.
2. Security details: Refer footnote 5 of Annexure VIII.

<u>As at March 31, 2014</u>

Overdraft from Kotak Mahindra Bank

Cash credit represents overdrafts from Kotak Mahindra Bank which are repayable on demand.

1. It carries interest rate of bank's base rate plus 4.50 % ranging from 14% to 14.25% calculated on monthly basis on the actual amount utilised.
2. Security details: Refer footnote 5 of Annexure VIII.

<u>As at March 31, 2013</u>

Overdraft from Kotak Mahindra Bank

Cash credit represents overdrafts from Kotak Mahindra Bank which are repayable on demand.

1. It carries interest rate of base rate plus 4.50 % ranging from 13.50% to 14.00% calculated on monthly basis on the actual amount utilised.
2. Security details: Refer footnote 5 of Annexure VIII.

<u>As at March 31, 2012</u>

A) Overdraft from HDFC Bank

1. It carries bank's rate of interest for fixed deposit plus 2%.
2. It is primarily secured by way of lien of fixed deposits amounting ₹ 115.08 million in the name of the Company.

CL Educate Limited
Annexure XI - Restated summary statement of short term borrowings (contd..)

B) Overdraft from Kotak Mahindra Bank.
1. It carries interest rate of bank's base rate plus 4.25 % calculated on monthly basis on the actual amount utilised.
2. Overdraft from Kotak Mahindra Bank is primarily secured by way of lien over fixed deposit of ₹ 25.00 million and by first and *pari passu* charges with L & T Finance Limited (refer footnote 6 of annexure VIII) on all existing and future current assets/ movable fixed assets of the borrower.

3. It is further secured by a collateral security of equitable mortgage over the following properties of the Co. *pari passu* with L&T Finance Limited.

- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi
- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai.

Above both loans were further secured by the guarantee of promoters of CL Educate Limited as on March 31, 2012 amounting ₹ 163.17 million.

CL Educate Limited

Annexure XII- Restated summary statement of trade payable

₹ in Million

Particulars	As at					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Trade payables						
- Related parties (refer annexure XLVI)	380.09	331.47	158.51	98.58	20.63	30.88
- Others	98.70	123.81	83.14	47.95	41.66	67.47
Total	**478.79**	**455.28**	**241.65**	**146.53**	**62.29**	**98.35**

Footnotes:

1.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

3. Refer Annexure XLV for disclosure relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006

CL Educate Limited

Annexure XIII-Restated summary statement of other current liabilities

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Current maturities of long term borrowing						
Term Loans- secured						
- From Banks- Vehicle loan (Refer footnote 3 and 4 of annexure VIII)	0.84	1.19	0.96	0.85	0.91	1.36
- From Banks- Term loan (Refer footnote 5 of annexure VIII)	11.20	19.61	51.74	47.72	97.11	-
- From Others- Term loan (Refer footnote 6 of annexure VIII)	13.79	8.72	-	-	-	101.61
Interest accrued but not due on borrowings	0.72	0.73	0.66	0.30	0.88	2.04
Unearned revenue on education and training services	198.03	127.90	153.90	129.81	125.68	177.48
Advance from customers	-	16.90	9.20	-	-	-
Unclaimed dividend	-	-	-	-	0.03	0.05
Security Deposit	-	-	-	-	-	-
Book overdraft	-	-	-	-	1.18	-
Payable for purchase of fixed assets						
- Related party (refer annexure XLV and XLVI)	1.18	1.18	1.01	-	-	-
- Others (refer annexure XLV)	0.91	5.55	5.35	0.36	18.12	40.70
Payables for purchase of investments made						
- Related party (refer annexure XLVI)	1.51	1.51	-	-	12.64	8.48
- Others	15.00	25.00	-	-	-	-
Employee related payables	29.62	42.71	19.09	18.17	23.31	7.74
Statutory dues payable	8.81	10.24	11.14	10.87	18.07	14.19
Payables for expenses						
- Related party (refer annexure XLV and XLVI)	0.52	0.61	0.39	0.27	-	0.38
- Others (refer annexure XLV)	65.17	58.97	46.01	45.66	31.07	37.64
Total	**347.30**	**320.82**	**299.45**	**254.01**	**329.00**	**391.67**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XIV- Restated summary statement of tangible fixed assets *#

₹ in Million

Particulars	Land freehold	Land leasehold	Buildings	Plant & Machineries	Leasehold Improvements	Furniture & Fixture	Office Equipments	Computers	Vehicles	Total
Gross block (at cost) as at September 30, 2016										
Closing balance	-	20.04	303.75	9.56	32.29	6.11	20.76	50.27	11.70	**454.48**
Deletion/adjustments	-	-	-	-	-	-	-	-	0.92	**0.92**
Additions	-	-	-	-	6.05	0.27	1.44	0.97	-	**8.73**
Opening balance	-	20.04	303.75	9.56	26.24	5.84	19.32	49.30	12.62	**446.67**
Accumulated depreciation as at September 30, 2016										
Closing balance	-	2.69	32.50	6.69	23.03	3.35	15.56	34.42	8.46	**126.70**
Deletion/adjustments	-	-	-	-	-	-	-	-	0.84	**0.84**
Additions	-	0.11	2.41	0.24	2.32	0.24	0.77	3.66	0.59	**10.34**
Opening balance	-	2.58	30.09	6.45	20.71	3.11	14.79	30.76	8.71	**117.20**
Net Block as at September 30, 2016	**-**	**17.35**	**271.25**	**2.87**	**9.26**	**2.76**	**5.20**	**15.85**	**3.24**	**327.78**
Gross block (at cost) as at March 31, 2016										
Closing balance	-	20.04	303.75	9.56	26.24	5.84	19.32	49.30	12.62	**446.67**
Deletion/adjustments	-	-	-	-	-	-	-	27.07	-	**27.07**
Additions	-	-	-	-	2.58	0.45	1.58	27.62	-	**32.23**
Opening balance	-	20.04	303.75	9.56	23.66	5.39	17.74	48.75	12.62	**441.51**
Accumulated depreciation as at March 31, 2016										-
Closing balance	-	2.58	30.09	6.45	20.71	3.11	14.79	30.76	8.71	**117.20**
Deletion/adjustments	-	-	-	-	-	-	-	17.50	-	**17.50**
Additions	-	0.21	4.81	0.47	3.65	0.43	1.29	22.52	1.36	**34.74**
Opening balance	-	2.37	25.28	5.98	17.06	2.68	13.50	25.74	7.35	**99.96**
Net Block as at March 31, 2016	**-**	**17.46**	**273.66**	**3.11**	**5.53**	**2.73**	**4.53**	**18.54**	**3.91**	**329.47**
Gross block (at cost) as at March 31, 2015										
Closing balance	-	20.04	303.75	9.56	23.66	5.39	17.74	48.75	12.62	**441.51**
Deletion/adjustments	-	-	-	-	1.25	1.75	4.49	15.93	-	**23.42**
Additions	-	-	-	1.56	5.36	1.77	1.62	36.56	-	**46.87**
Opening balance	-	20.04	303.75	8.00	19.55	5.37	20.61	28.12	12.62	**418.06**
Accumulated depreciation as at March 31, 2015										-
Closing balance	-	2.37	25.28	5.98	17.06	2.68	13.50	25.74	7.35	**99.96**
Schedule II adjustment	-	-	-	-	1.25	1.71	4.20	9.45	-	**16.61**
Deletion/adjustments	-	-	-	-	-	0.05	5.99	0.79	0.26	**7.09**
Additions	-	0.22	4.80	0.72	3.85	1.02	2.91	13.39	1.35	**28.26**
Opening balance	-	2.15	20.48	5.26	14.46	3.32	8.80	21.01	5.74	**81.22**
Net Block as at March 31, 2015	**-**	**17.67**	**278.47**	**3.58**	**6.60**	**2.71**	**4.24**	**23.01**	**5.27**	**341.55**

Continued to next page……

CL Educate Limited

Annexure XIV- Restated summary statement of tangible fixed assets *#

₹ in Million

Particulars	Land freehold	Land leasehold	Buildings	Plant & Machineries	Leasehold Improvements	Furniture & Fixture	Office Equipments	Computers	Vehicles	Total
Continued from previous page……										-
Gross block (at cost) as at March 31, 2014										-
Closing balance	-	20.04	303.75	8.00	19.55	5.37	20.61	28.12	12.62	**418.06**
Deletion/adjustments	-	-	-	0.38	4.02	0.36	0.73	1.51	-	**7.00**
Additions	-	-	-	-	3.53	0.14	0.91	1.19	-	**5.77**
Opening balance	-	20.04	303.75	8.38	20.04	5.59	20.43	28.44	12.62	**419.29**
Accumulated depreciation as at March 31, 2014										-
Closing balance	-	2.15	20.48	5.26	14.46	3.32	8.80	21.01	5.74	**81.22**
Deletion/adjustments	-	-	-	0.24	4.02	0.31	0.45	1.32	-	**6.34**
Additions	-	0.22	4.95	0.59	3.88	0.37	2.03	4.32	1.26	**17.62**
Opening balance	-	1.93	15.53	4.91	14.60	3.26	7.22	18.01	4.48	**69.94**
Net Block as at March 31, 2014	**-**	**17.89**	**283.27**	**2.74**	**5.09**	**2.05**	**11.81**	**7.11**	**6.88**	**336.84**
Gross block (at cost) as at March 31, 2013										- -
Closing balance	-	20.04	303.75	8.38	20.04	5.59	20.43	28.44	12.62	**419.29**
Deletion/adjustments	51.86	-	-	0.02	1.34	0.30	0.83	1.72	-	**56.07**
Additions	-	-	-	0.04	2.53	0.11	1.55	3.05	1.23	**8.51**
Opening balance	51.86	20.04	303.75	8.36	18.85	5.78	19.71	27.11	11.39	**466.85**
Accumulated depreciation as at March 31, 2013										-
Closing balance	-	1.93	15.53	4.91	14.60	3.26	7.22	18.01	4.48	**69.94**
Deletion/adjustments	-	-	-	0.02	1.00	0.15	0.24	1.05	-	**2.46**
Additions	-	0.22	4.95	0.59	3.07	0.37	1.91	4.64	1.26	**17.01**
Opening balance	-	1.71	10.58	4.34	12.53	3.04	5.55	14.42	3.22	55.39
Net Block as at March 31, 2013	**-**	**18.11**	**288.22**	**3.47**	**5.44**	**2.33**	**13.21**	**10.43**	**8.14**	**349.33**
Gross block (at cost) as at March 31, 2012										
Closing balance	51.86	20.04	303.75	8.36	18.85	5.78	19.71	27.11	11.39	**466.85**
Deletion/adjustments	-	-	13.11	0.30	8.96	0.95	2.01	4.94	3.03	**33.30**
Additions	-	-	-	-	6.24	0.61	1.28	6.22	4.70	**19.05**
Opening balance	51.86	20.04	316.86	8.66	21.57	6.12	20.44	25.83	9.72	**481.10**

Continued to next page……

CL Educate Limited

Annexure XIV- Restated summary statement of tangible fixed assets *#

₹ in Million

Particulars	Land freehold	Land leasehold	Buildings	Plant & Machineries	Leasehold Improvements	Furniture & Fixture	Office Equipments	Computers	Vehicles	Total
Continued from previous page……										
Accumulated depreciation as at March 31, 2012										-
Closing balance	-	1.71	10.58	4.34	12.53	3.04	5.55	14.42	3.22	**55.39**
Deletion/adjustments	-	-	0.77	0.15	8.41	0.66	0.64	4.51	2.09	**17.23**
Additions	-	0.22	4.95	0.59	2.81	0.37	1.89	4.26	0.97	**16.06**
Opening balance	-	1.49	6.40	3.90	18.13	3.33	4.30	14.67	4.34	**56.56**
										-
Net Block as at March 31, 2012	**51.86**	**18.33**	**293.17**	**4.02**	**6.32**	**2.74**	**14.16**	**12.69**	**8.17**	**411.46**

*Tangible assets are subject to first *pari passu* charge to secure the Company's borrowings referred in footnotes as secured term loan from banks and bank overdrafts in relevant period/years (refer annexure VIII and XI).

#'Pursuant to the transitional provisions of Schedule II in respect of fixed assets where the remaining useful life was "Nil" as on April 1, 2014, their carrying amount aggregating ▫ 7.10 million and deferred tax thereon has been adjusted against the opening reserves of financial year 2014-15 .

Footnotes:

i. Building includes 5 shares of ₹ 50 each being the cost of shares in Tardeo Air conditioned Market Building Cooperative Society Limited, Mumbai.

ii. Land measuring 20,007 square metres has been acquired by the Company under a lease agreement with Greater Noida Industrial Development Authority for a lease period of 90 years commencing from July 20, 2004. The premium paid on the land and other expenses incidental to the acquisition are amortised over the period of the lease.

iii. Pursuant to the board resolution dated October 31, 2012, the Company had classified freehold land amounting ▫ 51.86 million located at Faridabad, as fixed assets held for sale under other current assets. Further, during the year 2014-15, assets aggregating ₹ 0.80 million have been classified as held for sale which have been sold in financial year 2015-16.(refer annexure XXV)

iv.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

v.The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XV- Restated summary statement of intangible fixed assets

₹ in Million

Particulars	Goodwill	Intellectual property rights	Computer softwares	Content development	License fees	CAT online module	Total
Gross block(at cost) as at September 30, 2016							
Closing balance	-	168.79	15.34	66.60	2.80	9.16	262.69
Deletion/adjustments	-	-	-	-	-	-	-
Additions	-	2.64	0.54	17.98	-	0.47	21.63
Opening balance	-	166.15	14.80	48.62	2.80	8.69	241.06
Accumulated amortisation as at September 30, 2016							-
Closing balance	-	101.75	11.46	26.01	2.79	8.93	150.94
Deletion/adjustments	-	-	-	-	-	-	-
Additions	-	6.87	0.58	4.85	-	0.63	12.93
Opening balance	-	94.88	10.88	21.16	2.79	8.30	138.01
Net Block as at September 30, 2016	**-**	**67.04**	**3.88**	**40.59**	**0.01**	**0.23**	**111.75**
Gross block(at cost) as at March 31, 2016							
Closing balance	-	166.15	14.80	48.62	2.80	8.69	241.06
Deletion/adjustments	-	-	-	-	-	-	-
Additions	-	-	2.65	9.00	-	1.05	12.70
Opening balance	-	166.15	12.15	39.62	2.80	7.64	228.36
Accumulated amortisation as at March 31, 2016							-
Closing balance	-	94.88	10.88	21.16	2.79	8.30	138.01
Deletion/adjustments	-	-	-	-	-	-	-
Additions	-	13.66	0.74	7.37	0.89	4.78	27.44
Opening balance	-	81.22	10.14	13.78	1.90	3.52	110.56
Net Block as at March 31, 2016	**-**	**71.27**	**3.92**	**27.46**	**0.01**	**0.39**	**103.05**
Gross block(at cost) as at March 31, 2015							
Closing balance	-	166.15	12.15	39.62	2.80	7.64	228.36
Deletion/adjustments	-	-	-	-	-	-	-
Additions	-	-	0.92	22.90	-	5.81	29.63
Opening balance	-	166.15	11.23	16.72	2.80	1.83	198.73
Accumulated amortisation as at March 31, 2015							-
Closing balance	-	81.22	10.14	13.78	1.90	3.52	110.56
Deletion/adjustments	-	-	-	-	-	-	-
Additions	-	13.66	0.55	5.75	0.93	1.69	22.58
Opening balance	-	67.56	9.59	8.03	0.97	1.83	87.98
Net Block as at March 31, 2015	**-**	**84.93**	**2.01**	**25.84**	**0.90**	**4.12**	**117.80**
Gross block(at cost) as at March 31, 2014							- -
Closing balance	-	166.15	11.23	16.72	2.80	1.83	198.73
Deletion/adjustments	-	-	0.08	-	-	-	0.08
Additions	-	-	0.94	4.12	2.20	-	7.26
Opening balance	-	166.15	10.37	12.60	0.60	1.83	191.55

Continued to next page……

CL Educate Limited

Annexure XV- Restated summary statement of intangible fixed assets

₹ in Million

Particulars	Goodwill	Intellectual property rights	Computer softwares	Content development	License fees	CAT online module	Total

Continued from previous page……

Accumulated amortisation as at March 31, 2014							-
Closing balance	-	67.56	9.59	8.03	0.97	1.83	87.98
Deletion/adjustments	-	-	0.06	-	-	-	0.06
Additions	-	15.64	0.66	2.63	0.93	-	19.86
Opening balance	-	51.92	8.99	5.40	0.04	1.83	68.18
Net Block as at March 31, 2014	**-**	**98.59**	**1.64**	**8.69**	**1.83**	**-**	**110.75**
Gross block(at cost) as at March 31, 2013							- -
Closing balance	-	166.15	10.37	12.60	0.60	1.83	191.55
Deletion/adjustments	2.88	15.56	-	-	-	-	18.44
Additions	-	1.52	0.44	2.40	0.60	1.83	6.79
Opening balance	2.88	180.19	9.93	10.20	-	-	203.20
Accumulated amortisation as at March 31, 2013							-
Closing balance	-	51.92	8.99	5.40	0.04	1.83	68.18
Deletion/adjustments	2.88	15.56	-	-	-	-	18.44
Additions	-	15.54	0.75	2.04	0.04	1.83	20.20
Opening balance	2.88	51.94	8.24	3.36	-	-	66.42
Net Block as at March 31, 2013	**-**	**114.23**	**1.38**	**7.20**	**0.56**	**-**	**123.37**
Gross block(at cost) as at March 31, 2012							
Closing balance	2.88	180.19	9.93	10.20	-	-	203.20
Deletion/adjustments	-	-	0.74	-	-	-	0.74
Additions	-	120.00	0.66	2.40	-	-	123.06
Opening balance	2.88	60.19	10.01	7.80	-	-	80.88
Accumulated amortisation as at March 31, 2012							-
Closing balance	2.88	51.94	8.24	3.36	-	-	66.42
Deletion/adjustments	-	-	0.74	-	-	-	0.74
Additions	-	9.49	1.16	1.56	-	-	12.21
Opening balance	2.88	42.45	7.82	1.80	-	-	54.95
Net Block as at March 31, 2012	**-**	**128.25**	**1.69**	**6.84**	**-**	**-**	**136.78**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.
3.Intangible assets are subject to first *pari passu* charge to secure the Company's borrowings referred in footnotes as secured term loan from banks and bank overdrafts in relevant period/years (refer annexure VIII and XI).

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CL Educate Limited

Annexure XVI- Restated summary statement of capital work in progress

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Opening balance	-	-	-	0.09	0.09	-
Less: Capitalised during the period/year as:						
Leasehold improvements	-	-	-	0.09	-	-
Closing balance	**-**	**-**	**-**	**-**	**0.09**	**-**

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XVII- Restated summary statement of non-current investments

₹ in Million

Particulars	As at					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Investment property						
(Non-trade, valued at cost less accumulated depreciation)						
Cost of building	13.11	13.11	13.11	13.11	13.11	13.11
Less: Accumulated depreciation	1.93	1.82	1.61	1.41	1.19	0.98
Closing balance (A)	**11.18**	**11.29**	**11.50**	**11.70**	**11.92**	**12.13**
Equity shares in subsidiary companies						
(Trade, un-quoted, at cost)						
As at March 31, 2012 the number of fully paid up stock of $ 1 each of Career Launcher USA Inc. are 8,500 (fully provided for see below)	-	-	-	-	-	0.38
As at September 30, 2016, March 31, 2016, March 31, 2015, March 31 2014, March 31, 2013 and March 31, 2012 the number of fully paid up equity shares of ₹ 10 each of Career Launcher Education Infrastructure and Services Limited (CLEIS) are 9,447,606; 9,447,606; 9,248,053; 5,430,026; 5,369,758; and 5,343,008 respectively.(refer footnote 3)	1,352.84	1,352.84	1,296.77	223.99	210.49	204.50
As at March 31, 2013 and March 31, 2012 the number of fully paid up equity shares of SGD 1 each of Career Launcher Asia Educational Hub Pte. Ltd are 14,000 in each period/year. (refer footnote 4)	-	-	-	-	0.43	0.43
As at September 30, 2016, March 31, 2016, March 31 2015, March 31, 2014, March 31 2013 and March 31 2012 the number of fully paid up equity shares of ₹ 10 each of CL Media Private Limited (CLM) are 10,000 in each period/year.	0.10	0.10	0.10	0.10	0.10	0.10
As at September 30, 2016, March 31, 2016, March 31, 2015, March 31 2014, March 31, 2013 and March 31, 2012 the number of fully paid up equity shares of ₹ 10 each of Kestone Integrated Marketing services Private Limited (KIMSPL) are 1,000,000 in each period/year	69.10	69.10	69.10	69.10	69.10	69.10
As at March 31, 2015, March 31 2014, March 31 2013 and March 31, 2012 the number of fully paid up equity shares of ₹ 10 each of CL Higher Education Services Private Limited (CLHES) are 6,576 in each period/year (Refer footnote 5).	-	-	0.07	0.07	0.07	0.07
As at September 30, 2016 and March 31, 2016 the number of fully paid up equity shares of ₹ 10 each of Accendere Knowledge Management Services Private Limited (AKMS) are 6,120 in each period/year(Refer footnote 6).	134.64	134.64	-	-	-	-
As at September 30, 2016, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 the number of fully paid up equity shares of ₹ 10 each of G.K. Publications Private Limited (GKP) are 190,000; 190,000; 190,000; 190,000; 144,400 and 96,900 respectively (refer footnote 7).	143.39	143.39	143.39	143.39	108.98	73.13
	1,700.07	**1,700.07**	**1,509.43**	**436.65**	**389.17**	**347.71**

CL Educate Limited

Annexure XVII- Restated summary statement of non-current investments (contd.)

₹ in Million

Particulars	As at					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Less : Provision for dimunition in value of investment in CL Higher Education Services Private Limited	-	-	0.07	0.07	0.07	-
Less : Provision for other than temporary dimunition in value of investment in Career Launcher USA Inc.	-	-	-	-	-	0.38
Closing balance (B)	**1,700.07**	**1,700.07**	**1,509.36**	**436.58**	**389.10**	**347.33**
Equity shares in other companies (Non-trade, un-quoted, at cost) On September 30, 2016, March 31, 2016, March 31, 2015, March 31 2014, March 31 2013 and March 31 2012 the number of fully paid up equity shares of ₹ 10 each of Threesixtyone Degree Minds Consulting Private Limited are 909 in each period/year	5.00	5.00	5.00	5.00	5.00	5.00
Closing balance (C)	**5.00**	**5.00**	**5.00**	**5.00**	**5.00**	**5.00**
Closing balance (A+B+C)	**1,716.25**	**1,716.36**	**1,525.86**	**453.28**	**406.02**	**364.46**

The aggregate book value of unquoted non current investment are as follows (net of provision):

₹ in Million

Particulars	As at					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Aggregate book value of unquoted non current investment	1,705.07	1,705.07	1,514.36	441.58	394.10	352.33

Footnotes:

1. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.
3. The Company has given undertaking during the financial year 2012-13, 2013-14, 2014-15, 2015-16 and period ended September 30, 2016 to HDFC Limited and 2009-10 to 2011-12 to Punjab National Bank and Axis Bank, against a loan of ₹ 280.00 Million taken by Career Launcher Infrastructure Private Limited (CLIP), a subsidiary company of its subsidiary named Career Launcher Education Infrastructure and Services Limited (CLEIS), that it will continue to hold atleast 51% of equity shares of CLEIS throughout the tenure of said loan. There are no other significant restrictions on the right of ownership, realisability of investments or the remittance of income and proceeds of disposal.
4. During the financial year 2013-14, the Company has transferred equity shares held by it in Career Launcher Asia Educational Hub Pte. Ltd. to Kestone Integrated Marketing Services Private Limited at book value.
5. During the year ended March 31, 2016, CLHES has wind up their operations and accordingly investment has been written off in the books of the Company.
6. The Company on September 7, 2015 entered into an agreement with the promoters of AKMS to acquire 51% of share capital of AKMS held by them for a consideration of ₹ 134.64 million. The Company has issued 185,830 equity shares of ₹ 10 each at a price of ₹ 590 per share and balance consideration amounting ₹ 25.00 million to be paid in cash in three tranches as per the share purchase agreement dated September 7, 2015.

7. Year ended March 31, 2012

The Company on November 12, 2011 entered into an agreement with the promoters of G. K. Publication Private Limited ('GKP') to acquire 100% of equity shares (190,000 equity shares) of GKP held by them.
The Company shall acquire such shares in tranches on dates mentioned below:

Tranches	Agreed date of acquisition	Number of shares	% of total shares of GKP
1	On or before Nov 16, 2011	96,900	51
2	On or before July 1, 2012	47,500	25
3	On or before July 1, 2013	45,600	24
	Total	**190,000**	**100**

CL Educate Limited

Annexure XVII- Restated summary statement of non-current investments (contd.)

Considerations to be paid for each tranches are as follows:

₹ in Million

Tranches	Consideration payable in Cash	Consideration by way of issue of equity shares of CL Educate Limited of value	Total Consideration
1	43.68	29.45	73.13
2	21.41	14.43	35.85
3	20.56	13.86	34.41
	85.65	**57.74**	**143.39**

During the year, the Company had acquired the first tranche of shares in GKP by payment of consideration stipulated above including consideration by way of issue of equity shares of CL Educate Limited of value ₹ 29.45 Million, which has been booked as 'share application money pending allotment' by the Company (refer annexure VII)

Year ended March 31, 2013

The Company on May 1, 2012 issued 47,416 shares of ₹ 10 each at a premium of ₹ 611 per share to the promoters of GKP for consideration by way of issue of equity shares of CL Educate Limited against the share application money pending allotment received in financial year 2011-12.

The Company further acquired the second tranche of shares in GKP by payment of part consideration by way of issue of equity shares of CL Educate Limited to the promoters of GKP of value ₹ 14.43 million, for which 27,337 shares have been issued at a premium of ₹ 514.95 per share and 8,351 shares have been issued at par.

For the year ended March 31, 2014

The Company has acquired third and last tranche of shares in GKP by payment of consideration stipulated above and consideration by issue of 23,486 equity shares of ₹ 10 each at a premium of ₹ 580 per share subsequent on September 5, 2014 to promoters of G.K. Publications Private Limited. Pending issue of such shares as at Balance Sheet date, the Company has recorded consideration so payable as share application money pending allotment (refer annexure VII).

For the year ended March 31, 2015

The Company has issued 23,486 number of shares to former promoters of GKP on September 5, 2014 and adjusted the same against the share application money received in previous years amounting ₹ 13.86 million.

CL Educate Limited

Annexure XVIII- Restated summary statement of long-term loans and advances

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Unsecured, considered good, unless otherwise stated						
Capital advances	0.04	0.37	1.10	1.29	0.20	1.23
Security deposits	17.05	12.33	11.58	8.10	12.48	9.97
	17.09	**12.70**	**12.68**	**9.39**	**12.68**	**11.20**
Share application money given and pending allotment (refer annexure XLVI)	-	-	-	-	13.50	-
Other loans and advances						
Balance with government authorities						
- Service tax paid under protest	21.30	21.30	21.30	21.30	21.30	21.30
Loans and advances to employees	0.17	0.06	0.08	2.07	0.09	0.62
Advance income-tax (net of provision for tax)(refer footnote 3)	-	19.63	19.39	36.39	37.47	31.34
MAT Credit Entitlement	-	2.73	14.07	15.48	7.63	7.63
Others (Gratuity trust) (Refer annexure XLVI)	-	-	0.02	0.02	0.01	0.01
Total	**38.56**	**56.42**	**67.54**	**84.65**	**92.68**	**72.10**

Footnotes:

1. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Advance tax	202.90	200.33	179.05	170.60	170.83	118.25
Provision for tax	211.15	180.70	159.66	134.21	133.36	86.91
Net advance tax	**(8.25)***	**19.63**	**19.39**	**36.39**	**37.47**	**31.34**

***** Refer annexure X

CL Educate Limited

Annexure XIX- Restated summary statement of other non-current assets

₹ in Million

Particulars	As at					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Unsecured, considered good						
Interest accrued on non current deposits	-	-	-	0.09	2.32	0.18
Non-current bank balances (Refer annexure XXIII)	112.03	112.03	112.41	132.34	148.59	3.94
	112.03	**112.03**	**112.41**	**132.43**	**150.91**	**4.12**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XX- Restated summary statement of current investments

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Equity shares in subsidiary companies						
(Trade, un-quoted, at cost and fair value whichever is lower)						
On March 31, 2013 Nil fully paid up common stock are 8,500 of $ 1 each of Career Launcher USA Inc	-	-	-	-	0.38	-
Less : Provision for dimunition in value of investment	-	-	-	-	0.38	-
Total	-	-	-	-	-	-

Footnotes:

1. During the year ending March 31 2014, the Company has transferred common stock held by it in Career Launcher USA Inc. to other shareholder at Nil value.

2. The aggregate book value of unquoted current investment are as follows:

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Aggregate book value of unquoted current investment	-	-	-	-	-	-

3. There are no significant restrictions on the right of ownership, realisability of investments or the remittance of income and proceeds of disposal.

4. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

5. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XXI- Restated summary statement of inventories

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Traded goods						
- Text books	43.64	42.54	45.33	33.65	24.28	12.50
Less: Provision for obsolescence of inventory	0.57	0.42	0.58	-	-	-
Total	**43.07**	**42.12**	**44.75**	**33.65**	**24.28**	**12.50**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XXII- Restated summary statement of trade receivables

₹ in Million

Particulars	**As at**					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Unsecured, considered good unless stated otherwise						
Outstanding for a period exceeding six months from the date they are due for payment (refer annexure XLVI)						
- Considered good	569.15	491.28	234.73	65.97	76.28	72.24
- Considered doubtful	0.94	0.94	1.18	1.03	1.03	1.03
	570.09	**492.22**	**235.91**	**67.00**	**77.31**	**73.27**
Less: Provision for doubtful trade receivables	0.94	0.94	1.18	1.03	1.03	1.03
Subtotal (A)	**569.15**	**491.28**	**234.73**	**65.97**	**76.28**	**72.24**
Others (refer annexure XLVI) **(B)**	272.58	352.52	300.50	292.94	236.68	191.78
Total (A+B)	**841.73**	**843.80**	**535.23**	**358.91**	**312.96**	**264.02**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.
3. In the financial year 2009-10, the Company had given a franchisee to Ms Monica Oli in the name of Comprehensive Education and IT Training Institute to provide test preparation services in Dubai (UAE). In the financial year 2012-13, the Company had terminated the franchise agreement on account of non-recovery of fees collected by the franchisee from students. At the time of the cancellation of agreement the total amount of receivables from and payable to Ms Monica Oli in the name of Comprehensive Education and IT Training Institute were AED 1,019,842 (₹ 15,088,052) and AED 261,318 (₹ 3,866,069) respectively. The details of the amount recoverable are as follows:

i. An amount of AED 625,775 on account of short deposit of fee collected by Monica Oli in the name of the Company from the students;

ii. An amount of AED 1,392,200 on account of fee collected by Monika Oli against the installment due as on January 31, 2013 and not deposited in the bank account of the Company.

iii. An amount of AED 18,120 on account of settlement of wage account and cancellation of visa of Mr. Yogeshwar Singh Batyal by the Company;

iv. An amount of AED 4,300 on account of payment of outstanding dues of bill in respect of communication expenses of Mr. Akhilesh Jha, an employee and erstwhile center manager of Dubai office of the Company.

In the financial year 2012-13, the Company had adjusted/squared off traded receivables of AED 261,318 (₹ 3,866,069) against the amounts payable to AED 261,318 (₹ 3,866,069) on account of its share in the books of account.

In the financial year 2013-14, the Company had initiated legal actions against Monica Oli to recover the said amounts. The Company had sent legal notice dated November 6, 2013 to Monica Oli asking her to pay the following amounts to the Company.

a) An amount of AED 2,040,395 as mentioned above;

b) An amount of AED 50,000 on account of losses suffered by the Company due to non-communication by Monika Oli regarding termination of agreement;

c) An amount of AED 1,000,000 on account of damages for starting a same/similar business in violation of terms of the agreement and unauthorizedly using data/information, manuals etc. pertaining to the Company;

The Company had preferred arbitration in the matter and the Hon'ble Arbitrator had issued notices to parties for appearance.

During the financial year 2014-15, on March 16, 2015 the Hon'ble Arbritrator has passed an award amounting AED 2,063,267 (equivalent to ₹ 35,137,437) in favour of the Company.

During the financial year 2015-16, the Company has filed execution petition to Delhi High Court for execution of award passed by Hon'ble Arbritrator and matter is listed for further proceedings.

CL Educate Limited

Annexure XXIII- Restated summary statement of cash and bank balances

₹ in Million

Particulars	Non-current					
	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Deposits with maturity for more than 12 months from reporting date	-	-	-	-	-	-
Margin money deposits and under lien deposits	112.03	112.03	112.41	132.34	148.59	3.95
	112.03	**112.03**	**112.41**	**132.34**	**151.54**	**9.97**
Amount disclosed under other non-current assets (refer annexure XIX)	(112.03)	(112.03)	(112.41)	(132.34)	(151.54)	(9.97)
	-	**-**	**-**	**-**	**-**	**-**

₹ in Million

Particulars	Current					
	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Cash and cash equivalents						
Balances with banks:						
- on current accounts	37.15	68.48	54.36	28.08	7.44	14.50
- on exchange earner foreign currency account ('EEFC')	-	-	-	-	-	0.62
Cheques/ drafts on hand	6.50	4.10	4.49	2.90	5.43	2.09
Cash on hand	4.79	3.58	3.96	3.95	6.81	2.76
	48.44	**76.16**	**62.81**	**34.93**	**19.68**	**19.97**
Other bank balances						
- in unpaid dividend account	0.03	0.03	0.02	0.02	0.05	0.07
- Deposits with original maturity for more than 3 months but less than 12 months from the reporting date	3.16	2.39	2.93	6.00	45.56	-
- Margin money deposits and under lien deposits	1.33	1.33	47.59	3.71	-	137.93
Total	**52.96**	**79.91**	**113.35**	**44.66**	**65.29**	**157.97**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.
3. Margin money deposits are under lien for various gurantees.

CL Educate Limited

Annexure XXIV- Restated summary statement of short term loans and advances

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Security deposit						
Unsecured, considered good, unless otherwise stated						
- Considered good	12.86	17.81	15.98	13.08	8.06	8.58
- Considered doubtful	1.34	1.39	0.64	0.44	0.44	-
	14.20	**19.20**	**16.62**	**13.52**	**8.50**	**8.58**
Less: provision for doubtful balance	1.34	1.39	0.64	0.44	0.44	-
Subtotal (A)	**12.86**	**17.81**	**15.98**	**13.08**	**8.06**	**8.58**
Loans and advance to related parties(Refer note XLVI)						
- Considered good	145.80	128.28	128.97	80.42	86.07	116.06
- Considered doubtful	0.88	1.40	1.40	1.40	39.79	151.10
	146.68	**129.68**	**130.37**	**81.82**	**125.86**	**267.16**
Less: Provision for doubtful advances	0.88	1.40	1.40	1.40	39.79	151.10
Subtotal (B)	**145.80**	**128.28**	**128.97**	**80.42**	**86.07**	**116.06**
Other receivables from related parties (Refer annexure XLVI)						
Considered good						
- on account of transfer of fixed assets	0.32	1.39	1.39	1.62	6.62	5.89
- others	97.12	67.29	2.00	0.16	0.23	2.80
Considered doubtful	-	-	-	-	1.56	1.56
	97.44	**68.68**	**3.39**	**1.78**	**8.41**	**10.25**
Less: provision for doubtful balance	-	-	-	-	1.56	1.56
Subtotal (C)	**97.44**	**68.68**	**3.39**	**1.78**	**6.85**	**8.69**
Subtotal D (B+C)	**243.24**	**196.96**	**132.36**	**82.20**	**92.92**	**124.75**
Other loans and advances						
Loans and advances to employees	12.34	7.21	3.82	0.32	6.30	3.86
Balance with government authorities						
- Service tax credit available for adjustment	0.04	-	1.32	0.41	0.33	0.06
Other advances recoverable in cash or in kind						
- Prepaid expenses	128.13	111.14	94.53	105.86	76.77	77.43
- Loan and advances to franchisees	-	-	0.07	0.07	2.70	5.39
- Advance to suppliers	2.93	-	2.97	0.12	1.99	12.67
- Receivable from others considered good	83.16	57.84	31.96	2.85	-	1.05
- Receivable from others considered doubtful	39.95	39.95	40.22	40.22	-	-
	266.55	**216.14**	**174.89**	**149.85**	**88.09**	**100.46**
- Less: Provision for doubtful loans and advances	39.95	39.95	40.22	40.22	-	-
Subtotal (E)	**226.60**	**176.19**	**134.67**	**109.63**	**88.09**	**100.46**
Total (A+D+E)	**482.70**	**390.96**	**283.01**	**204.91**	**189.07**	**233.79**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XXV- Restated summary statement of other current assets

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Unbilled revenue	-	-	-	-	-	5.10
Interest accrued but not due on fixed deposits	0.32	1.33	2.09	1.47	2.41	4.61
Interest accrued but not due on loans and advances						
'- From related parties (Refer annexure XLVI)	47.61	43.29	34.35	25.47	14.67	7.82
- From others	-	-	-	-	-	0.57
Sub total (A)	**47.93**	**44.62**	**36.44**	**26.94**	**17.08**	**18.10**
Other dues from related parties (Refer note 3 and annexure XLVI)	26.12	18.74	22.84	-	-	-
Interest recoverable from tax authorities	-	-	-	-	-	-
Fixed asset held for sale (Refer footnote (iii) of annexure XIV)	51.86	51.86	52.66	51.86	51.86	-
Sub total (B)	**77.98**	**70.60**	**75.50**	**51.86**	**51.86**	**-**
Total (A+B)	**125.91**	**115.22**	**111.94**	**78.80**	**68.94**	**18.10**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.
3. During the year ended March 31, 2016 and year ended March 31, 2015, CLEIS a subsidiary company has recorded expenses towards ESOP in accordance with guidance note issued by ICAI in respect of shares of the Company to be issued to a director of CLEIS. All amounts related to issue of such shares on exercise of ESOP shall be reimbursed by CLEIS to the Company. Accordingly, no expense has been recorded by the Company and ESOP reserves have been credited with a corresponding receivable from CLEIS.
4. Tangible assets shown as held for sale, are subject to first *pari passu* charge to secure the Company's borrowings referred in footnotes as secured term loan from banks and bank overdrafts in relevant years (refer annexure VIII and XI).

CL Educate Limited

Annexure XXVI- Restated summary statement of revenue from operations

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Revenue from operations						
Sale of products (traded)						
- Sale of text book	163.43	260.95	251.83	186.52	187.22	148.83
Sale of services						
- Education and training programmes	580.16	931.92	857.93	798.17	777.49	638.68
- Online education services	59.44	71.35	45.92	18.12	7.97	7.98
- Vocational training services	23.79	306.81	207.75	97.99	67.25	65.57
	826.82	**1,571.03**	**1,363.43**	**1,100.80**	**1,039.93**	**861.06**
Other operating revenue						
Business development and allied services (for related party refer annexure XLVI)	-	-	-	-	-	2.29
Start up fees from franchisees	13.59	18.37	27.46	17.31	16.23	10.81
License fees (for related party refer annexure XLVI)	-	-	-	-	-	15.72
Royalty income (for related party refer annexure XLVI)	-	-	-	-	18.73	5.95
Grant income	-	54.15	105.38	64.88	78.86	5.10
Revenue from operations	**840.41**	**1,643.55**	**1,496.27**	**1,182.99**	**1,153.75**	**900.93**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XXVII- Restated summary statement of other income

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Interest income on						
-Fixed deposits	4.55	12.42	14.76	16.48	14.47	11.76
-Income tax refund	-	-	-	-	2.34	2.41
- Loans and advances (for related party refer annexure XLVI)	10.05	21.34	13.23	13.06	15.37	33.34
Advertising income (for related party refer annexure XLVI)	16.46	19.67	12.32	10.99	9.51	10.77
Net gain on foreign currency transactions and translations	0.02	1.50	0.10	1.62	1.14	6.48
Liabilities no longer required written back	10.71	16.07	14.51	16.64	31.58	16.29
Infrastructure fees (for related party refer annexure XLVI)	4.14	7.38	2.28	1.38	1.38	34.38
Income on employee stock option (ESOP) scheme (refer footnote 3 and annexure XXXVIII)	1.07	6.03	-	-	-	-
Rent income from investment property net of expenses (refer footnote 4)	1.02	0.92	1.32	0.08	0.39	0.59
Insurance claim received	-	0.80	-	-	-	-
Profit on sale of fixed assets (net)	-	-	-	-	0.13	-
Bad debts recovered	3.68	2.53	0.95	0.81	0.57	0.72
Provisions written back	-	-	-	-	112.88	-
Keyman insurance policy surrender	-	-	-	-	7.19	-
Notice period recovery	0.57	1.00	2.37	1.98	1.45	0.97
Miscellaneous income (for related party refer annexure XLVI)	1.73	5.19	0.26	1.28	2.26	3.10
Scrap sale	0.05	0.06	0.10	0.11	0.82	-
Total	**54.05**	**94.91**	**62.20**	**64.43**	**201.48**	**120.81**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

3. For material adjustments refer annexure IV(2)
4. Rent income (net of expense) details as under:

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Rent income on building classified as Investment property	1.12	1.13	1.53	0.29	0.60	0.80
Less: Depreciation on building classified as investment property	0.10	0.21	0.21	0.21	0.21	0.21
Total	**1.02**	**0.92**	**1.32**	**0.08**	**0.39**	**0.59**

CL Educate Limited

Annexure XXVIII- Restated summary statement of purchase of traded goods

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Text books (Refer annexure XLVI)	57.66	124.46	122.38	102.85	65.43	46.37
Paper	0.93	1.23	0.70	2.02	2.19	2.23
Others	9.41	28.05	22.64	12.54	35.73	3.97
Total	**68.00**	**153.74**	**145.72**	**117.41**	**103.35**	**52.57**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XXIX- Restated summary statement of Increase/(decrease) in inventories of traded goods

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Opening stock	42.54	45.33	33.65	24.28	12.50	-
Closing stock	43.64	42.54	45.33	33.65	24.28	12.50
Increase/(decrease) in inventory of traded goods	**(1.10)**	**2.79**	**(11.68)**	**(9.37)**	**(11.78)**	**(12.50)**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XXX- Restated summary statement of cost of services

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Other test prep related consumables	0.09	0.82	1.96	2.27	4.04	3.18
Faculty expenses	43.26	103.31	85.63	84.08	81.40	46.39
Franchisee expenses	290.26	429.02	397.81	327.60	372.10	323.34
Equipment hire expenses (for related party refer annexure XLVI))	14.37	90.97	35.70	25.27	14.19	5.02
Hostel expenses	0.82	58.00	39.12	11.90	10.75	0.01
Mobilization expenses (for related party refer annexure XLVI))	0.20	14.38	11.69	13.71	4.02	-
Project monitoring charges	-	-	-	0.84	0.42	-
Placement support expenses	0.60	11.44	15.47	11.41	0.49	0.19
Material development and printing expenses (for related party refer annexure XLVI))	2.50	11.20	26.56	6.03	5.04	3.40
Total	**352.10**	**719.14**	**613.94**	**483.11**	**492.45**	**381.53**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XXXI- Restated summary statement of employee benefits expense

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Salary, wages, bonus and other benefits	112.64	225.86	219.12	203.23	179.69	169.46
Contribution to provident and other funds (refer annexure XXXVII)	4.99	8.35	6.23	3.82	3.75	3.70
Gratuity expense (refer annexure XXXVII)	2.65	1.68	3.67	2.90	1.05	0.21
Leave encashment expense (refer annexure XXXVII)	2.90	3.48	4.59	3.18	2.66	1.29
Expense on employee stock option (ESOP) scheme (refer annexure XXXVIII)	-	-	7.02	0.85	3.44	4.23
Staff welfare expenses	2.84	8.64	7.21	6.59	5.82	5.79
Total	**126.02**	**248.01**	**247.84**	**220.57**	**196.41**	**184.68**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.
3. Refer annexure XLVI for managerial remuneration.

CL Educate Limited

Annexure XXXII- Restated summary statement of finance costs

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Interest expense on borrowings						
-Vehicle loan	0.17	0.15	0.23	0.33	0.46	0.32
-Overdraft	17.41	37.45	32.92	30.18	27.17	12.26
-Term loan	4.66	10.41	10.30	11.94	24.50	26.80
Other borrowing charges						
- Loan processing charges	0.32	1.35	2.45	1.54	6.16	1.21
- Bank guarantee charges	-	-	-	0.11	-	-
Interest on delayed payment of						
- Advance income tax	0.80	2.46	1.20	-	-	-
- Other statutory dues	-	-	0.07	0.03	0.78	0.02
Total	**23.36**	**51.82**	**47.17**	**44.13**	**59.07**	**40.61**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XXXIII- Restated summary statement of depreciation and amortisation expenses

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Depreciation of tangible assets (refer annexure XIV)	10.32	34.74	28.27	17.61	17.03	16.08
Amortisation of intangible assets (refer annexure XV)	12.92	27.45	22.59	19.84	20.22	12.20
Total	**23.24**	**62.19**	**50.86**	**37.45**	**37.25**	**28.28**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XXXIV- Restated summary statement of Other expenses

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Rent expenses (refer annexure XLI)	45.03	99.51	70.57	58.78	48.99	35.13
Office expenses	10.60	32.95	23.72	30.11	25.46	17.70
Travelling and conveyance expenses	10.98	26.51	23.88	22.44	21.65	19.81
Legal and professional expenses (for related party refer annexure XLVI)	8.29	14.14	11.40	10.75	10.73	15.57
Communication expenses	11.23	18.07	16.93	16.59	11.46	10.67
Repairs and maintenance expenses	-	-	-	-	-	-
-Building	4.00	15.94	11.69	8.96	7.05	6.53
-Others	1.48	4.98	5.42	3.91	3.68	2.73
Water and electricity expenses	8.06	13.95	11.97	11.67	9.70	6.94
Freight and cartage expenses	1.98	4.80	4.01	3.33	5.78	5.07
Loss on sale of fixed assets (net)	0.02	5.25	4.88	-	-	0.13
Printing and stationery expenses	1.96	3.58	3.00	2.88	2.30	1.95
Newspaper, books and periodicals expenses	0.45	1.35	0.89	0.76	0.52	1.59
Insurance expenses	0.81	1.56	1.30	1.32	2.66	2.57
Royalty expenses (for related party refer annexure XLVI)	-	-	-	-	2.18	1.25
Recruitment, training and development expenses (Refer annexure XLVI)	0.56	1.90	1.77	2.86	1.81	1.49
Rates and taxes expenses	1.78	1.80	3.13	0.02	0.61	2.19
Donations	-	-	0.01	0.12	0.14	0.30
Bank charges (other than finance cost)	3.12	4.45	4.57	2.98	2.60	2.55
Marketing research expenses (for related party refer annexure XLVI)	3.36	10.42	11.91	12.24	7.83	5.18
Advertisement, publicity and sales promotion	29.79	69.35	74.45	55.80	41.07	48.23
Business promotion expenses (for related party refer annexure XLVI)	18.12	15.96	9.16	7.14	6.82	6.56
Sales Incentive	4.59	4.51	3.89	1.87	0.95	1.54
Commission to non executive directors	0.74	0.45	0.56	0.20	0.47	-
Provision for obsolescence of inventory	0.15	-	0.58	-	-	-
Bad debts written off	28.13	69.57	60.01	39.00	31.90	40.90
Doubtful advances written-off (for related party refer annexure XLVI)	-	0.63	1.24	0.51	120.02	0.04
Miscellaneous balances written-off	-	0.29	1.27	1.62	2.40	1.41
Doubtful deposits written-off	-	-	-	-	0.39	-
Provision for doubtful advance	-	0.75	0.20	0.34	2.00	-
Provision for doubtful debts	-	0.94	1.18	-	-	-
Provision for impairment of investment	-	-	-	-	0.07	-
Fixed assets written off	-	-	0.33	0.68	0.61	1.07
Collection charges expenses	0.03	-	-	-	-	-
Miscellaneous expenses (for related party refer annexure XLVI)	1.07	3.77	2.86	2.81	3.85	2.68
	196.33	**427.38**	**366.78**	**299.69**	**375.70**	**241.78**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XXXV- Restated summary statement of contingent liabilities (to the extent not provided for)

₹ in Million

Particulars	**As at**					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Claims against the Company not acknowledged as debt (refer footnote 1)	312.36	311.13	319.28	319.28	307.30	246.79
Corporate guarantees (refer footnote 2)	406.50	386.50	355.00	355.00	370.00	270.00
Guarantee to directors of a subsidiary (refer footnote 3)	-	-	-	-	10.75	36.92
Bank guarantees						
Total	**718.86**	**697.63**	**674.28**	**674.28**	**688.05**	**553.71**

1) Details of claims against the Company not acknowledged as debt

As assessed by the management, the likeliness of liability of above disputes or loans not being discharged by the respective subsidiary companies is not 'more likely than not' as mentioned in Accounting Standard -29 "Provisions, Contingent Liabilities and Contingent Assets" and hence no liability has been recognised in the books. Also, as the likeliness of the same is not remote (as mentioned in the same Accounting Standard) the Company has disclosed these as Contingent Liabilities.

₹ in Million

Particulars	**Year Pertaining**	**As at**					
		30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Service Tax (a)	Jul-03 to Sep-08	142.01	142.01	142.01	142.01	142.01	127.88
Service Tax (a)	Oct-08 to Mar-09	7.37	7.37	7.37	7.37	7.37	-
Service Tax (a)	Apr- 09 to Sep-09	10.66	10.66	10.66	10.66	10.66	-
Service Tax (a)	Oct-09 to Sep-10	71.76	71.76	71.76	71.76	71.76	-
Service Tax (b)	Apr- 03 to Oct-10	-	-	-	-	-	114.26
Service Tax (b)	Oct-10 to Sep-11	16.64	16.64	16.64	16.64	16.64	-
Service Tax (b)	Oct-11 to Jun-12	12.54	12.54	12.54	12.54	12.54	-
Cenvat credit reversal (c)	Sep-04 to Mar-07	4.65	4.65	4.65	4.65	4.65	4.65
Cenvat credit reversal (c)	Oct-07 to Mar-08	1.57	1.57	1.57	1.57	1.57	-
Cenvat credit reversal (d)	Apr-08 to Mar-12	40.10	40.10	40.10	40.10	40.10	-
Other cases (e)	Various years	5.06	3.83	11.98	11.98	-	-
Total		**312.36**	**311.13**	**319.28**	**319.28**	**307.30**	**246.79**

For the period ended September 30, 2016

Amount above includes:

a. Demand for service tax aggregating ₹ 160.78 million for the period July, 2003 to September, 2010 is disputed by the Company. Penalty of ₹ 71.02 million has also been imposed under Section 78 of the Finance Act, 1994. The Company has preferred an appeal with CESTAT against these orders of the Commissioner of Service tax. The Company has paid ₹ 21.30 million against the said demand.

b. Demand for service tax aggregating ₹ 29.18 million for the period October 2010 to June 2012 is disputed by the Company against which the Company has filed an appeal before Commissioner (Appeals) of Service tax.

c. Demand for service tax aggregating ₹ 3.12 million for the period September 2004 to March 2008 due to incorrect availment of service tax CENVAT credit is disputed by the Company . Penalty, aggregating ₹ 3.10 million has also been levied under Section 15 read with Rule 15 of CENVAT Credit Rules, 2004. During the year, the Company has received an order passed by Commissioner (Appeals) of Service tax. The Company has preferred an appeal before CESTAT against the order of the Commissioner (Appeals) of Service tax.

d. The Company had received a demand for service tax in earlier years aggregating ₹ 40.10 million for the period 2008-09 to 2011-12 due to incorrect availment of service tax cenvat credit. The Company has preferred an appeal before CESTAT against the order of Commissioner (Appeals) of Service tax.

e. Other cases

Triangle Education, a franchisee of the Company in Jaipur, had arbitrarily terminated the agreement and started a competing business using the brand of CL Educate. The Company has filed a statement of claim before the sole Arbitrator amounting ₹ 19.00 million against Triangle Education. Triangle Education also filed a counter claim against the Company amounting ₹ 3.20 million.

A student has filled a case against the Company for refund of fees amounting ₹ 0.62 million on the ground that he paid fees to Brilliant Tutorials considering the fact that the Company has a tie-up with Brilliant Tutorial which was subsequently called off by the Company.

The Director of Industries and Commerce cum Chairman MSE- Chandigarh has sent a notice amounting ₹ 1.23 million (including interest of ₹ 0.33 million) on behalf of Reivera Fabricators regarding non payment of dues on account of uniforms supplied to Indus World Schools. The Company has preferred an appeal against the same and the matter is pending for final argument.

For the year ended March 31, 2016

Amount above includes:

a. Demand for service tax aggregating ₹ 160.78 million for the period July, 2003 to September, 2010 is disputed by the Company. Penalty of ₹ 71.02 million has also been imposed under Section 78 of the Finance Act, 1994. The Company has preferred an appeal with CESTAT against these orders of the Commissioner of Service tax. The Company has paid ₹ 21.30 million against the said demand.

b. Demand for service tax aggregating ₹ 29.18 million for the period October 2010 to June 2012 is disputed by the Company against which the Company has filed an appeal before Commissioner (Appeals) of Service tax.

c. Demand for service tax aggregating ₹ 3.12 million for the period September 2004 to March 2008 due to incorrect availment of service tax CENVAT credit is disputed by the Company . Penalty, aggregating ₹ 3.10 million has also been levied under Section 15 read with Rule 15 of CENVAT Credit Rules, 2004. During the year, the Company has received an order passed by Commissioner (Appeals) of Service tax. The Company has preferred an appeal before CESTAT against the order of the Commissioner (Appeals) of Service tax.

d. The Company had received a demand for service tax in earlier years aggregating ₹ 40.10 million for the period 2008-09 to 2011-12 due to incorrect availment of service tax cenvat credit. The Company has preferred an appeal before CESTAT against the order of Commissioner (Appeals) of Service tax.

e. Other cases

The Company had been allotted a land located at Faridabad (Haryana) in an auction by Hon'ble High Court of Jharkhand. When the Company applied for transfer of ownership in the records of Haryana Urban Development Authority (HUDA), the transfer permission was granted with levy of extension fee of ₹ 6.70 million on account of various dues not paid by the erstwhile owner. The Company has disputed the demand and has preferred an appeal with the Administrator, HUDA. Subsequent to the reporting date, no dues certificate has been issued by the HUDA, Faridabad to erstwhile owner and the land has been transferred in the name of the Company. Since the matter is settled and accordingly there is no liability on part of the Company.

Rashtriya advertising & Prabhatam Advertising Pvt Ltd, a service provider has filed a claim against the Company for recovery of an amount of ₹ 1.45 million with interest as balance of amounts due. The Company has disputed the demand and the case was under trial in the court of law. During the period, the parties have amicably settled all disputes against each other towards full and final settlement. The plantiff has withdrawn the suit and parties have left with no claim against each other in respect of the present matter in dispute. Since the matter is settled in mediation, Plantiff is entitled to get refund of court fee under section 16 of Court Fee Act.

Triangle Education, a franchisee of the Company in Jaipur, had arbitrarily terminated the agreement and started a competing business using the brand of CL Educate. The Company has filed a statement of claim before the sole Arbitrator amounting ₹ 19.00 million against Triangle Education. Triangle Education also filed a counter claim against the Company amounting ₹ 3.20 million.

A student has filled a case against the Company for refund of fees amounting ₹ 0.62 million on the ground that he paid fees to Brilliant Tutorials considering the fact that the Company has a tie-up with Brilliant Tutorial which was subsequently called off by the Company.

CL Educate Limited

Annexure XXXV- Restated summary statement of contingent liabilities (to the extent not provided for) (contd.)

For the year ended March 31, 2015

Amount above includes:

a. Demand for service tax aggregating ₹ 160.78 million for the period July, 2003 to September, 2010 is disputed by the Company. Penalty of ₹ 71.02 million has also been imposed under Section 78 of the Finance Act, 1994. The Company has preferred an appeal with CESTAT against these orders of the Commissioner of Service tax. The Company has paid ₹ 21.30 million against the said demand.

b. Demand for service tax aggregating ₹ 29.18 million for the period October 2010 to June 2012 is disputed by the Company against which the Company has filed an appeal before Commissioner (Appeals) of Service tax.

c. Demand for service tax aggregating ₹ 3.12 million for the period September 2004 to March 2008 due to incorrect availment of service tax CENVAT credit is disputed by the Company. Penalty, aggregating ₹ 3.10 million has also been levied under Section 15 read with Rule 15 of CENVAT Credit Rules, 2004. During the year, the Company has received an order passed by Commissioner (Appeals) of Service tax. The Company has preferred an appeal with CESTAT against the order of the Commissioner (Appeals) of Service tax.

d. The Company had received a demand for service tax in earlier years aggregating ₹ 40.10 million for the period 2008-09 to 2011-12 due to incorrect availment of service tax cenvat credit. The Company has disputed the demand and has filed a reply with Commissioner (Appeals) of Service tax and preferred an appeal before CESTAT against the order of Commissioner (Appeals) of Service tax.

e. Other cases

The Company had been allotted a land located at Faridabad (Haryana) in an auction by Hon'ble High Court of Jharkhand. When the Company applied for transfer of ownership in the records of Haryana Urban Development Authority (HUDA), the transfer permission was granted with levy of extension fee of ₹ 6.70 million on account of various dues not paid by the erstwhile owner. The Company has disputed the demand and has preferred an appeal with the Administrator, HUDA.

Rashtriya advertising & Prabhatam Advertising Pvt Ltd, a service provider has filed a claim against the Company for recovery of an amount of ₹ 1.45 million with interest as balance of amounts due. The Company has disputed the demand and the case was under trial in the court of law.

Triangle Education, a franchisee of the Company in Jaipur, had arbitrarily terminated the agreement and started a competing business using the brand of CL Educate. The Company has filed a statement of claim before the sole Arbitrator amounting ₹ 19.00 million against Triangle Education. Triangle Education also filed a counter claim against the Company amounting ₹ 3.20 million.

A student has filled a case against the Company for refund of fees amounting ₹ 0.62 million on the ground that he paid fees to Brilliant Tutorials considering the fact that the Company has a tie-up with Brilliant Tutorial which was subsequently called off by the Company.

For the year ended March 31, 2014

The above amount includes:

a. Demand for service tax aggregating ₹ 160.78 million for the period July, 2003 to September, 2010 is disputed by the Company. Penalty of ₹ 71.02 million has also been imposed under Section 78 of the Finance Act, 1994. The Company has preferred an appeal with CESTAT against these orders of the Commissioner of Service tax. The Company has paid ₹ 21.30 million against the said demand.

b. Demand for service tax aggregating ₹ 29.18 million for the period October 2010 to June 2012 is disputed by the Company against which the Company has filed an appeal before Commissioner (Appeals) of Service tax.

c. Demand for service tax aggregating ₹ 3.12 million for the period September 2004 to March 2008 due to incorrect availment of service tax CENVAT credit is disputed by the Company . Penalty, aggregating ₹ 3.10 million has also been levied under Section 15 read with Rule 15 of CENVAT Credit Rules, 2004. During the year, the Company has received an order passed by Commissioner (Appeals) of Service tax. The Company has preferred an appeal with CESTAT against the order of the Commissioner (Appeals) of Service tax.

d. The Company had received a demand for service tax in financial year 2013-14 aggregating ₹ 40.10 million for the period April 2008 to March 2012 due to incorrect availment of service tax CENVAT credit. The Company has disputed the demand and has preferred an appeal with Commissioner (Appeals) Central Excise and Customs.

e. Other cases

The Company had been allotted a land located at Faridabad (Haryana) in an auction by Hon'ble High Court of Jharkhand. When the Company applied for transfer of ownership in the records of Haryana Urban Development Authority (HUDA), the transfer permission was granted with levy of extension fee of ₹ 6.70 million on account of various dues not paid by the erstwhile owner. The Company has disputed the demand and has preferred an appeal with the Administrator, HUDA.

CL Educate Limited

Annexure XXXV- Restated summary statement of contingent liabilities (to the extent not provided for) (contd.)

Rashtriya advertising & Prabhatam Advertising Pvt Ltd, a service provider has filed a claim against the Company for recovery of an amount of ₹ 1.45 million with interest as balance of amounts due. The Company has disputed the demand and the case is under trial in the court of law.

Triangle Education, a franchisee of the Company in Jaipur, had arbitrarily terminated the agreement and started a competing business using the brand of CL Educate. The Company has filed a statement of claim before the sole Arbitrator amounting ₹ 19.00 million against Triangle Education. Triangle Education also filed a counter claim against the Company amounting ₹ 3.20 million.

A student has filled a case against the Company for refund of fees amounting ₹ 0.62 million on the ground that he paid fees to Brilliant Tutorials considering the fact that the Company has a tie-up with Brilliant Tutorial which was subsequently called off by the Company.

For the year ended March 31, 2013

The above amount includes:

a. Demand for service tax aggregating ₹ 160.78 million for the period July, 2003 to September, 2010 is disputed by the Company. Penalty of ₹ 71.02 million has also been imposed under Section 78 of the Finance Act, 1994. The Company has preferred an appeal with CESTAT against these orders of the Commissioner of Service tax. The Company has paid ₹ 21.30 million against the said demand.

b. Demand for service tax aggregating ₹ 29.19 million for the period October 2010 to June 2012 is disputed by the Company against which the Company has filed a reply and an order of the service tax department is awaited.

c. Demand for service tax aggregating ₹ 3.12 million for the period September 2004 to March 2008 due to incorrect availment of service tax CENVAT credit is disputed by the Company . Penalty, aggregating ₹ 3.10 million has also been levied under Section 15 read with Rule 15 of CENVAT Credit Rules, 2004. During the year, the Company has preferred an appeal with Commissioner (Appeals) of Service tax.

d. During the financial year 2013-14, the Company received a demand for service tax aggregating ₹ 40.10 million for the period April 2008 to March 2012 due to incorrect availment of service tax CENVAT credit. The Company has preferred an appeal with Commissioner (Appeals) of Service Tax.

For the year ended March 31, 2012

The above amount includes:

a. Demand for service tax aggregating ₹ 63.94 million for the period July 2003 to September 2008 is disputed by the Company, against which the Company had filled an reply with Commissioner (Appeals) of Service tax. Penalty, aggregating ₹ 63.94 million has also been levied. The Company has preferred an appeal with CESTAT against the order of the Commissioner of Service Tax.

b. Demand for service tax aggregating ₹ 114.26 million for the period April, 2003 to October, 2010 is disputed by the Company against which company had filled an reply with Commissioner (Appeals) of Service tax.

c. During the financial year 2009-10, the Company received a demand for service tax aggregating ₹ 1.55 million for the period September 2004 to March 2007 due to incorrect availment of service tax CENVAT credit. Penalty, aggregating ₹ 3.10 million has also been levied under Section 15 read with Rule 15 of CENVAT Credit Rules, 2004. The Company has preferred an appeal with Commissioner (Appeals) of Service Tax.

2) Corporate guarantees

₹ in Million

Bank Name/NBFC Name	Name of the guaranter	Name of the borrower	As at		
			30-Sep-16	31-Mar-16	31-Mar-15
IndusInd Bank Limited	CL Educate Limited	Kestone	115.00	95.00	75.00
Magma Fincorp Limited	CL Educate Limited	CLEIS	9.00	9.00	-
IndusInd Bank Limited	CL Educate Limited	CLEIS	2.50	2.50	-
HDFC Limited	CL Educate Limited/CLEIS	CLIP	280.00	280.00	280.00
Kotak Manhindra Bank	CL Educate Limited	CL Media	-	-	-
Total			**406.50**	**386.50**	**355.00**

CL Educate Limited

Annexure XXXV- Restated summary statement of contingent liabilities (to the extent not provided for) (contd.)

₹ in Million

Bank Name/NBFC Name	Name of the guaranter	Name of the borrower	As at		
			31-Mar-14	31-Mar-13	31-Mar-12
IndusInd Bank Limited	CL Educate Limited	Kestone	50.00	65.00	55.00
Magma Fincorp Limited	CL Educate Limited	CLEIS	-		
Paunjab National Bank and Axis Bank	CL Educate Limited	CLIP	-	-	215.00
HDFC Limited	CL Educate Limited/CLEIS	CLIP	280.00	280.00	-
Kotak Manhindra Bank	CL Educate Limited	CL Media	25.00	25.00	-
Total			**355.00**	**370.00**	**270.00**

3) Guarantee to director of a subsidiary

For the year ended March 31, 2013

GK Publications Private Limited, a subsidiary of the company, received loans from their erstwhile directors against which guarantee had been provided by the Company. The balance of such loan outstanding as at March 31, 2013 is ₹ 10.75 million.

For the year ended March 31, 2012

GK Publications Private Limited, a subsidiary of the company, received loans from their directors against which guarantee had been provided by the Company. The balance of such loan outstanding as at March 31, 2012 is ₹ 36.92 million.

4) The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

5) The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited
Annexure XXXVI- Restated summary statement of commitments

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Estimated amount of contracts remaining to be executed on capital account and not provided for						
- to related party	18.00	6.00	8.40	10.80	13.20	15.60
- to others	0.52	0.39	0.07	-	2.00	0.02
Commitment for license fees from Threesixtyone Degree Minds Consulting Private Limited	-	-	-	0.25	10.55	-
Total capital commitments (A)	**18.52**	**6.39**	**8.47**	**11.05**	**25.75**	**15.62**
<u>Other material Commitments</u>						
Commitment towards purchase of equity shares of G.K. Publication Private Limited (Refer footnote 6 of annexure XVII)	-	-	-	-	34.41	70.26
Commitment for maintenance of contents to related party	12.00	6.00	8.40	10.80	13.20	16.00
Commitment for purchase of study material to related party	-	7.25	-	-	-	-
Total other material commitments (B)	**12.00**	**13.25**	**8.40**	**10.80**	**47.61**	**86.26**
Total commitments (A+B)	**30.52**	**19.64**	**16.87**	**21.85**	**73.36**	**101.88**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.
3. The Company has other material commitments of repayment/conversion of its Class- II and Class-III preference shares issued, refer footnote 3 of annexure V for further details.

CL Educate Limited

Annexure XXXVII- Restated summary statement of employee benefits obligations

The Company has in accordance with the Accounting Standard-15 'Employee Benefits' calculated various benefits provided to employees as under:

1. Defined contribution plans

During the period/year the Company has recognized the following amounts in the Restated Summary Statement of Profit and Loss:-

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Employers contribution to provident fund	4.99	8.31	6.11	3.70	3.53	3.41
Total (refer annexure XXXI)	**4.99**	**8.31**	**6.11**	**3.70**	**3.53**	**3.41**

2. Defined benefit plans and other long term employee benefits:

The present value obligation in respect of gratuity and earned leave is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligations. The summarized positions of various defined benefits are as under:

I. Actuarial assumptions

Particulars	Earned Leaves (Unfunded)					
	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Discount rate (per annum)	7.32%	8.00%	8.00%	9.07%	8.00%	8.78%
Expected rate of increase in compensation levels	8.00%	8.00%	8.00%	7.39%	5.00%	5.00%
Expected rate of return on plan assets	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Expected average remaining working lives of employees (years)	26.16	26.42	26.84	26.9	27.19	27.71
Retirement age (Years)	58	58	58	58	58	58
Mortality table	IALM (2006-08)					LIC (1994-96)
Ages	Withdrawal Rate (%)					
Up to 30 Years	3					
From 31 to 44 years	2					
Above 44 years	1					

Particulars	Gratuity (Funded)					
	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Discount rate (per annum)	7.32%	8.00%	8.00%	9.07%	8.00%	8.78%
Expected rate of increase in compensation levels	8.00%	8.00%	8.00%	7.39%	5.00%	5.00%
Expected rate of return on plan assets	8.00%	8.35%	8.75%	8.75%	9.25%	9.25%
Expected average remaining working lives of employees (years)	26.16	26.42	26.84	26.90	27.19	27.71
Retirement age (Years)	58	58	58	58	58	58
Mortality table	IALM (2006-08)					LIC (1994-96)
Ages	Withdrawal Rate (%)					
Up to 30 Years	3					
From 31 to 44 years	2					
Above 44 years	1					

CL Educate Limited

Annexure XXXVII- Restated summary statement of employee benefits obligations (contd.)

Note:

The discount rates as mentioned above have been determined by reference to market yield at the respective balance sheet date on government securities. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market prevailing at the relevant time.

II. Present value of obligation

₹ in Million

Particulars	Earned Leaves (Unfunded)					
	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Present value of obligation at the beginning of the period/year	12.59	10.52	7.38	5.92	5.00	4.92
Acquisition adjustment : Transfer In	-	0.17	-	-	-	-
Transfer Out	-	-	-	-	-	-
Current service cost	1.87	3.29	2.06	1.34	1.14	1.09
Interest cost	0.50	0.84	0.67	0.47	0.40	0.43
Past service cost	-	-	-	-	-	-
Benefit paid	(1.02)	(1.58)	(1.45)	(1.72)	(1.74)	(1.21)
Actuarial loss/(gain) on obligation	0.52	(0.65)	1.86	1.37	1.12	(0.23)
Present value of obligation at the end of the period/year	**14.46**	**12.59**	**10.52**	**7.38**	**5.92**	**5.00**

₹ in Million

Particulars	Gratuity (Funded)					
	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Present value of obligation at the beginning of the period/year	12.21	10.95	7.79	5.93	5.15	5.22
Acquisition adjustment : Transfer In	-	0.28	-	-	-	-
Transfer Out	-	-	-	-	-	-
Current service cost	1.51	2.72	2.49	1.70	1.24	1.19
Interest cost	0.49	0.88	0.71	0.47	0.41	0.46
Benefit paid	(1.64)	(0.83)	(0.59)	(1.20)	(0.45)	(0.46)
Actuarial loss/(gain) on obligation	0.65	(1.79)	0.55	0.89	(0.42)	(1.26)
Present value of obligation at the end of the period/year	**13.22**	**12.21**	**10.95**	**7.79**	**5.93**	**5.15**

III. Fair value of plan assets

₹ in Million

Particulars	Gratuity (Funded)					
	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Fair value of plan assets at the beginning of the period/year	1.25	1.52	1.13	2.03	1.96	1.63
Administrative expenses	-	(0.08)	0.00	-	-	-
Adjustment on account of wrong non-deduction by life insurance corporation (LIC) in earlier year	-	-	0.10	-	(0.60)	-
Expected return on plan assets	0.05	0.13	-	0.18	0.18	0.15
Contributions	0.45	0.38	0.90	0.09	0.94	0.60
Benefits paid	(0.77)	(0.70)	(0.59)	(1.14)	(0.45)	(0.46)
Actuarial gain/(loss) on plan assets	(0.05)	-	(0.01)	(0.03)	0.00	0.04
Fair value of plan assets at the end of the period/year	**0.93**	**1.25**	**1.53**	**1.13**	**2.03**	**1.96**

CL Educate Limited

Annexure XXXVII- Restated summary statement of employee benefits obligations (contd.)

IV. Expenses recognised in the Restated Summary Statement of Profit and Loss for the period/year

₹ in Million

Particulars	Earned Leaves (Unfunded)					
	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Current service cost	1.87	3.29	2.06	1.34	1.14	1.09
Interest cost	0.50	0.84	0.67	0.47	0.40	0.43
Past service cost	-	-	-	-	-	-
Expected return on plan assets	-	-	-	-	-	-
Net actuarial loss/(gain) to be recognized	0.53	(0.65)	1.86	1.37	1.12	(0.23)
Expense recognised in Restated Summary Statement of Profit and Loss	**2.90**	**3.48**	**4.59**	**3.18**	**2.66**	**1.29**

₹ in Million

Particulars	Gratuity (Funded)					
	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Current service cost	1.51	2.72	2.49	1.70	1.24	1.19
Interest cost	0.49	0.88	0.71	0.47	0.41	0.46
Past service cost	-	-	-	-	-	-
Expected return on plan assets	(0.05)	(0.13)	(0.10)	(0.18)	(0.18)	(0.15)
Net actuarial loss/(gain) to be recognized	0.70	(1.79)	0.57	0.91	(0.42)	(1.29)
Expense recognised in Restated Summary Statement of Profit and Loss	**2.65**	**1.68**	**3.67**	**2.90**	**1.05**	**0.21**

V. Reconciliation of present value of defined benefit obligation and fair value of assets

₹ in Million

Particulars	Earned Leaves (Unfunded)					
	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Present value of obligation as at the end of the period/year **(A)**	14.46	12.59	10.52	7.38	5.92	5.00
Fair Value of plan assets as at the end of the period/year (B)	-	-	-	-	-	-
Net liability recognized in Balance Sheet as at period/year end **(A-B)**	14.46	12.59	10.52	7.38	5.92	5.00
Amount classified as: (Refer annexure X)						
Short term provision	0.43	0.40	0.35	0.31	0.83	1.15
Long term provision	14.03	12.19	10.17	7.07	5.09	3.85

₹ in Million

Particulars	Gratuity (Funded)					
	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Present value of obligation as at the end of the period/year **(A)**	13.20	12.20	10.95	7.79	5.93	5.15
Fair Value of plan assets as at the end of the period/year **(B)**	0.93	1.25	1.52	1.13	2.03	2.03
Net liability recognized in Balance Sheet as at period/year end **(A-B)**	12.27	10.95	9.42	6.66	3.90	3.12
Amount classified as: (Refer annexure X)						
Short term provision	0.17	0.20	0.16	0.15	0.65	-
Long term provision	12.10	10.75	9.26	6.51	3.25	3.19

CL Educate Limited

Annexure XXXVII- Restated summary statement of employee benefits obligations (contd.)

VI. Net asset/(liability) and actuarial experience gain/(loss) for present benefit obligation ('PBO') and plan assets and employers best estimate for next period/year

₹ in Million

Particulars	Gratuity (Funded)					
	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
PBO	13.20	12.19	10.95	7.79	5.93	5.15
Plan assets	0.93	1.25	1.52	1.13	2.03	1.96
Net (liability)	12.27	10.95	(9.42)	(3.90)	(3.90)	(3.19)
Experience gain/(loss) on PBO	(0.65)	1.79	(1.74)	0.45	0.92	0.79
Experience gain/(loss) on plan assets	(0.05)	-	(0.01)	(0.04)	-	0.04

₹ in Million

Particulars	Earned leave (Unfunded)					
	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
PBO	14.46	12.58	10.51	7.38	5.92	5.00
Plan assets	-	-	-	-	-	-
Net (liability)	(14.46)	(12.58)	(10.51)	(7.38)	(5.92)	(5.00)
Experience (loss) on PBO	0.53	0.65	0.12	(0.19)	(0.65)	(0.20)
Experience gain/(loss) on plan assets	-	-	-	-	-	-

The plan assets of the Company are managed by Life Insurance Corporation of India through a trust managed by the Company in terms of an insurance policy taken to fund obligations of the Company with respect to its gratuity plan. The categories of plan assets as a percentage of total plan assets is based on information provided by Life Insurance Corporation of India with respect to its investment pattern for group gratuity fund for investments managed in total for several other companies. Information on categories of plan assets as at September 30, 2016, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 has not been provided by Life Insurance Corporation of India.

Employer's best estimate for contribution during next period/year

Particulars	₹ in Million
Employees gratuity fund	4.95
Earned leave	2.62

3. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
4. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XXXVIII- Restated summary statement of employees share based payment plan

The Company has "Amended and Restated Employee Stock Option Plan 2014 (Amended Plan 2014)" which provides for the issue of 250,000 stock options to directors and employees of the Company and its subsidiaries companies. The plan entitles directors and employees to purchase equity shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. The vesting period for the share options is 3 years from the grant date. All exercised options shall be settled by physical delivery of equity shares. As per the plan holders of vesting options are entitle to purchase one equity share for each option.

*Although a total of 250,000 options were available to be granted, these include grants that had been forfeited/lapsed, and pooled back, and granted again. At no point of time did the total number of options granted under the plan exceed 250,000.

Particulars	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Stock options granted under this scheme (in numbers)	312,468	272,468	248,968	248,968	243,968	214,968

Share based payment expenses

₹ in Million

Particulars	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
CL ESOP -2008 (Refer footnote)	(1.07)	(6.03)	7.02	0.85	3.44	4.23

Footnote:
Includes expenses on account of stock options of CLEIS, a subsidiary of the Company, to employees of the Company.

The information concerning stock options granted, exercised, forfeited and outstanding at the period/year end is as follows:

ESOP to directors of the Company

Particulars	September 30, 2016		March 31, 2016		31-Mar-15	
	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)
Employees Stock Option Plan 2008						
Outstanding at the beginning of the period/year	4,800	300.00	7,200	300.00	9,600	300.00
Granted during the period/year	-	-	-	-	-	-
Exercised during the period/year	-	-	2,400	300.00	2,400	300.00
Forfeited during the period/year	2,400	300.00	-	-	-	-
Expired during the period/year	-	-	-	-	-	-
Outstanding at the end of period/year	2,400	300.00	4,800	300.00	7,200	300.00
Exercisable at period/year end	2,400	300.00	4,800	300.00	7,200	300.00
Vested during the period/year	-	-	-	-	-	-
Weighted average grant date fair value per option for option granted during the period/year at less than fair value	-	-	-	-	-	-

Particulars	March 31, 2014		March 31, 2013		March 31, 2012	
	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)
Employees Stock Option Plan 2008						
Outstanding at the beginning of the period/year	9,600	300.00	9,600	300.00	12,000	300.00
Granted during the period/year	-	-	-	-	-	-
Exercised during the period/year	-	-	-	-	2,400	300.00
Forfeited during the period/year	-	-	-	-	-	-
Expired during the period/year	-	-	-	-	-	
Outstanding at the end of period/year	9,600	300.00	9,600	300.00	9,600	300.00
Exercisable at period/year end	9,600	300.00	9,600	300.00	7,200	300.00
Vested during the period/year	-	-	-	-	2,400	300.00
Weighted average grant date fair value per option for option granted during the period/year at less than fair value	-	-	-	-	-	-

CL Educate Limited

Annexure XXXVIII- Restated summary statement of employees share based payment plan (Contd)

ESOP to person other than directors of the Company

Particulars	September 30, 2016		March 31, 2016		31-Mar-15	
	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)
Employees Stock Option Plan 2008						
Outstanding at the beginning of the period/year	160,178	339.48	200,357	336.92	179,482	322.37
Granted during the period/year	40,000	430.00	-	-	23,500	430.00
Exercised during the period/year	-	-	26,429	323.51	500	175.00
Forfeited during the period/year	-	-	-	-	-	-
Expired during the period/year	-	-	13,750	332.91	2,125	175.00
Outstanding at the end of period/year	200,178	357.57	160,178	339.48	200,357	336.92
Exercisable at period/year end	151,678	334.41	147,428	331.65	167,107	330.46
Vested during the period/year	4,250	430.00	18,750	259.87	11,125	207.58
Weighted average grant date fair value per option for option granted during the period/year at less than fair value	-	-	-	-	23,500	430.00

Particulars	March 31, 2014		March 31, 2013		March 31, 2012	
	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)
Employees Stock Option Plan 2008						
Outstanding at the beginning of the period/year	181,357	318.45	172,057	320.05	145,796	345.97
Granted during the period/year	5,000	262.00	29,000	210.00	37,500	175.00
Exercised during the period/year	-	-	-	-	2,375	169.74
Forfeited during the period/year	4,250	175.00	13,894	173.04	787	150.00
Expired during the period/year	2,625	175.00	5,806	173.04	8,077	171.38
Outstanding at the end of period/year	179,482	322.37	181,357	318.45	172,057	320.14
Exercisable at period/year end	15,750	214.13	7,250	210.00	51,075	345.79
Vested during the period/year	8,500	217.64	48,639	335.17	31,521	332.77
Weighted average grant date fair value per option for option granted during the period/year at less than fair value	5,000	415.00	29,000	524.95	37,500	417.00

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Dividend yield (%)	-	-	-	-	-	-
Expected volatility (%)*	0.00%	0.00%	76.65%	19.04%	26.95%	9.20%
Risk-free interest rate (%)	8.00%	8.00%	8.00%	8.70%	7.75%	8.45%
Weighted average share price (in □)	495.00	495.00	488.00	334.00	429.00	417.00
Exercise price (in □)	210-430	210-430	175-430	175-300	175-300	150-300

Details of options outstanding at the period end with the range of exercise price and weighted average remaining contractual life:

Employees entitled	No. of options	Vesting conditions	Contractual life of options (in years)
Directors of the Company (and its subsidiaries)	2,400	3 years' service from the grant date	0.58
Employees	200,178	3 years' service from the grant date	2.19

*Expected volatility has been determined using historical fluctuation in share issue prices of the Company.

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XXXIX- Restated summary statement of payment to auditors (excluding service tax)

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Statutory audit	1.38	2.75	2.30	2.30	2.10	1.90
Other engagement prescribed to be done by statutory	-	-	-	-	0.60	-
Other matters [including fee for Initial Public Offerings and interim audits ('IPO')] (refer footnote 3)	6.80	9.15	9.98	0.68	0.78	1.82
Out of pocket expenses	-	0.07	0.27	-	0.04	-
Total	**8.18**	**11.97**	**12.55**	**2.98**	**3.52**	**3.72**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.
3. Pending completion for IPO the same ar recorded under loans and advances

CL Educate Limited

Annexure XL- Restated summary statement of segment reporting

Primary segment

The company has identified two reportable business segments as primary segments: Education and training programme (including sale of study material) and Vocational training. The segment have been identified and reported taking into account the nature of products, the differing risks and returns, the organisation structure and the internal financial reporting systems.

(i) Education and training programme (including sale of study material) mainly include coaching for higher education entrances examination.

(ii) Vocational training includes specific projects undertaken (including government projects).

Financial information about the primary segments is given below:

<u>**For the period ended September 30, 2016**</u>

₹ in Million

Particulars	Education and training programme (including sale of study material)	Vocational Training	Total
Revenue			
External revenue	816.63	23.78	840.41
Total revenue	**816.63**	**23.78**	**840.41**
Results			
Segment results	171.41	(32.50)	138.91
Unallocated expenses			63.09
Operating profit			75.82
Finance costs			(23.36)
Other income including finance income	16.08	0.13	16.21
Unallocated other income			37.84
Profit before tax			**106.51**
Income taxes			(35.17)
Restated Net profit			**71.34**

<u>**As at September 30, 2016**</u>

₹ in Million

Segment assets	727.86	576.41	1,304.27
Unallocable assets			2,548.47
Total assets			**3,852.74**

Segment liabilities	469.27	255.69	724.96
Unallocable liabilities			434.34
Total liabilities			**1,159.30**

<u>**Other information**</u>

₹ in Million

Capital expenditure-allocable	27.20	-	27.20
Capital expenditure-unallocable	-	-	3.16
Depreciation and amortisation- allocable	16.36	2.98	19.34
Depreciation and amortisation-unallocable	-	-	3.93
Other significant non-cash expenses (net)-allocable	28.14	-	28.14
Other significant non-cash expenses (net)-unallocable	-	-	-

Secondary segment

The Company has identified Geographical Segment as Secondary Segment.

Financial information about the geographic segment is given below:

₹ in Million

Particulars	Within India	Overseas	Total
Segment revenue	811.22	29.19	840.41
Segment assets	3,818.82	33.92	3,852.74
Segment liabilities	1,149.57	9.73	1,159.30
Capital expenditures	30.36	-	30.36

CL Educate Limited
Annexure XL- Restated summary statement of segment reporting (contd.)

For the Year ended March 31, 2016

₹ in Million

Particulars	Education and training programme (including sale of study material)	Vocational Training	Total
Revenue			
External revenue	1282.59	360.96	1643.55
Total revenue	**1282.59**	**360.96**	**1643.55**
Results			
Segment results	181.54	(46.83)	134.71
Unallocated expenses			104.41
Operating profit			**30.30**
Finance costs			(51.82)
Other income including finance income	25.78	7.17	32.95
Unallocated other income			61.96
Profit before tax			**73.39**
Income taxes			(24.21)
Restated Net profit			**49.18**

As at March 31, 2016 **₹ in Million**

Segment assets	624.71	658.84	1,283.55
Unallocable assets			2,505.79
Total assets			**3,789.34**

Segment liabilities	382.15	309.60	691.75
Unallocable liabilities			484.29
Total liabilities			**1,176.04**

Other information **₹ in Million**

Capital expenditure-allocable	14.24	26.88	41.12
Capital expenditure-unallocable	-	-	3.81
Depreciation and amortisation- allocable	33.69	21.08	54.77
Depreciation and amortisation-unallocable	-	-	7.41
Other significant non-cash expenses (net)-allocable	52.28	10.04	62.32
Other significant non-cash expenses (net)-unallocable	-	-	1.39

Secondary segment

The Company has identified Geographical Segment as Secondary Segment.
Financial information about the geographic segment is given below:

₹ in Million

Particulars	Within India	Overseas	Total
Segment revenue	1,605.19	38.36	1,643.55
Segment assets	3,761.84	27.50	3,789.34
Segment liabilities	1,170.17	5.87	1,176.04
Capital expenditures	44.94	-	44.94

CL Educate Limited

Annexure XL- Restated summary statement of segment reporting (contd.)

For the Year ended March 31, 2015

₹ in Million

Particulars	Education and training programme (including sale of study material)	Vocational Training	Total
Revenue			
External revenue	1,183.14	313.13	1,496.27
Total revenue	**1,183.14**	**313.13**	**1,496.27**
Results			
Segment results	157.38	66.80	224.18
Unallocated expenses			141.37
Operating profit			**82.81**
Finance costs			(47.17)
Other income including finance income	17.93	-	17.93
Unallocated other income			44.27
Exceptional expenses			-
Profit before tax			**97.84**
Income taxes			(21.25)
Restated Net profit			**76.59**

As at March 31, 2015

₹ in Million

Segment assets	549.81	485.89	1,035.70
Unallocable assets	-	-	2,217.74
Total assets			**3,253.44**

Segment liabilities	336.22	149.61	485.83
Unallocable liabilities			356.70
Total liabilities			**842.53**

Other information

₹ in Million

Capital expenditure-allocable	39.11	35.35	74.46
Capital expenditure-unallocable	-	-	2.04
Depreciation and amortisation- allocable	28.78	11.21	39.98
Depreciation and amortisation-unallocable	-	-	10.88
Other significant non-cash expenses (net)-allocable	51.24	18.00	69.24
Other significant non-cash expenses (net)-unallocable	-	-	1.39

Secondary segment

The Company has identified Geographical Segment as Secondary Segment.

Financial information about the geographic segment is given below:

₹ in Million

Particulars	Within	Overseas	Total
Segment revenue	1,480.19	16.08	**1,496.27**
Segment assets	3,252.97	0.47	**3,253.44**
Segment liabilities	836.85	5.68	**842.53**
Capital expenditures	76.16	0.34	**76.50**

CL Educate Limited

Annexure XL- Restated summary statement of segment reporting (contd.)

For the Year ended March 31, 2014

₹ in Million

Particulars	Education and training programme (including sale of study material)	Vocational Training	Total
Revenue			
External revenue	1020.12	162.87	1182.99
Total revenue	**1020.12**	**162.87**	**1182.99**
Results			
Segment results	176.24	7.76	**184.00**
Unallocated expenses			149.87
Operating profit			34.13
Finance costs			(44.13)
Other income including finance income	19.54	-	19.54
Unallocated other income			44.89
Exceptional expenses			(15.49)
Profit before tax			**38.94**
Income taxes			(15.37)
Restated Net profit			**23.57**

As at March 31, 2014

₹ in Million

Segment assets	421.29	180.97	602.26
Unallocable assets			1236.62
Total assets			**1838.88**
Segment liabilities	214.64	81.54	296.18
Unallocable liabilities			377.94
Total liabilities			**674.12**

Other information

₹ in Million

Capital expenditure-allocable	5.24	0.53	**5.77**
Capital expenditure-unallocable			**7.26**
Depreciation and amortisation- allocable	7.25	0.72	**7.97**
Depreciation and amortisation-unallocable			**29.48**
Other significant non-cash expenses (net)-allocable	46.07	0.87	**46.94**
Other significant non-cash expenses (net)-unallocable			**1.79**

Secondary segment

The Company has identified Geographical Segment as Secondary Segment.
Financial information about the geographic segment is given below:

₹ in Million

Particulars	Within India	Overseas	Total
Segment revenue	1,182.99	-	**1,182.99**
Segment assets	1,816.42	22.46	**1,838.88**
Segment liabilities	673.85	0.27	**674.12**
Capital expenditures	12.87	0.16	**13.03**

CL Educate Limited

Annexure XL- Restated summary statement of segment reporting (contd.)

For the Year ended March 31, 2013

₹ in Million

Particulars	Education and training programme (including sale of study material)	Vocational Training	Total
Revenue			
External revenue	1007.64	146.11	1153.75
Total revenue	**1007.64**	**146.11**	**1153.75**
Results			
Segment results	232.82	58.64	**291.46**
Unallocated expenses			(331.09)
Operating profit			**(39.63)**
Finance Cost			(59.07)
Other income including finance income	34.43	-	34.43
Unallocated other income			167.05
Loss before tax			**102.78**
Total tax (expense)/benefit (net)			(35.35)
Restated Net loss			**67.43**

As at March 31, 2013

₹ in Million

Segment assets	500.47	136.74	637.21
Unallocable assets			1,145.73
Total assets			**1,782.94**

Segment liabilities	214.19	10.41	224.60
Unallocable liabilities			447.22
Total liabilities			**671.82**

Other information

₹ in Million

Capital expenditure-allocable	7.03	0.76	7.79
Capital expenditure-unallocable			7.51
Depreciation and amortisation- allocable	18.22	1.04	19.26
Depreciation and amortisation- allocable-unallocable			17.99
Other significant non-cash expenses (net)-allocable	27.17	0.61	27.78
Other significant non-cash expenses (net)-unallocable			20.18

Secondary segment

The Company has identified Geographical Segment as Secondary Segment.

Financial information about the geographic segment is given below:

₹ in Million

Particulars	Within India	Overseas	Total
Segment revenue	1,110.13	43.62	1,153.75
Segment assets	1,770.61	12.33	1,782.94
Segment liabilities	671.82	-	671.82
Capital expenditures	15.30	-	15.30

CL Educate Limited

Annexure XL- Restated summary statement of segment reporting (contd.)

For the Year ended March 31, 2012

₹ in Million

Particulars	Education and training programme (including sale of study material)	Vocational Training	Total
Revenue			
External revenue	830.26	70.67	900.93
Total revenue	**830.26**	**70.67**	**900.93**
Results			
Segment results	288.94	21.20	310.14
Unallocated expenses			285.55
Operating profit			24.59
Finance Cost			(40.61)
Other income including finance income	17.98	-	17.98
Unallocated other income			102.83
Exceptional expenses			(196.62)
Profit before tax			**(91.83)**
Total tax benefit (net)			**38.07**
Restated Net loss			**(53.76)**

As at March 31, 2012

₹ in Million

Segment assets	281.61	128.25	409.86
Unallocable assets			1,265.44
Total assets			**1,675.30**

Segment liabilities	164.84	-	164.84
Unallocable liabilities			614.01
Total liabilities			**778.85**

Other information

₹ in Million

Capital expenditure-allocable	120.00	-	**120.00**
Capital expenditure-unallocable	-	-	**22.11**
Depreciation and amortisation- allocable	9.49	-	**9.49**
Depreciation and amortisation-unallocable			**18.79**
Other significant non-cash expenses (net)-allocable	57.03	-	**57.03**
Other significant non-cash expenses (net)-unallocable			**103.99**

Secondary segment

The Company has identified Geographical Segment as Secondary Segment.
Financial information about the geographic segment is given below:

₹ in Million

Particulars	Within India	Overseas	Total
Segment revenue	855.56	45.37	**900.93**
Segment assets	1,630.96	44.34	**1,675.30**
Segment liabilities	778.85	-	**778.85**
Capital Expenditure	142.11	-	**142.11**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XLI Restated summary statement of leases

As lessee

The Company is a lessee under various operating leases for coaching centres across India. The lease terms of these premises range from 1 to 2 years and accordingly are short term leases. Total of future minimum lease payments under non-cancellable leases are as follows:

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Rental expense for operating leases	45.03	99.51	70.57	58.78	48.99	35.13

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Not later than one year	2.59	7.26	10.40	1.70	0.20	0.54
Later than one year but not later than 5 years	-	-	7.22	-	-	-
Later than 5 years	-	-	-	-	-	-
Total	**2.59**	**7.26**	**17.62**	**1.70**	**0.20**	**0.54**

As lessor

The Company has given a portion of its premises on cancellable operating lease to various franchisees. There are no non cancellable leases and hence disclosure relating to minimum lease receipts has not been provided. The total lease receipts recognized in Restated Summary Statement of Profit and Loss are as follows.

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Rental income for operating leases	1.12	1.13	1.53	0.29	0.60	0.80

Footnotes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

3. For assets given on operating lease refer annexure XVII.

CL Educate Limited

Annexure XLII-Restated summary statement of expenditure in foreign currency

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Travelling and conveyance	0.44	0.83	1.13	-	0.13	0.13
Bank charges	0.23	0.11	0.08	0.05	0.07	0.05
Franchise recurring payments	-	-	-	-	33.05	33.08
Rent	2.33	2.86	1.43	0.41	-	-
Salary and wages	1.19	2.58	1.56	2.20	-	-
Faculty Payment	2.81	0.95	10.60	-	-	-
Others	20.43	29.43	3.53	0.07	0.24	3.17
Total	**27.43**	**36.76**	**18.33**	**2.73**	**33.49**	**36.43**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XLIII- Restated summary statement of earnings in foreign currency

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Revenue from operations:						
- Test preparation training services	17.45	18.04	10.26	-	38.00	47.97
- Sale of study material	11.73	20.32	5.82	-	4.12	4.26
Other operating revenue						
- Start up fees from franchisee	-	-	-	-	1.49	-
Total	**29.18**	**38.36**	**16.08**	**-**	**43.61**	**52.23**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XLIV- Restated summary statement of un-hedged foreign currency exposure

The period/year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise as follows:

Receivables

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Trade receivables	51.84	39.33	26.66	14.24	12.71	14.51
Short term loans and advances (net of advance provided for)	44.83	62.04	8.58	12.40	11.75	49.21
Cash and bank balances	2.03	1.25	1.48	0.14	0.91	2.39

Receivables in original currency

In Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Trade receivables	AED 2.91	AED 2.19	AED 0.77	AED 0.77	AED 1.02	AED 1.02
			QAR 0.10	QAR 0.10	QAR 0.10	
Short term loans and advances (net of advance provided for)	SGD 0.02	SGD 0.17	SGD 0.17	SGD 0.26	SGD 0.27	SGD 0.23
	-	-	-	-	-	USD 0.76
	AED 0.22	AED 0.61	AED 0.04	AED 0.02	AED 0.00	-
Cash and bank balances	AED 0.11	AED 0.07	AED 0.09	AED 0.01	AED 0.06	AED 0.13
			-	-	-	USD 0.01

Payables

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Trade payable	2.01	2.49	-	-	-	3.87
Other current liability	7.72	3.52	0.69	-	-	-

Payable in original currency

In Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Trade payable	AED 0.11	AED 0.19	-	-	-	AED 0.27
Other current liability	AED 0.37	AED 0.14	AED 0.04	-	-	-

*Abbreviations: AED: United Arab Emirates Dirham, QAR: Qatari Rial, SGD: Singapore Dollar and USD: United States Dollar.

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.
3. The Company has not entered into any forward contracts to hedge its foreign currency exposures.

CL Educate Limited

Annexure XLV- Restated summary statement of disclosure relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006:

Disclosure relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006):

Particulars	**As at**					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
The principal amount and the interest due thereon remaining unpaid to any MSME supplier as at the end of each accounting year included in	-	-	-	-	-	-
Principal amount due to micro and small enterprises	-	-	-	-	-	-
Interest due on above	-	-	-	-	-	-
Total	-	-	-	-	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED ACT 2006 along with the amounts of the payment made to the supplier beyond appointed day during each accounting year.	-	-	-	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-	-	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expense under section 23 of the MSMED Act 2006.	-	-	-	-	-	-

Footnotes:

1. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited
Annexure XLVI- Restated summary statement of related party disclosure

(A) List of related parties with whom transactions have taken place:

Nature of relationship	Name of related party
Subsidiary companies (Including subsidiaries of subsidiaries)	i. Career Launcher USA Inc., USA (upto September 30, 2013) ii. Career Launcher Education Infrastructure and Services Ltd, India iii. CL Media Private Limited, India iv.Career Launcher Asia Educational Hub Pte Ltd, Singapore (upto December 4, 2013) v.Kestone Asia Educational Hub Pte Ltd, Singapore (from December 5, 2013) vi. Kestone Integrated Marketing Services Private Limited, India vii. Career Launcher Infrastructure Private Limited, India viii. CL Higher Education Services Private Limited, India (Upto March 31, 2015) ix. G K Publications Private limited, India (from October 1, 2012) x. Accendere Knowledge Management Services Private Limited (from September 7, 2015)
Enterprises in which key management personnel and their relatives are able to exercise significant influence	i. Career Launcher Education Foundation, India ii. Career Launcher Employee Welfare Society iii. Career Launcher Employee Group Gratuity Trust iv. Nalanda Foundation v. Bilakes Consulting Private Limited
Key Management Personnel	i. Mr. Satya Narayanan R ii. Mr. Gautam Puri iii. Mr. Nikhil Mahajan

CL Educate Limited
Annexure XLVI- Restated summary statement of related party disclosure (contd.)

(B) Details of related party transactions are as below:

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
1.Revenue from operations-Other operating revenue						
a. Business development and allied services						
- Career Launcher Education foundation	-	-	-	-	-	2.29
b. Licence fees						
- Career Launcher Education foundation	-	-	-	-	-	0.72
- CL Media Private Limited	-	-	-	-	-	15.00
	-	-	-	-	-	15.72
c. Royalty income						
- CL Media Private Limited	-	-	-	-	18.73	5.95
2. Other income						
a. Advertising Income						
- CL Media Private Limited	16.46	19.67	12.32	10.99	9.51	10.07
b. Infrastructure Fees						
- Career Launcher Education foundation	-	-	-	-	-	33.00
- Career Launcher Education Infrastructure and Services	1.05	1.38	1.38	1.38	1.38	1.38
- CL Media Private Limited	3.00	6.00	0.90	-	-	-
	4.05	**7.38**	**2.28**	**1.38**	**1.38**	**34.38**
c. Interest on loans and advances						
- Career Launcher Education Foundation	3.85	7.69	7.66	9.67	7.47	25.48
- Kestone Integrated Marketing Services Private limited	-	-	-	-	0.11	0.43
- Career Launcher USA Ltd.	-	-	-	0.08	-	-
- Career Launcher Education Infrastructure and Services Limited	-	-	1.14	0.22	-	-
- Career Launcher Higher Education Services Private	-	-	0.02	0.01	-	0.16
- CL Media Private Limited	0.93	5.54	0.45	-	5.90	5.97
-Career Launcher Asia Educational Hub Pte. Ltd	0.47	1.25	1.20	1.38	1.28	1.05
- G K Publications Private Limited	0.79	1.95	2.75	1.77	0.52	-
- Nalanda Foundation	3.64	4.91	0.01	-	-	-
	9.68	**21.34**	**13.23**	**13.13**	**15.28**	**33.09**
d. Miscellaneous Income Rent income-others						
- Career Launcher Education Infrastructure and Services	-	-	0.18	0.18	0.18	0.12
e. Miscellaneous income-Soft skill fee						
- Kestone Integrated Marketing Services Private limited	-	-	-	-	0.12	-
3. Purchase of traded goods						
- G.K. Publications Private Limited	3.16	14.21	11.90	6.46	0.24	-
- CL Media Private Limited	54.47	108.96	113.98	94.64	89.94	20.80
	57.63	**123.17**	**125.88**	**101.10**	**90.18**	**20.80**

CL Educate Limited
Annexure XLVI- Restated summary statement of related party disclosure (contd.)

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
4. Cost of services						
a. Material development and printing expenses						
- CL Media Private Limited	2.43	9.48	20.56	2.40	2.40	2.40
- Kestone Integrated Marketing Services Private Limited	-	0.40	-	-	-	-
	2.43	**9.88**	**20.56**	**2.40**	**2.40**	**2.40**
b. Equipment hiring charges						
- Kestone Integrated Marketing Services Private Limited	7.57	76.95	27.42	25.27	7.67	-
c. Mobilisation expenses						
- Kestone Integrated Marketing Services Private Limited	-	12.74	5.37	-	-	-
5. Other expenses						
a. Marketing research expenses						
- Kestone Integrated Marketing Services Private Limited	0.55	1.27	5.28	0.60	-	-
	0.55	**1.27**	**5.28**	**0.60**	**-**	**-**
b. Legal and professional charges						
- Kestone Integrated Marketing Services Private Limited	-	0.09	0.79	0.37	0.08	-
c. Business promotion expenses						
- Kestone Integrated Marketing Services Private Limited	-	-	-	-	0.28	-
d. Recruitment, training and development expenses						
- Kestone Integrated Marketing Services Private Limited	-	0.20	-	-	-	-
- Career Launcher Education Foundation	-	-	-	-	0.17	-
e. Marketing research expenses						
- Career Launcher Education Foundation	-	-	-	2.20	2.04	-
f. Royalty Expenses						
- CL Media Private Limited	-	-	-	-	-	0.58
g. Miscellaneous expense						
- CL Media Private Limited	-	-	-	-	0.02	-
- Kestone Integrated Marketing Services Private Limited	-	-	-	-	2.27	-
- Career Launcher Education Foundation	-	-	-	-	0.32	-
h. Balances written off						
- CLEF- AP	-	-	-	-	-	0.04
6. Employee benefits expense						
a. Managerial remuneration*						
- Mr. Gautam Puri	3.22	6.81	8.84	5.61	5.10	5.05
- Mr. Satya Narayanan R.	3.22	6.81	8.84	5.61	5.10	5.05
- Mr. Nikhil Mahajan	3.23	6.79	8.67	5.46	4.95	4.91
	9.67	**20.41**	**26.35**	**16.68**	**15.15**	**15.01**

*Does not include provision for incremental gratuity and leave encashment liabilities, since the provisions are based on actuarial valuation for the Company as a whole.

CL Educate Limited

Annexure XLVI- Restated summary statement of related party disclosure (contd.)

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
7. Reimbursement of expense from related parties						
- Career Launcher Education Infrastructure and Services Limited	3.17	5.15	0.14	0.39	0.90	0.56
- Career Launcher Education Foundation	-	-	-	-	-	12.46
- Nalanda Foundation	-	-	0.70	-	-	0.01
- Kestone Integrated Marketing Services Private Limited	5.81	9.84	0.84	-	0.08	0.33
- Career Launcher Infrastructure Private Limited	-	-	-	-	0.01	-
- G K Publications Private Limited	0.33	0.16	0.08	0.16	1.64	-
'- CL Media Private Limited	6.29	11.08	0.08	-	-	-
	15.60	**26.23**	**1.84**	**0.55**	**2.63**	**13.36**
8. Reimbursement of expense to related parties						
- Kestone Integrated Marketing Services Private Limited	-	-	-	-	0.07	0.46
- CL Media Private Limited	-	-	0.06	-	1.34	0.37
- Career Launcher Education Infrastructure and Services Limited	-	-	-	0.04	0.03	0.01
-Career Launcher Asia Educational Hub Pte. Ltd	-	-	-	-	-	0.09
'- Career Launcher Infrastructure Private Limited	0.36	0.70	-	-	-	-
	0.36	**0.70**	**0.06**	**0.04**	**1.44**	**0.93**
9. Amount received on behalf of related parties						
- CL Media Private Limited	-	-	-	0.01	0.22	-
10. Amount Paid on behalf of related parties						
- CL Media Private Limited	-	-	-	0.52	0.11	-
-Career Launcher Education Foundation	-	-	-	0.01	-	-
- Kestone Integrated Marketing Services Private Limited	-	-	-	0.20	-	-
	-	**-**	**-**	**0.73**	**0.11**	**-**
11. Amount paid by related party for purchase of fixed assets						
- Kestone Integrated Marketing Services Private Limited	-	0.17	-	-	-	-
12. Advance given for services						
- Bilakes Consulting Private Limited	-	9.55	-	-	-	-
11. Loan taken from related party						
- Career Launcher Employee Welfare Society	-	-	-	-	1.25	-
12. Loans given to related party						
- Career Launcher Education Infrastructure and Services	-	-	21.60	-	2.59	-
- Career Launcher Education Foundation	0.11	0.01	0.56	0.72	14.40	21.54
- CL Higher Education Services Private Limited	-	-	0.10	0.12	-	2.65
- Career Launcher USA Inc.	-	-	-	-	0.16	-
- Kestone Integrated Marketing Services Private Limited	-	-	-	-	-	23.00
- Kestone Asia Educational Hub Pte. Ltd. (formerly known as Career Launcher Asia Educational Hub Pte. Ltd)	-	-	-	0.22	0.11	-
- G K Publications Private Limited	-	-	-	17.90	9.40	-
- CL Media Private Limited	7.50	31.84	41.58	-	-	7.15
- Nalanda Foundation	12.37	17.27	24.76	-	-	-
	19.98	**49.12**	**88.60**	**18.96**	**26.66**	**54.34**

CL Educate Limited
Annexure XLVI- Restated summary statement of related party disclosure (contd.)

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
13. Conversion of interest into loan						
- G K Publications Private Limited	0.72	1.76	2.48	2.06	-	-
- Nalanda Foundation	3.28	4.42	0.01	-	-	-
- CL Media Private Limited	0.83	4.98	0.40	-	-	-
	4.83	**11.16**	**2.89**	**2.06**	**-**	**-**
14. Conversion of receivable for fixed assets/services into loan						
- Career Launcher Education Infrastructure and Services	-	-	0.43	-	-	-
- G K Publications Private Limited	-	-	-	5.00	-	-
- Career Launcher Education Foundation	-	-	-	0.98	-	4.94
	-	**-**	**0.43**	**5.98**	**-**	**4.94**
15. Repayment of loan given						
- Kestone Integrated Marketing Services Private Limited	-	-	-	-	0.98	23.00
- G K Publications Private Limited	-	5.10	8.85	13.71	-	-
- CL Media Private Limited	0.12	56.48	11.50	-	47.76	0.06
- Career Launcher Education Foundation	-	-	-	-	0.28	4.00
- CL Higher Education Services Private Limited	-	-	-	-	2.65	-
- CLEF – AP	-	-	-	-	0.86	-
- Career Launcher Education Infrastructure and Services	-	-	22.03	2.16	-	-
- Nalanda Foundation	-	-	-	-	1.72	-
- Kestone Asia Educational Hub Pte. Ltd. (formally known as Career Launcher Asia Educational Hub Pte. Ltd)*	7.87	-	-	-	-	-
	7.99	**61.58**	**42.38**	**15.87**	**54.25**	**27.06**
16. Loans balances given adjusted/written off						
- Career Launcher Education Foundation	-	-	-	15.49	114.25	-
- Kestone Asia Educational Hub Pte. Ltd. (formally known as Career Launcher Asia Educational Hub Pte. Ltd)	-	-	-	1.28	-	-
- CL Higher Education Services Private Limited	-	-	0.33	-	-	-
	-	**-**	**0.33**	**16.77**	**114.25**	**-**
17. Investment written off						
- CL Higher Education Services Private Limited		0.07	-	-	-	-
18. Repayment of loan taken						
- Career Launcher Employee Welfare Society	-	-	-	0.89	-	-
19. Purchase of assets from related party						
CL Media Private Limited						
- Content purchased	3.60	4.03	2.40	2.40	2.40	2.40
- Intellectual property rights	-	-	-	0.41	-	-
- CAT Online Module purchased	-	-	-	-	1.83	-
- Assets purchased by subsidiary on our behalf and transferred	-	-	-	-	1.52	-
Career Launcher Education Foundation	-	-	-	-	-	0.28
G K Publications Private Limited						
- Intellectual property rights	-	-	-	-	5.00	-
Accendere Knowledge Management Services Private Limited						
- Intellectual property rights	2.54	-	-	-	-	-
	6.14	**4.03**	**2.40**	**2.81**	**10.75**	**2.68**

CL Educate Limited

Annexure XLVI- Restated summary statement of related party disclosure (contd.)

₹ in Million

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
20. Liability transferred from						
- Career Launcher Education Infrastructure and Services Limited	-	0.10	-	-	-	-
- Nalanda Foundation	-	0.38	-	-	-	-
21. Liability transferred to						
- Career Launcher Education Infrastructure and Services Limited	-	0.01	-	-	-	-
22. Shares issued during the year						
- Bilakes Consulting Private Limited	-	47.07	-	-	-	-
23. Sale of investment to related party						
- Kestone Integrated Marketing Services Private Limited	-	-	-	0.67	-	-
24. Sale of assets to related party						
- Career Launcher Infrastructure Private Limited	-	-	-	-	0.73	0.89
25. Purchase of additional shares in subsidiary company from						
- Bilakes Consulting Private Limited	-	56.07	-	-	-	-
26. Purchase of investment						
- Career Launcher Education Infrastructure and Services Limited	-	-	1,072.78	13.50	5.99	-
- G K Publications Private Limited	-	-	-	34.41	-	-
- Career Launcher Higher Education Services Limited	-	-	-	-	-	0.07
- Accendere Knowledge Management Services Private Limited	-	-	-	-	-	-
	-	**-**	**1,072.78**	**47.91**	**5.99**	**0.07**
27. Share application pending for allotment						
- Career Launcher Education Infrastructure and Services	-	-	-	-	13.50	-
28. Exceptional expenses						
Balances written- off/provided for of related parties balances:						
a) Career Launcher Education Foundation						
- Provision for doubtful advances	-	-	-	-	-	112.88
- Loans and advances written off	-	-	-	15.49	-	60.70
Total A	**-**	**-**	**-**	**15.49**	**-**	**173.58**
b) Career Launcher USA Inc.						
- Provision for doubtful advances	-	-	-	-	-	21.10
- Provision for doubtful Receivables	-	-	-	-	-	1.56
- Provision for Impairment of investments	-	-	-	-	-	0.38
Total B	**-**	**-**	**-**	**-**	**-**	**23.04**
Total (A+B)	**-**	**-**	**-**	**15.49**	**-**	**196.62**

CL Educate Limited

Annexure XLVI- Restated summary statement of related party disclosure (contd.)

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
(C) Balance outstanding with or from related parties as at:						
1. Long term loans and advances						
Gratuity trust balance						
- Career Launcher Employee Group Gratuity Trust	-	-	0.02	0.02	0.01	0.01
Share application money given and pending allotment						
- Career Launcher Education Infrastructure and Services Limited	-	-	-	13.50	-	-
2. Trade receivables						
- CL Media Private Limited	6.92	6.92	6.92	-	-	60.76
3. Short-term loans and advances						
a. Loans and advances						
- Career Launcher USA Inc.	-	-	-	-	38.39	38.23
- Kestone Asia Educational Hub Pte. Ltd. (formally known as Career Launcher Asia Educational Hub Pte. Ltd)	0.88	8.57	7.96	8.30	9.36	8.71
- Kestone Integrated Marketing Services Private Limited	-	-	-	-	-	0.98
- CL Media Private Limited	19.04	10.82	30.48	-	-	47.76
- Career Launcher Education Foundation	53.01	52.90	52.89	52.32	66.12	166.25
- GK Publications Private Limited	11.65	10.93	14.28	20.65	9.40	-
- Career Launcher Education Infrastructure and Services Limited	-	-	-	0.43	2.59	-
- Nalanda Foundation	62.10	46.46	24.76	-	-	1.72
- CLEF AP	-	-	-	-	-	0.86
- CL Higher Education Services Private Limited	-	-	-	0.12	-	2.65
	146.68	**129.68**	**130.37**	**81.82**	**125.86**	**267.16**
b. Receivables on account of transfer of fixed assets						
- Career Launcher Infrastructure Private Limited	0.32	1.39	1.39	1.62	1.62	0.89
- GK Publications Private Limited	-	-	-	-	5.00	5.00
	0.32	**1.39**	**1.39**	**1.62**	**6.62**	**5.89**
c. Other dues from related parties:						
- Career Launcher USA Inc.	-	-	-	-	1.56	1.56
- Career Launcher Education Infrastructure and Services	3.76	7.12	0.14	-	0.23	-
- GK Publications Private Limited	0.72	0.40	0.24	0.16	-	2.68
- CL Media Private Limited	66.49	38.46	0.08	-	-	0.11
- Kestone Asia Educational Hub Pte. Ltd. (formally known as Career Launcher Asia Educational Hub Pte. Ltd)	-	-	-	-	-	-
- Career Launcher Education Foundation	-	-	-	-	-	-
- Kestone Integrated Marketing Services Private Limited	15.52	10.68	0.84	-	-	-
- Nalanda Foundation	1.08	1.08	0.70	-	-	0.01
- CLEF AP	-	-	-	-	-	-
- Career Launcher Infrastructure Private Limited	-	-	-	-	-	-
- Bilakes Consulting Private Limited	9.55	9.55	-	-	-	-
	97.12	**67.29**	**2.00**	**0.16**	**1.79**	**4.36**

CL Educate Limited

Annexure XLVI- Restated summary statement of related party disclosure (contd.)

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
4. Other current assets						
a. Interest accrued on loans and advances						
- GK Publications Private Limited	-	-	-	-	0.47	-
- CL Media Private Limited	11.86	11.86	11.86	11.86	11.87	5.98
- Kestone Asia Educational Hub Pte. Ltd. (formally known as Career Launcher Asia Educational Hub Pte. Ltd)	6.63	6.16	4.91	3.71	2.33	1.05
- Career Launcher Education Foundation	28.87	25.02	17.33	9.67	-	-
- Career Launcher Education Infrastructure and Services	0.22	0.22	0.22	0.22	-	-
- CL Higher Education Services Private Limited	0.03	0.03	0.03	0.01	-	-
- Kestone Integrated Marketing Services Private Limited	-	-	-	-	-	0.79
	47.61	**43.29**	**34.35**	**25.47**	**14.67**	**7.82**
b. ESOP expenses to be recovered from subsidiary						
- Career Launcher Education Infrastructure and Services Limited	26.12	18.74	22.84	-	-	-
5. Provisions for dimunition in value of investments						
- Career Launcher Higher Education Services Private Limited	-	-	0.07	0.07	0.07	-
- Career Launcher USA Inc.	-	-	-	-	-	0.38
	-	**-**	**0.07**	**0.07**	**0.07**	**0.38**
6. Provision for doubtful loans and advances						
- Career Launcher USA Inc.	-	-	-	-	38.39	21.10
- Career Launcher Education Foundation	-	-	-	-	-	130.01
- Kestone Asia Educational Hub Pte. Ltd. (formally known as Career Launcher Asia Educational Hub Pte. Ltd)	0.88	1.40	1.40	1.40	1.40	-
	0.88	**1.40**	**1.40**	**1.40**	**39.79**	**151.11**
7. Provision for other receivables						
- Career Launcher USA Inc.	-	-	-	-	1.56	1.56
8. Trade payable						
- CL Media Private Limited	202.81	161.53	78.23	61.21	13.37	29.77
- GK Publications Private Limited	30.64	27.74	13.54	2.99	0.24	-
- Kestone Integrated Marketing Services Private Limited	146.64	142.20	66.74	34.38	7.02	1.11
	380.09	**331.47**	**158.51**	**98.58**	**20.63**	**30.88**
9. Other current liabilities						
a. Payable for expenses						
- CL Media Private Limited	-	-	-	0.27	-	0.37
- Kestone Integrated Marketing Services Private Limited	-	0.39	0.39	-	-	-
- Career Launcher Education Foundation	-	-	-	-	-	-
- Career Launcher Infrastructure Private Limited	0.52	0.22	-	-	-	-
	0.52	**0.61**	**0.39**	**0.27**	**-**	**0.37**
b. Employee related payables						
- Mr.Gautam Puri	3.13	3.10	2.77	0.51	0.46	-
- Mr. Satya Narayanan R	3.13	3.21	2.77	0.51	0.25	-
- Mr. Nikhil Mahajan	3.77	3.25	2.76	0.51	0.60	-
	10.03	**9.56**	**8.30**	**1.53**	**1.31**	**-**

CL Educate Limited

Annexure XLVI- Restated summary statement of related party disclosure (contd.)

₹ in Million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
c. Payable for Fixed assets						
- Kestone Integrated Marketing Services Private Limited	1.18	1.18	1.01	-	-	-
d. Payable for Investments						
- Bilakes Consulting Private Limited	1.51	1.51	-	-	-	-
7. Short term borrowings						
- Career Launcher Employee Welfare Society	-	-	-	-	0.89	-
8. Guarantees given on behalf of:						
G.K. Publication Private Limited (Gaurantee of loan given by directors to the Company)	-	-	-	-	10.75	36.92
Kestone Integrated Marketing Services Private Limited (Guarantee for loan taken by the related party)	115.00	95.00	75.00	50.00	65.00	55.00
CL Media Private Limited (Guarantee to bank for loan taken by the Company)	-	-	-	25.00	25.00	-
Career Launcher Infrastructure Private Limited (Guarantee for loan taken by the related party)	280.00	280.00	280.00	280.00	280.00	215.00
- Career Launcher Education Infrastructure and Services Limited (Guarantee for loan taken by the related party)	11.50	11.50	-	-	-	-
Total	**406.50**	**386.50**	**355.00**	**355.00**	**380.75**	**306.92**
9. Guarantees given to Company by:						
Bilakes Consulting Private Limited (Guarantee against loans given to Career Launcher Education Foundation)	45.76	45.76	45.76	45.76	-	-
Total	**45.76**	**45.76**	**45.76**	**45.76**	**-**	**-**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited

Annexure XLVII- Restated summary statement of earnings per equity share

The calculation of earnings per Share (EPS) has been made in accordance with Accounting Standard (AS) -20.
A statement on calculation of Basic and Diluted EPS is as under.

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Profit/(Loss) after tax	71.34	49.18	76.59	23.57	67.43	(53.76)
Add: Exceptional expenses	-	-	-	15.49	-	196.62
Profit after tax but before exceptional expenses	71.34	49.18	76.59	39.06	67.43	142.86
Weighted average numbers of equity shares	11,939,588	11,802,697	10,708,949	9,417,810	9,393,087	8,777,076
Add: Dilutive potential equity shares (Refer footnote 1)	80,040	70,372	161,790	304,946	311,050	774,989
Number of equity shares for dilutive EPS	12,019,628	11,873,069	10,870,739	9,722,756	9,704,137	9,552,065
Basic earnings per share before exceptional expenses	5.98	4.17	7.15	4.15	7.18	16.28
Diluted earnings per share before exceptional expenses	5.94	4.14	7.05	4.02	6.95	14.96
Basic earnings per share after exceptional expenses	5.98	4.17	7.15	2.50	7.18	(6.13)
Diluted earnings per share after exceptional expenses	5.94	4.14	7.05	2.42	6.95	(5.63)

Footnotes:

1. Following are the potential equity shares considered to be dilutive in nature, hence these have been adjusted to arrive at the dilutive earnings per share:

In numbers

Particulars	For the period/year ending					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Weighted average number of shares						
Employee stock option outstanding (Refer footnote a)	80,040	70,372	88,301	46,166	75,756	28,365
Class-II shares-CCPS (Refer footnote b)	-	-	60,415	193,433	193,433	-
Class-III shares-OCPS (Refer footnote b)	-	-	13,074	41,861	41,861	-
Class-IV shares-CCPS (Refer footnote c)	-	-	-	-	-	699,208
Shares to be issued to Rakesh Mittal and Poonam Mittal (Refer footnote c)	-	-	-	23,486	-	47,416
	80,040	**70,372**	**161,790**	**304,946**	**311,050**	**774,989**

Note:

a. The Company has Employee Stock Option Plan outstanding as on balance sheet date and shares which are outstanding and will be issued at a consideration lower than its fair value. Such equity shares generate lesser proceeds and have no effect on the net profit attributable to equity shares outstanding. Therefore, value of such differential (fair value per share less exercise price per share) in respect of ESOP outstanding are considered dilutive and equalised number of ESOP outstanding derived by dividing such differential value with fair value per share is added to the number of equity shares outstanding in the computation of diluted earnings per share.

b. The Company had committed to issue equity shares of CL Educate Limited to GPE (India) Limited on conversion of Class- II shares-CCPS and Gaja Trustee Company Private Limited for Class- III shares-OCPS as per terms mentioned in footnote D of annexure V. The conversion price 1 and 2 as mentioned in footnote D of annexure 5 of the financial statements has elapsed. Shareholders have right to seek the conversion of these shares at a price per equity shares of ₹ 425 each as stipulated in conversion price 3. Hence, number of shares are determined as of the reporting date, therefore, such shares are considered as dilutive and are added to the number of equity shares outstanding in the computation of diluted earnings per share.

c.The Company has committed to issue equity shares of CL Educate Limited to the promoters of G. K. Publication Private Limited for purchase of first and third and last tranche of equity share of G. K. Publication Private Limited (refer footnote 5 of annexure XVII). As the numbers of shares and share price for such issue is determined as of the reporting date, the impact of the same as potential equity share for calculation of diluted earnings per share has been taken.

2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

CL Educate Limited..

Annexure XLVIII-Restated summary statement of exceptional expenses

₹ in Million

Particulars	**For the period/year ending**					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Balances written off of related party balances						
i. Career Launcher Education Foundation (Refer annexure XLVI)						
- Provision for doubtful advances	-	-	-	-	-	112.88
- Loans and advances written off	-	-	-	15.49	-	60.70
Total (A)	**-**	**-**	**-**	**15.49**	**-**	**173.58**
ii. Career Launcher USA Inc. (refer annexure XLVI)						
- Provision for doubtful advances	-	-	-	-	-	21.10
- Provision for doubtful Receivables	-	-	-	-	-	1.56
- Provision for Impairment of investments	-	-	-	-	-	0.38
Total (B)	**-**	**-**	**-**	**-**	**-**	**23.04**
Total (A+B)	**-**	**-**	**-**	**15.49**	**-**	**196.62**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilities, profit and loss and cash flow.

3. For the year ending March 31, 2014

During the year, the Company has written off balances due in the nature of short terms loans and advances ('referred as balances') recoverable from Career Launcher Education Foundation, enterprise in which key management personnel and their relatives are able to exercise significant influence, to the extent such loans and loans were not considered recoverable.

4. For the year ending March 31, 2012

a. During the year, the Company had created provision and written off balances due in the nature of short terms loans and advances ('referred as balances') recoverable from Career Launcher Education Foundation (enterprises in which key management personnel and their relatives are able to exercise significant influence) as the loans and advances were considered unrecoverable on account of inability of Career Launcher Education Foundation to repay.

The evaluation of provision involves usage of assumptions and significant judgments based on valuation methodologies/judgements, which mainly included discontinuation of affiliation by Pondicherry University of college run by Career Launcher Education Foundation. Keeping the attendant circumstances in view, the management believes it is prudent to impair these balances.

Impairment of the balances have been done by way provisions and write offs. Write offs have been done for the portion of balances which are considered fully unrecoverable and provisions have been made for the portion for which the management believes that the amount shall be more likely than not be unrecovered.

CL Educate Limited..

Annexure XLIX - Restated summary statement of accounting ratios

₹ in million (except per share data in ₹)

Particulars		For the period/year ended					
		30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Basic earnings per share after exceptional item (₹) (refer note 2 (a) below)	A/B	5.98	4.17	7.15	2.50	7.18	(6.13)
Diluted earnings per share after exceptional item (₹) (refer note 2 (b) below)	A/F	5.94	4.14	7.05	2.42	6.95	(5.63)
Restated profit/(loss) available for equity shareholders	A	71.34	49.18	76.59	23.57	67.43	(53.76)
Weighted average number of equity shares for basic earnings per share (refer note 3 and 5 below)	B	11,939,588	11,802,697	10,708,949	9,417,810	9,393,087	8,777,076
Add: Potential equity shares on conversion of preference shares	C	-	-	73,489	235,294	235,294	699,208
Add: Potential equity shares on issue of ESOPs	D	80,040	70,372	88,301	46,166	75,756	28,365
Add: Potential equity shares to be issued for consideration other than cash	E	-	-	-	23,486	-	47,416
Weighted average number of shares for diluted earnings per share	F= B+C+D+E	12,019,628	11,873,069	10,870,739	9,722,756	9,704,137	9,552,065
Net-worth at the end of the year	G	2,675.55	2,597.90	2,393.04	1,132.85	1,108.43	899.68
Total number of equity shares outstanding at the end of the year	H	11,939,588	11,939,588	11,645,155	9,417,810	9,417,810	9,334,706
Return on net-worth (refer note 2 (c) below)	A/G*100	2.67%	1.89%	3.20%	2.08%	6.08%	-5.98%
Net asset value per equity share (₹) (refer note 2 (d) below)	G/H	224.09	217.59	205.50	120.29	117.70	96.38

1. Net-worth as at:

Particulars	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Equity share capital	119.40	119.40	116.45	99.18	99.18	93.35
Reserves and surplus	2556.15	2478.5	2,276.59	1,033.67	1,009.25	806.33
Net-worth	**2,675.55**	**2,597.90**	**2,393.04**	**1,132.85**	**1,108.43**	**899.68**

Notes:

2.The ratios have been computed as below:

(a) Basic earnings per share (₹)

$$\frac{\text{Net profit after tax (as restated) attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the period/year}}$$

(b) Diluted earnings per share (₹)

$$\frac{\text{Net profit after tax (as restated) attributable to equity shareholders}}{\text{Weighted average number of dilutive equity shares outstanding during the period/year}}$$

(c) Return on net worth (%)

$$\frac{\text{Net profit after tax after preference dividend and related tax thereon (as restated)}}{\text{Net worth at the end of the period/year}}$$

(d) Net assets value per equity share

$$\frac{\text{Net Worth at the end of the period/year}}{\text{Total number of equity shares outstanding at the end of the period/year}}$$

3. Weighted average number of equity shares are the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

4.Net worth for ratios mentioned in note 2(c) and 2(d) represents sum of equity share capital and reserves and surplus. Refer annexure VI for components of reserve and surplus.

5.Earnings per share calculations are in accordance with AS 20 - "Earnings per share", [notified under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.

6.Considering that the Company has incurred losses during the year ended March 31, 2012, the conversion of CCPS and issue of ESOPs would decrease the loss per share for the year ended March 31, 2012 and hence, it has been ignored for the purpose of calculation of diluted EPS.

7.The figures disclosed above are based on the restated unconsolidated summary statements of the Company.

8. The above statement should be read with the annexures to the restated unconsolidated summary statements of assets and liabilities, profit and loss and cash flows as appearing in Annexure IV.

CL Educate Limited

Annexure L - Restated summary statement of tax shelters

₹ in million

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Restated profit before tax	106.51	73.39	97.84	38.94	102.78	(91.83)
Marginal tax rate (in %)	33.06%	33.06%	33.06%	32.45%	32.45%	32.45%
Tax expense at marginal rate	35.22	24.26	32.35	12.63	33.35	(29.79)
Adjustments :						
Permanent differences						
Interest/provision on TDS	-	-	1.27	0.03	0.78	-
Donation	-	-	0.01	0.06	0.14	0.30
ESOP	-	-	7.02	0.85	3.44	-
Provision for doubtful advances	-	-	-	1.49	-	(10.56)
Share issue expenses	-	-	2.65	-	5.88	1.96
Total (A)	**-**	**-**	**10.95**	**2.43**	**10.24**	**(8.30)**
Timing differences						
Difference in depreciation	(0.15)	(0.18)	(0.45)	0.46	(6.45)	(2.38)
Reversal of provision for investment	-	-	-	(0.38)	-	-
Brought forward losses	-	-	(33.57)	-	6.74	(8.83)
Expense disallowed previous year now being allowed as TDS is paid now	-	-	(10.50)	5.91	(4.34)	(6.00)
Total (B)	**(0.15)**	**(0.18)**	**(44.52)**	**5.99**	**(4.05)**	**(17.21)**
Total adjustments (A+B)	**(0.15)**	**(0.18)**	**(33.56)**	**8.42**	**6.19**	**(25.51)**
Income under business profession	(0.05)	(0.06)	(11.10)	2.73	2.01	(8.28)

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilites, profit and loss and cash flow.

CL Educate Limited

Annexure LI - Restated summary statement of capitalisation

₹ in Million

Particulars	30-Sep-16	Post Issue (refer footnote 3)
Debt:		
Long-term Borrowings	45.54	[•]
Short-term Borrowings	252.67	[•]
Current maturities of long term borrowing (Refer annexure XIII)	25.83	[•]
Total Debt (A)	**324.04**	**[•]**
Shareholders Fund:		
Equity shares	119.40	[•]
Reserves and Surplus	2,556.15	[•]
Total Shareholders Fund (B)	**2,675.55**	**[•]**
Total Debt / Shareholders Fund (A/B)	**0.12**	**[•]**

Footnotes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated summary statement of assets and liabilites, profit and loss and cash flow.
3. Will be updated at the time of prospectus.
4. Subsequent to September 30, 2016, there has been changes in the capital structure of the Company as detailed in footnote (9) to the Annexure V.

Report of the Independent Auditors on the Restated Consolidated Summary Financial Statements

To,
The Board of Directors
CL Educate Limited
A-41, Espire Building
Mohan Cooperative Industrial Area,
New Delhi - 110044
India

Dear Sirs,

1. We have examined the restated consolidated financial information of CL Educate Limited ("the Company"), along with its subsidiaries, (hereinafter collectedly referred to as 'the group') for the purpose of its inclusion in the Red Herring Prospectus ("RHP") and Prospectus prepared by the Company in connection with its proposed Initial Public Offering ("IPO"). Such restated consolidated financial information comprises of (A) Financial Information as per Restated Consolidated Summary Financial Statements and (B) Other Financial Information, which have been approved by the Board of Directors of the Company and prepared in accordance with the requirements of:

   a) section 26(1)(b) of the Companies Act, 2013 ("the Act") read with Rule 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014; and

   b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI Regulations").

2. We have examined such financial information with regard to:

   a) the terms of reference agreed with the Company vide engagement letter dated February 1, 2016 and addendum dated October 26, 2016 to the engagement letter relating to work to be performed on such restated consolidated financial information, proposed to be included in the RHP and Prospectus of the Company in connection with its proposed IPO; and

   b) the Guidance Note (Revised) on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India.

3. The restated consolidated summary financial statements have been prepared by the management from the audited consolidated financial statements of the Group as at and for six months period ended September 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012, prepared in accordance with accounting principles generally accepted in India at the relevant time and approved by the Company in its board meetings held on November 21, 2016, July 28, 2016, June 23, 2015, September 5, 2014, September 28, 2013 and January 24, 2013 respectively.

4. For the purpose of our examination of the restated consolidated summary financial statements we have relied on:

   a) the audited consolidated financial statements of the Group as at and for six months period ended September 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012 prepared in accordance with accounting principles generally accepted in India at the relevant time and approved by the Company in its board meetings held on November 21, 2016, July 28, 2016, June 23, 2015, September 5, 2014, September 28, 2013 and January 24, 2013 respectively and which have been audited by us;

b) As reported in our Independent Auditors' Report on the consolidated financial statements referred to in (a) above, we did not audit the financial statements of certain subsidiaries as at and for six months period ended September 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012. The financial statements for these subsidiaries have been audited by other auditors, whose reports have been furnished to us, and our opinion on the consolidated financial statements in so far as it relates to the affairs of such subsidiaries is based solely on these reports. The Group's share of total assets, total revenue (excluding other income), total profit/(loss), net cash flow pertaining to these entities for the six months period ended September 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012 in the consolidation financial statement is as under:

(₹ in Millions)

Year ended	**Number of entities**	**Total assets**	**Total revenue**	**Total profit/(loss)**	**Net cash inflow/(outflow)**
September 30, 2016	2	7.51	13.42	(3.99)	(0.16)
March 31, 2016	2	5.86	13.04	(7.35)	2.61
March 31, 2015	1	0.19	0.00	0.22	0.07
March 31, 2014	1	0.32	2.49	2.26	0.00
March 31, 2013	2	3.61	3.21	1.90	0.09
March 31, 2012	3	127.34	107.82	(15.25)	2.43

5. **Financial Information**

The financial information referred to above, relating to assets and liabilities, profits and losses, and cash flows of the Group is contained in the following annexure to this report (collectively referred to as the "Restated Consolidated Summary Financial Statements"):

a) **Annexure I** containing the "Restated Consolidated Summary Statement of Assets and Liabilities" as at September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012.

b) **Annexure II** containing the "Restated Consolidated Summary Statement of Profit and Loss" for the six months period ended September 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012.

c) **Annexure III** containing the "Restated Consolidated Summary Statement of Cash Flows" for the six months period ended September 30, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012.

d) **Annexure IV** containing the Statement of Significant Accounting Policies.

e) **Annexure V to XXXII and XLVII** containing the Annexure to Restated Consolidated Summary Financial Statements.

6. **Other Financial Information**

Other Financial Information relating to the Group which is based on the Restated Consolidated Summary Financial Statements / audited consolidated financial statements prepared by the management and approved by the Board of Directors is attached in Annexure XXXIII to XLVI and XLVIII to LI to this report as listed hereunder:

1. Annexure XXXIII- Restated consolidated summary of statement of basic and diluted earnings per equity share
2. Annexure XXXIV- Restated consolidated summary statement of contingent liabilities
3. Annexure XXXV- Restated consolidated summary statement of commitments
4. Annexure XXXVI- Restated consolidated summary statement of employee benefits obligations
5. Annexure XXXVII- Restated consolidated summary statement of employees share based payment plan
6. Annexure XXXVIII- Restated consolidated summary statement of payment to auditors
7. Annexure XXXIX - Restated consolidated summary statements of lease
8. Annexure XL - Restated consolidated summary statement of expenditure in foreign currency
9. Annexure XLI- Restated consolidated summary statement of earnings in foreign currency
10. Annexure XLII- Restated consolidated summary statement of un-hedged foreign currency exposure
11. Annexure XLIII - Restated consolidated summary statement of related party disclosures
12. Annexure XLIV- Restated consolidated summary statement of disclosure relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006
13. Annexure XLV- Restated consolidated summary statement of goodwill on consolidation
14. Annexure XLVI - Restated consolidated summary statement of capital work in progress
15. Annexure XLVIII - Restated consolidated summary statement of segment reporting
16. Annexure XLIX - Restated consolidated summary statement of material adjustments
17. Annexure L - Restated consolidated summary statement of accounting ratios
18. Annexure LI - Restated consolidated summary of capitalisation statement

7. **Management Responsibility on the Restated Consolidated Summary Financial Statements and Other Financial Information**

Management is responsible for the preparation of Restated Consolidated Summary Financial Statements and Other Financial Information relating to the Company in accordance with section 26(1)(b) of the Act read with Rule 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Regulations.

8. **Auditors' Responsibility**

Our responsibility is to express an opinion on the Restated Consolidated Summary Financial Statements based on our procedures, which were conducted in accordance with Standard on Auditing (SA) 810, "Engagement to Report on Consolidated Summary Financial Statements" issued by the Institute of Chartered Accountants of India.

9. **Opinion**

In our opinion, the financial information of the Company as stated in Para 5 above and Other Financial Information as stated in Para 6 above, read with the Statement of Significant Accounting Policies enclosed in **Annexure IV** to this report, after making such adjustments/restatements and regroupings as considered appropriate, as stated in Statement on Adjustments to Audited Consolidated Financial Statements enclosed in **Annexure XLIX**, have been prepared in accordance with section 26(1)(b) of the Act read with Rule 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Regulations.

The Restated Consolidated Summary Financial Statements have been arrived at after making such adjustments and regroupings as, in our opinion, are appropriate and more fully described in the Statement on Material Adjustments to Audited Consolidated Financial Statements in **Annexure XLIX [read with significant accounting policies in Annexure IV]** to this report.

Based on our examination of the same, we confirm and state that:

a) adjustments for the material amounts in the respective financial years to which they relate to have been adjusted in the attached Restated Consolidated Summary Financial Statements;
b) there are no changes in accounting policies adopted by the Group during the six months period ended September 30, 2016 which required adjustment in Restated Consolidated Summary Financial Statements;
c) there are no extraordinary items that are required to be disclosed in the Restated Consolidated Summary Financial Statements.
d) qualifications in respect of matters specified in paragraphs 3 and 4 of Companies (Auditors' Report) Order, 2015 for the year ended March 31, 2015 which have been adjusted to the restated consolidated summary financial statements is as below:

For the year ending March 31, 2015

(i) Clause 4(iii)(a) of Companies (Auditors' Report) Order, 2015

The Company and its subsidiary have granted unsecured interest free loan to one party and unsecured loan to one party covered in the register maintained under Section 189 of the Act. In our opinion and according to the information and explanations given by the management of Group, the rates of interest, wherever charged, are not, prima facie, prejudicial to the interest of the respective loan granting entities. However, other terms and conditions related to loans granted to the parties are, prima facie, prejudicial to the interest of the respective loan granting entities.

e) qualifications in respect of matters specified in paragraphs 3 and 4 of Companies (Auditors' Report) Order, 2015 for the year ended March 31, 2015, which do not require adjustments to the restated summary financial statements are as below:

(Amounts below have been converted into ₹ in millions for purpose of examination report only).

For the year ending March 31, 2015

(i) Clause 4(iv) of Companies (Auditors' Report) Order, 2015

In our opinion and according to the information and explanations given by the management of the Group, there exists an adequate internal control system commensurate with the size of the Group and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services except for event management services wherein the internal control system needs to be strengthened to be commensurate with the size of the Group and the nature of its business.

During the course of our audit, except for continuing failure to correct major weakness in internal control system of the Group with regard to the sale of services related to event management, we have not observed any continuing failure to correct major weaknesses in internal control system of the Group.

(ii) Clause 4(vii)(a) of Companies (Auditors' Report) Order, 2015

The Group is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it.

According to the information and explanations given by the management of Group, undisputed dues in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, which were outstanding, at the yearend for a period of more than six months from the date they became payable are as follows:

Name of the statute	Nature of the dues	Amount ₹ in million	Period to which the amount relates	Due Date	Date of Payment
Income Tax Act, 1961	Advance Tax	15.10	April 2014 to September 2014	September 15, 2014	Not yet paid

(iii) Clause 4(x) of Companies (Auditors' Report) Order, 2015

According to the information and explanations given by the management of Group, the terms and conditions of the guarantees given by the respective entities, for loans taken by others from banks or financial institutions during the year are not, prima facie, prejudicial to the interest of the respective entities except in case of a subsidiary Career Launcher Education Infrastructure and Services Limited (CLEIS), where in our opinion, the terms and conditions of the guarantee amounting ₹ 15.00 million given by such subsidiary for loan taken from bank by an entity over which Key Managerial Personnel have significant influence are prejudicial to the interests of CLEIS.

f) qualifications in respect of adequacy of the internal financial controls over financial reporting of the Company as given in Annexure 2 of Independent Auditor's Report for the year ended March 31, 2016, which do not require adjustments to the restated summary financial statements are as below:

(i) In case of the Company and one of the subsidiary Kestone Integrated Marketing Services Private Limited, comprehensive procurement policies for purchase of goods and services have not been documented, which could potentially result in the aforesaid companies procuring unnecessary goods and services, or procuring goods of lower quality, or procure goods and services at unreasonable prices.

(ii) In case of one of the subsidiary, Kestone Integrated Marketing Services Private Limited, it has not maintained adequate documentation for 'incomplete event management services' at any given point of time. This could potentially result in incorrect recording of provisional revenue and corresponding provisional expenses in respect of such incomplete services as at the reporting date.

(iii) In case of one of the subsidiary, Career Launcher Education Infrastructure and Services Limited, comprehensive policy for periodical review and reconciliation of students and fee income recorded in the books of account has not been documented. This could potentially result in incorrect recording of revenue.

(iv) In case of one of the subsidiary, G.K. Publications Private Limited, it has not maintained adequate records related to employees' master data and there is no policy to review and update master data at reasonable intervals. This could potentially result in incorrect salary processing and/ or incorrect provision for employee benefits.

(v) In case of one of the subsidiary, CL Media Private Limited, the procurement policy implemented for purchase of goods and services was not operating effectively, which could potentially result in the Company procuring unnecessary goods and services, or procuring goods of lower quality, or procure goods and services at unreasonable prices.

10. The figures included in the Restated Consolidated Summary Financial Statements and Other Financial Information do not reflect the events that occurred subsequent to the date of the audit reports on the respective period/years referred to above.

11. This report on Restated Consolidated Summary Financial Statements should not in any way be construed as a reissuance or redating of the previous audit reports nor should this be construed as a new opinion on any of the consolidated financial statements referred to herein. Reading the Restated Consolidated Summary Financial Statements, is not a substitute for reading the audited consolidated financial statements of the Company.

12. We did not perform audit tests for the purposes of expressing an opinion on individual balances or summaries of selected transactions, and accordingly, we express no such opinion thereon.

13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

14. This report is issued at the specific request of the Company for your information and inclusion in the RHP and Prospectus to be filed by the Company with SEBI, Stock Exchanges and Registrar of Companies (Delhi & Haryana) in connection with the proposed IPO of equity shares of the Company. This report may not be useful for any other purpose.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 103523W/W100048

Raj Kumar Agarwal
Partner
Membership No. 074715

Place: New Delhi
Date: November 21, 2016

CL Educate Limited

Annexure I - Restated consolidated summary statement of assets and liabilities

(₹ in Million)

Particulars	Annexure	As at					
		30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
EQUITY AND LIABILITIES							
Shareholders' funds							
Share capital	V	119.40	119.40	116.45	99.18	99.18	93.35
Reserves and surplus	VI	2,438.91	2,303.45	1,976.42	1,398.40	1,241.38	957.47
		2,558.31	**2,422.85**	**2,092.87**	**1,497.58**	**1,340.56**	**1,050.82**
Share application money pending allotment	VII	**-**	**-**	**-**	**13.86**	**-**	**29.45**
Minority interest		**-**	**-**	**13.69**	**287.99**	**277.41**	**266.47**
Non-current liabilities							
Long-term borrowings	VIII	235.85	254.88	249.00	235.02	258.40	329.64
Deferred tax liabilities (net)	IX	17.90	15.40	18.55	18.87	13.97	23.68
Other long-term liabilities	X	3.17	3.02	2.59	1.19	1.10	0.91
Long-term provisions	XI	40.17	34.91	29.07	20.39	15.21	9.02
		297.09	**308.21**	**299.21**	**275.47**	**288.68**	**363.25**
Current liabilities							
Short-term borrowings	XII	342.37	376.20	309.43	340.81	281.69	220.71
Trade payables	XIII						
(i) total outstanding dues of micro enterprises and small enterprises		-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		218.02	246.84	200.18	169.85	120.84	96.00
Other current liabilities	XIV	674.83	511.20	472.81	399.87	476.19	601.93
Short-term provisions	XI	35.18	22.46	25.03	25.67	14.86	3.48
		1,270.40	**1,156.70**	**1,007.45**	**936.20**	**893.58**	**922.12**
Total liability		**4,125.80**	**3,887.76**	**3,413.22**	**3,011.10**	**2,800.23**	**2,632.11**
ASSETS							
Non-current assets							
Fixed assets							
-Tangible assets	XV	752.19	764.16	781.56	755.90	776.30	912.75
-Intangible assets	XVI	108.36	105.36	126.27	110.27	124.49	142.60
-Capital work-in-progress	XLVI	6.31	6.31	6.31	6.31	6.41	5.95
Goodwill on consolidation	XLV	331.09	331.09	195.96	195.96	155.06	121.35
Non-current investments	XVII	16.68	16.79	17.00	17.20	17.42	17.63
Deferred tax assets (net)	IX	9.86	8.28	3.28	1.60	1.10	34.60
Long-term loans and advances	XVIII	137.65	173.10	183.32	189.47	159.35	123.13
Other non-current assets	XIX	112.03	112.03	114.87	132.43	210.37	2.75
		1,474.17	**1,517.12**	**1,428.57**	**1,409.14**	**1,450.50**	**1,360.76**
Current assets							
Inventories	XX	72.08	65.34	88.74	105.72	67.66	40.47
Trade receivables	XXI	1,268.96	1,189.16	866.00	647.63	536.64	459.94
Cash and cash equivalents	XXII	121.39	158.69	193.49	114.02	121.32	293.77
Short-term loans and advances	XVIII	806.47	739.41	630.64	561.94	487.93	410.23
Other current assets	XXIII	382.73	218.04	205.78	172.65	136.18	66.94
		2,651.63	**2,370.64**	**1,984.65**	**1,601.96**	**1,349.73**	**1,271.35**
Total assets		**4,125.80**	**3,887.76**	**3,413.22**	**3,011.10**	**2,800.23**	**2,632.11**

Notes:

1. The above statement should be read with the annexures to restated consolidated summay statements of assets and liabilites, statement of profit & loss, cash flow and accounting policies as appearing in annexure IV.
2. Refer annexure XLIX for material adjustment.

This is the restated consolidated summary statement of assets and liabilities referred to in our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.103523W / W100048

Raj Kumar Agarwal
Partner
Membership No.:074715

Place: New Delhi
Date : November 21, 2016

CL Educate Limited

Annexure II - Restated consolidated summary statement of profit and loss

(₹ in Million)

Particulars	Annexure	For the period/year ended					
		30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Income							
Revenue from operations	XXIV	1,531.59	2,826.41	2,735.30	2,186.08	1,988.67	1,656.91
Other income	XXV	75.39	140.44	115.49	110.97	232.08	104.01
Total revenue (I)		**1,606.98**	**2,966.85**	**2,850.79**	**2,298.05**	**2,220.75**	**1,760.92**
Expenses							
Cost of raw material and components consumed	XXVI A	40.87	64.97	62.16	93.65	78.97	17.69
Cost of services	XXVI B	726.91	1,179.88	1,056.01	779.53	685.41	550.88
Purchases of stock-in-trade	XXVII	10.36	34.37	19.81	16.31	13.17	53.00
Decrease/(Increase) in inventories of finished goods, work-in-progress and traded goods	XXVIII	(3.86)	18.44	23.43	(39.91)	(27.38)	(18.12)
Employee benefit expenses	XXIX	279.11	626.23	749.70	686.57	674.64	620.72
Finance costs	XXX	46.72	101.57	93.56	89.69	101.06	74.00
Depreciation and amortisation expense	XXXI	36.30	90.00	77.39	54.71	55.98	46.01
Other expenses	XXXII	264.93	542.90	456.14	399.12	453.21	306.27
Total expenses (II)		**1,401.34**	**2,658.36**	**2,538.20**	**2,079.67**	**2,035.06**	**1,650.45**
Profit before exceptional items, prior period items, tax and minority interest (I - II)		**205.64**	**308.49**	**312.59**	**217.38**	**185.69**	**110.47**
Exceptional items (net)	XLVII	-	-	22.84	13.26	-	191.94
Profit before tax and minority interest		**205.64**	**308.49**	**289.75**	**204.12**	**185.69**	**(81.47)**
Income tax expense:							
For current year:							
-Current tax		73.04	115.37	96.60	63.47	30.11	26.05
-Minimum alternate tax ('MAT') credit		2.53	(15.49)	(15.17)	(25.59)	(16.62)	(7.74)
-Deferred tax (benefit)/charge		0.92	(8.15)	(3.70)	4.40	23.79	(35.74)
Total tax expenses		**76.49**	**91.73**	**77.73**	**42.28**	**37.28**	**(17.43)**
Profit after tax before minority interest		**129.15**	**216.76**	**212.02**	**161.84**	**148.41**	**(64.04)**
Share of minority in loss for the year		-	-	(0.30)	8.44	2.73	(9.10)
Profit after tax		**129.15**	**216.76**	**212.32**	**153.40**	**145.68**	**(54.94)**

1. The above statement should be read with the annexure to restated consolidated summay statements of assets and liabilites, statement of profir & loss, cash flow and accounting policies as appearing in annexure IV
2. Refer annexure XLIX for material adjustment.

This is the restated consolidated summary statement of profit and loss referred to in our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.103523W / W100048

Raj Kumar Agarwal
Partner
Membership No.:074715

Place: New Delhi
Date : November 21, 2016

CL Educate Limited

Annexure III - Restated consolidated summary statement of cash flow

(₹ in Million)

	Particulars	For the period/year ended					
		30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
A	**Cash flow from operating activities**						
	Net profit/ (loss) before tax and minority interest and after prior period items	205.64	308.49	289.75	204.12	185.69	(81.47)
	Adjustments for:						
	Depreciation and amortisation	36.29	90.01	77.39	54.70	55.97	45.99
	Depreciation and amortisation on investment property	0.10	0.21	0.21	0.21	0.21	0.21
	Interest expense	44.31	92.42	84.99	84.15	96.82	71.15
	Loan processing charges	1.33	4.32	3.29	2.67	2.60	2.20
	Interest income	(45.50)	(90.89)	(82.16)	(76.24)	(64.84)	(78.03)
	(Gain)/ loss on fixed assets sold	0.67	5.27	4.85	(0.24)	(7.03)	-
	Fixed assets written off	-	-	1.16	0.68	0.92	1.64
	Transfer to employee stock option outstanding	6.30	(10.12)	7.02	0.85	3.44	3.36
	Amortisation of preliminary expenses	-	-	-	-	0.07	0.07
	Dividend paid	-	-	-	0.03	0.02	-
	Advances and deposits written off	0.04	3.51	2.18	2.13	123.22	1.96
	Bad debts written off	29.70	70.31	67.72	47.11	34.72	42.16
	Rent on investment properties	(1.13)	(1.13)	(1.35)	(0.29)	(0.66)	(2.68)
	Bad debts recovered	(3.68)	(2.53)	(0.95)	(0.81)	(0.57)	(0.72)
	Liability no longer required written back	(14.70)	(17.73)	(24.56)	(18.09)	(33.05)	(17.32)
	Provision for doubtful advances	-	1.69	1.98	0.85	3.08	3.00
	Provision no longer required written back	(4.10)	(0.02)	(2.59)	(3.08)	(112.88)	-
	Provision for slow moving inventory	0.32	1.93	-	-	-	-
	Provision for obsolescence of inventory	0.15	-	0.58	-	-	-
	Exceptional non cash items:	-	-	-	-	-	-
	Expense on employee stock option (ESOP) scheme	-	-	22.84	-	-	-
	Advances written off	-	-	-	13.26	-	60.70
	Doubtful receivables written off	-	-	-	-	-	31.93
	Provision for doubtful advances	-	-	-	-	-	112.88
	Gain on sale of fixed assets	-	-	-	-	-	(13.57)
	Unrealised foreign exchange gain	(0.05)	0.72	(0.79)	(1.47)	0.74	(2.78)
	Realised foreign exchange loss on sale of investment	-	-	-	9.45	-	-
	Operating profit before working capital changes	**255.69**	**456.46**	**451.56**	**319.99**	**288.47**	**180.68**
	Adjustments for changes in working capital :						
	(Increase) in trade receivables	(106.02)	(390.60)	(284.20)	(155.77)	(110.36)	(160.15)
	Decrease in other non current assets	-	2.46	17.54	-	-	-
	(Increase)/decrease in other current assets	(150.99)	11.45	(5.80)	(10.09)	(71.18)	2.63
	Decrease/(Increase) in long term loans and advances	(7.04)	(6.74)	(1.82)	0.25	(22.07)	(2.15)
	(Increase) in short term loans and advances	(58.08)	(54.10)	(35.71)	(41.67)	(73.66)	(277.44)
	Decrease/(Increase) in inventories	(7.19)	20.87	16.98	(38.06)	(27.18)	(40.28)
	Increasse/(Decrease) in other current liabilities	189.96	43.20	79.22	22.51	(39.04)	99.99
	Increase/(decrease) in other non current liabilities	0.14	0.43	1.40	0.09	0.19	0.28
	Increase in long term provisions	5.27	5.84	8.68	8.25	117.81	(0.14)
	(Decrease)/ Increase in short term provisions	(0.15)	(0.82)	0.60	(0.96)	0.50	2.17
	(Decrease)/increase in trade payables	(28.78)	46.11	29.99	49.01	24.85	7.65
	Cash generated from /(used in) operations	**92.81**	**134.56**	**278.44**	**153.55**	**88.33**	**(186.76)**
	Taxes paid (net of refund including interest on refund)	(31.03)	(85.65)	(74.89)	(55.29)	(28.73)	(6.50)
	Net cash generated /(used in) from operating activities	**61.78**	**48.91**	**203.55**	**98.26**	**59.60**	**(193.26)**

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(₹ in Million)

	Particulars	For the period/year ended					
		30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
B	**Cash flow from investing activities:**						
	Purchase of fixed assets (including capital advances and fixed assets related payable)	(23.80)	(76.72)	(125.92)	(43.61)	(78.98)	(241.51)
	Proceeds from sale of fixed assets	1.09	4.67	1.66	0.36	143.32	17.74
	Purchase of investment of in subsidiaries	(10.00)	(164.21)	(1,072.78)	(47.91)	(37.68)	(73.13)
	Inter-corporate deposits (net)	-	-	0.12	(0.01)	7.29	3.70
	Purchase of investment of in others	-	-	-	-	-	(5.00)
	Realisation from fixed deposits (net)	4.42	57.80	(64.02)	75.85	(16.15)	134.75
	Loan given	(38.73)	(123.78)	(126.79)	(48.46)	(130.33)	30.84
	Proceeds from realisation of loan given	29.96	64.08	89.20	-	-	-
	Rental Income	1.13	1.13	1.35	0.29	0.66	2.68
	Interest received	31.81	67.11	54.90	52.22	64.45	79.48
	Net cash (used in) Investing activities	**(4.12)**	**(169.92)**	**(1,242.28)**	**(11.27)**	**(47.42)**	**(50.45)**
C	**Cash flow from financing activities:**						
	Proceeds from issue of equity shares of subsidiary company (net of minority adjustments)	(1.40)	(0.57)	0.08	2.13	18.19	(8.68)
	Proceeds from issue of equity shares of holding company	-	2.94	17.27	-	-	-
	Security premium	-	163.03	1,157.75	0.35	141.60	107.99
	Share application money received	-	-	(13.86)	13.86	(29.45)	(70.86)
	Proceeds from long-term borrowings (including current maturities)	25.03	77.31	50.00	35.00	505.84	266.16
	Repayment of long-term borrowings	(35.54)	(69.53)	(26.44)	(116.96)	(582.17)	(231.67)
	Proceeds from short-term borrowings (net)	(32.95)	66.78	(31.38)	59.12	60.98	181.14
	Loan Processing Fee Paid	(1.33)	(4.32)	(3.29)	(2.67)	(2.60)	(2.20)
	Dividend paid	-	-	-	(0.03)	(0.02)	-
	Share Issue Expenses	-	(0.17)	(11.22)	(0.03)	(6.00)	-
	Interest Paid (Include interest capitalised)	(44.34)	(91.87)	(84.69)	(84.78)	(100.80)	(71.04)
	Net cash flow generated from/(used in) financing activities	**(90.53)**	**143.60**	**1,054.22**	**(94.01)**	**5.57**	**170.84**
	Net (decrease)/increase in cash and cash equivalents	**(32.87)**	**22.59**	**15.49**	**(7.02)**	**17.75**	**(72.87)**
	Unrealised foreign exchange gain on cash and cash equivalents	(0.01)	0.02	0.04	0.02	(0.98)	(1.58)
	Cash and cash equivalents at beginning of the year	**91.95**	**69.34**	**53.81**	**60.81**	**44.04**	**118.49**
	Adjustment on account of acquisition of subsidiary				-		
	Cash and cash equivalents at end of the year	**59.07**	**91.95**	**69.34**	**53.81**	**60.81**	**44.04**

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(₹ in Million)

	Particulars	For the period/year ended					
		30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
	Cash and cash equivalents comprise						
	Balances with banks:						
	- on current accounts	47.36	84.27	60.86	46.90	47.92	37.94
	- Deposits with original maturity of less than three months	0.38	-	-	-	-	-
	- exchange earner foreign currency account ('EEFC')	-	-	-	-	-	0.62
	Cheques/ drafts on hand	6.50	4.10	4.49	2.90	5.91	2.64
	Cash on hand	4.83	3.58	3.99	4.01	6.98	2.84
		59.07	**91.95**	**69.34**	**53.81**	**60.81**	**44.04**
	Add:						
	Fixed deposits shown under Cash and bank balances	62.32	66.74	124.15	60.21	60.51	249.73
	Total cash and bank balances at end of the year	**121.39**	**158.69**	**193.49**	**114.02**	**121.32**	**293.77**

Notes :

1. The above restated consolidated summary statement of cash flows has been prepared under the "Indirect Method" as set out in Accounting Standard-3 on "Cash Flow Statement" [as notified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014].

2. The above restated consolidated summary statement of cash flows has been complied from and is based on the restated consolidated summary statement of assets and liabilities as at September 30, 2016, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012, and the restated consolidated summary statement of profit and loss for the period/year ended on that date.

3. Refer annexure XLIX for material adjustment.

4. The above statement should be read with the notes to restated consolidated summay statements of assets and liabilites, statement of profir & loss, cash flow and accounting policies as appearing in annexure IV.

This is the restated consolidated summary statement of cash flows referred to in our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.103523W / W100048

Raj Kumar Agarwal
Partner
Membership No.:074715

Place: New Delhi
Date : November 21, 2016

1. Background

CL Educate Limited ('the Company' or 'the Holding Company') was incorporated in India on April 25, 1996 to conduct various educational and consulting programs. 64.88% of the shares are being held by the promoters / directors of the Company and their relatives and the balance 35.12% of the shares are being held by other individuals and companies.

Further, through various subsidiaries the Group is also engaged in the business of/or related to education infrastructure services, event management, manpower resourcing and publication of books through formation/acquisition of various subsidiaries.

The accompanying restated consolidated summary statement of the assets and liabilities, profit and Loss and cash flows reflect results of activities undertaken by the Company and its subsidiaries (collectively referred to as 'the Group') during the six months period ended September 30, 2016 and 5 years ending March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013, and March 31, 2012.

2. Significant accounting policies

a. Basis of preparation of restated consolidated summary statement of the assets and liabilities

The 'restated consolidated summary statement of the assets and liabilities' of the Company as at September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012, the 'restated consolidated summary statement of profits and losses' and the 'restated statement of cash flows' for the six months period ended September 30, 2016 and years ended March 31, 2016, 2015, 2014, 2013 and 2012 (collectively referred to as 'Restated Consolidated Summary Financial Statements') have been prepared specifically and solely for the purpose of inclusion in the offer document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with the proposed Initial Public Offering (hereinafter referred to as ("IPO").

The restated summary consolidated financial statements have been prepared to comply with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 ("the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014. The Consolidated Financial Statements have been prepared on a going concern basis under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the Group and are consistent with those used in the previous year.

The restated consolidated summary financial statements of the Company have been prepared to comply in all material respects with the requirements of Part I of Chapter III to the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI, as amended from time to time.

These restated consolidated summary financial statements and other financial information have been prepared after incorporating:

(a) Adjustments for the material amounts in respective period/years to which they relate.

(b) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial statements of the Company as at and for the six months period ended September 30, 2016 (prepared in accordance with Schedule III of the Company's Act, 2013) and the requirements of the SEBI Regulations.

(c) The resultant impact of tax, if any, due to these adjustments.

These restated consolidated summary financial statements and Other Financial Information were approved by the Board of Directors on November 21, 2016.

b. Principles of consolidation

The restated consolidated summary financial statements include the restated consolidated summary financial statements of the Company and its subsidiaries.

The Consolidated Financial Statements have been prepared in accordance with Accounting Standard (AS-21) on "Consolidated Financial Statements" specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Consolidated Financial Statements are prepared on the following basis:

i. Restated consolidated summary financial statements includes restated consolidated summary statement of assets and liability, restated consolidated summary statement of profit and loss, restated consolidated summary statement of cash flow statement and notes to restated consolidated summary financial statements, other statements and explanatory material that form an integral part thereof. The restated consolidated summary financial statements are presented, to the extent possible, in the same format as adapted by the Company for its standalone restated summary financial statements.

ii. The Restated consolidated summary financial statements have been combined on a line by line basis by adding the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/transactions and resulting unrealised profits in full. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the Balance Sheet of the Company and its share in the post-acquisition increase/ (decrease) in the relevant reserves of the entity to be consolidated. This procedure has been performed using the audited Standalone Restated summary financial statements of CL Educate Limited and its subsidiaries.

iii. As per Accounting Standard 21 on restated consolidated summary financial statements, notes involving items which are material need to be disclosed. Materiality for this purpose is assessed in relation to the information contained in the restated consolidated summary financial statements.

iv. The restated consolidated summary financial statements have been drawn to keep all the information as contained in the Audited Restated consolidated summary financial statements of the Company for the six months period ended September 30, 2016 on standalone basis.

c. Basis for Consolidation

The restated consolidated summary financial statements include the Restated consolidated summary financial statements of CL Educate limited and its subsidiaries (collectively known as "the Group").

Subsidiaries	**Effective shareholding**					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Kestone Integrated Marketing Services Private Limited (India)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Kestone Asia Hub Pte Ltd (Singapore) (Refer footnote iv)	99.99%	99.99%	99.99%	99.99%	0.00%	0.00%
G. K. Publications Private Limited (India) (Refer footnote v)	100.00%	100.00%	100.00%	100.00%	76.00%	51.00%
CL Media Private Limited (India)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
CL Higher Education Services Private Limited (India) (Refer footnote i)	0.00%	0.00%	65.76%	65.76%	65.76%	65.76%
Career Launcher Asia Education Hub Pte Ltd (Singapore) (Refer footnote iv)	0.00%	0.00%	0.00%	0.00%	99.99%	99.99%

Subsidiaries	Effective shareholding					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Career Launcher USA Inc. (The United States of America) (Refer footnote vi)	0.00%	0.00%	0.00%	0.00%	85.00%	85.00%
Career Launcher Education Infrastructure and Services Limited (India) (Refer footnote ii & vii)	100.00%	100.00%	97.94%	57.55%	57.31%	57.57%
Career Launcher Infrastructure Private Limited (India) (Refer footnote iii & viii)	100.00%	100.00%	97.94%	57.55%	57.31%	57.57%
Accendere Knowledge Management Services Private Limited (Refer footnote ix)	51%	51%	-	-	-	-

(i) During the financial year 2015-16, CLHES has wind up their operations and accordingly investment has been written off in the books of Holding Company (CL Educate Limited). This company was promoted by the Company and was incorporated on August 28, 2011.

(ii) During the financial year 2014-15, the Company purchased additional shares of this subsidiary from other shareholders, resultantly, the share of Company further increased from 57.55% to 97.94%.

Further, during the financial year 2015-16, the Company purchased additional shares of subsidiary from other shareholders, resultantly, the share of Company further increased from 97.94% to 100.00%.

(iii) This Company is a wholly owned subsidiary company of "CLEIS" and accordingly shareholding has increased in CLIP, due to increase in shareholding in CLEIS.

(iv) During the financial year 2013-14, the Company has transferred its share in Career Launcher Asia Education Hub Pte Ltd (Singapore) to one of its subsidiary named Kestone Integrated Marketing Services Private Limited (India) at book value.

(v) This subsidiary was acquired by the Company with effect from October 1, 2011. During the year ended March 31, 2014 the Company acquired additional 24% shares in the subsidiary.

(vi) During the financial year 2013-14, the Company has transferred its share in Career Launcher USA Inc. (The United States of America) to other shareholder at Nil value.

(vii) This subsidiary was acquired by the Company with effect from October 28, 2006.

(viii)This company was promoted as a wholly owned subsidiary company by a Subsidiary of the Company, namely "Career Launcher Education Infrastructure and Services Limited" and was incorporated on 20 February 2008.

(ix) During the financial year 2015-16, the Company has acquired 51% shares of Accendere Knowledge Management Services Private Limited (AKMS) held by its promoters.

Entities acquired/ sold during the period have been consolidated from/upto the respective date of their acquisition/ disposal and there are no subsidiaries, joint ventures and associates which have not been consolidated in the financial statements.

d. Use of estimates

The preparation of restated consolidated summary financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the reported date and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on the managements' best knowledge of current events and actions, actual results could differ from these estimates. Any revision in accounting estimate is recognised prospectively in current and future periods.

e. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the Group and revenue can be reliably measured.
Educational and training businesses of the Group include revenue from services and sales of text books.

- *Revenue from services*

Revenue in respect of educational and training fees received from students is recognised on time basis over the period of the course. Fees are recorded at invoice value excluding taxes and net of discounts, if any.

Revenue in respect of vocational training is recognised over the period of the training period after taking into account the uncertainty involved in conditions to be fulfilled under the terms of the contract.

- *Revenue from sale of text books*

Sale of text books for full course is recognised at the time of receipt of first payment on account of test preparation services provided by the Group.

Advertisement income

Revenue is recognised on accrual basis, if the right to receive payment is established by the Balance Sheet date.

Infrastructure fees and soft skill fees

Revenue in respect of infrastructure fee and soft skills fee are charged from different institutions on revenue sharing basis and are recognised on accrual basis over the year of rendering services.

Marketing & Sales services income

Revenue in respect of event management service is recognised on proportionate completion method by relating the revenue with work accomplished and certainty of consideration available.

Manpower resourcing service income

Revenue in respect of managed manpower services and others is recognised on an accrual basis, in accordance with the terms of the respective contract.

Sale of books (other than as explained in education and training businesses)

Revenue is recognised when the significant risks and rewards of ownership have passed on to the buyer and is disclosed net of sales return and trade discounts. Allowances for sales returns are estimated and provided for in the year of sales.

Other operating revenues

Revenue from consultancy services and seminar and alliance income is recognised as and when services are actually rendered.

Revenue in respect of training fee, school fee and subscription fee is recognised on accrual basis in the year to which it pertains.

Pass through revenue arises on account of facility provided to customers, in which debtors of the customers are realised through the Group. Revenue is generally a portion of such realisation and recognition of such revenue is made on receipt of request of such realisation from customers.

Grant

Government grants available to the Group are recognised when both the following conditions are satisfied:

(a) where there is reasonable assurance that the group will comply with the conditions attached to them; and

(b) where such benefits have been earned by the Group and it is reasonably certain that the ultimate collection will be made.

Grants related to specific fixed assets are shown as a deduction from the gross value of the asset concerned in arriving at its book value. The grant is thus recognised in the statement of profit and loss over the useful life of a depreciable asset by way of a reduced depreciation charge. Where the grant equals the whole, or virtually the whole, of the cost of the asset, the asset is shown in the statement of assets and liabilities at a nominal value. Grants for various government projects carried out by the Company are disclosed in other operating income as grant income.

License fee

Revenue in respect of one-time license fee received from the franchisees is recognised on execution of the contract.

Revenue from licensing of content given for a long term period and dependent on percentage of revenue earned by the licensee is recognised when the right to receive payment is established.

License fee on account of grant of brand on non exclusive basis is one-time fee charged from different schools and is recognised in the year in which contract is executed.

Royalty income

Revenue from royalty is recognised on an accrual basis in accordance with the terms of the relevant agreement.

Content development income

Content development fee is recognised on accrual basis on raising of bill for the period for which services are provided.

Subscription fee

Revenue is recognised on accrual basis over the period to which it relates.

Unbilled revenue

Unbilled revenue, included in other current assets, represents amounts recognised based on services performed in advance of billing in accordance with service terms.

Unearned revenue

Amounts billed and received or recoverable prior to the reporting date of services to be performed after the reporting date are recorded as unearned revenue in other current liabilities.

Other Income

Interest income

Revenue from interest on time deposits, inter-corporate loans and other loans are recognised on the time proportion method taking into consideration the amount outstanding and the applicable interest rates.

Dividend income

Dividend income is recognised when the right to receive the same is established.

f. Fixed Assets

Tangible Assets

Tangible fixed assets are stated at cost of acquisition net of recoverable taxes (wherever applicable), less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day to day repair and maintenance and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Fixed assets retired from active use and held for disposal are stated at lower of book value and net realisable value as estimated by the Group and are shown separately in the restated consolidated summary financial statements under other current assets. Loss determined, if any, is recognised immediately in the statement of profit and loss, whereas profit and sale of such assets is recognised only upon completion of sale thereof.

Intangible Assets

An intangible asset is recognised when it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortization and accumulated impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Loss arising from the retirement of, and gain or losses arising from disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of asset is recognised as income or expense in the statement of profit and loss in the year in which the asset is derecognized.

Capital work-in-progress

Capital work-in-progress comprises cost of acquired or self generated tangible\intangible fixed assets that are not yet ready for their intended use at the balance sheet date. Capital work in progress is stated at cost.

g. Depreciation and amortisation

Till March 31, 2014

Depreciation and amortisation has been calculated on Straight Line Method at the following useful lives, based on management estimates, which are equal to or higher than the rates specified as per schedule XIV to the Companies Act, 1956, which in the opinion of the management are reflective of the estimated useful lives of fixed assets:

Particulars	Useful life (years)
Tangible Assets:	
Building	60
Leasehold land	90 (period of lease)
Plant and machinery	10–15
Furniture and fixtures	5 -16
Office equipment	5 -21
Vehicle	10
Computer equipment	5
Leasehold improvements and building improvements	1-3
Intangible assets: (Life ascertained in accordance with	**AS- 26)**
Trademark	5
Software	1 – 10
CAT online module	4
Intellectual property rights	Amortised over a period of 10 years using straight line method based on the management's assessment of useful life.
Goodwill^	5 years from the date of acquisition of business.
Non-compete fee	5
Website	5
License fees	Over the period of license

^Goodwill reflects the excess of cost of acquisition over the book value of net assets acquired on the date of the acquisition. Goodwill is tested for impairment on an annual basis.

Depreciation and amortisation on addition to fixed assets is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation and amortisation on sale/discard of fixed assets is provided for upto the date of sale, deduction or discard of fixed assets as the case may be.

All assets, except chairs used in test preparation centres costing ☐ 5,000 or below are depreciated in full by a one-time depreciation charge unless used as project assets under infrastructure projects.

From April 1, 2014 onwards

Depreciation has been calculated on Straight Line Method at the useful lives specified in schedule II to the Act. Amortisation has been calculated on straight line method at the useful lives, based on management estimates and in accordance with AS-26.

Depreciation and amortisation on addition to fixed assets is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation and amortisation on sale/discard from fixed assets is provided for up to the date of sale, deduction or discard of fixed assets as the case may be.

Useful lives are as under:

Particulars	Revised useful life (years)
Tangible Assets:	
Building	60
Leasehold land	90 (period of lease)
Plant and machinery	10-15
Furniture and fixtures	8-10
Office equipment	5
Vehicle	8-10
Computer equipment	3-6
Leasehold improvements and building improvements	Lesser of 3 years and period of lease
Intangible assets: (Life ascertained in accordance with AS- 26)	
Trademark	5
Software	1-10
CAT online module	4
Intellectual property rights	Amortised over a period of 10 years using straight line method based on the management's assessment of useful life.
Goodwill^	5 years from the date of acquisition of business.
Non-compete fee	5
Website	5
License fees	Over the period of license

Schedule II to the Companies Act 2013 has become applicable to the Company with effect from April 1, 2014. Accordingly, the Company has determined the useful life of its assets as per Schedule II.

In accordance with the transitional provisions of Schedule II, in respect of assets where the remaining useful life as on April 1, 2014 was 'Nil', their carrying amount aggregating ₹ 10.29 million and deferred tax thereon, after retaining the residual value as determined by the management was adjusted against the opening balance of retained earnings as on that date.

As a consequence, had the company not adopted Schedule II to the Companies Act, 2013, depreciation for the year ended March 31, 2015 would have been lower by ₹ 8.43 million, profit for that year would have been higher by ₹ 8.43 million and the written down value of assets as at March 31, 2015 would have been ₹ 929.54 million as against reported written down value of ₹ 907.77 million. Impact of change in estimates of useful lives on subsequent periods cannot be realistically ascertained.

h. Impairment of assets

The carrying amounts of assets are reviewed at each reporting date to determine if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.
After impairment, depreciation/amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

i. Borrowing costs

Borrowing costs relating to acquisition or construction or production of assets which take substantial period of time to get ready for its intended use are included as cost of such assets to the extent they relate to the period till such assets are ready to be put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

j. Leases

Where the Group is lessee

Finance leases, which effectively transfer to the group substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease term at the lower of the fair value of the leased property or present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the consolidated statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalised.

A leased asset is depreciated on a straight-line basis over the useful life of the asset or the useful life envisaged in Schedule II to the Act (Till March 31, 2014, Schedule XIV of Companies Act, 1956), whichever is lower. However, if there is no reasonable certainty that the Group will obtain the ownership by the end of the lease term, the capitalised asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term and the useful life envisaged in Schedule II to the Act (Till March 31, 2014, Schedule XIV of Companies Act, 1956).

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the consolidated statement of profit and loss on a straight-line basis over the lease term.

Where the Group is lessor

Leases in which the Group transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. After initial recognition, the Group apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognised in the consolidated statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the consolidated statement of profit and loss.

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognised in the consolidated statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the consolidated statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. related to lease are recognised immediately in the consolidated statement of profit and loss.

k. Investment property

An investment in land or buildings, which is not intended to be occupied substantially for use by, or in the operations of, the Group, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost comprises purchase price and directly attributable cost of bringing the investment property to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life estimated by the management, or that prescribed under the Schedule II to the Act (Till March 31, 2014, Schedule XIV of Companies Act, 1956).

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the consolidated statement of profit and loss.

l. Investments other than investments property

Accounting treatment

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the restated consolidated summary financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of long term investments on individual investment basis.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the consolidated statement of profit and loss.

Classification in the financial statements as per requirements of Schedule III of the Act/Schedule VI of the Companies Act, 1956

Investments that are realisable within the period of twelve months from the Balance Sheet date are classified as current investments. All other investments are classified as non-current investments.

m. Inventories

i. Raw materials are valued at lower of cost and net realisable value. The comparison of cost and net realisable value is made on an item by item basis. Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. In determining the cost, first in first out method is used. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. The comparison of cost and net realisable value is made on individual item basis. The carrying cost of raw materials, packaging materials and stores and spare parts are appropriately written down when there is a decline in replacement cost of such materials or finished products in which these will be incorporated are expected to sell below cost.

ii. Work in progress, manufactured finished goods and traded goods are valued at the lower of cost and net realisable value. The comparison of cost and net realisable value is made on an item by item basis. Cost of work in progress and manufactured finished goods is determined on the first in first out basis and comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition. Cost of traded goods is determined on a first in first out basis.

iii. Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories.

n. Employee Benefits

i) Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, and bonus etc are recognised in the consolidated statement of profit and loss in the period in which the employee renders the related service.

ii) Long term employee benefits:

(a) Defined contribution plan: Provident Fund

Employees of the Group and certain subsidiaries are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate as per the provisions of The Employees Provident Fund and Miscellaneous Provisions Act, 1952). These contributions are made to the fund administered and managed by the Government of India.

The Group's contributions to the scheme are expensed off in the consolidated statement of profit and loss. The Group has no further obligations under these plans beyond its monthly contributions.

(b) Defined Benefit Plan: Gratuity

The Group and certain subsidiaries provide for retirement benefits in the form of Gratuity. Benefits payable to eligible employees of the company with respect to gratuity, a defined benefit plan are accounted for on the basis of an actuarial valuation as at the reporting date. In accordance with the Payment of Gratuity Act, 1972, the plan provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment in an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service. The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost and fair value of plan assets as at the reporting date through which the obligations are to be settled. The resultant actuarial gain or loss on change in present value of the defined benefit obligation or change in return of the plan assets is recognised as an income or expense in the consolidated statement of profit and loss. The expected return on plan assets is based on the assumed rate of return of such assets.
The Company and its subsidiaries contribute to a trust set up by them, which further contribute to a policy taken from the Life Insurance Corporation of India except in case of G.K. Publications Private Limited.

(c) Other long-term benefits: Leave encashment

Benefits under the company's and certain subsidiaries' leave encashment scheme constitute other employee benefits. The liability in respect of leave encashment is provided on the basis of an actuarial valuation done by an independent actuary at the reporting date. Actuarial gains and losses are recognised immediately in the consolidated statement of profit and loss.

iii) Employee stock option scheme

The Employee Stock Option Scheme ('the Scheme') provides for the grant of equity shares of the Group to its employees. The Scheme provides that employees are granted an option to acquire equity shares of the Group that vests in a graded manner. The options may be exercised within a specified period. The Group follows the fair value method to account for its stock-based employee compensation plans. Compensation cost is measured using Independent valuation by a firm of Chartered Accountants using Black-Scholes model in accordance with the guidance note issued by the Institute of Chartered Accountants of India. Compensation cost, if any, is amortised over the vesting period.

o. Foreign currency transactions

The reporting currency of the Group is the Indian Rupee. However, the local currencies of non-integral overseas subsidiaries are different from the reporting currency of the Group.

Transactions in foreign currency are recorded at the exchange rate prevailing at the date of the transaction. Exchange differences arising on foreign currency transactions settled during the period/year are recognised in the consolidated statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies as at the reporting date, not covered by forward exchange contracts, are translated at year end rates. The resultant exchange differences are recognised in the consolidated statement of profit and loss. Non-monetary assets are recorded at the rates prevailing on the date of the transaction. Profit and Loss items at representative offices located outside India are translated at the respective monthly average rates. Monetary Balance Sheet items at representative offices at the Balance Sheet date are translated using the year-end rates. Non-monetary Balance Sheet items are recorded at the rates prevailing on the date of the transaction.

Statement of profit and loss items at branch offices located outside India are translated at daily average rates. Monetary Balance Sheet items at branch offices at the Balance Sheet date are translated using the year-end rates. Non monetary Balance Sheet items are recorded at the rates prevailing on the date of the transaction.

p. Integral and non-integral foreign operations

The financial statements of the foreign integral subsidiaries and representative offices (collectively referred to as the 'Foreign Integral Operations') are translated into Indian Rupees as follows:-

- Non-monetary Balance Sheet items, other than inventories, are translated using the exchange rate at the date of transaction i.e., the date when they were acquired.
- Monetary Balance Sheet items and inventory are translated using year-end rates.
- Profit and Loss items, except opening and closing inventories and depreciation, are translated at the respective monthly average rates. Opening and closing inventories are translated at the rates prevalent at the commencement and close respectively of the accounting period. Depreciation is translated at the rates used for the translation of the values of the assets on which depreciation is calculated.
- Contingent liabilities are translated at the closing rate.
- The net exchange difference resulting from the translation of items in the financial statements of foreign integral operations is recognised as income or expense for the year.

The financial statements of the foreign non integral subsidiaries and joint venture (collectively referred to as the 'foreign non integral operations') are translated into Indian Rupees as follows:-

- Share capital and opening reserves and surplus are carried at historical cost.
- All assets and liabilities, both monetary and non-monetary, (excluding share capital, opening reserves and surplus) are translated using the year-end rates.
- Profit and Loss items are translated at the respective monthly average rates.
- Contingent liabilities are translated at the closing rate.
- The resulting net exchange difference is credited or debited to the foreign currency translation reserve.

A reclassification from foreign integral operations to foreign non-integral operations or vice versa is made consequent to change in the way operations of entities are financed and operates. The translated amounts for non-monetary items of reclassified entities on the date of such reclassification are treated as the historical cost for those items in the period of change and subsequent periods. Exchange differences which have been deferred in foreign currency translation reserve are not recognised as income or expenses until the disposal of that entity.

q. Taxation

Tax expense for the period/year comprising current tax, deferred tax charge or benefit and MAT credit entitlement is included in determining the net profit for the period/year.

Current tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

Deferred tax

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty backed by convincing evidence of realisation of such assets. Deferred tax assets are reviewed at each reporting date and are written-down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

The break-up of the major components of the deferred tax assets and liabilities as at reporting date has been arrived at after setting off deferred tax assets and liabilities where the entity has a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum alternate tax

Minimum alternate tax (MAT) under the Income Tax Act, 1961, payable for the period/year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the period/year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on accounting for credit available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as “MAT Credit Entitlement.” The Company reviews the “MAT credit entitlement” asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

r. Provisions and contingent liabilities

Provisions

The Group creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

Contingent liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

s. Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

t. Exceptional items

Items of income or expense from ordinary activities which are of such size, nature or incidence that, their disclosure is relevant to explain the performance of the enterprise for the period, are disclosed separately in the consolidated statement of profit and loss.

u. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue, share split or consolidation of shares.

For calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date.

v. Segment reporting

The Group identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market /fair value factors.

Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

w. Share issue expenses

Share issue expenses are adjusted against the securities premium account as permissible under Section 52 of the Act or Section 78 of the Companies Act, 1956, to the extent balance is available for utilization in the securities premium account. The balance of share issue expenses in excess of securities premium account, if any, are charged to statement of profit and loss.

x. Material events

Material events occurring after the reporting date are taken into cognizance.

Annexure V - Restated consolidated summary statement of share capital

Particulars	As at September 30, 2016		As at March 31, 2016		As at March 31, 2015	
	Numbers	₹ in Millions	Numbers	₹ in Millions	Numbers	₹ in Millions
Authorised						
Equity shares of ₹ 10 each with equal voting rights	16,000,000	160.00	16,000,000	160.00	16,000,000	130.00
Preference shares of ₹ 10 each	-	-	-	-	-	-
Total	16,000,000	160.00	16,000,000	160.00	16,000,000	130.00
Issued, subscribed and fully paid up						
Equity shares of ₹ 10 each with equal voting rights (Class -I)	11,939,588	119.40	11,939,588	119.40	11,645,155	116.45
Compulsorily convertible 0.01% non cumulative preference shares (CCPS) of ₹10 each (Class-II)	-	-	-	-	-	-
Optionally convertible 0.01% non cumulative preference shares (OCPS) of ₹ 10 each (Class-III)	-	-	-	-	-	-
Total	**11,939,588**	**119.40**	**11,939,588**	**119.40**	**11,645,155**	**116.45**

Particulars	As at March 31, 2014		As at March 31, 2013		As at March 31, 2012	
	Numbers	₹ in Millions	Numbers	₹ in Millions	Numbers	₹ in Millions
Authorised						
Equity shares of ₹ 10 each with equal voting rights	13,000,000	130.00	13,000,000	130.00	13,000,000	130.00
Preference shares of ₹ 10 each	2,000,000	20.00	2,000,000	20.00	2,000,000	20.00
Total	**15,000,000**	**150.00**	**15,000,000**	**150.00**	**15,000,000**	**150.00**
Issued, subscribed and fully paid up						
Equity shares of ₹ 10 each with equal voting rights (Class -I)	9,417,810	94.18	9,417,810	94.18	9,334,706	93.35
Compulsorily convertible 0.01% non cumulative preference shares (CCPS) of ₹10 each (Class -II)	411,045	4.11	411,045	4.11	-	-
Optionally convertible 0.01% non cumulative preference shares (OCPS) of ₹10 each(Class -III)	88,955	0.89	88,955	0.89	-	-
Total	**9,917,810**	**99.18**	**9,917,810**	**99.18**	**9,334,706**	**93.35**

1) The Company has three classes of shares i.e. equity shares (Class-I), compulsorily convertible 0.01% non cumulative preference shares (CCPS)(Class -II) and optionally convertible 0.01% non cumulative preference shares (OCPS)(Class- III). Each class of shares is having a par value of ₹ 10 per share.

2) Terms/rights attached to shares are as below:

A) Voting

1) Class-I shares-Equity shares: Each holder of this class of shares is entitled to one vote per share held.

2) Class-II shares-CCPS: This class of shares do not carry any voting rights.

3) Class-III shares-OCPS: This class of shares do not carry any voting rights.

B) Dividends

1) Class-I shares-Equity shares: The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting except in the case where interim dividend is distributed.

2) Class-II shares-CCPS: The Company declares and pays dividend in Indian rupees. CCPS has preferential right of dividend over equity shares in event of declaration of dividend. These shares carry dividend rate of 0.01%. The dividend is payable only when the Company declares dividend during a particular financial year.

3) Class-III shares-OCPS: The Company declares and pays dividend in Indian rupees. OCPS has preferential right of dividend over equity shares in event of declaration of dividend. These shares carry dividend rate of 0.01%. The dividend is payable only when the Company declares dividend during a particular financial year.

C) Liquidation

1) Class-I shares-Equity shares: In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive all of the remaining assets of the Company, after distribution of all preferential amounts, if any. Such distribution amounts will be in proportion to the number of equity shares held by the shareholders.

Annexure V - Restated consolidated summary statement of share capital

2) Class-II shares-CCPS: In the event of liquidation of the Company, the holders of CCPS shall be entitled to receive all of the remaining assets of the Company, after distribution of all preferential amounts, if any and before payment to equity shareholders. Such distribution amounts will be in proportion to the number of CCPS held by the shareholders upto the extent of agreed conversion amount of such shares.

3) Class-III shares-OCPS: In the event of liquidation of the Company, the holders of OCPS shall be entitled to receive all of the remaining assets of the Company, after distribution of all preferential amounts, if any and before payment to equity shareholders. Such distribution amounts will be in proportion to the number of OCPS held by the shareholders upto the extent of agreed redemption/conversion amount of such shares.

D) Other terms and conditions

1) During the year ended March 31 2013, on December 14, 2012, the Company issued 411,045 class- II, 0.01% CCPS of ₹ 10 each . Each share holder of CCPS had to get his share converted into equity share as per price of conversion mentioned below within 5 years from closing date i.e. November 9, 2012. Conversion option available to shareholders were 1) If Company raises additional funds of a minimum of ₹ 100.00 million through the issue of new shares within a period of 90 days i.e. February 7, 2013 from the closing date i.e. November 9, 2012, the CCPS shall be converted into equity shares at a price per share equal to the price per share of the new shares so issued in a manner to yield an IRR of 15% per annum, calculated on daily basis for the period from the closing date till the date on which the new shares are so issued. 2) If the Company does not raise additional funds within 90 days from the closing date or if the Company raises additional funds of less than ₹ 100.00 million through the issue of new shares within a period of 90 business days from the closing date, the CCPS shall be converted into equity shares at a price per share based on aggregate equity valuation of such fund raised of less than ₹ 100.00 million or 12.5 multiplied by the EBITDA as per audited consolidated financial statements of the Company and its subsidiaries for the twelve month period ended March 31, 2013, whichever is lower.3) If the audited consolidated EBITDA of the Company for the year ended March 31, 2013 is less than ` 360.00 million or if audited consolidated financial statements are not made available to shareholder by September 30, 2013, shareholder shall have right, exercisable at its sole discretion at any time by written notice to the Company and the founders and the Company, to require the Company to convert all of their shareholding as Class-II shares-CCPS into such number of equity shares that ensures shareholder an internal rate of return of 15% on the investment amount calculated from the closing date upto the date of such conversion. Founders and the Company, jointly and severally undertake and agree to shareholder, to procure third parties to acquire and purchase of all of the Class-II shares-CCPS held by shareholder at conversion price arrived in accordance with the shareholder agreement. In event such purchase by third party doesn't happen in 60 days of conversion, founders and the Company are jointly and severally liable to purchase the same at above mentioned conversion price 3.

If for any reason whatsoever under applicable laws the Company is unable to undertake the conversion, shareholder shall have the right to seek the conversion of these shares at a price per equity share of ₹ 425. If the Company subsequently raises additional fund through issue of new shares at a price per share lower than above conversion price, the the following conditions shall apply: i. If shareholder has already exercised its options under above then the founders shall procure the Company to, and the Company shall take all reasonable steps to issue such number of additional equity shares to the shareholder as if the Class-II shares-CCPS had converted at a price per share equal to the price per share of such new shares. Such additional equity shares shall, subject to applicable laws be issued at no further cost to shareholder. ii. If shareholder has not exercised its options under Conversion Price 1 and Conversion Price 2, then at shareholder's options, CCPS may be converted into equity shares of the Company at a price per share equal to the price of such new share.

2) During the year ended March 31 2013, on December 14, 2012, the Company issued 88,955 class-II, 0.01% OCPS of ₹ 10 each. Each share holder of OCPS had to get his share converted into equity share or redeemed in cash as per price of conversion mentioned in conditions at any time. Conversion option available to shareholder's were 1) If Company raises additional funds of a minimum of ₹ 100.00 million through the issue of new shares within a period of 90 days i.e. Feb 7, 2013 from the closing date i.e. November 9, 2012, the OCPS shall be converted into equity shares at a price per share equal to the price per share of the new shares so issued in a manner to yield an IRR of 15% per annum, calculated on daily basis for the period from the closing date till the date on which the New Shares are so issued. 2) If the Company does not raise additional funds within 90 days from the closing date or if the Company raises additional funds of less than ₹ 100.00 million through the issue of new shares within a period of 90 business days from the closing date, the OCPS shall be converted into equity shares at a price per share based on aggregate equity valuation of such fund raised of less than ₹ 100.00 million or 12.5 multiplied by the EBITDA as per audited consolidated financial statements of the Company and its subsidiaries for the twelve month period ended March 31, 2013, whichever is lower. 3) If the audited Consolidated EBITDA of the Company for the year ended March 31, 2013 is less than ` 360.00 million or if audited consolidated financial statements are not made available to shareholder by September 30, 2013, shareholder shall have right, exercisable at its sole discretion at any time by written notice to the Company and the founders and the Company, to require the Company, to redeem all of their shareholding as Class-III shares-OCPS at a price that ensures shareholder an internal rate of return of 15% on the investment amount calculated from the closing date upto the date of such redemption. Founders and the Company, jointly and severally undertake and agree to shareholder, to procure third parties to acquire and purchase of all of the Class-III shares-OCPS held by shareholder at conversion price arrived in accordance with shareholder agreement. In event such purchase by third party doesn't happen in 60 days of conversion, founders and the Company are jointly and severally liable to purchase the same at above mentioned conversion price 3.

If for any reason whatsoever under applicable laws the Company is unable to undertake the conversion/redemption, shareholder shall have the right to seek the conversion of these shares at a price per equity share of ₹ 425. If the Company subsequently raises additional fund through issue of new shares at a price per share lower than above conversion price, the the following conditions shall apply: i. If shareholder has already exercised its options under above then the founders shall procure the Company to, and the Company shall take all reasonable steps to issue such number of additional equity shares to shareholder as if the Class-III shares-OCPS had converted at a price per share equal to the price per share of such new shares. Such additional equity shares shall, subject to applicable laws be issued at no further cost to shareholder. ii. If shareholder has not exercised its options under Conversion Price 1 and Conversion Price 2, then at shareholder's options, the Class-III shares-OCPS may be converted into equity shares of the Company at a price per share equal to the price of such new share.

3. Reconciliation of shares outstanding as at the beginning and at the end of the reporting period

A) Class-I shares-Equity shares

Particulars	**September 30, 2016**		**March 31, 2016**		**March 31, 2015**	
	Numbers	**Amount in ₹**	**Numbers**	**Amount in ₹**	**Numbers**	**Amount in ₹**
At the beginning of period/year	11,939,588	119.40	11,645,155	116.45	9,417,810	94.18
Add: Share issued during the period/year by way of:						
-Allotment of share for a consideration otherwise than in cash (Refer footnote i and ii)	-	-	265,604	2.66	1,162,919	11.63
-Allotment of share for a consideration in cash (Refer footnote iii)	-	-	-	-	1,061,526	10.61
- Employee stock option plan	-	-	28,829	0.29	2,900	0.03
Outstanding at the end of the period/year	**11,939,588**	**119.40**	**11,939,588**	**119.40**	**11,645,155**	**116.45**

Particulars	**March 31, 2014**		**March 31, 2013**		**March 31, 2012**	
	Numbers	**Amount in ₹**	**Numbers**	**Amount in ₹**	**Numbers**	**Amount in ₹**
At the beginning of period/year	9,417,810	94.18	9,334,706	93.35	8,749,003	87.49
Add: Share issued during the period/year by way of:						
-Allotment of share for a consideration otherwise than in cash (Refer footnote iv)	-	-	83,104	0.83	-	-
- Employee stock option plan	-	-	-	-	4,775	0.05
-conversion of Compulsorily convertible 0.01% non cumulative preference shares (CCPS) of ₹10 each (Class -IV) (Refer footnote v)	-	-	-	-	580,928	5.81
Outstanding at the end of the period/year	**9,417,810**	**94.18**	**9,417,810**	**94.18**	**9,334,706**	**93.35**

Footnote i.

<u>For the year ended March 31, 2016</u>

The Company on September 7, 2015 entered into an agreement with the promoters of Accendere Knowledge Management Services Private Limited (hereinafter refered as "AKMS")) to acquire 51% of share capital of AKMS held by them for a consideration of ₹ 134.64 million. The Company has issued 185,830 equity shares of ₹ 10 each at a price of ₹ 590 per share and balance consideration amounting ₹ 25.00 million is to be paid in cash in three tranches as per the share purchase agreement dated September 7, 2015.

The Board of Directors of the Company at its meeting held on August 3, 2015 approved further investment in equity shares of Career Launcher Education and Infrastructure Services (“CLEIS”), by making an offer to purchase 199,553 equity shares of CLEIS held by Bilakes Consulting Private Limited (hereinafter refered as "Bilakes") at a consideration of ₹ 56.06 million. The Company has issued 79,774 equity shares of ₹ 10 each at a price of ₹ 590 per share to Bilakes and balance consideration amounting ₹ 9.00 million is to be paid in cash. Consequent to such investment, the Company now holds 100% share in CLEIS.

Footnote ii.

For the year ended March 31, 2015

Board of Directors of the Company at its meeting held on August 11, 2014 had proposed a scheme wherein eligible domestic shareholders of a subsidiary company CLEIS holding equity shares of CLEIS were given a “share swap option” to swap shares of CLEIS with shares of CL Educate Limited at an agreed share swap ratio. This share swap option was proposed with an objective to consolidate Company’s shareholding in CLEIS.

Pursuant to such share option swap, the Board of Directors of the Company at its meeting held on September 05, 2014 had approved to allot 1 equity share of the Company of ₹ 10 each for 2.10 equity shares of CLEIS held by the eligible CLEIS investors subject to adjustment and rounding up. Such swap ratio had been determined in accordance with the Relative Valuation Report obtained by the Company from a Category-1 Merchant Banker.

Pursuant to the resolutions passed by the Board of Directors at its meetings held on August 11 and September 05, 2014 and pursuant to the shareholders’ approval to the scheme at the Annual General Meeting of the Company held on September 05, 2014, the Company had issued 904,139 equity shares of ₹ 10 each at an effective price of ₹ 590 to CLEIS investors in lieu of 1,898,684 shares of CLEIS. Consequent to share swap, the Company's holding in CLEIS increased to 97.99% shares in CLEIS as against 57.55% shares prior to the share swap.

The Company had acquired third and last tranche of shares in GKP by payment of cash consideration and balance consideration amounting ₹ 13.86 million was settled by issue of 23,486 equity shares at the price of ₹ 590 per share.

During the financial year 2012-13, the Company had issued 411,045, 0.01% Non-Cumulative Compulsorily Convertible Preference Shares (CCPS) of ₹ 10 each at a price of ₹ 200 per share termed as Class II and 88,955, 0.01% Non-Cumulative Optionally Convertible Preference Shares (OCPS) of ₹ 10 each issued at a price of ₹ 200 per share termed as Class III to GPE (India) Limited and Gaja Trustee Company Private Limited respectively.

Each holder of CCPS had to get his shares converted in to equity shares as per the terms of conversion stipulated in the addendum number 3 to the Share Subscription and Shareholders Agreement dated November 02, 2012 within 5 years from the closing date i.e. November 09, 2012.

Each holder of OCPS had either to get his shares converted into equity shares or redeemed in cash as per the terms of conversion stipulated in the addendum number 3 to the Share Subscription and Shareholders Agreement dated November 02, 2012 at any time.
The Board of Directors at its meeting dated July 22, 2014 had approved of the conversion of such CCPS and OCPS into equity shares of ₹ 10 each at a price of ₹ 425 per share. The details of the equity shares issued are as given below:

Name of the Shareholder	Nature of Preference Shares	No. of Preference Shares	No. of Equity Share Issued
GPE (India) Limited	CCPS	411,045	193,433
Gaja Trustee Company Private Limited	OCPS	88,955	41,861

Footnote iii.

Pursuant to a Share Subscription and Amendment Agreement dated August 12, 2014 between the Company, individual promoters and a shareholder GPE (India) Limited, Mauritius, the Company had issued 467,293 equity shares of ₹ 10 each at a price of ₹ 590 per share to GPE (India) Limited, Mauritius in two tranches of 230,000 equity shares and 237,293 equity shares on September 05, 2014 and September 16, 2014 respectively.

Pursuant to the Share Subscription Agreement dated September 05, 2014 between the Company, individual promoters and a shareholder Housing Development Finance Corporation Limited (HDFC Limited), the Company had issued 594,233 equity shares of ₹ 10 each at a price of ₹ 590 per share to HDFC Limited on September 05, 2014.

Footnote iv.

For the year ended March 31, 2013

The Company on May 1, 2012 issued 47,416 shares of ₹ 10 each at a premium of ₹ 611 per share to the promoters of GKP for consideration by way of issue of equity shares of CL Educate Limited against the share application money pending allotment received in financial year 2011-12.
The Company further acquired the second tranche of shares in GKP by payment of part consideration by way of issue of equity shares of CL Educate Limited to the promoters of GKP of value ₹ 14.43 million, for which 27,337 shares have been issued at a premium of ₹ 514.95 per share and 8,351 shares have been issued at par.

Footnote v.

For the year ended March 31, 2012

During the year ending March 31, 2012, the Company issued 525,000 0.01% Class-IV shares-CCPS. Each share holder of these CCPS had to get his shares converted into equity shares at the end of one year or the happening of Initial Public Offerings (IPO) whichever is earlier. If any dividend is paid prior to the conversion of these CCPS, then the dividend on these shares shall be payable based on the notional number of equity shares to be issued upon the conversion of these CCPS into equity shares at ₹ 417 per share. The CCPS had to be adjusted for bonus, splits, rights and any other corporate actions applicable to equity shares. These shares were converted into 251,796 equity shares of ₹ 10 each at a premium of ₹ 407 per share during financial year 2011-12.

CL Educate Limited

Annexure V - Restated consolidated summary statement of share capital

During the year ending March 31, 2011, the Company had issued 686,245 0.01% Class-IV shares-CCPS. Each share holder of these CCPS had to get his share converted into equity share at the end of one year or the happening of Initial Public Offerings (IPO) whichever is earlier. If any dividend is paid prior to the conversion of these CCPS, then the dividend on these shares shall be payable based on the notional number of equity shares to be issued upon the conversion of these CCPS into equity shares at ₹ 417 per share. The CCPS had to be adjusted for bonus, splits, rights and any other corporate actions applicable to equity shares. These shares were converted into 329,132 equity shares of ₹ 10 each at a premium of ₹ 407 per share.

B) Class-II shares-CCPS

Particulars	September 30, 2016		March 31, 2016		March 31, 2015	
	Numbers	Amount in ₹	Numbers	Amount in ₹	Numbers	Amount in ₹
At the beginning of the period/year	-	-	-	-	411,045	4.11
Add: Share issued during the period/year	-	-	-	-	-	-
Less: conversion into equity shares	-	-	-	-	411,045	4.11
Outstanding at the end of the period/year	**-**	**-**	**-**	**-**	**-**	**-**

Particulars	March 31, 2014		March 31, 2013		March 31, 2012	
	Numbers	Amount in ₹	Numbers	Amount in ₹	Numbers	Amount in ₹
At the beginning of the period/year	411,045	4.11	-	-	-	-
Add: Share issued during the period/year	-	-	411,045	4.11	-	-
Outstanding at the end of the period/year	**411,045**	**4.11**	**411,045**	**4.11**	**-**	**-**

C) Class-III shares-OCPS

Particulars	September 30, 2016		March 31, 2016		March 31, 2015	
	Numbers	Amount in ₹	Numbers	Amount in ₹	Numbers	Amount in ₹
At the beginning of the period/year	-	-	-	-	88,955	0.89
Add: Share issued during the period/year	-	-	-	-	-	-
Less: conversion into equity shares	-	-	-	-	88,955	0.89
Outstanding at the end of the period/year	-	-	-	-	**-**	**-**

Particulars	March 31, 2014		March 31, 2013		March 31, 2012	
	Numbers	Amount in ₹	Numbers	Amount in ₹	Numbers	Amount in ₹
At the beginning of the period/year	88,955	0.89	-	-	-	-
Add: Share issued during the period/year	-	-	88,955	0.89	-	-
Less: conversion into equity shares	-	-	-	-	-	-
Outstanding at the end of the period/year	**88,955**	**0.89**	**88,955**	0.89	-	-

D) Class-IV shares-CCPS

Particulars	September 30, 2016		March 31, 2016		March 31, 2015	
	Numbers	Amount in ₹	Numbers	Amount in ₹	Numbers	Amount in ₹
At the beginning of the reporting period/year	-	-	-	-	-	-
Add: Share issued during the period/year	-	-	-	-	-	-
Less: conversion into equity shares	-	-	-	-	-	-
Outstanding at the end of the period/year	**-**	**-**	**-**	**-**	**-**	**-**

Particulars	March 31, 2014		March 31, 2013		March 31, 2012	
	Numbers	Amount in ₹	Numbers	Amount in ₹	Numbers	Amount in ₹
At the beginning of the reporting period/year	-	-	-	-	686,245	6.86
Add: Share issued during the period/year	-	-	-	-	525,000	5.25
Less: conversion into equity shares	-	-	-	-	(1,211,245)	(12.11)
Outstanding at the end of the period/year	**-**	**-**	**-**	**-**	**-**	**-**

4) Shares held by the holding company/ultimate holding company and/or their associates/ subsidiaries and shareholders holding more than 5% shares in the Company

A) Class-I shares-Equity shares

Name of share holders	September 30, 2016		March 31, 2016		March 31, 2015	
	Numbers	% held	Numbers	% held	Numbers	% held
Mr. Gautum Puri	2,562,579	21.46%	2,562,579	21.46%	2,562,579	22.01%
Mr. Satya Narayanan R	2,562,579	21.46%	2,562,579	21.46%	2,562,579	22.01%
GPE (India) Limited	1,426,473	11.95%	1,426,473	11.95%	1,426,473	12.25%
Bilakes Consulting Private Limited	1,253,090	10.50%	1,253,090	10.50%	1,245,193	10.69%
HDFC Limited	594,233	4.98%	594,233	4.98%	594,233	5.10%
	8,398,954	**70.35%**	**8,398,954**	**70.35%**	**8,391,057**	**72.06%**

Name of share holders	March 31, 2014		March 31, 2013		March 31, 2012	
	Numbers	% held	Numbers	% held	Numbers	% held
Mr. Gautum Puri	2,549,186	27.07%	2,549,186	27.07%	2,549,186	27.31%
Mr. Satya Narayanan R	2,549,186	27.07%	2,549,186	27.07%	2,549,186	27.31%
Bilakes Consulting Private Limited	786,859	8.36%	786,859	8.36%	786,859	8.43%
GPE (India) Limited	765,747	8.13%	765,747	8.13%	765,747	8.20%
	6,650,978	**70.62%**	**6,650,978**	**70.63%**	**6,650,978**	**71.25%**

There is no holding and ultimate holding company and no shares are held by any associates and subsidiaries.
As per records of the Company, including its register of shareholders/members, the above shareholding represents both legal and beneficial ownerships of shares.

B) Class-II shares-CCPS

Name of share holders	September 30, 2016		March 31, 2016		March 31, 2015	
	Numbers	% held	Numbers	% held	Numbers	% held
GPE (India) Limited	-	-	-	-	-	-
	-	**-**	**-**	**-**	**-**	**-**

Name of share holders	March 31, 2014		March 31, 2013		March 31, 2012	
	Numbers	% held	Numbers	% held	Numbers	% held
GPE (India) Limited	411,045	100.00%	411,045	100.00%	-	-
	411,045	**100.00%**	**411,045**	**100.00%**	**-**	**-**

C) Class-III shares-OCPS

Name of share holders	September 30, 2016		March 31, 2016		March 31, 2015	
	Numbers	% held	Numbers	% held	Numbers	% held
Gaja Trustee Company Private Limited	-	-	-	-	-	-
	-	**-**	**-**	**-**	**-**	**-**

Name of share holders	March 31, 2014		March 31, 2013		March 31, 2012	
	Numbers	% held	Numbers	% held	Numbers	% held
Gaja Trustee Company Private Limited	88,955	100.00%	88,955	100.00%	-	-
	88,955	**100.00%**	**88,955**	**100.00%**	**-**	**-**

5) Cumulative number of shares issued for consideration other than cash during the preceding five years and outstanding as at the end of each year:

A) Class-I shares-Equity shares

Particulars	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
	Numbers In aggregate	Numbers In aggregate	Numbers In aggregate	Numbers In aggregate	Numbers In aggregate	Numbers In aggregate
Equity shares allotted as fully paid-up pursuant to contracts for consideration other than cash	2,092,555	2,092,555	1,826,951	670,032	720,032	636,928
	2,092,555	**2,092,555**	**1,826,951**	**670,032**	**720,032**	**636,928**

In addition, the Company has issued total equity shares during the period of five years immediately preceding the reporting date on exercise of options granted under the employee stock option plans wherein part consideration was received in form of employee services. The details of the same are as follows:

CL Educate Limited

Annexure V - Restated consolidated summary statement of share capital

Particulars	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
	Numbers In aggregate	Numbers In aggregate	Numbers In aggregate	Numbers In aggregate	Numbers In aggregate	Numbers In aggregate
Equity shares alloted wherein part consideration received from employee	36,504	36,504	7,675	4,775	4,775	4,775

6) No class of shares have been bought back by the Company during the period of five years immediately preceding the reporting date.

Shares reserved for issue under options

7) Shares reserved for issue under options refer annexure XXXVII for details of shares to be issued under ESOP.

The Group has two stock option plans. Employee stock options are convertible into equity shares in accordance with the respective employees' stock option plan.

CL Educate Limited

Pursuant to the resolution passed by the Board of Directors at its meeting on March 6, 2008 and the Special Resolution passed by the members in the EGM held on March 31, 2008, the Company introduced "Career Launcher Employee Stock Options Plan 2008" which provides for the issue of 250,000 equity shares to employees of the Company and its subsidiaries. All the above options granted are planned to be settled in equity at the time of exercise and have maximum vesting period of 3 years from the date of respective grants. As at September 30, 2016 and March 31, 2016 the Company had 10,918 and 48,518 number of shares reserved for issue under the scheme respectively.

Pursuant to the resolution passed by the Board of Directors at its meeting held on January 28, 2014 and special resolution passed by the members in the Extraordinary general meeting held on May 29, 2014, the Company renewed "Career Launcher Employee Stock Options Plan 2008" for a further period of one year i.e. from April 01, 2014 upto March 31, 2015 by Board and from May 30, 2014 upto May 29, 2015 by shareholders respectively. Further, pursuant to resolution passed by Board of Directors at its meeting held on August 11, 2014 and special resolution passed by the members in its Annual General Meeting held on September 5, 2014 adopted the amended and extended "Amended Career Launcher Employee Stock Options Plan 2008" the same is valid for further period of 3 years. The scheme has been further amended by by Board of Directors at its meeting held on Januray 29, 2016 and special resolution passed by the members in its Annual General Meeting held on March 22, 2016 and adopted the "Amended and Restated Career Launcher Employee Stock Options Plan 2014".

Career Launcher Education Infrastructure and Services Limited

Pursuant to the resolution passed by the Board of Directors of CLEIS at its meeting on September 30, 2008, CLEIS had introduced "CLEIS Employee Stock Options Plan 2008" which provides for the issue of 100,000 stock options to employees of CLEIS and its group companies/entities. All the above options granted were planned to be settled in equity at the time of exercise and had maximum vesting period of 3 years from the date of respective grants. As at March 31, 2016 and March 31, 2015 CLEIS has Nil and 71,000 number of shares reserved for issue under the scheme respectively.

Pursuant to the Special Resolution passed by the members in the annual general meeting of CLEIS held on September 30, 2013, and the resolution passed by the Board of Directors of CLEIS at its meeting on January 28, 2014 CLEIS had renewed "CLEIS Employee Stock Options Plan 2008" for a further period upto November 20, 2014 and March 31, 2015 respectively.

Pursuant to the resolution passed by the Board of Directors of CLEIS at its meeting held on June 23, 2015 CLEIS terminated "CLEIS Employee Stock Options Plan 2008" and accordingly the options which are lying unvested/unexercised under the said Plan shall stand cancelled and extinguished.

8) Summary of significant changes in capital structure of the Company subsequent to September 30, 2016

Pursuant to Employee Stock Option Plan 2008 (CL ESOP -2008) the Company has issued 43,571 equity shares of ₹ 10 each to employee.

9) The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.

10) The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

CL Educate Limited

Annexure VI - Restated consolidated summary statement of reserve and surplus

(₹ in Million)

Particulars	As at					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
VI.A. Securities premium						
Opening balance	2,012.31	1,849.45	917.22	916.90	787.18	679.18
(+) Securities premium received/adjusted						
-on issue of CCPS in cash	-	-	-	-	16.90	99.75
-on issue of OCPS in cash	-	-	-	-	78.10	-
-on issue of equity shares for consideration other than cash	-	154.05	540.67	-	46.60	-
-on conversion of CCPS in equity shares	-	-	-	-	-	6.30
-on issue of ESOP	-	8.98	-	0.35	-	1.08
-on issue of equity shares in cash	-	-	617.08	-	-	-
-transfer from employee stock option outstanding account	-	-	-	-	-	0.87
(-) change in minority interest	-	-	(220.18)	-	-	-
(-) Share swap/issue expenses	-	(0.17)	(11.22)	(0.03)	(6.00)	-
(-) Transfer to Class-II shares-CCPS conversion reserve	-	-	-	-	(4.83)	-
(-) Transfer to Class-III shares-OCPS redemption/conversion reserve	-	-	-	-	(1.05)	-
(+) Transfer from Class-II shares-CCPS conversion reserve	-	-	4.83	-	-	-
(+) Transfer from Class-III shares-OCPS redemption/conversion reserve	-	-	1.05	-	-	-
Closing balance (A)	**2,012.31**	**2,012.31**	**1,849.45**	**917.22**	**916.90**	**787.18**
VI.B. Class-II shares-CCPS conversion reserve						
Opening balance	-	-	4.83	4.83	-	-
(+) Transferred from securities premium during the period/year	-	-	-	-	4.83	-
(-) Transferred to securities premium during the period/year	-	-	(4.83)	-	-	-
Closing balance (B)	**-**	**-**	**-**	**4.83**	**4.83**	**-**
VI.C. Class-III shares-OCPS redemption/ conversion reserve						
Opening balance	-	-	1.05	1.05	-	-
(+) Transferred from securities premium during the period/year	-	-	-	-	1.05	-
(-) Transferred to securities premium during the period/year	-	-	(1.05)	-	-	-
Closing balance (C)	**-**	**-**	**-**	**1.05**	**1.05**	**-**
VI.D. Capital reserves (Others) (D)	**0.02**	**0.02**	**0.02**	**0.02**	**0.02**	**0.02**
VI.E. General reserves						
Opening balance	6.47	5.78	5.78	5.78	5.78	5.78
Add: Transferred from ESOP reserves	-	0.69	-	-	-	-
Closing balance (E)	**6.47**	**6.47**	**5.78**	**5.78**	**5.78**	**5.78**
VI.F. Foreign currency translation reserve						
Opening balance	-	-	-	(3.27)	(2.29)	(0.71)
(+) Additional recognised in the period/year	-	-	-	9.47	(0.98)	(1.58)
(-) Transferred to P&L during period/year	-	-	-	(6.20)	-	-
Closing balance (F)	**-**	**-**	**-**	**-**	**(3.27)**	**(2.29)**

CL Educate Limited

Annexure VI - Restated consolidated summary statement of reserve and surplus

(₹ in Million)

Particulars	As at					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
VI.G. Employee stock option outstanding						
Gross employee stock compensation for options granted in earlier period/years	28.37	39.19	9.33	8.47	5.03	1.67
(+) Gross compensation for options for the period/year	(1.07)	(6.03)	7.02	0.85	3.44	4.23
(+) Gross compensation for options granted to employees of subsidiary (Refer annexure XXXVII)	7.38	(4.10)	22.84	-	-	-
(-) Transferred to securities premium on exercise of stock options	-	(0.69)	-	-	-	(0.87)
Closing balance (G)	**34.68**	**28.37**	**39.19**	**9.32**	**8.47**	**5.03**
VI.H. Surplus in the Consolidated Statement of Profit and Loss						
Opening balance	256.28	81.98	460.18	307.60	161.75	216.75
(+) Net profit for the period/year	129.15	216.76	212.32	153.40	145.68	(54.94)
(+) Transferred from FCTR	-	-	-	6.20	-	-
(+) Adjustment on account of change in minority interest	-	(42.46)	(578.53)	(7.02)	0.17	(0.06)
(-) Adjusted Depreciation on account of schedule II (refer footnote 3)	-	-	(10.29)	-	-	-
(-) Schedule II adjustment of deferred tax (refer footnote 3)	-	-	(1.70)	-	-	-
Closing balance (H)	**385.43**	**256.28**	**81.98**	**460.18**	**307.60**	**161.75**
Total reserves and surplus (A+B+C+D+E+F+G+H)	**2,438.91**	**2,303.45**	**1,976.42**	**1,398.40**	**1,241.38**	**957.47**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.
3. During the year 2014-15, Pursuant to the transitional provisions of Schedule II of the act in respect of fixed assets where the remaining useful life is "Nil" as on April 1, 2014, their carrying amount aggregating ₹ 10.29 million and deferred tax thereon has been adjusted against the opening reserves.

Annexure VII - Restated consolidated summary statement of share application money pending allotment

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Share application money pending allotment	-	-	-	13.86	-	29.45

1) The share application money of ₹ 13.86 million outstanding as at March 31, 2014 represents part consideration towards investment in G.K. Publications Private Limited as stipulated in the investment agreement entered on November 12, 2011 with the promoters of G.K. Publications Private Limited.
The consideraion is discharged by way of issue of 23,486 equity shares of ₹ 10 each at a premium of ₹ 580 per share, on September 5, 2014 to former promoters of G.K. Publications Private Limited (refer annexure XXXV).

2) Share application money of ₹ 29.45 million outstanding as at March 31, 2012 represents part consideration towards investment in G.K. Publications Private Limited as stipulated in the investment agreement entered on November 12, 2011 with the promoters of G.K. Publications Private Limited. The Company issued 47,416 equity shares of ₹ 10 each at a premium of ₹ 611 each on May 1, 2012.

4) The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.

5) The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

Annexure VIII - Restated consolidated summary statement of long-term borrowings

(₹ in Million)

Particulars	Non Current Portion					
	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Term loans (secured)						
-From banks						
a) Vehicle loans (Refer footnote 3)	2.79	2.85	0.56	1.77	2.84	3.93
b) Other term loans (Refer footnote 4)	18.76	24.54	44.44	17.40	33.93	194.56
-From others						
a) Term loan (Refer footnote 5)	166.53	181.86	203.31	212.85	215.00	114.23
b) Vehicle loans (Refer footnote 6)	0.62	0.96	0.69	-	-	-
Unsecured loans						
-From banks						
a) Term loans from banks (Refer footnote 7)	-	-	-	1.27	2.64	-
b) Term loans from financial institutions (Refer footnote 8)	25.58	19.75	-	-	-	-
c) Other Loans from bank (Refer footnote 9)	1.98	2.84	-	-	-	-
d) Other Loans from financial institutions (Refer footnote 10)	18.58	21.07	-	-	-	-
-From others						
From others (Refer footnote 11)	1.01	1.01	-	1.73	3.99	16.92
Total	**235.85**	**254.88**	**249.00**	**235.02**	**258.40**	**329.64**

(₹ in Million)

Particulars	Current Portion					
	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Term loans (secured)						
-From banks						
a) Vehicle loans (Refer footnote 3)	1.81	2.13	1.20	1.07	1.10	1.52
b) Other term loans (Refer footnote 4)	11.20	19.61	51.74	47.72	97.11	15.05
-From others						
a) Term loan (Refer footnote 5)	27.58	21.45	9.54	2.15	-	101.61
b) Vehicle loans (Refer footnote 6)	0.79	0.90	0.49	-	-	-
Unsecured loans						
-From banks						
a) Term loans from banks (Refer footnote 7)	-	-	1.13	1.37	1.15	-
b) Term loans from financial institutions (Refer footnote 8)	13.79	8.72	-	-	-	-
c) Other Loans from bank (Refer footnote 9)	8.75	1.50	-	-	-	-
d) Other Loans from financial institutions (Refer footnote 10)	10.61	11.69	-	-	-	-
-From others						
From others (Refer footnote 11)	-	-	-	2.21	13.74	-
	74.53	**66.00**	**64.10**	**54.52**	**113.10**	**118.18**
The above amount includes						
Amount disclosed under the head “Other current liabilities” (Refer annexure XIV)	(74.53)	(66.00)	(64.10)	(54.52)	(113.10)	(118.18)
Net amount	-	-	-	-	-	-

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

3) Vehicle loans from banks are secured against hypothecation of concerned vehicles. The repayment terms of the vehicle loans are as follows:

(₹ in Million)

Loan	Rate of Interest	Equal monthly installment (EMI)	Date of Last EMI	As at					
				30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Loan 1	13.50%	0.08	February 5, 2019	1.93	1.45	-	-	-	-
Loan 2	14.00%	0.04	February 5, 2019	0.93	1.08	-	-	-	-
Loan 3	14.00%	0.01	February 5, 2019	0.31	0.37	-	-	-	-
Loan 4	14.00%	0.03	February 5, 2019	0.68	0.79	-	-	-	-
Loan 5	13.50%	0.03	January 5, 2019	0.62	0.73	-	-	-	-
Loan 6	11.53%	0.03	January 5, 2017	0.13	0.31	0.65	0.94	1.21	1.45
Loan 7	12.27%	0.02	September 7, 2016	-	0.14	0.40	0.64	0.84	1.02
Loan 8	11.99%	0.03	May 7, 2016	-	0.07	0.43	0.75	1.04	1.29
Loan 9	12.24%	0.02	May 7, 2016	-	0.04	0.28	0.50	0.69	0.86
Loan 10	9.03%	0.03	July 1, 2013	-	-	-	-	0.10	0.39
Loan 11	11.07%	0.02	June 7, 2013	-	-	-	-	0.05	0.23
Loan 12	8.89%	0.02	Feburary 1, 2013	-	-	-	-	-	0.22
Total				**4.60**	**4.98**	**1.76**	**2.83**	**3.93**	**5.46**

4. Secured term loans from bank-other term loans

For the period ended September 30, 2016

During the financial year 2012-13, the Company had entered into a finance facility agreement amounting ₹ 510.00 Million with Kotak Mahindra Bank, under which various term loans and overdrafts have been availed at different times during the current period and previous years.
The term loans comprise two loans of ₹ 50.00 Million and ₹ 44.00 Million. Year end balances of these loans are ₹ Nil and ₹ 29.95 million respectively.

Interest rate:
These loans carry interest at bank's base rate + 3.75% per annum ranging from 13.25% to 14.25%.

Repayment schedule:

The loan of ₹ 50.00 million is repayable in 24 equal monthly instalments of ₹ 2.41 Million (inclusive of interest) for which July 25, 2016 is the last instalment date.
The loan of ₹ 44.00 million is repayable in 48 equal monthly instalments of ₹ 1.21 Million (inclusive of interest) for which March 1, 2019 is the last instalment date.

Primary security
These loans are secured by way of first and exclusive charge on all present and future current and moveable assets including moveable fixed assets of the Company.

Collateral security
Lien over fixed deposits of ₹ 110.00 Million
The loans are further secured by equitable mortgage on following properties of the Company:

- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi
- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai.

All loans are further secured by way of personal guarantees of Satyanarayan R., Gautam Puri and Nikhil Mahajan (promoters and directors).
These loans are part of overall limit sanctioned by the bank to the Company, which comprise term loans above, overdraft facility upto ₹ 440.00 million (disclosed in short term borrowings in the financial statements), cash management facility of ₹ 2.50 million and OD against credit card receivables of ₹ 15.00 million (availed). Securities mentioned above are securities provided by the Company for such overall limit.

For the year ended March 31, 2016

During the financial year 2012-13, the Company had entered into a finance facility agreement amounting ₹ 510.00 Million with Kotak Mahindra Bank, under which various term loans and overdrafts have been availed at different times during the current year and Previous years.
The term loans comprise two loans of ₹ 50.00 Million and ₹ 44.00 Million. Year end balances of these loans are ₹ 9.14 million, ₹ 35.00 million respectively.

Interest rate:
These loans carry interest at bank's base rate + 3.75% per annum ranging from 13.25% to 14.25%.

Repayment schedule:
The loan of ₹ 50.00 million is repayable in 24 equal monthly installments of ₹ 2.41 million (inclusive of interest) for which July 25, 2016 is the last installment date.
The loan of ₹ 44.00 million is repayable in 48 equal monthly instalments of ₹ 1.21 Million (inclusive of interest) for which March 1, 2019 is the last instalment date.

Primary security
These loans are secured by way of first and exclusive charge on all present and future current and moveable assets including moveable fixed assets of the Company.
Lien over fixed deposits of ₹ 110.00 million

Collateral security
Lien over fixed deposits of ₹ 110.00 Million
The loans are further secured by equitable mortgage on following properties of the Company:

- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi
- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai.

All loans are further secured by way of personal guarantees of Satyanarayan R., Gautam Puri and Nikhil Mahajan (promoters and directors).
These loans are part of overall limit sanctioned by the bank to the Company, which comprise term loans above, overdraft facility upto ₹ 440.00 million (disclosed in short term borrowings in the financial statements), cash management facility of ₹ 2.50 million and OD against credit card receivables of ₹ 15.00 million (availed). Securities mentioned above are securities provided by the Company for such overall limit.

For the year ended March 31, 2015

During the financial year 2012-13, the Company and CL Media Private Limited had entered into a finance facility agreement amounting ₹ 366.90 Million (revised limit amounting ₹ 465.00 Million) with Kotak Mahindra Bank, under which various term loans and overdrafts have been availed at different times during the financial year 2014-15, 2013-14 and financial year 2012-13.
The term loans comprise five loans of ₹ 83.56 Million, ₹ 12.00 Million, ₹ 35.00 Million, ₹ 50.00 Million and ₹ 44.00 Million. Year end balances of these loans are ₹ Nil, ₹ 3.13 Million, ₹ 14.27 Million,₹ 34.78 Million and ₹ 44.00 Million respectively.

Interest rate:
These loans carry interest at Bank's base rate + 4.25% per annum ranging from 14% to 14.25% .

Repayment schedule:
The loan of ₹ 83.56 Million was repayable in 28 equal monthly instalments of ₹ 3.52 (inclusive of interest) for which November 15, 2014 was the last instalment date.
The loan of ₹ 12.00 Million is repayable in 36 equal monthly instalments of ₹ 0.41 Million (inclusive of interest) for which November 10, 2015 is the last instalment date.
The loan of ₹ 35.00 Million is repayable in 24 equal monthly instalments of ₹ 1.68 Million (inclusive of interest) for which December 25, 2015 is the last instalment date.
The loan of ₹ 50.00 million is repayable in 24 equal monthly instalments of ₹ 2.41 Million (inclusive of interest) for which July 25, 2016 is the last instalment date.
The loan of ₹ 44.00 million is repayable in 48 equal monthly instalments of ₹ 1.21 Million (inclusive of interest) for which March 1, 2019 is the last instalment date.

Primary security

These loans are secured by way of first and exclusive charge on all present and future current and moveable assets including moveable fixed assets of the Company.

Lien over fixed deposits of ₹ 45.00 million.

Collateral security

Lien over fixed deposits of ₹ 110.00 Million

The loans are further secured by equitable mortgage on following properties of the Company:

- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi
- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai.

All loans are further secured by way of personal guarantees of Satyanarayan R., Gautam Puri and Nikhil Mahajan (promoters and directors).

These loans are part of overall limit sanctioned by the bank to the Company, which comprise term loans above, overdraft facility upto ₹ 355.00 Million (disclosed in short term borrowings in the financial statements), cash management facility of ₹ 2.50 Million and OD against credit card receivables of ₹ 15.00 Million (availed). Securities mentioned above are securities provided by the Company for such overall limit.

For the year ended March 31, 2014

During the financial year 2012-13, the Company and CL Media Private Limited had entered into a finance facility agreement amounting ₹ 366.90 Million with Kotak Mahindra Bank, under which various term loans and overdrafts have been availed at different times during the financial year 2013-14 and financial year 2012-13.

The term loans comprise four loans of ₹ 104.47 Million, ₹ 83.56 Million, ₹ 12.00 Million and ₹ 35.00 Million. Year end balances of these loans are ₹ Nil, ₹ 26.73 Million, ₹ 7.27 Million and ₹ 31.12 Million respectively.

Interest rate:

These loans carry interest at Bank's base rate + 4.25% per annum ranging from 14% to 14.25% .

Repayment schedule:

The loan of ₹ 104.47 million was repayable in 17 equal monthly instalments of ₹ 6.81 Million (inclusive of interest) for which December 15, 2013 was the last instalment date.

The loan of ₹ 83.56 Million is repayable in 28 equal monthly instalments of ₹ 3.52 (inclusive of interest) for which November 15, 2014 is the last instalment date.

The loan of ₹ 12.00 Million is repayable in 36 equal monthly instalments of ₹ 0.41 Million (inclusive of interest) for which November 10, 2015 is the last instalment date.

The loan of ₹ 35.00 Million is repayable in 24 equal monthly instalments of ₹ 1.68 Million (inclusive of interest) for which December 25, 2015 is the last instalment date.

Primary security

These loans are secured by way of first and exclusive charge on all present and future current and moveable assets including moveable fixed assets of the Company.

Collateral security

Lien over fixed deposits of ₹ 130.00 Million

The loans are further secured by equitable mortgage on following properties of the Company:

- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi
- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai.

These properties are common collateral for exposure of the bank in CL Media Private Limited (a wholly owned subsidiary company) for overdraft limit of ₹ 25.00 Million.

All loans are further secured by way of personal guarantees of Satyanarayan R., Gautam Puri and Nikhil Mahajan (promoters and directors).

For the year ended March 31, 2013

The Company and CL Media Privatte Limited during the year has obtained term loans from Kotak Mahindra Bank. This amount comprise three loans of ₹104.47 Million, ₹83.56 Million and ₹ 12.00 Million and various overdrafts. These loans carry interest at Bank's base rate + 4.25% per annum ranging from 13.50% to 14%. Year end balances of these loans are ₹57.82 Million, ₹62.34 Million and ₹10.88 Million respectively.

Repayment schedule:
The loan of ₹ 104.47 Million is repayable in 17 equal monthly installments of ₹ 6.81 Million (inclusive of interest) for which December 15, 2013 is the last installment date.
The loan of ₹ 83.56 Million is repayable in 28 equal monthly installments of ₹ 3.52 Million (inclusive of interest) for which November 15, 2014 is the last installment date.
The loan of ₹ 12.00 is repayable in 36 equal monthly installments of ₹ 0.41 Million (inclusive of interest) for which November 10, 2015 is the last installment date.

Primary security
This loans are secured by way of first and exclusive charge on all present and future current and moveable assets including moveable fixed assets of the Company.

Collateral security
Lien over fixed deposits of ₹ 145.00 Million.
The loans are further secured by equitable mortgage on following properties of the Company:
- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi
- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai.

These properties are common collateral for exposure of the bank in CL Media Private Limited (a wholly owned subsidiary company) for overdraft limit of ₹ 25.00 Million.
All loans are further secured by way of personal guarantees of Satyanarayan R., Gautam Puri and Nikhil Mahajan (promoters and directors).

For the year ended March 31, 2012

Secured term loans represent loans taken by Career Launcher Infrastructure Private Limited ('CLIP') as consortium loan from Axis Bank Limited and Punjab National Bank.

This loan is secured by way of:
First equitable mortgage and charge on pari-passu basis on all immovable assets, both present and future at Raipur and Indore premises of CLIP.

First pari-passu charge by way of hypothecation on the present & future moveable assets at Raipur and Indore premises of CLIP. First pari-passu charge on all agreements / revenue and receivables of CLIP.

First charge on pari-passu basis on all bank accounts of the Company related to the schools financed in the projects including, without limitation to the project account / Trust & Relation Account / Escrow Account, Debt service Reserve Account and any other bank account wherever maintained by the CLIP.

First charge on pari-passu basis on all bank accounts of Career Launcher Education Infrastructure and Services Limited (CLEIS), related to schools financed under the projects through Escrow Mechanism.

Pledge of shares representing 51% of the total paid up equity share capital of CLIP held by CLEIS and CL Educate Limited directly or indirectly subject to the provisions of the Banking Regulation Act.

Corporate Guarantee of the CLEIS and CL Educate Limited.

The above security shall be shared on pari - passu basis among the lenders.

This loan carries interest at consortium's base rate + 5.50% per annum.

5. Secured term loans from Others

For amount outstanding as at September 30, 2016, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013

Secured term loan from others represents loan taken by CLIP, a wholly owned subsidiary of CLEIS, the subsidiary of CL Educated Limited ("CL").

The secured loans are secured by way of:
a) First Equitable Mortgage of Land and Building of projects
1. Indus World School (IWS), off. Bypass Road, Near County Walk Township, Jhalaria, Indore.
2. IWS - PlanetCity, Vill. Mujgahan, Old Dhamtari Road, Raipur.
3. IWS - Village Yeolawadi, Taluka Haveli, District Pune and construction thereon, present and future.

b) First charge on all receivables, present and future, arising from the above mentioned projects, from Indus world school, located at 9, Sanyogitaganj, Near Mission Hospital, Chhawani, Indore and all other schools that are being run by Nalanda Foundation.

c) First charge on all bank accounts of CLIP, including without limitation to the project account/trust and retention account/escrow accounts, debt service reserve account and any other accounts wherever mentioned.

d) First charge on all receivables of CLIP via an escrow mechanism.

e) First charge on all bank accounts of CLEIS, including without limitation to Project account/Trust and retention account/Escrow account Debt service reserve account and any other accounts wherever mentioned.

f) First charge on all receivables of CLEIS, via an escrow mechanism.

g) First charge on bank accounts of Nalanda Foundation related to all schools under Nalanda Foundation.

h) First charge on all receivables of Nalanda Foundation, via an escrow mechanism.

i) Pledge of 51% shares of CLIP held by CLEIS.

j) Corporate guatantee from CL, and CLEIS.

k) Personal guatantees of Mr. Satya Narayanan R., Mr. Gautam Puri, Mr. Sujit Bhattacharyya, Mr. Sreenivasan R., Mr. Shiv Kumar Ramachandran and Mr. Nikhil Mahajan (directors of CL).

l) Undertaking from CLEIS to the effect that: 1.) they will continue to hold at least 51% of equity share capital of CLIP throughout the tenor of the loan 2.) to provide funds by way of additional equity/unsecured loans to CLIP for project completion and meeting cost overruns of the project if any including interest and principal repayments.

m) Undertaking from CL, to the effect that: 1.) they will continue to hold at least 51% of equity share capital of CLEIS throughout the tenor of the loan 2.) to provide funds by way of additional equity/unsecured loans to CLIP for project completion and meeting cost overruns of the project if any including interest and principal repayments.

n) Undertaking from Nalanda Foundation that payment to CLIP towards payment of loans will be made prior to any other payments after day to day expenses are met.

o) Any other security of equivalent or higher amount that may be acceptable to the lender, HDFC Limited. There is no other security demanded by the lenders as at September 30, 2015, March 31, 2015, March 31, 2014 and March 31, 2013.

Rate of interest
Rate of interest shall be variable and linked to HDFC's Corporate Prime Lending Rate (CPLR) and shall be lower than the same by 325 basis points. The applicable interest rate will be reviewed/reset on monthly basis i.e. on first day of every calender month.

Terms of repayment
The loan shall be repaid by way of 32 unequal quarterly instalments with the first instalment falling due on February 28, 2015.

For amount outstanding as at March 31, 2012

During the financial year 2011-12 secured term loans were taken by the Company from L & T Finance Limited comprising of two loans of ₹ 100.00 million and ₹ 142.85 million. Both loans carry interest @ 14% per annum. Year end balances of both the loans for financial year ending March 31, 2012 were ₹ 215.84 million.

The loan of ₹ 100.00 million was repayable in 36 equal monthly instalments of ₹ 3.41 million (inclusive of interest) for which November 10, 2014 is the last instalment date.The loan of ₹ 142.85 million was repayable in 24 monthly instalments of equal principal of ₹ 5.95 million each along with interest thereon for which December 1, 2013 was the last instalment date. However, the loan was prepaid during the financial year 2012-13.

This loan was secured by way of first *pari passu* charge on all immovable and movable fixed assets and all the current assets of the Company. All secured loans were further secured by way of personal guarantees of Satyanarayan R., Gautam Puri and Nikhil Mahajan (promoters and directors).

The loan was further secured by equitable mortgage on following properties of the Company:
- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi
- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai.

6) Vehicle loans from othres are secured against hypothecation of concerned vehicles. The repayment terms of the vehicle loans are as follows:

(₹ in Million)

Loan	Rate of Interest	Equal monthly installment (EMI)	Date of Last EMI	As at					
				30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Loan 1	17.74%	0.05	January 1, 2019	1.01	1.19	-	-	-	-
Loan 2	10.59%	0.05	June 10, 2017	0.40	0.67	1.18	-	-	-
Total				**1.41**	**1.86**	**1.18**	**-**	**-**	**-**

7. Unsecured term loans-from banks

For amount outstanding as at March 31, 2015

This loan carries interest rate 17.50% p.a. (Current base rate + Margin of 7.75%).

Terms of repayment
₹ 1.13 Million repayable in next one year from March 31, 2015. Further, ₹ 0.14 Million has been prepaid during the year ended March 31, 2015.

For amount outstanding as at March 31, 2014

This loan carries interest rate 17.50% p.a. (Current base rate + Margin of 7.75%).

Terms of repayment
₹ 1.37 Million repayable in next one year from March 31, 2014, and ₹ 1.27 Million repayable in second year.

For amount outstanding as at March 31, 2013

This loan carries interest rate 17.50% p.a. (Current base rate + Margin of 7.75%).

Terms of repayment
₹ 1.15 Million repayable in next one year from March 31, 2013, ₹ 1.37 Million repayable in second year and ₹ 1.27 Million repayable in third year.

8. Unsecured Term loans from financial institutions

For amount outstanding as at September 30, 2016

During the financial year 2015-16, Career Launcher Education Infrastructure and Services Limited (CLEIS) and CL Media Private Limited (CLM) has taken working loan from financial institution, details of the loans are as follows:-

Name of Bank	Loan taken (₹ Million)	Rate of Interest	Date of first EMI	Tenure	EMI (₹ Million)
Magma Fincorp Limited	9.00	19.00%	7-Oct-15	36 Months	0.33
Tata Capital Financial Services Limited	5.00	18.65%	9-Oct-15	36 Months	0.18
Capital First Limited	7.50	18.75%	5-Nov-15	36 Months	0.27
Dewan Housing Finance Corporation Ltd.	3.50	13.50%	14-Oct-15	36 Months	0.12
Fullerton India Credit Company Limited	5.00	18.50%	4-Feb-16	24 Months	0.25
Ratnakar Bank Limited	3.50	19.00%	5-Jan-16	36 Months	0.13
Edelweiss Retail Finance Limited	3.00	18.50%	31-Mar-16	36 Months	0.11
Tata Capital Financial Services Limited	2.23	18.79%	3-Oct-16	18 Months	0.14
Capital First Limited	4.00	18.50%	5-Oct-16	36 Months	0.15
Neo Growth Credit Private Limited	3.00	16.22%	3-Sep-16	450 Days	0.01 (Daily)

For amount outstanding as at March 31, 2016

During the year, Career Launcher Education Infrastructure and Services Limited (CLEIS) and CL Media Private Limited (CLM) has taken working loan from financial institution, details of the loans are as follows:-

Name of Bank	Loan taken (₹ Million)	Rate of Interest	Date of first EMI	Tenure	EMI (₹ Million)
Magma Fincorp Limited	9.00	19.00%	7-Oct-15	36 Months	0.33
Tata Capital Financial Services Limited	5.00	18.65%	9-Oct-15	36 Months	0.18
Capital First Limited	7.50	18.75%	5-Nov-15	36 Months	0.27
Dewan Housing Finance Corporation Ltd.	3.50	13.50%	14-Oct-15	36 Months	0.12
Fullerton India Credit Company Limited	5.00	18.50%	4-Feb-16	24 Months	0.25
Ratnakar Bank Limited	3.50	19.00%	5-Jan-16	36 Months	0.13
Edelweiss Retail Finance Limited	3.00	18.50%	31-Mar-16	36 Months	0.11

9. Unsecured other loan from banks

For amount outstanding as at September 30, 2016

During the financial year 2015-16, Career Launcher Education Infrastructure and Services Limited (CLEIS) has taken loan from banks, details of the loans are as follows:-

Name of Bank	Loan taken (₹ Million)	Rate of Interest	Date of first EMI	Tenure	EMI (₹ Million)
IndusInd Bank	2.50	18.50%	4-Oct-15	36 Months	0.09
Deutsche Bank	2.50	19.00%	5-Oct-15	36 Months	0.09

For amount outstanding as at March 31, 2016

During the year, Career Launcher Education Infrastructure and Services Limited (CLEIS) has taken loan from banks, details of the loans are as follows:-

Name of Bank	Loan taken (₹ Million)	Rate of Interest	Date of first EMI	Tenure	EMI (₹ Million)
IndusInd Bank	2.50	18.50%	4-Oct-15	36 Months	0.09
Deutsche Bank	2.50	19.00%	5-Oct-15	36 Months	0.09

10. Unsecured other loan from financial institutions

For amount outstanding as at September 30, 2016

This unsecured loan represents term loan taken from Shri Ram City Union Finance Limited.

Interest rate:
These loans carry interest at 16.00% per annum.

Repayment schedule:
During the year, the Company has taken an additional loan of ₹ 15 million which is repayable in 36 equal monthly installments of ₹ 0.52 million (inclusive of interest) for which September 5, 2019 is the last installment date.

During the previous year, the Company had taken loan of ₹ 30 million which was repayable in 36 equal monthly installments of ₹ 1.01 million (inclusive of interest) for which January 5, 2019 is the last installment date.

Collateral security:

- The loans are secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Company.
- Registered mortgage of agricultural land in Amritsar capitalised in the books of subsidiary named Career Launcher Infrastructure Private Limited.
- 125,000 shares of the Company held by Bilakes Consulting Private Limited.

All loans were further secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Company.

For amount outstanding as at March 31, 2016

This unsecured loan represents term loan taken from Shri Ram City Union Finance Limited.

Interest rate:
These loans carry interest at 16.00% per annum.

Repayment schedule:
During the year, the Company had taken loan of ₹ 30 million which was repayable in 36 equal monthly installments of ₹ 1.01 million (inclusive of interest) for which January 5, 2019 is the last installment date.

Collateral security:

- The loans are secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Company.
- Registered mortgage of agricultural land in Amritsar capitalised in the books of subsidiary named Career Launcher Infrastructure Private Limited.
- 125,000 shares of the Company held by Bilakes Consulting Private Limited.

All loans were further secured by personal guarantees of the promoter and directors (Satyanarayan R., Gautam Puri and Nikhil Mahajan) of the Company.

11. Unsecured loan from others

For amount outstanding as at September 30, 2016

Loan form others represents interest free loan taken from directors of subsidiary and others. The said loans are payable on or after 24 months from the reporting date.

For amount outstanding as at March 31, 2016

Loan form others represents interest free loan taken from directors of subsidiary and others. The said loans are payable on or after 24 months from the reporting date.

For amount outstanding as at March 31, 2015

This comprise of two loans from Non Banking Finance Companies of ₹ 0.98 Million and ₹ 0.75 Million availed by Kestone Integrated Marketing Services Private Limited (Kestone). Year end balances of these loans are ₹ Nil and ₹ Nil respectively.

Loan of ₹ 0.98 Million carries interest rate of 16.64% ₹ 0.98 Million repayable in next one year from March 31, 2015 has been prepaid during the year ending on March 31, 2015.
Loan of ₹ 0.75 Million carries interest rate of 19.35% ₹ 0.75 Million repayable in next one year from March 31, 2015 has been prepaid during the year ending on March 31, 2015.

For amount outstanding as at March 31, 2014

This comprise of two loans from Non Banking Finance Companies outstanding as the year end of ₹ 2.15 Million and ₹ 1.79 Million availed by Kestone Integrated Marketing Services Private Limited (Kestone).

Loan of ₹ 2.15 Million carries interest rate of 16.64% ₹ 1.17 Million repayable in next one year from March 31, 2014 and ₹ 0.98 Million repayable in second year.
Loan of ₹ 1.79 Million carries interest rate of 19.35% ₹ 1.04 Million repayable in next one year from March 31, 2014 and ₹ 0.75 Million repayable in second year.

For amount outstanding as at March 31, 2013

This comprise of two loans from Non Banking Finance Companies outstanding as the year end of ₹ 3.73 Million and ₹ 3.25 Million availed by Kestone.

Loan of ₹ 3.73 Million carries interest rate of 16.64% ₹ 1.57 Million repayable in next one year from March 31, 2013, ₹ 1.18 Million repayable in second year and ₹ 0.98 Million repayable in third year.
Loan of ₹ 3.25 Million carries interest rate of 19.35% ₹ 1.46 Million repayable in next one year from March 31, 2013, ₹ 1.04 Million repayable in second year and ₹ 0.75 Million repayable in third year.

Persuant to the shareholders agreement dated November 12, 2010 entered into with the promoters of G K Publications Private Limited ('GKP') to acquire 100% equity shares of GKP held by them, the Company guaranteed the loan taken by GKP from its director/promoter. The loan was repayable by June 30, 2013 (Refer annexure XXXV).

For amount outstanding as at March 31, 2012

Persuant to the shareholders agreement dated November 12, 2010 entered into with the promoters of G K Publications Private Limited ('GKP') to acquire 100% equity shares of GKP held by them, the Company guaranteed the loan taken by GKP from its director/promoter. The loan was repayable by June 30, 2013 (Refer annexure XXXV).

Annexure IX - Restated consolidated summary statement of deferred tax assest /(liability) (₹ in Million)

Particulars	As at										
	30-Sep-16	Charge / (benefit)	31-Mar-16	Charge / (benefit)	31-Mar-15	Charge / (benefit)	31-Mar-14	Charge / (benefit)	31-Mar-13	Charge / (benefit)	31-Mar-12
Deferred tax assets											
On account of											
Unabsorbed Losses	40.91	(0.36)	40.55	(0.79)	39.76	(4.82)	34.94	2.88	37.82	(26.11)	11.71
Provision for gratuity	7.62	(0.95)	6.67	(1.41)	5.26	(0.78)	4.48	(0.88)	3.60	(1.59)	2.01
Provision for bonus	7.05	0.90	7.95	(3.01)	4.94	(3.28)	1.66	0.04	1.70	1.29	2.99
Provision for leave encashment	5.91	(0.86)	5.05	(1.37)	3.68	(1.28)	2.40	(0.36)	2.04	(0.36)	1.68
Share issue expenses	-	-	-	-	-	-	-	-	-	1.91	1.91
Provision for investment impairment	-	-	-	0.02	0.02	-	0.02	0.12	0.14	(0.02)	0.12
Provision for loans and advances	13.94	0.19	14.13	(0.16)	13.97	(0.16)	13.81	(0.25)	13.56	35.97	49.53
Provision for doubtful dues	-	-	-	-	-	-	-	0.86	0.86	0.75	1.61
Provision for doubtful debts	0.41	0.03	0.44	0.28	0.72	(0.39)	0.33	-	0.33	-	0.33
Provision for Sales Incentive	0.36	0.01	0.37	(0.27)	0.10	0.11	0.21	(0.21)	-	0.02	0.02
Provision for sales return	0.19	0.10	0.29	0.26	0.55	(0.13)	0.42	(0.11)	0.31	(0.09)	0.22
Provision for slow moving/obsolete of inventory	0.78	(0.05)	0.73	(0.54)	0.19	(0.19)	-	-	-	-	-
Unrealised foreign exchange loss	-	-	-	0.11	0.11	(0.11)	-	-	-	-	-
Total deferred tax assets	**77.17**	**(0.99)**	**76.18**	**(6.88)**	**69.30**	**(11.03)**	**58.27**	**2.09**	**60.36**	**11.77**	**72.13**
Deferred tax liabilities											
On account of depreciation	85.21	1.91	83.30	(1.27)	84.57	9.03	75.54	2.31	73.23	12.02	61.21
Total deferred tax liabilities	**85.21**	**1.91**	**83.30**	**(1.27)**	**84.57**	**9.03**	**75.54**	**2.31**	**73.23**	**12.02**	**61.21**
Net deferred tax assets/ (liabilities)	**(8.04)**	**0.92**	**(7.12)**	**(8.15)**	**(15.27)**	**(2.00)**	**(17.27)**	**4.40**	**(12.87)**	**23.79**	**10.92**

Deferred tax (charge)/benefit for the year	**(2.00)**
Add: Adjusted against opening reserves on account of depreciation according to Schedule II (refer annexure VI.H)	(1.70)
Net Deferred tax charge for the year	**(3.70)**

Presentation in the restated consolidated summary statement of assets and liabilities as per tax jurisdictions:

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Total deferred tax assets of net deferred tax assets jurisdiction entities	9.86	8.28	3.28	1.60	1.10	34.60
Total deferred tax liabilities of net deferred tax liabilities jurisdiction entities	(17.90)	(15.40)	(18.55)	(18.87)	(13.97)	(23.68)
	(8.04)	**(7.12)**	**(15.27)**	**(17.27)**	**(12.87)**	**10.92**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.
3. The net deferred tax liability as at March 31, 2011 was ₹ 24.82 million. Accordingly net addition of deferred tax assets by ₹ 35.74 million has been recorded as charge in the restated consolidated statement of profit and loss for the year ended March 31, 2012.
4. Net deferred tax assets and net deferred tax liabilities in different entities have not been set off considering the provisions of AS - 22.

Annexure X- Restated consolidated summary statement of other long term liabilities

(₹ in Million)

Particulars	As at					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Security deposit received	3.17	3.02	2.59	1.19	1.10	0.91
	3.17	**3.02**	**2.59**	**1.19**	**1.10**	**0.91**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

Annexure XI - Restated consolidated summary of statement of provisions

(₹ in Million)

Particulars	Long-term					
	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Provision for employees benefit						
Gratuity (Refer annexure XXXVI)	22.79	19.91	18.11	11.93	8.83	4.48
Leave encashment (Refer annexure XXXVI)	17.38	15.00	10.96	8.46	6.38	4.54
Total	**40.17**	**34.91**	**29.07**	**20.39**	**15.21**	**9.02**

(₹ in Million)

Particulars		Short-term					
		As at					
		30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Provision for tax (net of advance taxes) (refer footnote i)		33.56	20.74	22.48	23.73	11.95	1.08
Total	A	**33.56**	**20.74**	**22.48**	**23.73**	**11.95**	**1.08**
Provision for sales return (Refer footnote ii)	B	0.82	0.95	1.79	1.35	1.00	0.71
Provision for employees benefit							
Gratuity (Refer annexure XXXVI)		0.31	0.32	0.40	0.25	0.97	0.19
Leave encashment (Refer annexure XXXVI)		0.49	0.45	0.36	0.34	0.94	1.50
Total	C	**0.80**	**0.77**	**0.76**	**0.59**	**1.91**	**1.69**
Total (A+B+C)		**35.18**	**22.46**	**25.03**	**25.67**	**14.86**	**3.48**

Footnotes:

i. Details of year-wise provision for tax and advance tax (including tax deducted at source) and net balance is as under:

(₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Provision for tax	259.21	38.83	41.60	27.49	15.47	1.62
Advance taxes paid (including tax deducted at source)	225.65	18.09	19.12	3.76	3.52	0.54
Net Provision for tax	**33.56**	**20.74**	**22.48**	**23.73**	**11.95**	**1.08**

ii. Provision for sales return has been created for estimated loss of margin on expected sales returns in future period against products sold during the period/year. The provision has been recorded based on management's best estimate as per past trend. As required by AS-29, following is the movement in provision made:

(₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Opening balance	0.95	1.79	1.35	1.00	0.71	-
(+) Additions during the period/year	0.82	0.95	1.79	1.35	1.00	8.40
(-) Utilised/reversed during the period/year	(0.95)	(1.79)	(1.35)	(1.00)	(0.71)	(7.69)
Closing balance	**0.82**	**0.95**	**1.79**	**1.35**	**1.00**	**0.71**

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

Annexure XII - Restated consolidated summary of statement of short-term borrowings

(₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Secured, from bank, repayable on demand						
-Cash credit (Refer footnote 4)	342.37	376.20	309.43	340.78	279.05	195.73
Unsecured loans from related parties (Refer annexure XLIII)	-	-	-	0.03	0.89	-
Other unsecured loans repayable on demand (Refer footnote 3)	-	-	-	-	1.75	24.98
Net Amount	**342.37**	**376.20**	**309.43**	**340.81**	**281.69**	**220.71**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.
3. All unsecured loans are repayable on demand, except ₹ 20 Million outstanding on March 31, 2012 which was payable within one year from March 31, 2012.
4. Details of these loans are as follows:

For the period ended September 30, 2016

Cash credit represents two loans from Kotak Mahindra Bank taken by CL Educate Limited and G.K. Publications Private Limited and two loans from IndusInd Bank taken by Kestone Integrated Marketing Services Private Limited and G.K. Publications Private Limited which are repayable on demand.

Cash credit from Kotak Mahindra Bank- loan 1

1. It carries interest rate of base rate plus 4.50 % ranging from 14.25% to 13.75%.
2. Security details: Refer footnote 4 of annexure VIII.

Cash credit from Kotak Mahindra Bank- loan 2

1. This loan represents the limit availed out of the total fund limit of ₹ 15.00 million. The loan is secured by the following:

2. Security details:

Primary security

First and exclusive charge on all present and future current and movable assets including movable fixed assets of the G.K. Publication Private Limited.

Collateral Security

Lien over the fixed deposit of ₹ 15.00 million.

The loan is further secured by personal guarantees of Mr. Satya Narayanan, Mr. Gautam Puri and Mr. Nikhil Mahajan.

The facility carries an interest rate of bank's base rate + 4.25% per annum payable on monthly basis.

Cash credit from IndusInd Bank- loan 1

1. It carried interest rate of base rate plus 3%-4.25% ranging from 14% to 15%.
2. Security details:

Primary Security

First and exclusive charge on entire current assets of Kestone Integrated Marketing Services Private Limited both present and future.

Collateral Security

First and exclusive charge on movable fixed assets of Kestone both present and future.

3. Personnel guaranteed by directors of the Kestone Integrated Marketing Services Private Limited amounting ₹ 40.05 million.
4. Corporate guarantee of CL Educate Limited (Holding Company).
5. Lien on fixed deposits amounting to ₹ 15.00 million.

Cash credit from IndusInd Bank- loan 2

1. Unsecured loan from bank represents over draft facility from IndusInd Bank in the current year. The above amount represents the limit availed out of the total fund limit of ₹ 19.00 Million.
2. Kestone Integrated Marketing Services Private Limited has pledged its fixed deposits amounting ₹ 20.00 million (previous year ₹ 20.00 million) as security for the above over draft facility from IndusInd Bank Limited.
2. The facility carries an interest rate of 9.75% (Bank fixed deposits rate i.e., 8.25% + 1.50%) per annum payable on monthly basis.
3. The above loan is repayable by February 20, 2017 or maturity date of underlying fixed deposits, whichever is earlier.

For the year ended March 31, 2016

Cash credit represents two loans from Kotak Mahindra Bank taken by CL Educate Limited and G.K. Publications Private Limited and two loans from IndusInd Bank taken by Kestone Integrated Marketing Services Private Limited and G.K. Publications Private Limited which are repayable on demand.

Cash credit from Kotak Mahindra Bank- loan 1

1. It carries interest rate of base rate plus 4.50 % ranging from 14.25% to 13.75%.
2. Security details: Refer footnote 4 of annexure VIII.

Cash credit from Kotak Mahindra Bank- loan 2

1. This loan represents the limit availed out of the total fund limit of ₹ 15.00 million. The loan is secured by the following:

2. Security details:

Primary security

First and exclusive charge on all present and future current and movable assets including movable fixed assets of the G.K. Publication Private Limited.

Collateral Security

Lien over the fixed deposit of ₹ 15.00 million.

The loan is further secured by personal guarantees of Mr. Satya Narayanan, Mr. Gautam Puri and Mr. Nikhil Mahajan.

The facility carries an interest rate of bank's base rate + 4.25% per annum payable on monthly basis.

Cash credit from IndusInd Bank- loan 1

1. It carried interest rate of base rate plus 3%-4.25% ranging from 14% to 15%.
2. Security details:

Primary Security

First and exclusive charge on entire current assets of Kestone Integrated Marketing Services Private Limited both present and future.

Collateral Security

First and exclusive charge on movable fixed assets of Kestone both present and future.

3. Personnel guaranteed by directors of the Kestone Integrated Marketing Services Private Limited amounting ₹ 40.05 million.
4. Corporate guarantee of CL Educate Limited (Holding Company).
5. Lien on fixed deposits amounting to ₹ 15.00 million.

Cash credit from IndusInd Bank- loan 2

1. Unsecured loan from bank represents over draft facility from IndusInd Bank in the current year. The above amount represents the limit availed out of the total fund limit of ₹ 19.00 Million.
2. Kestone Integrated Marketing Services Private Limited has pledged its fixed deposits amounting ₹ 20,000,000 (previous year ₹ 20,000,000) as security for the above over draft facility from IndusInd Bank Limited.
2. The facility carries an interest rate of 9.75% (Bank fixed deposits rate i.e., 8.25% + 1.50%) per annum payable on monthly basis.
3. The above loan is repayable by February 20, 2017 or maturity date of underlying fixed deposits, whichever is earlier.

For the year ended March 31, 2015

Cash credit represents two loans from Kotak Mahindra Bank taken by CL Educate Limited and G.K. Publications Private Limited and two loans from IndusInd Bank taken by Kestone Integrated Marketing Services Private Limited and G.K. Publications Private Limited which are repayable on demand.

Cash credit from Kotak Mahindra Bank- loan 1

1. It carries interest rate of base rate plus 4.50 % ranging from 14% to 14.25%.
2. Security details: Refer footnote 4 of annexure VIII.

Cash credit from Kotak Mahindra Bank- loan 2

1. This loan represents the limit availed out of the total fund limit of ₹ 15.00 million. The loan is secured by the following:

2. Security details:

Primary security

First and exclusive charge on all present and future current and movable assets including movable fixed assets of the G.K. Publication Private Limited.

Collateral Security

Lien over the fixed deposit of ₹ 15.00 million.

The loan is further secured by personal guarantees of Mr. Satya Narayanan, Mr. Gautam Puri and Mr. Nikhil Mahajan.

The facility carries an interest rate of bank's base rate + 4.25% per annum payable on monthly basis.

Cash credit from IndusInd Bank- loan 1

1. It carried interest rate of base rate plus 3%-4.25% ranging from 14% to 15%.
2. Security details:

Primary Security

First and exclusive charge on entire current assets of Kestone Integrated Marketing Services Private Limited both present and future.

Collateral Security

First and exclusive charge on movable fixed assets of Kestone both present and future.

3. Personnel guaranteed by directors of the Kestone Integrated Marketing Services Private Limited amounting ₹ 40.05 million.
4. Corporate guarantee of CL Educate Limited (Holding Company).
5. Lien on fixed deposits amounting to ₹ 15.00 million.

Cash credit from IndusInd Bank- loan 2

1. Unsecured loan from bank represents over draft facility from IndusInd Bank in the current year. The above amount represents the limit availed out of the total fund limit of ₹ 19.00 Million.
2. The facility carries an interest rate of Bank's fixed deposit rate + 1.75% per annum payable on monthly basis.
3. The above loan is repayable by February 20, 2016 or maturity date of underlying fixed deposits, whichever is earlier.

For the year ended March 31, 2014

Cash credit represents three loans from Kotak Mahindra Bank taken by CL Educate Limited, CL Media Private Limited ('CLM') and GKP and two loans from IndusInd Bank taken by Kestone and GKP which are repayable on demand.

Cash credit from Kotak Mahindra Bank- loan 1

1. It carries interest rate of bank's base rate plus 4.50 % ranging from 14% to 14.25%.
2. Security details: Refer footnote 4 of annexure VIII.

Cash credit from Kotak Mahindra Bank- loan 2

1. It carries interest rate of bank's base rate plus 3.75 %.
2. Security details: Refer footnote 4 of annexure VIII.

Cash credit from Kotak Mahindra Bank- loan 3

1. This loan represents the limit availed out of the total fund limit of ₹ 15.00 Million. The loan is secured by the following:

2. Security details:

Primary security

First and exclusive charge on all present and future current and movable assets including movable fixed assets of the Company.

Collateral security

Lien over the fixed deposit of ₹ 15.00 Million.

All secured loans are further secured by way of personal guarantees of Satyanarayan R., Gautam Puri and Nikhil Mahajan (promoters and directors).

The facility carries an interest rate of bank's base rate + 4.25% per annum payable on monthly basis.

Cash credit from IndusInd Bank- loan 1

1. It carried interest rate of bank's base rate plus 3%-4.25% ranging from 14% to 15%.
2. Security details:

Primary security

First and exclusive charge on entire current assets of Kestone both present and future.

Collateral security

First and exclusive charge on movable fixed assets of GKP both present and future.

3. All secured loans are further secured by way of personal guarantees of Gautam Puri and Nikhil Mahajan (promoters and directors).
4. Corporate guarantee of CL Educate Limited.
5. Lien on fixed deposits amounting to ₹ 15.00 Million.

Cash credit from IndusInd Bank- loan 2

1. Unsecured loan from bank represents over draft facility from IndusInd Bank in the current year. The above amount represents the limit availed out of the total fund limit of ₹ 19.00 Million.
2. The facility carries an interest rate of Bank's fixed deposit rate + 1.75% per annum payable on monthly basis.
3. The above loan is repayable by February 20, 2015 or maturity date of underlying fixed deposits, whichever is earlier.

For the year ended March 31, 2013

Cash credit represents two loans from Kotak Mahindra Bank taken by CL Educate Limited & CLM and one loan from IndusInd Bank taken by Kestone which are repayable on demand.

Cash credit from Kotak Mahindra Bank- loan 1
1. It carries interest rate of bank's base rate plus 4.50 % ranging from 13.50% to 14%.
2. Security details: Refer footnote 4 of annexure VIII.

Cash credit from Kotak Mahindra Bank- loan 2
1. It carries interest rate of bank's base rate plus 3.75 %.
2. Security details: Refer footnote 4 of annexure VIII.

Cash credit from IndusInd Bank
1. It carried interest rate of bank's base rate plus 4.25%-4.75%.
2. Security details:

Primary security
First and exclusive charge on entire current assets of Kestone, both present and future.

Collateral security
First and exclusive charge on movable fixed assets of Kestone, both present and future.

All secured loans are further secured by way of personal guarantees of Gautam Puri and Nikhil Mahajan (promoters and directors).

For the year ended March 31, 2012

Cash credit represents overdrafts from Kotak Mahindra Bank and HDFC Bank taken by CL Educate Limited, and two loans from IndusInd Bank taken by Kestone which are repayable on demand.

a. Overdraft from HDFC bank
1.It carries bank's rate of interest for fixed deposit plus 2 %.
2.It is primarily secured by way of lien of fixed deposits amounting ₹ 115.09 Million in the name of the company and further secured by the guarantee of promoters of the company.

b. Overdraft from Kotak Mahindra Bank
1. It carries interest rate of bank's base rate plus 4.25 %.
2. Security details:

Overdraft from Kotak Mahindra Bank is primarily secured by way of lien over fixed deposit of ₹ 25.00 Million and by first and *pari passu* charges with L & T Finance Limited on all existing and future current assets/ movable fixed assets of the Company. It is further secured by a collateral security of equitable mortgage over the following properties pari passu with L & T Finance Limited:
- Plot No. 15-A , Block II , Knowledge Park, Greater Noida
- Plot No. 9A, Sector 27-A, Faridabad
- Office space No. 1 and 2, Third Floor, FC Road, Shivaji Nagar, Pune
- Unit No. 207, Second Floor, District Centre, Laxmi Nagar, Delhi
- Office Space No. 201, Second Floor, Business Point, Andheri West, Mumbai.

All secured loans are further secured by way of personal guarantees of Satyanarayan R., Gautam Puri and Nikhil Mahajan (promoters and directors).

Annexure XIII- Restated consolidated summary of statement of trade payables

(₹ in Million)

Particulars	As at					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Trade payable						
- From related parties (Also refer annesure XLIII)	0.89	0.89	0.89	0.89	-	-
- From Others	217.13	245.95	199.29	168.96	120.84	96.00
Total	**218.02**	**246.84**	**200.18**	**169.85**	**120.84**	**96.00**

Footnotes :

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.
3. Refer annexure XLIV for disclosure under Micro Small & Medium Enterprises Development Act, 2006.

Annexure XIV- Restated consolidated summary of statement of other current liabilities

(₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Current maturities of long term borrowing (Refer annexure VIII)	74.52	66.01	64.10	54.52	113.10	118.19
Interest accrued but not due on borrowings	1.21	1.24	0.69	0.39	1.02	5.00
Unearned revenue	239.68	198.79	197.55	169.12	157.99	212.65
Payables for expenses	-	-	-	-	-	-
-To related party (Refer annexure XLIII & XLIV)	0.01	0.01	0.01	0.36	-	-
-To others (Refer annexure XLIV)	123.19	91.88	69.53	62.76	53.48	83.12
Employees related payables (Refer annexure XLIII)	57.91	76.09	80.97	73.68	69.78	66.46
Payable for fixed assets (Refer annexure XLIV)	1.02	6.48	17.19	6.29	27.80	72.37
Payables for purchase of investments	16.51	26.51	-	-	12.64	8.48
Advance from customers	136.77	24.01	16.02	2.05	1.59	1.57
Advance received against sale of fixed assets	-	-	5.35	5.35	5.35	3.00
Security from customers	-	-	-	0.20	0.20	-
Unclaimed dividend	-	-	-	-	0.03	0.05
Book overdraft	-	-	-	-	1.18	-
Statutory dues payable	24.01	20.18	21.40	25.15	32.03	31.04
Total	**674.83**	**511.20**	**472.81**	**399.87**	**476.19**	**601.93**

Footnotes :

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

CI Educate Limited

AnnexureXV- Restated summary statement of tangable fixed assets

(₹ in Million)

Particulars	Land freehold	Land leasehold	Buildings	Build Improvements	Plant & Machineries	Leasehold Improvements	Furniture & Fixture	Office Equipments	Computers	Vehicles	Total
Gross block(at cost) as at September 30, 2016											
Closing	105.32	20.04	585.61	7.56	14.28	38.39	45.78	53.23	103.74	23.11	**997.06**
Deletion/adjustment	-	-	-	1.51	0.07	0.25	2.95	0.81	1.23	0.92	**7.74**
Addition	-	-	-	-	-	6.05	1.83	1.74	2.78	0.01	**12.41**
Opening	105.32	20.04	585.61	9.07	14.35	32.59	46.90	52.30	102.19	24.02	**992.39**
Accumulated depreciation as at September 30, 2016											
Closing	-	2.70	57.29	7.49	8.11	28.39	20.07	33.01	72.67	15.14	**244.87**
Deletion/adjustment	-	-	-	1.44	0.01	0.22	1.77	0.63	1.07	0.84	**5.98**
Addition	-	0.11	4.64	-	0.39	2.69	2.02	3.14	8.26	1.37	**22.62**
Opening	-	2.59	52.65	8.93	7.73	25.92	19.82	30.50	65.48	14.61	**228.23**
Net Block as at September 30, 2016	**105.32**	**17.34**	**528.32**	**0.07**	**6.17**	**10.00**	**25.71**	**20.22**	**31.07**	**7.97**	**752.19**
Gross block(at cost) as at March 31, 2016											
Closing	105.32	20.04	585.61	9.07	14.35	32.59	46.90	52.30	102.19	24.02	**992.39**
Deletion/adjustment	-	-	-	-	-	-	-	0.08	27.22	0.41	**27.71**
Addition	-	-	-	-	0.05	2.96	5.60	7.47	34.03	2.30	**52.41**
Opening	105.32	20.04	585.61	9.07	14.30	29.63	41.30	44.91	95.38	22.13	**967.69**
Accumulated depreciation as at March 31, 2016											
Closing	-	2.59	52.65	8.93	7.73	25.92	19.82	30.50	65.48	14.61	**228.23**
Deletion/adjustment	-	-	-	-	-	-	-	0.01	17.55	0.21	**17.77**
Addition	-	0.21	9.26	0.01	0.78	4.49	4.02	6.22	32.12	2.76	**59.87**
Opening	-	2.38	43.39	8.92	6.95	21.43	15.80	24.29	50.91	12.06	**186.13**
Net Block as at March 31, 2016	**105.32**	**17.45**	**532.96**	**0.14**	**6.62**	**6.67**	**27.08**	**21.80**	**36.71**	**9.41**	**764.16**
Gross block(at cost) as at March 31, 2015											
Closing	105.32	20.04	585.61	9.07	14.30	29.63	41.30	44.91	95.38	22.13	**967.69**
Deletion/adjustment	-	-	-	-	-	1.25	2.11	4.99	20.90	0.24	**29.49**
Addition	-	-	-	-	1.96	5.83	16.21	12.31	56.68	1.74	**94.73**
Opening	105.32	20.04	585.61	9.07	12.34	25.05	27.20	37.59	59.60	20.63	**902.45**
Accumulated depreciation as at March 31, 2015											
Closing	-	2.38	43.39	8.92	6.95	21.43	15.80	24.29	50.91	12.06	186.13
Deletion/adjustment	-	-	-	-	-	1.25	2.07	4.61	13.65	0.24	**21.82**
Schedule II adjustment	-	-	-	0.35	-	-	0.06	7.64	1.99	0.26	**10.30**
Addition	-	0.22	9.25	0.43	0.99	5.14	3.32	6.60	22.52	2.63	**51.10**
Opening	-	2.16	34.14	8.14	5.96	17.54	14.49	14.66	40.05	9.41	**146.55**
Net Block as at March 31, 2015	**105.32**	**17.66**	**542.22**	**0.15**	**7.35**	**8.20**	**25.50**	**20.62**	**44.47**	**10.07**	**781.56**

CI Educate Limited

AnnexureXV- Restated summary statement of tangable fixed assets

(₹ in Million)

Particulars	Land freehold	Land leasehold	Buildings	Build Improvements	Plant & Machineries	Leasehold Improvements	Furniture & Fixture	Office Equipments	Computers	Vehicles	Total
Gross block(at cost) as at March 31, 2014											
Closing	105.32	20.04	585.61	9.07	12.34	25.05	27.20	37.59	59.60	20.63	**902.45**
Deletion/adjustment	-	-	-	-	0.38	4.02	0.36	1.07	1.51	-	**7.34**
Addition	-	-	-	-	0.61	5.25	2.62	2.86	3.68	-	**15.02**
Opening	105.32	20.04	585.61	9.07	12.11	23.82	24.94	35.80	57.43	20.63	**894.77**
Accumulated depreciation as at March 31, 2014											
Closing	-	2.16	34.14	8.14	5.96	17.54	14.49	14.66	40.05	9.41	**146.55**
Deletion/adjustment	-	-	-	-	0.24	4.02	0.31	0.68	1.32	-	**6.57**
Addition	-	0.22	9.66	2.09	0.88	5.07	2.00	3.61	9.08	2.04	**34.65**
Opening	-	1.94	24.48	6.05	5.32	16.49	12.80	11.73	32.29	7.37	**118.47**
Net Block as at March 31, 2014	**105.32**	**17.88**	**551.47**	**0.93**	**6.38**	**7.51**	**12.71**	**22.93**	**19.55**	**11.22**	**755.90**
Gross block(at cost) as at March 31, 2013											
Closing	105.32	20.04	585.61	9.07	12.11	23.82	24.94	35.80	57.43	20.63	**894.77**
Deletion/adjustment	132.32	-	-	1.49	0.02	1.35	0.56	0.88	4.36	-	**140.98**
Addition	0.78	-	2.88	0.15	0.25	3.77	5.17	6.01	13.73	1.23	**33.97**
Opening	236.86	20.04	582.73	10.41	11.88	21.40	20.33	30.67	48.06	19.40	**1,001.78**
Accumulated depreciation as at March 31, 2013											
Closing	-	1.94	24.48	6.05	5.32	16.49	12.80	11.73	32.29	7.37	**118.47**
Deletion/adjustment	-	-	-	0.50	0.02	1.01	0.26	0.27	3.54	-	**5.60**
Addition	-	0.22	9.61	2.42	0.87	3.90	2.94	3.59	9.45	2.04	**35.04**
Opening	-	1.72	14.87	4.13	4.47	13.60	10.12	8.41	26.38	5.33	**89.03**
Net Block as at March 31, 2013	**105.32**	**18.10**	**561.13**	**3.02**	**6.79**	**7.33**	**12.14**	**24.07**	**25.14**	**13.26**	**776.30**
Gross block(at cost) as at March 31, 2012											
Closing	236.86	20.04	582.73	10.41	11.88	21.40	20.33	30.67	48.06	19.40	**1,001.78**
Deletion/adjustment	9.87	-	2.67	-	0.30	8.96	1.46	2.40	6.88	6.19	**38.73**
Addition	2.95	11.52	160.87	4.76	3.31	7.87	8.33	5.99	10.79	8.52	**224.91**
Opening	243.78	8.52	424.53	5.65	8.87	22.49	13.46	27.08	44.15	17.07	**815.60**
Accumulated depreciation as at March 31, 2012											
Closing	-	1.72	14.87	4.13	4.47	13.60	10.12	8.41	26.38	5.33	**89.03**
Deletion/adjustment	-	-	0.96	-	0.15	8.41	1.03	0.89	6.35	2.81	**20.60**
Acquisition adjustments	-	-	0.62	-	-	-	0.01	0.05	0.76	0.76	**2.20**
Addition	-	0.22	7.78	2.48	0.69	3.03	4.84	3.57	7.33	1.31	**31.25**
Opening	-	1.50	8.67	1.65	3.93	18.98	6.32	5.78	26.16	7.59	**80.58**
Net Block as at March 31, 2012	**236.86**	**18.32**	**567.86**	**6.28**	**7.41**	**7.80**	**10.21**	**22.26**	**21.68**	**14.07**	**912.75**

Cl Educate Limited

AnnexureXV- Restated summary statement of tangable fixed assets

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.

2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

3. Land measuring 20,007 square metres has been acquired by the Company under a lease agreement with Greater Noida Industrial Development Authority for a lease period of 90 years commencing from July 20, 2004. The premium paid on the land and other expenses incidental to the acquisition are amortised over the period of the lease.

4. Building includes 5 shares of ₹ 50 each being the cost of shares in Tardeo Air conditioned Market Building Cooperative Society Limited, Mumbai.

5. As per Accounting Standard- 16 'Accounting for Borrowing Cost', the Group has capitalised interest of ₹ 0.37 Million during financial year 2011-12 to various fixed assets including capital work in progress.

6. Pursuant to the board resolution dated October 31, 2012, the Company had classified freehold land of ₹ 51.87 million located at Faridabad, as fixed assets held for sale under other current assets. During the FY 2012-13, CLIP, a subsidiary company has entered into agreements with various parties to sale lands of ₹ 42.58 million located at Faridabad and Amritsar. The same have been shown as "Assets held for sale" under the head "Other Current Assets". Further, during the year 2014-15, assets aggregating ` 0.80 million have been classified as held for sale which have been sold in financial year 2015-16. (refer annexure XXIII)

7. Land, Buildings and vehicles with written down value amounting ₹ 7.14 Million (gross block ₹ 7.65 Million) has been sold to a director of GKP for a consideration of ₹ 20.71 Million. Gain on sale of fixed assets arising herewith has been disclosed as an exceptional item in the statement of profit and loss during financial year 2011-12.

8. 'Pursuant to the transitional provisions of Schedule II in respect of fixed assets where the remaining useful life is "Nil" as on April 1, 2014, their carrying amount aggregating ₹ 10.29 Million and deferred tax thereon has been adjusted against the reserves as on April 1, 2014.

9. Certain tangible assets, are subject to charge against secured borrowings of group companies referred in notes as secured term loans from others and secured term loans from banks and bank overdrafts. (refer annexure VIII and XII).

Cl Educate Limited

Annexure XVI- Restated summary statement of intangable fixed assets

(₹ in Million)

Particulars	Goodwill	Intellectual property rights	Computer software	Licence Fees	Content development	CAT online module	Website	Education manual	Non-compete fees	Total
Gross block(at cost) as at September 30, 2016										
Closing	-	166.25	19.59	29.44	43.10	9.17	3.58	2.75	5.00	278.88
Deletion	-	-	-	-	-	-	-	-	-	-
Addition	-	0.10	0.74	-	15.37	0.47	-	-	-	16.68
Opening	-	166.15	18.85	29.44	27.73	8.70	3.58	2.75	5.00	262.20
Accumulated amortisation as at September 30, 2016										
Closing	-	101.72	15.04	22.03	11.47	8.93	3.58	2.75	5.00	170.52
Deletion	-	-	-	-	-	-	-	-	-	-
Addition	-	6.84	0.80	1.32	3.59	0.63	-	-	0.50	13.68
Opening	-	94.88	14.24	20.71	7.88	8.30	3.58	2.75	4.50	156.84
Net Block as at September 30, 2016	**-**	**64.53**	**4.55**	**7.41**	**31.63**	**0.24**	**-**	**-**	**-**	**108.36**
Gross block(at cost) as at March 31, 2016										
Closing	-	166.15	18.85	29.44	27.73	8.70	3.58	2.75	5.00	262.20
Deletion	-	-	-	-	-	-	-	-	-	-
Addition	-	-	2.67	-	5.50	1.05	-	-	-	9.22
Opening	-	166.15	16.18	29.44	22.23	7.65	3.58	2.75	5.00	252.98
Accumulated amortisation as at March 31, 2016										
Closing	-	94.88	14.24	20.71	7.88	8.30	3.58	2.75	4.50	156.84
Deletion	-	-	-	-	-	-	-	-	-	-
Addition	-	13.66	1.25	4.69	4.74	4.78	0.01	-	1.00	30.13
Opening	-	81.22	12.99	16.02	3.14	3.52	3.57	2.75	3.50	126.71
Net Block as at March 31, 2016	**-**	**71.27**	**4.61**	**8.73**	**19.85**	**0.40**	**-**	**-**	**0.50**	**105.36**
Gross block(at cost) as at March 31, 2015										
Closing	-	166.15	16.18	29.44	22.23	7.65	3.58	2.75	5.00	252.98
Deletion	-	-	-	0.30	-	-	-	-	-	0.30
Addition	-	-	0.98	15.00	20.80	5.81	-	-	-	42.59
Opening	-	166.15	15.20	14.74	1.43	1.84	3.58	2.75	5.00	210.69
Accumulated amortisation as at March 31, 2015	-									
Closing	-	81.22	12.99	16.02	3.14	3.52	3.57	2.75	3.50	126.71
Deletion	-	-	-	-	-	-	-	-	-	-
Addition	-	13.66	1.09	5.74	3.10	1.69	0.01	-	1.00	26.29
Opening	-	67.56	11.90	10.28	0.04	1.83	3.56	2.75	2.50	100.42
Net Block as at March 31, 2015	**-**	**84.93**	**3.19**	**13.42**	**19.09**	**4.13**	**0.01**	**-**	**1.50**	**126.27**

CI Educate Limited

Annexure XVI- Restated summary statement of intangable fixed assets (₹ in Million)

Particulars	Goodwill	Intellectual property rights	Computer software	Licence Fees	Content development	CAT online module	Website	Education manual	Non-compete fees	Total
Gross block(at cost) as at March 31, 2014										
Closing	-	166.15	15.20	14.74	1.43	1.84	3.58	2.75	5.00	210.69
Deletion	-	-	0.08	-	-	-	-	-	-	0.08
Addition	-	-	1.93	2.50	1.43	-	-	-	-	5.86
Opening	-	166.15	13.35	12.24	0.00	1.84	3.58	2.75	5.00	204.91
Accumulated amortisation as at March 31, 2014										
Closing	-	67.56	11.90	10.28	0.04	1.83	3.56	2.75	2.50	100.42
Deletion	-	-	0.06	-	-	-	-	-	-	0.06
Addition	-	15.64	1.27	2.10	0.04	-	0.01	-	1.00	20.06
Opening	-	51.92	10.69	8.18	0.00	1.83	3.55	2.75	1.50	80.42
Net Block as at March 31, 2014	**-**	**98.59**	**3.30**	**4.46**	**1.39**	**0.01**	**0.02**	**-**	**2.50**	**110.27**
Gross block(at cost) as at March 31, 2013										
Closing	-	166.15	13.35	12.24	0.00	1.84	3.58	2.75	5.00	204.91
Deletion	2.88	15.56	-	-	-	4.30	-	-	-	22.74
Addition	-	1.52	0.71	0.60	-	1.83	-	-	-	4.66
Opening	2.88	180.19	12.64	11.64	0.00	4.31	3.58	2.75	5.00	222.99
Accumulated amortisation as at March 31, 2013										
Closing	-	51.92	10.69	8.18	0.00	1.83	3.55	2.75	1.50	80.42
Deletion	2.88	15.56	-	-	-	2.47	-	-	-	20.91
Addition	-	15.54	1.34	1.21	-	1.83	0.02	-	1.00	20.94
Opening	2.88	51.94	9.35	6.97	0.00	2.47	3.53	2.75	0.50	80.39
Net Block as at March 31, 2013	**-**	**114.23**	**2.66**	**4.06**	**0.00**	**0.01**	**0.03**	**-**	**3.50**	**124.49**
Gross block(at cost) as at March 31, 2012										
Closing	2.88	180.19	12.64	11.64	0.00	4.31	3.58	2.75	5.00	222.99
Deletion	-	-	1.04	-	-	-	-	-	-	1.04
Addition	-	120.00	1.85	-	-	-	0.03	-	5.00	126.88
Opening	2.88	60.19	11.83	11.64	0.00	4.31	3.55	2.75	-	97.15
Accumulated amortisation as at March 31, 2012										
Closing	2.88	51.94	9.35	6.97	0.00	2.47	3.53	2.75	0.50	80.39
Deletion	-	-	1.01	-	-	-	-	-	-	1.01
Addition	-	9.49	1.59	1.16	-	1.08	0.52	0.42	0.50	14.76
Opening	2.88	42.45	8.77	5.81	0.00	1.39	3.01	2.33	-	66.64
Net Block as at March 31, 2012	**-**	**128.25**	**3.29**	**4.67**	**0.00**	**1.84**	**0.05**	**-**	**4.50**	**142.60**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated summary consolidated statement of assets and liabilites, profit and loss and cash flow.
3. Certain intangible assets, are subject to charge against secured borrowings of group Companies referred in annexures as secured term loan from others and secured term loans from banks and bank overdrafts. (refer annexure VIII).

Annexure XVII- Restated consolidated summary of statement of non-current investments

(₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Investment property						
(Non-trade, valued at cost less accumulated depreciation)						
Cost of building	13.11	13.11	13.11	13.11	13.11	13.11
Less: Accumulated depreciation	1.93	1.82	1.61	1.41	1.19	0.98
A	**11.18**	**11.29**	**11.50**	**11.70**	**11.92**	**12.13**
Equity shares in other companies						
(Non-trade, un-quoted, at cost)						
As at September 30, 2016, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 the number of fully paid up equity shares are 909, 909, 909, 909 and 909 respectively of ₹ 10 each of Threesixtyone Degree Minds Consulting Private Limited	5.00	5.00	5.00	5.00	5.00	5.00
As at September 30, 2016, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 the number of fully paid up equity shares are 50,000 in each period/year of ₹ 10 each of Energy Plantation Project Private Limited	0.50	0.50	0.50	0.50	0.50	0.50
B	**5.50**	**5.50**	**5.50**	**5.50**	**5.50**	**5.50**
Total (A+B)	**16.68**	**16.79**	**17.00**	**17.20**	**17.42**	**17.63**

The aggregate book value of unquoted non current investment are as follows:

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Aggregate book value of unquoted non current investment	5.50	5.50	5.50	5.50	5.50	5.50

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.
3. There are no significant restrictions on the right of ownership, realisability of investments or the remittance of income and proceeds of disposal.

Annexure XVIII - Restated consolidated summary of statement of loans and advances

(₹ in Million)

Particulars		Long-term					
		As at					
		30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Unsecured, considered good, unless otherwise stated							
Capital advances (refer annexure XLIII)	(A)	1.65	12.41	13.40	13.60	12.30	16.97
Security deposits							
-Considered good		30.21	23.28	16.09	12.29	14.52	12.38
-Considered doubtful		-	-	-	0.44	0.44	-
Less: Provision for doubtful balances		-	-	-	(0.44)	(0.44)	-
Total	(B)	30.21	23.28	16.09	12.29	14.52	12.38
Balances recoverable from government authorities		21.30	21.30	21.30	21.30	21.30	-
Advance income-tax (net of provision for tax) (refer footnote 3)		33.78	60.25	73.15	89.73	86.13	76.64
MAT credit entitlement		50.54	55.80	58.86	50.07	24.48	7.86
Service Tax credit receivable		-	-	-	-	-	0.45
Intercorporate deposits		-	-	-	-	0.11	7.39
Loans and advances to employees		0.17	0.06	0.08	2.07	0.09	0.62
Receivable from others		-	-	-	0.41	0.42	0.82
-Gratuity Assets (Including balances of Trust)		-	-	0.44	-	-	-
Total	(C)	105.79	137.41	153.83	163.58	132.53	93.78
Total (A+B+C)		**137.65**	**173.10**	**183.32**	**189.47**	**159.35**	**123.13**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.
3. Details of year-wise advance tax (including tax deducted at source) and provision for tax is as under:

(₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Advance income tax (including tax deducted at source)	222.06	400.37	334.29	314.42	259.37	233.61
Provision for tax	188.28	340.12	261.14	224.69	173.24	156.97
Net Advance income tax (including tax deducted at source)	33.78	60.25	73.15	89.73	86.13	76.64

(₹ in Million)

Particulars		Short-term					
		As at					
		30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Unsecured, considered good, unless otherwise stated							
Advance to suppliers	(A)	19.44	7.78	9.88	4.31	6.56	21.59
Loans and advances to related parties (Refer annexure XLIII)							
-Considered good		525.66	516.62	456.92	419.33	370.87	240.53
-Considered doubtful		-	-	-	-	-	112.88
Less: Provision for doubtful advances		-	-	-	-	-	(112.88)
Total	(B)	525.66	516.62	456.92	419.33	370.87	240.53
Security deposits							
-Considered good		15.93	21.22	25.86	23.92	20.32	20.80
-Considered doubtful		1.34	1.39	0.64	-	-	-
Less: Provision for doubtful balances		(1.34)	(1.39)	-0.64	-	-	-
Total	(C)	15.93	21.22	25.86	23.92	20.32	20.80
Other receivables related parties (Refer annexure XLIII)	(D)	-	-	-	0.12	-	-
Balances recoverable from government authorities	(E)	2.62	0.15	2.38	0.44	0.33	24.39
Intercorporate deposits	(F)	-	-	-	0.12	-	-
Prepaid expenses	(G)	130.48	113.39	97.34	108.97	79.55	80.65
Loans and advances to employees	(H)	18.60	10.57	7.31	1.89	7.38	5.44
Loan and advances to franchisees	(I)	-	-	0.07	0.07	2.70	5.39
Others							
-Gratuity Assets (Including balances of Trust)		0.01	0.01	0.01	-	-	-
- Other dues from related party (good) (Refer annexure XLIII)		10.63	10.63	-	-	-	-
- Receivable from others (good)		83.10	59.04	30.88	2.77	0.22	11.44
- Receivable from others (doubtful)		39.95	39.95	40.22	40.22	-	-
Less: Provision for doubtful balances		(39.95)	(39.95)	(40.22)	(40.22)	-	-
Total	(K)	93.74	69.68	30.88	2.77	0.22	11.44
Total (A+B+C+D+E+F+G+H+I+J+K)		**806.47**	**739.41**	**630.64**	**561.94**	**487.93**	**410.23**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.

Annexure XIX- Restated consolidated summary of statement of other non-current assets

(₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Unsecured, considered good, unless otherwise stated						
Interest accrued on non current fixed deposits	-	-	-	0.09	2.45	0.18
Non-current bank balances (Deposits with maturity for more than 12 months from reporting date) (Refer annexure XXII)	112.03	112.03	112.41	132.34	207.92	2.57
Other receivables	-	-	2.46	-	-	-
	112.03	**112.03**	**114.87**	**132.43**	**210.37**	**2.75**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.

Annexure XX- Restated consolidated summary of statement of inventories (Valued at lower of at cost and net realisable value)

(₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Raw materials	10.08	7.08	9.69	3.24	5.09	5.28
Work in progress	0.80	2.72	2.70	16.33	6.67	1.14
Finished goods produced	63.11	57.89	76.35	86.15	47.28	5.92
Finished goods purchased	-	-	-	-	8.62	28.13
Less: Provision for obsolescence of inventory	(1.91)	(2.35)	-0.58	-	-	-
Total	**72.08**	**65.34**	**88.74**	**105.72**	**67.66**	**40.47**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.

Annexure XXI - Restated consolidated summary of statement of trade receivables

(₹ in Million)

Particulars	As at					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Unsecured, considered good unless stated otherwise						
Outstanding for a period exceeding six months from						
-Considered good (Refer footnote 3)	939.24	586.79	332.40	102.96	117.71	126.26
-Considered doubtful	1.28	0.94	1.18	1.37	3.67	5.98
	940.52	587.73	333.58	104.33	121.38	132.24
Less: Provision for doubtful trade receivables	(1.28)	(0.94)	(1.18)	(1.37)	(3.67)	(5.98)
	939.24	586.79	332.40	102.96	117.71	126.26
Others (Refer footnote 3)	329.72	602.37	533.60	544.67	418.93	333.68
Total	**1,268.96**	**1,189.16**	**866.00**	**647.63**	**536.64**	**459.94**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.
3. Includes amount due from related party (Refer annexure XLIII).

Annexure XXII- Restated consolidated summary of statement of cash and bank balances

(₹ in Million)

Particulars	Non-current					
	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Other bank balances						
- Deposits with maturity for more than 12 months	-	-	-	-	59.33	2.24
- Margin money deposits	112.03	112.03	112.41	132.34	148.59	0.33
	112.03	112.03	112.41	132.34	207.92	2.57
Amount disclosed under other non-current assets (Refer annexure XIX)	(112.03)	(112.03)	(112.41)	(132.34)	(207.92)	(2.57)
Total	**-**	**-**	**-**	-	-	-

(₹ in Million)

Particulars	Current					
	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Cash and cash equivalents						
Balances with banks:						
- on current accounts	47.36	84.27	60.86	46.90	47.92	37.94
- exchange earner foreign currency account ('EEFC')	-	-	-	-	-	0.62
- Deposits with original maturity of less than three months	0.38	-	-	-	-	-
Cheques/ drafts on hand	6.50	4.10	4.49	2.90	5.91	2.64
Cash on hand	4.83	3.58	3.99	4.01	6.98	2.84
	-	-	-	-	-	-
Other bank balances	-	-	-	-	-	-
- on unpaid dividend account	0.03	0.03	0.02	0.02	0.05	0.07
- Deposits with original maturity for more than 3 months but less than 12 months from the reporting date	60.96	65.38	76.54	56.48	60.46	249.66
- Margin money deposits	1.33	1.33	47.59	3.71	-	-
Total	**121.39**	**158.69**	**193.49**	**114.02**	**121.32**	**293.77**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.

2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.

3. Margin money deposits are under lien for various guarantees.

Annexure XXIII- Restated consolidated summary of statement of other current assets

(₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Unbilled revenue	189.32	38.41	48.93	44.10	34.05	56.15
Interest accrued but not due on deposits	2.71	1.33	2.09	1.47	2.41	4.61
Interest accrued on deposits	-	1.05	1.33	1.35	0.84	3.30
Interest accrued on income tax refund	-	-	-	-	-	-
Income accrued but not due- others	-	-	-	-	-	-
Interest accrued but not due on loans and advances	-	-	-	-	-	-
- From related parties (Refer annexure XLIII)	96.17	82.80	57.98	31.24	4.43	1.65
-From others	-	-	-	-	-	0.57
Receivables on account of transfer of fixed assets	0.08	-	0.13	-	-	0.59
Fixed assets held for sale	94.45	94.45	95.25	94.45	94.45	-
Others	-	-	0.07	0.04	-	0.07
Total	**382.73**	**218.04**	**205.78**	**172.65**	**136.18**	**66.94**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.

Annexure XXIV- Restated consolidated summary of statement of revenue from operations

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Revenue from operations						
Sale of products (Refer footnote i)	273.75	425.23	418.95	367.46	336.55	204.27
Sale of services (Refer footnote ii)	1,186.72	2,233.30	2,117.28	1,674.73	1,506.98	1,340.78
Other operating revenue						
Business development and allied services from related parties (Refer annexure XLIII)	-	-	-	-	-	2.29
Start up fees from franchisees	13.59	18.37	27.46	17.31	16.23	10.81
Licence fees (Refer footnote iii)	1.13	15.14	3.25	8.50	4.50	16.20
Advertising Income	41.23	52.72	37.95	27.47	22.92	23.65
Infrastructure fees (Refer footnote iii)	10.98	22.03	19.71	18.33	15.28	49.47
Sale of scrap	0.03	0.59	0.37	-	-	-
Bus fees	0.76	2.09	2.13	0.88	1.26	1.23
Income from day Care center	1.00	2.77	2.81	6.50	5.25	1.98
Grant income	-	54.15	105.38	64.88	78.86	5.10
Content development fees	-	-	-	-	-	-
Royalty Income	-	-	-	-	-	-
Other miscellaneous operating Income	2.40	0.02	0.01	0.02	0.84	1.13
	1,531.59	**2,826.41**	**2,735.30**	**2,186.08**	**1,988.67**	**1,656.91**

Footnotes:

(i) Detail of products sold

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
-Sale of text books	273.75	425.23	418.95	367.46	336.55	204.27
	273.75	**425.23**	**418.95**	**367.46**	**336.55**	**204.27**

The group is engaged in publishing educational content and books which are subject to nil rate of excise duty.

(ii) Detail of services provided

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
-Education and training programmes income	577.78	932.01	796.34	783.79	767.11	629.71
-Online education services	161.43	184.62	107.50	32.49	18.35	17.45
-Vocational training services income	23.79	306.81	207.75	97.99	67.25	65.57
-Manpower management services income	65.19	268.61	450.04	429.95	447.09	412.08
-Marketing & sales services (Refer footnote iii)	338.02	495.74	510.96	303.65	178.74	191.30
-Passthorugh services income	-	-	-	0.22	2.00	1.73
-Soft skills fees (Refer footnote iii)	13.74	28.39	25.57	21.19	19.98	15.05
-School tuition fees	6.77	17.12	19.12	5.45	6.46	7.89
	1,186.72	**2,233.30**	**2,117.28**	**1,674.73**	**1,506.98**	**1,340.78**

(iii) Includes sales to related party (Refer annexure XLIII).

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.

Annexure XXV- Restated consolidated summary of statement of other income

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Interest income on						
-Fixed deposits	6.99	18.77	20.06	20.95	22.06	27.29
-Income tax	0.19	2.48	0.33	0.15	3.27	3.30
-Loans and advances to related parties (Refer annexure XLIII)	37.96	69.65	61.77	55.12	38.90	45.40
-Loans and advances others	0.36	-	-	0.02	0.62	2.04
Liability no longer required written back	14.70	17.73	24.56	18.09	33.05	17.32
Rent income on investment property (Refer footnote 3)	1.02	0.92	1.14	0.08	0.39	0.39
Insurance claim received	-	0.80	-	-	-	-
Rent income on others	-	-	-	-	0.06	2.08
Provision written back	4.10	0.02	2.59	3.08	112.88	-
Profit on sale of fixed assets (net)	-	-	-	0.24	7.03	-
Expense on employee stock option (ESOP) scheme (Refer annexure XXXVII)	1.07	10.12	-	-	-	-
Amount forfeited against sale of land	2.45	5.35	-	5.51	-	-
Notice period recovery	0.57	1.00	2.37	1.98	1.45	0.97
Foreign exchange fluctuation gain (net)	-	0.20	0.10	2.38	1.27	2.51
Bad debts recovered	3.68	2.53	0.95	0.81	0.57	0.72
Realisation from surrender of keyman insurance policy	-	-	-	-	7.19	-
Miscellaneous income	2.05	10.12	0.69	1.80	2.29	1.59
Sale of scrap	0.25	0.75	0.93	0.76	1.05	0.40
Total	**75.39**	**140.44**	**115.49**	**110.97**	**232.08**	**104.01**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.
3. Rent income (net of expenses) details of which are as follows:

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Rent income on building classified as investment property	1.12	1.13	1.35	0.29	0.60	0.60
Less: Depreciation on building classified as investment property	0.10	0.21	0.21	0.21	0.21	0.21
Total	1.02	0.92	1.14	0.08	0.39	0.39

Annexure XXVI A - Restated consolidated summary of statement of cost of raw material and components consumed

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Inventory at the beginning of the period/year	7.08	9.69	3.24	5.09	5.28	-
Add: Purchases during the period/year	43.87	62.36	68.61	91.80	78.78	22.97
	50.95	72.05	71.85	96.89	84.06	22.97
Less: Inventory at the end of the period/year	10.08	7.08	9.69	3.24	5.09	5.28
Cost of raw material and components consumed	**40.87**	**64.97**	**62.16**	**93.65**	**78.97**	**17.69**

Details of raw material and components consumed

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Paper	40.67	63.87	61.11	89.44	76.61	16.54
Lamination material	0.21	0.57	0.72	0.32	0.59	0.18
Binding and packaging material	-	0.52	0.32	3.90	1.77	0.96
	40.88	**64.96**	**62.15**	**93.66**	**78.97**	**17.68**

Details of closing stock of raw materials and components

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Paper	10.08	7.08	9.69	3.24	5.09	5.28
	10.08	**7.08**	**9.69**	**3.24**	**5.09**	**5.28**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.

Annexure XXVI B - Restated consolidated summary of statement of cost of services

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Printing cost	26.12	47.82	50.99	56.88	43.65	13.84
Binding and cover pasting charges	0.65	1.64	3.12	3.22	1.94	1.85
Packing material consumed	0.09	0.79	0.64	1.08	1.35	0.96
Content development cost	0.32	0.85	17.65	6.64	4.80	3.31
Material printing cost	0.33	4.11	2.32	2.40	2.62	1.01
Other test prep related consumables	0.09	0.82	1.96	2.27	4.04	3.18
Labour cost	0.01	0.26	0.52	0.99	0.68	-
Placement support expenses	0.60	11.44	15.47	11.41	0.49	0.19
Faculty expenses	43.26	103.31	85.63	84.08	81.40	46.39
Franchisee expenses	290.26	429.02	397.81	327.60	372.10	323.34
Hostel expenses	0.82	58.00	39.12	11.90	10.75	0.01
Mobilization expenses	0.20	7.08	11.69	13.71	4.02	-
Equipment hire expenses	25.02	70.44	50.85	23.49	25.26	21.02
Project monitoring charges	-	-	-	0.84	0.42	-
Royalty charges	0.47	0.45	0.40	-	-	-
Giveways	115.93	142.41	114.13	83.45	43.26	56.30
Event consultancy	92.49	92.86	77.55	44.46	0.20	-
Banquet and hotel charges	40.87	70.82	57.39	33.71	39.23	28.64
Travelling and conveyance	32.93	39.68	42.71	33.28	23.22	25.11
Temporary manpower resources	15.92	31.96	25.67	4.22	12.30	11.31
Business promotion	14.91	8.11	23.10	8.24	2.83	2.88
Sponsorship fee	7.33	29.51	15.23	24.30	-	-
Communication	13.53	20.53	13.93	-	7.36	9.41
Subscription	0.03	0.22	1.32	-	-	-
Photography charges	3.44	2.30	1.20	1.36	0.61	-
Recruitment expenses	-	0.01	1.05	-	-	-
Insurance	0.01	1.01	1.72	-	0.01	-
Rent (refer annexure XXXIX)	0.52	3.54	1.53	-	1.18	1.12
Miscellaneous expense	0.76	0.89	1.31	-	1.69	1.01
	726.91	**1,179.88**	**1,056.01**	**779.53**	**685.41**	**550.88**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.

Annexure XXVII - Restated consolidated summary of statement of purchase of traded goods

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Text books	10.36	34.37	19.81	16.31	13.17	52.78
Electronic storage disks	-	-	-	-	-	0.22
	10.36	**34.37**	**19.81**	**16.31**	**13.17**	**53.00**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.

Annexure XXVIII - Restated consolidated summary of statement of (increase) in inventories of finished goods and work-in progress and traded goods

(₹ in Million)

Particulars		For the period/year ended					
		30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Inventories at the beginning of the period/year							
-Finished goods produced		57.89	76.35	86.15	47.28	5.92	-
-Work-in-progress		2.72	2.70	16.33	6.67	1.14	-
-Finished goods purchased		-	-	-	8.62	28.13	0.20
	(A)	60.61	79.05	102.48	62.57	35.19	0.20
Adjustment on account of acquisition of subsidiary (Inventory of subsidiary on date of acquisition)	(B)	-	-	-	-	-	16.87
Less: Inventories at the end of the period/year							
-Finished goods produced		63.67	57.89	76.35	86.15	47.28	5.92
-Work-in-progress		0.80	2.72	2.70	16.33	6.67	1.14
-Finished goods purchased		-	-	-	-	8.62	28.13
	(C)	64.47	60.61	79.05	102.48	62.57	35.19
Net decrease/(increase)	**(A+B-C)**	**(3.86)**	**18.44**	**23.43**	**(39.91)**	**(27.38)**	**(18.12)**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.

Details of Inventory of finished goods produced

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Text books	63.67	57.89	76.35	86.15	47.28	5.92
	63.67	**57.89**	**76.35**	**86.15**	**47.28**	**5.92**

Details of inventory of finished goods purchased

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Text books	-	-	-	-	8.62	28.13
	-	**-**	**-**	**-**	**8.62**	**28.13**

Details of work in progress

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Text books	0.80	2.72	2.70	16.33	6.67	1.14
	0.80	**2.72**	**2.70**	**16.33**	**6.67**	**1.14**

Annexure XXIX - Restated consolidated summary of statement of employee benefit expenses

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Salary, wages, bonus and other benefits	246.23	572.65	681.40	644.29	628.15	576.63
Contribution to provident and other funds (Refer annexure XXXVI)	18.25	37.09	46.72	29.39	30.67	27.10
Expense on employee stock option (ESOP) scheme (Refer annexure XXXVII)	7.38	-	7.02	0.85	3.44	4.23
Staff welfare expenses	7.25	16.49	14.56	12.04	12.38	12.76
Total	**279.11**	**626.23**	**749.70**	**686.57**	**674.64**	**620.72**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.

Annexure XXX - Restated consolidated summary of statement of finance costs

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Interest on vehicle loans	0.17	0.15	0.23	0.33	0.46	0.42
Interest on short term borrowings	39.48	81.87	73.41	68.61	65.96	43.91
Interest on other term loans	4.66	10.41	11.35	15.10	30.40	26.82
Loan processing charges	1.33	4.32	3.29	2.67	2.60	2.20
Interest on delayed payment of statutory dues	1.08	4.82	5.28	2.98	1.64	0.65
	46.72	**101.57**	**93.56**	**89.69**	**101.06**	**74.00**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.

Annexure XXXI - Restated consolidated summary of statement of depreciation and amortisation expenses

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Depreciation of tangible assets (Refer annexure XV)	22.62	59.87	51.10	34.65	35.04	31.25
Amortisation of intangible assets (Refer annexure XVI)	13.68	30.13	26.29	20.06	20.94	14.76
Total	**36.30**	**90.00**	**77.39**	**54.71**	**55.98**	**46.01**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.

Annexure XXXII - Restated consolidated summary of statement of other expenses

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Banquet and event material expenses	1.08	1.68	0.68	-	0.53	4.41
Advertisement, publicity and sales promotion expenses	57.74	103.29	90.58	74.50	56.07	64.17
Travelling, conveyance and vehicle maintenance expenses	19.01	41.65	39.67	39.42	32.29	25.89
Rent expense (refer annexure XXXIX)	53.32	113.84	83.25	70.63	56.11	39.87
Communication expenses	14.65	23.51	22.21	27.22	16.13	15.84
Equipment hire charges	0.10	0.11	0.01	0.05	0.43	0.13
Office expenses	14.92	43.35	34.22	36.73	31.32	22.74
Legal and professional (refer annexure XXXVIII)	17.54	29.35	18.98	16.32	17.73	21.78
Retainership fees and temporary manpower resources expenses	10.18	8.07	6.14	17.76	10.66	13.52
Printing and stationery expenses	2.89	5.08	4.20	3.85	3.48	1.23
Power and fuel	9.86	16.72	14.36	13.70	11.35	7.99
Commission to non executive directors	0.69	0.37	0.50	0.17	0.43	-
Repairs to building	6.31	16.06	12.03	9.56	7.14	7.29
Repairs to machinery	0.04	0.09	-	-	-	-
Repairs to other	2.20	11.24	9.16	5.63	5.01	3.43
Freight outward and forwarding	7.03	13.52	11.35	9.69	9.86	3.98
Bank charges (other than loan processing charges)	3.26	4.62	4.82	3.28	5.95	3.30
Rates, taxes and fees	2.43	3.42	3.92	1.22	1.90	3.57
Insurance	1.67	3.70	4.35	2.37	3.71	3.31
Content development expenses	-	0.02	0.18	0.04	0.72	0.07
Rebates and discounts	2.61	5.57	1.79	1.89	2.80	2.65
Recruitment, training and development expenses (for related parties refer annexure XLIII)	0.56	1.72	1.77	2.87	2.63	2.80
Newspaper, books and periodicals and subscriptions expenses	1.01	2.01	0.89	0.76	0.52	3.50
Fixed assets written off	-	-	1.16	0.68	0.92	1.64
Foreign exchange loss (net)	0.15	-	-	-	-	-
Loss on sale of fixed assets (net)	0.67	5.27	4.85	-	-	0.30
Consumption of packing materials	1.02	1.97	2.43	1.98	2.13	0.08
Business service fee	0.56	1.66	1.73	1.52	1.58	0.93
Provision for sales return	0.62	0.95	1.79	1.35	1.00	0.71
Royalty expenses	-	-	-	-	4.50	0.67
Charity and donations	-	-	0.01	0.12	0.14	0.44
Commission/brokerage charges	-	-	-	0.22	-	0.35
Miscellaneous balances written-off	-	0.29	1.27	-	-	-
Bad debts written off	29.70	70.31	67.72	47.11	34.72	42.16
Collection charges expenses	-	-	-	-	-	-
Provision for doubtful debts and advances	-	1.69	1.98	0.85	3.08	3.00
Advances written off	0.04	3.51	2.18	2.13	123.22	1.96
Provision for slow moving inventory	0.32	1.93	-	-	-	-
Provision for obsolescence of inventory	0.15	-	0.58	-	-	-
Miscellaneous expenses	2.60	6.33	5.38	5.50	5.15	2.56
Total	**264.93**	**542.90**	**456.14**	**399.12**	**453.21**	**306.27**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.

CL Educate Limited

Annexure XXXIII - Restated consolidated summary of statement of basic and diluted earnings per equity share

The calculation of earnings per Share (EPS) has been made in accordance with Accounting Standard (AS) -20. A statement on calculation of Basic and Diluted EPS is as under.

(₹ in Million)

Particulars	Reference	Units	For the period/year ended					
			30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Profit after tax	A	₹	129.15	216.76	212.32	153.40	145.68	(54.94)
Add: Exceptional expenses		₹	-	-	22.84	13.26	-	191.94
Profit after tax but before exceptional expenses	B		129.15	216.76	235.16	166.66	145.68	137.00
Weighted average numbers of equity shares	C	Numbers	11,939,588	11,802,697	10,708,949	9,417,810	9,393,087	8,777,076
Add: Dilutive potential equity shares (Refer footnote i, ii and iii)	D	Numbers	80,040	70,372	161,790	304,946	311,050	774,989
Number of equity shares for dilutive EPS	E=C+D	Numbers	12,019,628	11,873,069	10,870,739	9,722,756	9,704,137	9,552,065
Basic earnings per share before exceptional expenses	B/C	₹	10.82	18.37	21.96	17.70	15.51	15.61
Diluted earnings per share before exceptional expenses	B/E	₹	10.74	18.26	21.63	17.14	15.01	14.34
Basic earnings per share after exceptional expenses	A/C	₹	10.82	18.37	19.83	16.29	15.51	(6.26)
Diluted earnings per share after exceptional expenses	A/E	₹	10.74	18.26	19.53	15.78	15.01	(5.75)

Footnotes

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexure to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flows.
3. Following are the potential equity shares considered to be dilutive in nature, hence these have been adjusted to arrive at the dilutive earnings per share:

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Weighted average number of shares						
Employee stock option outstanding (Refer footnote a)	80,040	70,372	88,301	46,166	75,756	28,202
Class-II shares-CCPS (Refer footnote b)	-	-	60,415	193,433	193,433	-
Class-III shares-OCPS (Refer footnote b)	-	-	13,074	41,861	41,861	-
Shares to be issued to promoters of GKP (Refer footnote c)	-	-	-	23,486	-	47,416
Employee stock option issued during the year	-	-	-	-	-	163
Class-IV shares-CCPS (Refer footnote c)	-	-	-	-	-	699,208
Total	**80,040**	**70,372**	**161,790**	**304,946**	**311,050**	**774,989**

a. The Company had ESOP outstanding as on Balance Sheet date, shares which are outstanding and will be issued at, for a lesser consideration than its fair value. Such equity shares generate lesser proceeds and have no effect on the net profit attributable to equity shares outstanding. Therefore, value of such differential (fair value per share less exercising price per share) in respect of ESOP outstanding are considered dilutive and equalised number of ESOP outstanding derived by dividing such differential value with fair value per share is added to the number of equity shares outstanding in the computation of diluted earnings per share.

b. The Company had committed to issue equity shares of CL Educate Limited to GPE (India) Limited on conversion of Class- II shares-CCPS and Gaja Trustee Company Private Limited for Class- III shares-OCPS as per terms mentioned in footnote D of annexure V. The conversion price 1 and 2 as mentioned in footnote D of annexure 5 of the financial statements has elapsed. Shareholders have right to seek the conversion of these shares at a price per equity shares of ₹ 425 each as stipulated in conversion price 3. Hence, number of shares is determined as of the reporting date, therefore, such shares are considered as dilutive and are added to the number of equity shares outstanding in the computation of diluted earnings per share.

c.The Company has committed to issue equity shares of CL Educate Limited to the promoters of G. K. Publication Private Limited for purchase of first and third and last tranche of equity share of G. K. Publication Private Limited (refer footnote 5 of annexure XVII). As the numbers of shares and share price for such issue is determined as of the reporting date, the impact of the same as potential equity share for calculation of diluted earnings per share has been taken.

Annexure XXXIV- Restated consolidated summary statement of contingent liabilities (to the extent not provided for) (₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Claims against the Group not acknowledged as debt (Refer footnotes 3)	312.36	311.13	319.28	319.91	308.14	247.63
Corporate guarantees for loans taken by others (refer footnote 4)	15.00	15.00	15.00	15.00	15.00	-
	327.36	**326.13**	**334.28**	**334.91**	**323.14**	**247.63**

Footnotes :

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with notes to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

3. Details of claims against the Group not acknowledged as debt are as follows:
As assessed by the management, the likeliness of liability of above disputes/loan not being discharged by the respective subsidiary companies are not 'more likely than not' as mentioned in Accounting Standard -29 "Provisions, Contingent Liabilities and Contingent Assets" and hence no liability has been recognised in the books. Also, as the likeliness of the same is not remote (as mentioned in the same Accounting Standard) too and accordingly the Company has disclosed these as Contingent Liabilities.

Particulars	Year Pertaining	As at					
		30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Service Tax (i)	Jul-03 to Sep-08	142.01	142.01	142.01	142.01	142.01	127.88
Service Tax (i)	Oct-08 to Mar-09	7.37	7.37	7.37	7.37	7.37	-
Service Tax (i)	Apr- 09 to Sep-09	10.66	10.66	10.66	10.66	10.66	-
Service Tax (i)	Oct-09 to Sep-10	71.76	71.76	71.76	71.76	71.76	-
Service Tax (ii)	Apr- 03 to Oct-10	-	-	-	-	-	114.26
Service Tax (ii)	Oct-10 to Sep-11	16.64	16.64	16.64	16.64	16.64	-
Service Tax (ii)	Oct-11 to Jun-12	12.54	12.54	12.54	12.54	12.54	-
Cenvat credit reversal (iii)	Sep-04 to Mar-07	4.65	4.65	4.65	4.65	4.65	4.65
Cenvat credit reversal (iii)	Oct-07 to Mar-08	1.57	1.57	1.57	1.57	1.57	-
Cenvat credit reversal (iv)	Apr-08 to Mar-12	40.10	40.10	40.10	40.10	40.10	-
Income tax demand (v)	Assessment year 2011-12	-	-	-	0.63	0.84	0.84
Other cases (vi)	Various years	5.06	3.83	11.98	11.98	-	-
Total		**312.36**	**311.13**	**319.28**	**319.91**	**308.14**	**247.63**

For the period ended September 30, 2016

Above amount include:

(i) Demand for service tax aggregating ₹ 160.78 million for the period July 1, 2003 to September 30, 2010 is disputed by the Company. Penalty of ₹ 71.02 million has also been imposed under Section 78 of the Finance Act, 1994. The Company has preferred an appeal with CESTAT against these orders of the Commissioner of Service tax. The Company has paid ₹ 21.30 million against the said demand under protest.

(ii) Demand for service tax aggregating ₹ 29.19 million for the period October 2010 to June 2012 is disputed by the Company against which the Company has filed an appeal before Commissioner (Appeals) of Service tax.

(iii) Demand for service tax aggregating ₹ 3.12 million for the period 2004-05 to 2007-08 due to incorrect availment of service tax cenvat credit is disputed by the Company . Penalty, aggregating ₹ 3.1 million has also been levied under Section 15 read with Rule 15 of Cenvat Credit Rules, 2004. During the year, the Company has received an order passed by Commissioner (Appeals) of Service tax. The Company has preferred an appeal with CESTAT against the order of the Commissioner (Appeals) of Service tax.

(iv) The Company had received a demand for service tax in earlier years aggregating ₹ 40.10 million for the period 2008-09 to 2011-12 due to incorrect availment of service tax cenvat credit. The Company has disputed the demand and has filed a reply with Commissioner (Appeals) of Service tax and preferred an appeal before CESTAT against the order of Commissioner (Appeals) of Service tax.

(v) Triangle Education, a franchisee of the Company in Jaipur, had arbitrarily terminated the agreement and started a competing business using the brand of CL Educate. The Company has filed a statement of claim before the sole Arbitrator amounting ₹ 19.00 million against triangle education. Triangle Education also filed a counter claim against the Company amounting ₹ 3.21 million.

(vi) A student, has filled a case against the Company for refund of fees amounting ₹ 0.62 million on the ground that he paid fees to Brilliant Tutorials considering the fact that the Company has a tie-up with Brilliant Tutorial which was subsequently called off by the Company.

(vii) The Director of Industries and Commerce cum Chairman MSE- Chandigarh has sent a notice amounting ₹ 1.23 million (including interest of ₹ 0.33 million) on behalf of Reivera Fabricators regarding non payment of dues on account of uniforms supplied to Indus World Schools. The Company has preferred an appeal against the same and the matter is pending for final argument.

For the year ended March 31, 2016

Above amount include:

(i) Demand for service tax aggregating ₹ 160.78 million for the period July 1, 2003 to September 30, 2010 is disputed by the Company. Penalty of ₹ 71.02 million has also been imposed under Section 78 of the Finance Act, 1994. The Company has preferred an appeal with CESTAT against these orders of the Commissioner of Service tax. The Company has paid ₹ 21.30 million against the said demand under protest.

(ii) Demand for service tax aggregating ₹ 29.19 million for the period October 2010 to June 2012 is disputed by the Company against which the Company has filed an appeal before Commissioner (Appeals) of Service tax.

(iii) Demand for service tax aggregating ₹ 3.12 million for the period 2004-05 to 2007-08 due to incorrect availment of service tax cenvat credit is disputed by the Company . Penalty, aggregating ₹ 3.1 million has also been levied under Section 15 read with Rule 15 of Cenvat Credit Rules, 2004. During the year, the Company has received an order passed by Commissioner (Appeals) of Service tax. The Company has preferred an appeal with CESTAT against the order of the Commissioner (Appeals) of Service tax.

(iv) The Company had received a demand for service tax in earlier years aggregating ₹ 40.10 million for the period 2008-09 to 2011-12 due to incorrect availment of service tax cenvat credit. The Company has disputed the demand and has filed a reply with Commissioner (Appeals) of Service tax and preferred an appeal before CESTAT against the order of Commissioner (Appeals) of Service tax.

(v) The Company had been allotted a land located at Faridabad (Haryana) in an auction by Hon'ble High Court of Jharkhand. When the Company applied for transfer of ownership in the records of Haryana Urban Development Authority (HUDA), the transfer permission was granted with levy of extension fee of ₹ 6.70 million on account of various dues not paid by the erstwhile owner. The Company has disputed the demand and has preferred an appeal with the Administrator, HUDA. Subsequent to the reporting date, no dues certificate has been issued by the HUDA, Faridabad to erstwhile owner and the land has been transferred in the name of the Company. Since the matter is settled and accordingly there is no liability on part of the Company.

(vi) Rashtriya advertising & Prabhatam Advertising Pvt Ltd, a service provider has filed a claim against the Company for recovery of an amount of ₹ 1.45 million with interest as balance of amounts due. The Company has disputed the demand and the case is under trial in the court of law. During the period, the parties have amicably settled all disputes against each other towards full and final settlement. The plantiff has withdrawn the suit and parties has left with no claim against each other in respect of the present matter in dispute. Since the matter is settled in mediation, Plantiff is entitled to get refund of court fee under section 16 of Court Fee Act.

(vii) Triangle Education, a franchisee of the Company in Jaipur, had arbitrarily terminated the agreement and started a competing business using the brand of CL Educate. The Company has filed a statement of claim before the sole Arbitrator amounting ₹ 19.00 million against Triangle Education. Triangle Education also filed a counter claim against the Company amounting ₹ 3.20 million.

(viii) A student has filled a case against the Company for refund of fees amounting ₹ 0.62 million on the ground that he paid fees to Brilliant Tutorials considering the fact that the Company has a tie-up with brilliant tutorial which was subsequently called off by the Company.

For the year ended March 31, 2015

Above amount include:

(i) Demand for service tax aggregating ₹ 160.78 million for the period July 1, 2003 to September 30, 2010 is disputed by the Company. Penalty of ₹ 71.02 million has also been imposed under Section 78 of the Finance Act, 1994. The Company has preferred an appeal with CESTAT against these orders of the Commissioner of Service tax. The Company has paid ₹ 21.30 million against the said demand under protest.

(ii) Demand for service tax aggregating ₹ 29.19 million for the period October 2010 to June 2012 is disputed by the Company against which the Company has filed an appeal before Commissioner (Appeals) of Service tax.

(iii) Demand for service tax aggregating ₹ 3.12 million for the period 2004-05 to 2007-08 due to incorrect availment of service tax cenvat credit is disputed by the Company . Penalty, aggregating ₹ 3.1 million has also been levied under Section 15 read with Rule 15 of Cenvat Credit Rules, 2004. During the year, the Company has received an order passed by Commissioner (Appeals) of Service tax. The Company has preferred an appeal with CESTAT against the order of the Commissioner (Appeals) of Service tax.

(iv) The Company had received a demand for service tax in earlier years aggregating ₹ 40.10 million for the period 2008-09 to 2011-12 due to incorrect availment of service tax cenvat credit. The Company has disputed the demand and has filed a reply with Commissioner (Appeals) of Service tax and preferred an appeal before CESTAT against the order of Commissioner (Appeals) of Service tax.

(v) The Assistant Commissioner of Income Tax has made some disallowances and raised a demand of ₹ 0.62 million (including interest) for Assessment year 2011-12. The Company has filed an appeal against the demand notice with Commissioner of Income Tax (Appeals). Subsequently, the Commissioner of income tax vide order u/s 250(6) of the Income tax Act, 1961 dated January 07, 2015 made a final disallowance of ₹ 0.09 million.

(vi) The Company had been allotted a land located at Faridabad (Haryana) in an auction by Hon'ble High Court of Jharkhand. When the Company applied for transfer of ownership in the records of Haryana Urban Development Authority (HUDA), the transfer permission was granted with levy of extension fee of ₹ 6.70 million on account of various dues not paid by the erstwhile owner. The Company has disputed the demand and has preferred an appeal with the Administrator, HUDA.

(vii) Rashtriya advertising & Prabhatam Advertising Pvt Ltd, a service provider has filed a claim against the Company for recovery of an amount of ₹ 1.45 million with interest as balance of amounts due. The Company has disputed the demand and the case is under trial in the court of law.

(viii) Triangle Education, a franchisee of the Company in Jaipur, had arbitrarily terminated the agreement and started a competing business using the brand of CL Educate. The Company has filed a statement of claim before the sole Arbitrator amounting ₹ 19.00 million against Triangle Education. Triangle Education also filed a counter claim against the Company amounting ₹ 3.21 million.

(ix) A student has filled a case against the Company for refund of fees amounting ₹ 0.62 million on the ground that he paid fees to Brilliant Tutorials considering the fact that the Company has a tie-up with brilliant tutorial which was subsequently called off by the Company.

For the year ended March 31, 2014

Above amount include:
(i) Demand for service tax aggregating ₹ 160.78 million for the period July, 2003 to September, 2010 is disputed by the Company. Penalty of ₹ 71.02 million has also been imposed under Section 78 of the Finance Act, 1994. The Company has preferred an appeal with CESTAT against these orders of the Commissioner of Service tax.

(ii) Demand for service tax aggregating ₹ 3.12 million for the period September 2004 to March 2008 due to incorrect availment of service tax cenvat credit is disputed by the Company . Penalty, aggregating ₹ 3.10 milion has also been levied under Section 15 read with Rule 15 of Cenvat Credit Rules, 2004. During the year, the Company has received an order passed by Commissioner (Appeals) of Service tax. The Company has preferred an appeal with CESTAT against the order of the Commissioner (Appeals) of Service tax.

(iii) The Company had received a demand for service tax in financial year 2013-14 aggregating ₹ 40.10 million for the period April 2008 to March 2012 due to incorrect availment of service tax cenvat credit. The Company has disputed the demand and has preferred an appeal with Commissioner (Appeals) Central Excise and Customs.

(iv) Demand for service tax aggregating ₹ 29.18 million for the period October 2010 to June 2012 is disputed by the Company against which the Company has filed an appeal before Commissioner (Appeals) of Service tax.

(v) In case of one of the subsidiary named Kestone Integrated Marketing Services Private Limited, the Assistant Commissioner of Income Tax has made certain disallowances and raised a demand of ₹ 0.63 million (including interest) for Assessment year 2011-12. The Company has filed an appeal against the demand notice with Commissioner of Income Tax (Appeals).

(vi) The Company had been allotted a land located at Faridabad (Haryana) in an auction by Hon'ble High Court of Jharkhand. When the Company applied for transfer of ownership in the records of Haryana Urban Development Authority (HUDA), the transfer permission was granted with levy of extension fee of ₹ 6.70 million on account of various dues not paid by the erstwhile owner. The Company has disputed the demand and has preferred an appeal with the Administrator, HUDA.

(vii) Rashtriya advertising & Prabhatam Advertising Pvt Ltd, a service provider has filed a claim against the Company for recovery of an amount of ₹ 1.45 million with interest as balance of amounts due. The Company has disputed the demand and the case is under trial in the court of law.

(viii) Triangle Education, a franchisee of the Company in Jaipur, had arbitrarily terminated the agreement and started a competing business using the brand of CL Educate. The Company has filed a statement of claim before the sole Arbitrator amounting ₹ 19.00 million against Triangle Education. Triangle Education also filed a counter claim against the Company amounting ₹ 3.21 million.

(ix) A student has filled a case against the Company for refund of fees amounting ₹ 0.62 million on the ground that he paid fees to Brilliant Tutorials considering the fact that the Company has a tie-up with brilliant tutorial which was subsequently called off by the Company.

For the year ended March 31, 2013

Above amount include:
(i) Demand for service tax aggregating ₹ 160.78 million for the period July, 2003 to September, 2010 is disputed by the Company. Penalty of ₹ 71.02 million has also been imposed under Section 78 of the Finance Act, 1994. The Company has preferred an appeal with CESTAT against these orders of the Commissioner of Service tax.

(ii) Demand for service tax aggregating ₹ 3.12 million for the period September 2004 to March 2008 due to incorrect availment of service tax cenvat credit is disputed by the Company . Penalty, aggregating ₹ 3.10 milion has also been levied under Section 15 read with Rule 15 of Cenvat Credit Rules, 2004. During the year, the Company has preferred an appeal with Commissioner (Appeals) of Service tax.

(iii) During the financial year 2013-14, the Company received a demand for service tax aggregating ₹ 40.10 million for the period April 2008 to March 2012 due to incorrect availment of service tax cenvat credit. The Company has preferred an appeal with Commissioner (Appeals) of Service Tax.

(iv) Demand for service tax aggregating ₹ 29.19 million for the period October 2010 to June 2012 is disputed by the Company against which the Company has filed a reply and an order of the service tax department is awaited.

(v) Various demand notice on account of late/short deduction of Tax deducted at source has been received by the company against which replies has been filed to the concerned authority total amount pending in appeal is ₹ 0.84 million

CL Educate Limited

For the year ended March 31, 2012

(i) Demand for service tax aggregating ₹ 63.95 million for the period July 2003 to September 2008 is disputed by the Company, against which company had filled an reply with Commissioner (Appeals) of Service tax. Penalty, aggregating ₹ 63.95 million has also been levied. The Company has preferred an appeal with CESTAT against the order of the Commissioner of Service Tax.

(ii) During the financial year 2009-10, the Company received a demand for service tax aggregating ₹ 1.55 million for the period September 2004 to March 2007 due to incorrect availment of service tax cenvat credit. Penalty, aggregating ₹3.10 million has also been levied under Section 15 read with Rule 15 of Cenvat Credit Rules, 2004. The Company has preferred an appeal with Commissioner (Appeals) of Service Tax.

(iii) Demand for service tax aggregating ₹ 114.26 million for the period April, 2003 to October, 2010 is disputed by the Company against which company had filled an reply with Commissioner (Appeals) of Service tax.

(iv) Various demand notices on account of late/short deduction of Tax deducted at source has been received by the company against which replies had been filed to the concerned authority. Total amount demanded is ₹ 0.84 million.

4. Details of corporate guarantees given for loans taken by others are as follows:

For the period ended September 30, 2016

Corporate guarantees aggregating ₹ 15.00 million provided to HDFC Limited in respect of loans granted to Nalanda foundation by Career Launcher Education Infrastructure and Services Limited.

For the year ended March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013

Corporate guarantees aggregating ₹ 15.00 million provided to HDFC Limited in respect of loans granted to Nalanda foundation by Career Launcher Education Infrastructure and Services Limited.

Annexure XXXV- Consolidated summary statement of restated commitments (₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advance)	0.52	53.01	52.47	52.56	54.40	52.42
Commitment for license fees from Threesixtyone Degree Minds Consulting Private Limited	-	-	-	0.25	10.55	-
Total capital commitments (A)	**0.52**	**53.01**	**52.47**	**52.81**	**64.95**	**52.42**
Commitment towards purchase of equity shares of G. K. Publications Private Limited (Refer footnote 3) **(B)**	-	-	-	-	34.41	70.26
Total commitments (A+B)	**0.52**	**53.01**	**52.47**	**52.81**	**99.36**	**122.68**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

<u>3. For the year ended March 31, 2012</u>

The Company on November 12, 2011 entered into an agreement with the promoters of G. K. Publication Private Limited ('GKP') to acquire 100% of equity shares (190,000 equity shares) of GKP held by them.
The Company shall acquire such shares in tranches on dates mentioned below:

Tranches	Agreed date of acquisition	Number of shares	% of total shares of GKP
1	On or before Nov 16, 2011	96,900	51
2	On or before July 1, 2012	47,500	25
3	On or before July 1, 2013	45,600	24
	Total	**190,000**	**100**

Considerations to be paid for each tranches are as follows:

(₹ in Million)

Tranches	Consideration payable in Cash	Consideration by way of issue of equity shares of CL Educate Limited	Total Consideration
1	43.68	29.45	73.13
2	21.41	14.43	35.84
3	20.56	13.86	34.42
	85.65	**57.74**	**143.39**

During the year the Company has acquired the first tranche of shares in GKP by payment of consideration stipulated above including consideration by way of issue of equity shares of CL Educate Limited of value ₹ 29.45 Million, which has been booked as 'share application money pending allotment' by the Company (refer annexure VII).

<u>For the year ended March 31, 2013</u>

The Company on May 1, 2012 issued 47,416 shares of ₹ 10 each at a premium of ₹ 611 per share to the promoters of GKP for consideration by way of issue of equity shares of CL Educate Limited against the share application money pending allotment received in financial year 2011-12.
The Company further acquired the second tranche of shares in GKP by payment of part consideration by way of issue of equity shares of CL Educate Limited to the promoters of GKP of value ₹ 14.43 million, for which 27,337 shares have been issued at a premium of ₹ 514.95 per share and 8,351 shares have been issued at par.

<u>For the year ended March 31, 2014</u>

The Company has acquired third and last tranche of shares in GKP by payment of consideration stipulated above and consideration by issue of 23,486 equity shares of ₹ 10 each at a premium of ₹ 580 per share subsequent on September 5, 2014 to promoters of G.K. Publications Private Limited. Pending issue of such shares as at Balance Sheet date, the Company has recorded consideration so payable as share application money pending allotment (refer annexure VII).

Annexure XXXVI- Restated consolidated summary statement of employee benefits obligations

The Group has in accordance with the Accounting Standard- 15 'Employee Benefits' has calculated the various benefits provided to employees as under:

A. Defined contribution Plan

During the year, the Group has recognized the following amounts in restated consoildated summary statement of profit and loss:

(₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Employers contribution to provident fund	9.83	21.00	23.68	19.03	21.34	19.66
Total	**9.83**	**21.00**	**23.68**	**19.03**	**21.34**	**19.66**

B. Defined employee benefits and other long term benefit schemes:

I. Actuarial Assumptions- Employees Gratuity Fund (funded)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Discount rate (per annum)	7.32%	8.00%-8.13%	7.80%-8.00%	9.07%- 9.14%	8.00%	8.78%
Expected rate of increase in compensation levels	8.00%	8.00%-8.25%	4.88%-8.00%	5.00%-8.00%	5.00%	5.00%
Expected rate of return on plan assets	8.00-8.35%	8.35%	8.00-9.00%	6.75%-8.75%	9.00%-9.25%	8.00% - 9.25%
Expected average remaining working lives of employees (years)	24.10 - 26.38	24.53-26.99	25.08-30.44	10.5-30.74	11.5-31.36	14.10-32.40
Retirement age (Years)	58	58	58	58	58	58
Mortality table	IALM (2006-08)				IALM (1994-96)	LIC (1994-96)
Ages	Withdrawal Rate (%)					
Up to 30 Years	3.00-3.44	2.08-3.00	1.70 -3.81	1.73-4.57	3.00	
From 31 to 44 years	1.01-2.68	1.77-2.00	0.75-2.00	0.06-2.00	2.00	
Above 44 years	0.00-1.00	0.00-1.00	0.01-1.00	0.01-1.00	1.00	

The discount rate given above is determined by reference to market yield at the balance sheet date on government securities. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

II. Actuarial Assumptions- Earned Leave (unfunded)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Discount rate (per annum)	7.32%	8.00%-8.13%	7.80%-8.00%	9.07%-9.14%	8.00%	8.78%
Expected rate of increase in compensation levels	8.00%	8.00%-8.25%	4.88%-8.00%	5.00%-8.00%	5.00%	5.00%
Expected rate of return on plan assets	NA	NA	NA	N.A.	N.A.	N.A.
Expected average remaining working lives of employees (years)	21.86 - 26.16	22.13-26.42	23.57-26.90	10.5-27.40	11.5-27.19	14.10-27.73
Retirement age (Years)	58	58	58	58	58	58
Mortality table	IALM (2006-08)				IALM (1994-96)	LIC (1994-96)
Ages	Withdrawal Rate (%)					
Up to 30 Years	1.28-3.00	1.28-3.00	1.28- 3.00	3.00-4.57	3.00	
From 31 to 44 years	2.00- 2.09	2.00- 2.09	2.00- 2.09	0.72-2.00	2.00	
Above 44 years	0.00-1.00	0.00-1.00	0.00- 1.00	0.01-1.00	1.00	

The discount rate given above is determined by reference to market yield at the balance sheet date on government securities. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

III. Present value of obligation- Employees Gratuity Fund (funded) (₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Present value of obligation at the beginning of the period/year	23.01	21.94	14.67	13.71	9.57	8.23
On account of acquisition adjustment	-	0.64	(0.05)	0.03	-	0.05
Current service cost	3.51	6.04	6.04	3.96	4.41	3.57
Interest cost	0.92	1.74	1.33	1.10	0.77	0.72
Past service cost	-	-	-	-	-	-
Benefit paid	(2.05)	(3.41)	(3.00)	(1.89)	(1.22)	(0.93)
Actuarial (gain)/loss on obligation	0.37	(3.94)	2.95	(2.24)	0.18	(2.07)
Present value of obligation at the end of the period/year	**25.76**	**23.01**	**21.94**	**14.67**	**13.71**	**9.57**

IV. Present value of obligation- Earned Leave (unfunded) (₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Present value of obligation at the beginning of the period/year	15.45	11.32	8.80	7.32	6.04	5.53
On account of acquisition adjustment	-	0.45	(0.03)	0.09	-	-
Current service cost	2.46	4.42	2.47	1.75	1.65	1.66
Interest cost	0.62	0.91	0.79	0.59	0.48	0.49
Past service cost	-	-	-	-	-	-
Benefit paid	(1.10)	(1.77)	(2.48)	(2.02)	(1.87)	(1.37)
Actuarial (gain)/loss on obligation	0.44	0.12	1.77	1.07	1.02	(0.27)
Present value of obligation at the end of the period/year	**17.87**	**15.45**	**11.32**	**8.80**	**7.32**	**6.04**

V. Fair value of plan assets- Gratuity (funded) (₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Fair value of plan assets at the beginning of the period/year	2.78	3.85	3.10	4.54	4.90	4.54
Adjustment on account of wrong non-deduction by life insurance corporation (LIC) in earlier year	-	-	-	-	(0.60)	-
Expected return on plan assets	0.12	0.32	0.25	0.35	0.45	0.32
Administrative expenses	-	(0.10)	(0.01)	-	-	-
Contributions	1.14	2.91	2.08	0.09	1.04	0.86
Benefits paid	(1.26)	(3.17)	(1.60)	(1.83)	(1.21)	(0.86)
Actuarial gain/(loss) on plan assets	(0.12)	(0.02)	0.01	(0.05)	(0.04)	0.04
Received from LIC against payment made through provision	-	(1.01)	-	-	-	-
Adjustment on account of difference in opening balance	-	-	0.02	-	-	-
Fair value of plan assets at the end of the period/year	**2.66**	**2.78**	**3.85**	**3.10**	**4.54**	**4.90**

VI. Expenses Recognised in the Statement of Profit and Loss for the period/year- Employees Gratuity Fund (funded) (₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Current service cost	3.51	6.04	6.04	3.96	4.41	3.57
Interest cost	0.92	1.74	1.33	1.10	0.77	0.72
Past service cost	-	-	-	-	-	-
Expected return on plan assets	(0.12)	(0.32)	(0.25)	(0.35)	(0.45)	(0.32)
Net actuarial (gain)/ loss to be recognized	0.49	(3.92)	2.94	(2.19)	0.22	(2.11)
Expense recognised in statement of Profit and Loss	**4.80**	**3.54**	**10.06**	**2.52**	**4.95**	**1.86**

VII. Expenses Recognised in the Statement of Profit and Loss for the period/year- Earned Leave (unfunded) (₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Current service cost	2.46	4.42	2.47	1.75	1.65	1.66
Interest cost	0.62	0.91	0.79	0.59	0.48	0.49
Past service cost	-	-	-	-	-	-
Expected return on plan assets	-	-	-	-	-	-
Net actuarial (gain)/ loss to be recognized	0.44	0.12	1.77	1.07	1.02	(0.27)
Expense recognised in statement of Profit and Loss	**3.52**	**5.45**	**5.03**	**3.41**	**3.15**	**1.88**

(₹ in Million)

VIII. Reconciliation of present value of defined benefit obligation and fair value of assets- Employees Gratuity Fund (funded)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Present value of obligation as at the end of the year	25.76	23.01	21.94	14.67	13.71	9.57
Total (A)	**25.76**	**23.01**	**21.94**	**14.67**	**13.71**	**9.57**
Fair Value of plan assets as at the end of the year	2.66	2.78	3.85	3.10	4.54	4.90
Total (B)	**2.66**	**2.78**	**3.85**	**3.10**	**4.54**	**4.90**
Net liability recognized in Balance Sheet as at year end	23.10	20.23	18.51	12.18	9.80	4.67
Amount classified as:						
Short term provision	0.31	0.32	0.40	0.25	0.97	0.19
Long term provision	22.79	19.91	18.11	11.93	8.83	4.48
Net asset recognized in Balance Sheet as at year end	-	-	0.42	0.61	0.63	-
Amount classified as:						
Short term loans & advances	-	-	-	0.22	0.22	-
Long term loans & advances	-	-	0.42	0.39	0.41	-

IX. Reconciliation of present value of defined benefit obligation and fair value of assets- Earned Leave (unfunded) (₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Present value of obligation as at the end of the year	17.87	15.45	11.32	8.80	7.32	6.04
Total (A)	**17.87**	**15.45**	**11.32**	**8.80**	**7.32**	**6.04**
Fair Value of plan assets as at the end of the year	-	-	-	-	-	-
Total (B)	**-**	**-**	**-**	**-**	**-**	**-**
Net liability recognized in Balance Sheet as at year end	17.87	15.45	11.32	8.80	7.32	6.04
Amount classified as:						
Short term provision	0.49	0.45	0.36	0.34	0.94	1.50
Long term provision	17.38	15.00	10.96	8.46	6.38	4.54

X. Net assets/liability and actuarial experience gain/(loss) for present benefit obligation ('PBO') and plan assets and employers best estimate for next year

(a) Employees Gratuity Fund (funded) (₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
PBO	25.76	23.01	21.94	14.67	13.71	9.57
Plan assets	2.66	2.78	3.85	3.10	4.54	4.90
Net assets/(liability)	(23.10)	(20.23)	(18.09)	(11.57)	(9.17)	(4.67)
Experience gain/(loss) on PBO	0.62	7.22	(0.27)	1.56	0.91	1.29
Experience gain/(loss) on plan assets	(0.11)	(0.02)	0.04	(0.11)	(0.02)	0.05

(b) Earned Leave (unfunded) (₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
PBO	17.87	15.45	11.32	8.80	7.32	6.04
Plan assets	-	-	-	-	-	-
Net assets/(liability)	(17.87)	(15.45)	(11.32)	(8.80)	(7.32)	(6.04)
Experience gain/(loss) on PBO	1.04	(0.05)	0.50	(0.02)	(0.46)	(0.22)
Experience gain/(loss) on plan assets	-	-	-	-	-	-

(c) Employer's best estimate for contribution during next year

Particulars	Amount in ₹ million
Employees Gratuity Fund	11.62
Earned leave	3.43

Footnotes :

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

Annexure XXXVII - Restated consolidated summary statement of employees share based payment plan

The Company has ammended plan 2014 which provides for the issue of 250,000 stock options to directors and employees of the Company and its subsidiaries companies. The plan entitles directors and employees to purchase equity shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. The vesting period for the share options is 3 years from the grant date. All exercised options shall be settled by physical delivery of equity shares. As per the plan holders of vesting options are entitle to purchase one equity share for each option.

*Although a total of 250,000 options were available to be granted, these include grants that had been forfeited/lapsed, and pooled back, and granted again. At no point of time did the total number of options granted under the plan exceed 250,000.

Particulars	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Stock options granted under this scheme (in numbers)	312,468	272,568	248,968	248,968	243,968	214,968

The terms and conditions related to grant of the share options are as follows:

Employees entitled	No. of options	Vesting conditions	Years
Directors of the Company	2,400	3 years' service from the grant date	0.58
Employees	200,178	3 years' service from the grant date	2.19

(₹ in Million)

Particulars	For the year period/ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Share based payment expenses:						
Ammended plan 2014 (Refer footnotes)	(1.07)	(6.03)	7.02	0.85	3.44	4.23

Footnotes:
Includes expenses on account of stock options of CLEIS, a subsidiary of the Company, to employees of the Company.

The information concerning stock options granted, exercised, forfeited and outstanding at the year end is as follows:
<u>ESOP to directors of the Company</u>

Particulars	As at					
	30-Sep-16		31-Mar-16		31-Mar-15	
	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)
CL Employees Stock Option Plan 2008						
Outstanding at the beginning of the period/year	4,800	300.00	7,200	300.00	9,600	300.00
Granted during the period/year	-	-	-	-	-	-
Exercised during the period/year	-	-	2,400	300.00	2,400	300.00
Forfeited during the period/year	2,400	300.00	-	-	-	-
Expired during the period/year	-	-	-	-	-	-
Outstanding at the end of period/year	2,400	300.00	4,800	300.00	7,200	300.00
Exercisable at period/year end	2,400	300.00	4,800	300.00	7,200	300.00
Vested during the period/year	-	-	-	-	-	-
Weighted average grant date fair value per option for option granted during the period/year at less than fair value	-	-	-	-	-	-

Particulars	As at					
	31-Mar-14		31-Mar-13		31-Mar-12	
	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)
CL Employees Stock Option Plan 2008						
Outstanding at the beginning of the period/year	9,600	300.00	9,600	300.00	12,000	300.00
Granted during the period/year	-	-	-	-		
Exercised during the period/year	-	-	-	-	2,400	300.00
Forfeited during the period/year	-	-	-	-		
Expired during the period/year	-	-	-	-		
Outstanding at the end of period/year	9,600	300.00	9,600	300.00	9,600	300.00
Exercisable at period/year end	9,600	300.00	9,600	300.00	7,200	300.00
Vested during the period/year	-	-	-	-	2,400	300.00
Weighted average grant date fair value per option for option granted during the period/year at less than fair value	-	-	-	-	-	-

ESOP to person other than directors of the Company

Particulars	As at					
	30-Sep-16		31-Mar-16		31-Mar-15	
	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)
CL Employees Stock Option Plan 2008						
Outstanding at the beginning of the period/year	160,178	339.48	200,357	336.92	179,482	322.37
Granted during the period/year	40,000	430.00	-	-	23,500	430.00
Exercised during the period/year	-	-	26,429	323.51	500	175.00
Forfeited during the period/year	-	-	-	-	-	-
Expired during the period/year	-	-	13,750	332.91	2,125	175.00
Outstanding at the end of period/year	200,178	357.57	160,178	339.48	200,357	336.92
Exercisable at period/year end	151,678	334.41	147,428	331.65	167,107	330.46
Vested during the period/year	4,250	430.00	18,750	259.87	11,125	207.58
Weighted average grant date fair value per option for option granted during the period/year at less than fair value	-	-	-	-	23,500	430.00

Particulars	As at					
	31-Mar-14		31-Mar-13		31-Mar-12	
	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)
CL Employees Stock Option Plan 2008						
Outstanding at the beginning of the period/year	181,357	318.45	172,057	320.05	145,796	345.97
Granted during the period/year	5,000	262.00	29,000	210.00	37,500	175.00
Exercised during the period/year	-	-	-	-	2,375	169.74
Forfeited during the period/year	4,250	175.00	13,894	173.04	787	150.00
Expired during the period/year	2,625	175.00	5,806	173.04	8,077	171.38
Outstanding at the end of period/year	179,482	322.37	181,357	318.45	172,057	320.14
Exercisable at period/year end	15,750	214.13	7,250	210.00	51,075	345.79
Vested during the period/year	8,500	217.64	48,639	335.17	31,521	332.77
Weighted average grant date fair value per option for option granted during the period/year at less than fair value	5,000	415.00	29,000	524.95	37,500	417.00

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	For the year period/ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Dividend yield (%)	-	-	-	-	-	-
Expected volatility	0.00%	0.00%	76.65%	19.04%	26.95%	9.20%
Risk-free interest rate	8.00%	8.00%	8.00%	8.70%	7.75%	8.45%
Weighted average share price (in ₹)	495.00	495.00	488.00	334.00	524.95	417.00
Exercise price (in ₹)	210-430	210-430	175-430	175-300	175-300	150-300

*Expected volatility has been determined using historical fluctuation in share issue prices of the Company.

Apart from CL Educate Limited, one of its subsidiary namely Career Launcher Education Infrastructures and services Limited has also issued ESOPs.

Pursuant to shareholder resolution dated September 30, 2008, the Company had introduced "CLEIS Employee Stock Options Plan 2008" which provides for the issue of 100,000 stock options to employees of the Company and its group companies/entities. The plan entitled employees to purchase equity shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. All exercised options had been settled by physical delivery of equity shares. As per the plan, holders of vesting options were entitled to purchase one equity share for each option.

Pursuant to the Special Resolution passed by the members in the annual general meeting of CLEIS held on September 30, 2013, and the resolution passed by the Board of Directors of CLEIS at its meeting on January 28, 2014 CLEIS had renewed "CLEIS Employee Stock Options Plan 2008" for a further period upto November 20, 2014 and March 31, 2015 respectively. Further, pursuant to the resolution passed by the Board of Directors at its meeting held on June 23, 2015 the Company terminated "CLEIS Employee Stock Options Plan 2008" and accordingly the options which are lying unvested/ unexercised under the said Plan shall stand cancelled and extinguished.

CL Educate Limited

Particulars	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Stock options granted under this scheme (in numbers)	-	-	29,000	25,000	19,000	19,000

Employees entitled	No. of options	Vesting conditions	Years
Employees of CL Educate Limited	-	3 years' service from the grant date	-

Expenses pertaining to employee stock option plan had been booked in CL Educate Limited, holding company, as stock options have been granted to employees of CL Educate Limited.

Pursuant to the resolution passed by the Board of Directors at its meeting held on June 23, 2015 the Company terminated "CLEIS Employee Stock Options Plan 2008" and accordingly the options which are lying unvested/ unexercised under the said Plan shall stand cancelled and extinguished.

The information concerning stock options granted, exercised, forfeited, cancelled/extinguished and outstanding at the period end is as follows:

Particulars	As at					
	30-Sep-16		31-Mar-16		31-Mar-15	
	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)
<u>**CLEIS Employees Stock Option Plan 2008**</u>						
Outstanding at the beginning of the period/year	-	-	12,500	101.00	30,000	97.50
Granted during the period/year	-	-	-	-	-	-
Exercised during the period/year	-	-	5,000	80.00	7,500	91.67
Forfeited during the period/year	-	-	7,500	115.00	-	-
Expired during the period/year	-	-	-	-	10,000	97.50
Outstanding at the end of period/year	-	-	-	-	12,500	101.00
Exercisable at period/year end	-	-	-	-	-	-
Vested during the period/year	-	-	-	-	-	-
Option to employees of the holding company	-	-	-	-	12,500	101.00
Weighted average grant date fair value per option for option granted during the period/year at less than fair value	-	-	-	-	-	-

Particulars	As at					
	31-Mar-14		31-Mar-13		31-Mar-12	
	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)	Number of Stock Options	Weighted average exercise Price (₹)
<u>**CLEIS Employees Stock Option Plan 2008**</u>						
Outstanding at the beginning of the period/year	15,000	80.00	19,000	96.84	15,000	80.00
Granted during the period/year	10,000	115.00	-	-	4,000	160.00
Exercised during the period/year	5,000	80.00	-	-	-	-
Forfeited during the period/year	-	-	4,000	-	-	-
Expired during the period/year	-	-	-	-	-	-
Outstanding at the end of period/year	30,000	97.50	15,000	80.00	19,000	96.84
Exercisable at period/year end	10,000	80.00	10,000	80.00	-	-
Vested during the period/year	5,000	80.00	5,000	80.00	4,000	160.00
Option to employees of the holding company	20,000	97.50	15,000	80.00	15,000	80.00
Weighted average grant date fair value per option for option granted during the period/year at less than fair value	10,000	224	-	-	-	-

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	For the year period/ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Dividend yield (%)	-	-	-	-	-	-
Expected volatility	-	-	48.54%	-	-	9.20%
Risk-free interest rate	-	-	7.88%	8.67%	8.45%	8.45%
Weighted average share price (in ₹)	-	-	222.89	223.46	224.00	223.87
Exercise price (in ₹)	-	-	80-115	80-115	80	80-160

Footnote:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.
3. Outstanding options at the end of relevant year have been valued by an independent firm of Chartered Accountants and relied upon by statutory auditors.

Annexure XXXVIII- Restated consolidated summary statement of payment to auditors (excluding service tax) (included in legal and professional expense)

(₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Statutory audit	2.95	5.90	5.23	5.23	4.82	3.93
Other engagement prescribed by statute to be done by Statutory auditors	-	-	-	-	0.60	-
Other matters [including fee for Initial Public Offerings ('IPO') and Interim Audits] (refer footnote 3)	6.85	9.20	9.98	0.68	0.78	2.11
Reimbursement of expenses	0.03	0.11	0.30	0.05	0.09	0.02
Total	**9.83**	**15.21**	**15.51**	**5.96**	**6.29**	**6.06**

Footnotes :

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.
3. Pending completion of IPO the same are recorded under loans and advances.

Annexure XXXIX - Restated consolidated summary statements of lease

As lessee

The Group is a lessee under various operating leases. The lease terms of these premises range from 1 to 2 years and accordingly are short term leases. Rental expense for operating lease for the year ended September 30, 2016, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 was ₹ 53.84 million, ₹ 117.38 million, ₹ 84.78 million, ₹ 70.63 million, ₹ 57.29 million and 40.99 million respectively. Expected future minimum commitments for non-cancellable leases are as follows:

(₹ in Million)

Particulars	As at					
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Not later than one year	7.80	11.88	16.79	9.84	4.01	3.57
Later than one year but not later than 5 years	6.53	0.04	14.82	11.78	4.79	5.86
Later than 5 years	-	-	-	-	-	-
Total	**14.33**	**11.92**	**31.61**	**21.62**	**8.80**	**9.43**

As lessor

The Group has given a portion of its premises on cancellable operating lease to various franchisees.

Lease receipts are recognized in the Consolidated Statement of Profit and Loss during September 30, 2016, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 & March 31, 2012 was ₹ 1.12 million, ₹ 1.13 million, ₹ 1.35 million, ₹ 0.29 million, ₹ 0.66 million & ₹ 2.68 million . There are no non cancellable leases and hence disclosure relating to minimum lease receipts has not been provided.

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of profit and loss of the Company.
2. The above statement should be read with annexures to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

Annexure XL - Restated consolidated summary statement of expenditure in foreign currency

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Banquet and event material expenses	3.49	3.75	0.20	2.80	7.13	7.43
Legal and professional	9.08	8.35	1.34	0.11	0.12	0.17
Advertisement, publicity and sales promotion expenses	-	-	-	-	-	0.02
Communication expenses	0.01	0.03	-	-	-	0.01
Office expenses	0.06	0.03	0.14	0.06	0.03	0.06
Bank charges (other than loan processing charges)	0.24	0.12	0.11	0.06	0.08	0.06
Equipment hire expenses	0.04	3.36	10.58	0.05	0.08	-
Retainership fees and temporary manpower resources expenses	-	-	-	0.14	-	0.25
Travelling and conveyance	0.90	1.66	1.19	0.56	6.85	2.62
Rent	2.96	4.05	1.43	0.41	-	0.27
Salary, wages, bonus and other benefits	1.29	2.60	1.56	2.20	-	-
Giveways	8.42	4.91	1.34	1.76	-	-
Faculty expenses	2.81	0.95	10.60	-	-	-
Miscellaneous expenses	21.25	31.99	6.92	4.20	1.00	3.40
Franchisee expenses	-	-	-	-	33.05	33.08
Finance costs	-	-	-	-	-	3.97
Director's Fee	0.12	0.41	-	-	-	-
Insurance	-	-	-	-	-	0.01
Charity and donations	-	-	-	-	-	0.14
Total	**50.67**	**62.21**	**35.41**	**12.35**	**48.34**	**51.49**

Foot note:

1. The figures disclosed above are based on the restated consolidated summary statement of profit and loss of the Company.
2. The above statement should be read with annexures to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

Annexure XLI- Restated consolidated summary statement of earnings in foreign currency

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Start up fees from franchisees	-	-	-	-	1.49	-
Sale of study material	11.73	20.32	5.82	-	4.12	4.26
Manpower management services	0.29	4.84	2.87	0.85	3.93	0.10
Passthorugh services income	-	-	-	-	4.90	0.08
Sale of services	-	-	-	-	-	-
Marketing and sales services	6.89	2.73	1.19	14.72	1.85	8.38
Education and training programmes income	17.45	18.04	10.26	-	38.00	48.47
Total	**36.36**	**45.93**	**20.14**	**15.57**	**54.29**	**61.29**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of profit and loss of the Company.
2. The above statement should be read with annexures to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

Annexure XLII- Restated consolidated summary statement of un-hedged foreign currency exposure

The respective year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise as follows:

Receivables in indian currency

(₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Receivables in indian currency						
- Trade receivable	52.56	40.72	26.94	14.47	15.69	17.56
- Short term loans and advances (net of advance provided for)	5.46	13.55	0.63	0.39	0.06	39.45
- Cash and bank balances	3.78	2.90	1.59	0.14	0.91	2.39
- Security Deposit	0.04	0.08	0.07	0.04	0.04	0.03
Payables in indian currency						
- Trade Payable	8.81	11.92	8.39	0.04	-	3.87
- Other current liabilities	9.34	4.93	1.15	0.48	0.48	-

Receivables in original currency **(Amount in original currency in million)**

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Receivables in original currency						
- Trade receivable	AED 2.90	AED 2.18	AED 1.46	AED 0.77	AED 0.77	AED 1.02
	SGD 0.01	USD 0.02	QAR 0.10	QAR 0.10	QAR 0.10	USD 0.05
			USD 0.01	USD 0.01	USD 0.05	-
- Short term loans and advances (net of advance provided for)	USD 0.02	USD 0.01	-	-	-	USD 0.76
	AED 0.22	AED 0.61	AED 0.03	AED 0.02	AED 0.01	-
	SGD 0.01	-	-	-	-	-
- Cash and bank balances	AED 0.11	AED 0.07	AED 0.08	AED 0.01	AED 0.06	AED 0.12
	SGD 0.03	SGD 0.03	SGD 0.01	-	-	USD 0.01
- Security deposit	SGD 0.01	SGD 0.01	SGD 0.01	SGD 0.01	SGD 0.01	SGD 0.01
Payables in original currency						
- Trade Payable	USD 0.09	USD 0.14	UDS 0.13	USD 0.01	-	-
	AED 0.11	AED 0.18	-	-	-	AED 0.27
	SGD 0.01	-	SGD 0.01	-	-	-
- Other current liability	AED 0.37	AED 0.13	AED 0.04	-	-	-
	SGD 0.03	SGD 0.02	SGD 0.01	SGD 0.01	SGD 0.01	-

*Abbreviations: AED: United Arab Emirates Dirham, QAR: Qatari Rial, SGD: Singapore Dollar and USD: United States Dollar.

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.
3. The group does not enter into any forward contracts to hedge its foreign currency exposures.

Annexure XLIII - Restated consolidated summary statement of related party disclosure

The disclosure as required by the Accounting Standard -18 (Related Party Disclosure) are given below:
(a) List of related parties with whom transactions have taken place:

Nature of relationship	Name of related party
Enterprises in which key management personnel and their relatives are able to exercise significant influence	i. Career Launcher Education Foundation, India ii. CLEF – AP, India iii. Nalanda Foundation, India iv. Bilakes Consulting Private Limited, India v. Career Launcher Employee Welfare Society vi. Career Launcher Employee Group Gratuity Trust vii. CL Media Employee Gratuity Trust viii. Career Launcher Infrastructure Private Limited Employee Group Gratuity Trust ix. Career Launcher Education Infrastructure & Services Limited Employee Group Gratuity Trust
Key management personnel	i. Satya Narayanan R, Director ii. Gautam Puri, Director iii. Nikhil Mahajan, Director

Transactions during the year: (₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
1.Revenue from operations						
a. Business Development and Allied services						
- Career Launcher Education Foundation	-	-	-	-	-	2.29
b. Soft skill fees						
- Nalanda Foundation	13.74	28.39	24.21	19.83	16.24	10.72
c. License fees						
- Nalanda Foundation	1.13	2.75	2.75	8.00	4.00	16.00
d. Infrastructure Fees						
- Nalanda Foundation	10.90	22.03	19.71	18.33	14.43	10.79
- Career Launcher Education Foundation	-	-	-	-	-	33.00
e. Marketing & Sales services						
- Career Launcher Education Foundation	-	-	-	-	-	4.00
2. Other income						
a. Interest on loans and advances						
- Career launcher education foundation	10.01	20.00	19.96	21.08	17.15	34.69
- CLEF AP Trust	1.29	2.26	1.98	1.76	1.45	1.28
- Nalanda Foundation	26.66	47.39	39.83	32.28	20.30	9.43
b. Liability written back						
- Career launcher education foundation	-	-	0.03	-	-	-
3. Expenses						
a. Other expenses						
Career Launcher Education Foundation						
-Training and development expenses	-	-	-	-	0.17	-
-Advertisement, publicity and sales promotion expenses	-	-	-	3.30	2.64	-
-Miscellaneous expenses	-	-	-	-	0.32	-
CLEF- AP						
- Dues written off	-	-	-	-	-	0.04

Transactions during the year: (₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
b. Managerial remuneration						
- Mr.Gautam Puri	3.22	6.81	8.84	5.61	5.10	5.05
- Mr. Satya Narayanan R.	3.22	6.81	8.84	5.61	5.10	5.05
- Mr. Nikhil Mahajan	3.23	6.79	8.67	5.46	4.95	4.91
4. Reimbursement of expenses to KMPs						
- Gautam Puri	-	-	-	0.34	0.49	-
- Nikhil Mahajan	-	-	-	-	0.06	-
5.Reimbursement of expense from related parties						
-Career Launcher Education Foundation	-	-	-	-	-	12.46
-Nalanda foundation	-	-	0.74	-	0.52	0.58
6. Reimbursement of expenses to						
- Nalanda Foundation	-	-	0.23	0.06	-	0.30
7. Transfer of security deposit from						
Nalanda Foundation	-	0.02	-	-	-	-
8. Amount paid on behalf of related parties						
-Career Launcher Education Foundation	-	-	-	0.01	-	-
9. Payment received on behalf of						
- Nalanda Foundation	-	-	-	0.36	-	-
10. Loan taken						
-Career Launcher employee welfare society	-	-	-	-	1.25	-
-Career Launcher Education Foundation	-	-	-	0.03	-	-
11. Repayment of Loan taken						
-Career Launcher employee welfare society	-	-	-	0.89	-	-
12. Loans given to related party						
-Career Launcher Education Foundation	-	0.01	0.56	3.77	23.88	38.93
-Nalanda foundation	14.46	37.51	55.71	37.83	66.08	48.24
-CLEF AP Trust	-	-	-	-	2.17	1.46
13.Conversion of account receivable into unsecured loan						
- Nalanda Foundation	-	46.23	39.41	26.03	45.75	-
14.Conversion of interest into unsecured loan						
- Nalanda Foundation	23.00	37.76	29.00	23.27	-	-
-Career Launcher Education Foundation	1.29	2.26	1.98	-	-	-
-CLEF AP Trust	-	-	-	1.58	-	-
15.Conversion of other receivable into unsecured loan						
- Nalanda Foundation	-	-	0.15	-	-	-
16. Repayment of loan given						
-Nalanda Foundation	31.52	64.08	89.15	28.53	2.46	2.59
-CLEF- AP	-	-	-	-	0.86	-
-Career Launcher Education Foundation	-	-	-	-	2.86	4.00
17. Adjustment of other payable with loans and advances						
-Nalanda Foundation	-	-	0.05	-	-	-
18. Loan and advances adjusted/ written off						
-Career Launcher Education Foundation	-	-	-	15.49	114.25	-

Transactions during the year: (₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
19. Adjustment of other payable to trade receivable						
- Nalanda Foundation	-	-	0.70	-	-	-
20. Conversion of other receivable to trade receivable						
- Nalanda Foundation	-	-	0.12	-	-	-
21. Conversion of payable for fixed assets into trade receivable						
- Nalanda Foundation	-	-	8.01	-	-	-
22. Amount received on behalf of						
- Nalanda Foundation	5.59	-	0.33	-	-	-
23. Amount received by						
- Nalanda Foundation	-	-	3.78	-	-	-
24. Transfer of assets from related party						
- Nalanda Foundation	-	-	8.01	-	-	-
25. Liability transferred to (on account of gratuity and leave encashment)						
- Nalanda Foundation	-	-	0.09	-	-	-
26. Transfer of other current liability from						
- Nalanda Foundation	-	0.01	-	-	-	-
27. Share issued during the year						
- Bilakes consulting Pvt Ltd	-	47.07	-	-	-	-
28. Transfer of Advance						
- Bilakes consulting Pvt Ltd	-	1.60	-	-	-	-
29. Liability taken over (on account of gratuity and leave encashment)						
- Nalanda Foundation	-	0.38	-	0.12	-	-
30. Advance given for services						
- Bilakes consulting Pvt Ltd	-	9.55	-	-	-	-
31. Purchase of additional shares in subsidiary company from						
- Bilakes consulting Pvt Ltd	-	56.07	270.42	-	-	-
32. Conversion of Security Deposit into Loan and Advance						
- Nalanda Foundation	0.15	-	-	-	-	-
33. Exceptional expenses (Refer annexure XLVII)						
Balances written- off/provided for of related parties						
Career Launcher Education Foundation						
- Loans and advances written off	-	-	-	15.49	-	60.70
- Provision for doubtful advances	-	-	-	-	-	112.88
-trade receivable written off	-	-	-	-	-	31.93
Profit on sale of investment of subsidiaries						
- CL USA Inc.	-	-	-	(11.14)	-	-

(₹ in Million)

Particulars	For the period/year ended					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Balance outstanding with or from related parties as at the year end:						
1. Short-term loans and advances						
- Career Launcher Education Foundation	132.78	132.68	132.66	132.11	143.83	237.05
- Nalanda Foundation	373.21	365.56	308.14	273.08	214.48	105.11
- CLEF – AP	19.67	18.38	16.12	14.14	12.56	11.25
2. Capital advance						
-Bilakes consulting Pvt Ltd	1.60	1.60	-	-	-	-
3. Provision for doubtful loans and advances						
- Career Launcher Education Foundation	-	-	-	-	-	112.88
4. Other current assets						
a. Interest accrued on loans and advances						
- Nalanda Foundation	22.69	21.69	16.80	9.96	4.18	1.64
- Career Launcher Education Foundation	73.48	61.11	41.18	21.28	0.25	0.01
b. Other dues from Related parties						
-Bilakes consulting Pvt Ltd	9.55	9.55	-	-	-	-
- Nalanda Foundation	1.08	1.08	-	0.12	-	-
5. Trade Receivable						
- Career Launcher Education Foundation	7.53	7.53	7.53	7.53	7.75	8.83
- Nalanda Foundation	56.74	27.68	21.48	22.30	6.36	53.82
6. Trade Payable						
- Career Launcher Education Foundation	0.89	0.89	0.89	0.89	-	-
7. Other current liabilities						
a. Payable for expenses						
- Nalanda Foundation	-	-	-	0.36	-	-
- Career Launcher Education Foundation	-	-	-	-	-	-
- Career Launcher Education Infrastructure and Services Limited Employee Group Gratuity Trust	0.01	0.01	0.01	-	-	-
b. Salary payable to KMPs						
- Gautam Puri	3.13	3.10	2.77	0.51	0.46	-
- Satya Narayanan R	3.13	3.21	2.77	0.51	0.25	-
- Nikhil Mahajan	3.77	3.25	2.76	0.51	0.60	-
c. Expenses Payable to KMPs						
- Sreenivasan R	-	-	-	-	0.02	-
- Nikhil Mahajan	-	-	-	-	-	-
d. Payable for purchase of Investments						
- Bilakes Consulting Pvt Ltd	1.51	1.51	-	-	-	-
8. Short term borrowings						
-Career Launcher Employee Welfare Society	-	-	-	-	0.89	-
-Career Launcher Education Foundation	-	-	-	0.03	-	-
9. Guarantees given on behalf of						
- Nalanda Foundation	15.00	15.00	15.00	15.00	15.00	-
10. Guarantees given by						
- Bilakes Consulting Private Limited	45.76	45.76	45.76	45.76	-	-

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

Annexure XLIV- Restated consolidated summary statement of disclosure relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006:

Disclosure relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006):

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
The principal amount and the interest due thereon remaining unpaid to any MSME supplier as at the end of each accounting year included in						
Principal amount due to micro and small enterprises	-	-	-	-	-	-
Interest due on above	-	-	-	-	-	-
Total	-	-	-	-	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED ACT 2006 along with the amounts of the payment made to the supplier beyond appointed day during each accounting year.	-	-	-	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-	-	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	-	-	-	-	-	-

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

Annexure XLV- Restated consolidated summary statement of goodwill on consolidation

(₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Kestone Integrated Management Services Private Limited	37.44	37.44	37.44	37.44	37.44	37.44
Kestone Asia Hub Pte Ltd	11.38	11.38	11.38	11.38	-	-
G.K. Publications Private Limited	140.29	140.29	140.29	140.29	110.77	77.06
Career Launcher Education Infrastructure and Services Limited	6.85	6.85	6.85	6.85	6.85	6.85
Accendere Knowledge Management Services Private Limited	135.13	135.13	-	-	-	-
Total	**331.09**	**331.09**	**195.96**	**195.96**	**155.06**	**121.35**

Foot note:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

Annexure XLVI - Restated consolidated summary statement of capital work in progress:

(₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
a. Opening balance (A)	6.31	6.31	6.31	6.41	5.95	100.60
b. Project related expenses						
Opening balance	-	-	-	-	-	22.98
Additions during the period/year						
Other expenses	-	-	-	-	0.10	0.91
Interest expenses	-	-	-	-	-	5.90
Bank charges	-	-	-	-	0.36	-
Total Project related balance (B)	-	-	-	-	0.46	29.79
Less: Capitalisation during the period/year (C)	-	-	-	0.10	-	124.44
Total (A)+(B)+(C)	**6.31**	**6.31**	**6.31**	**6.31**	**6.41**	**5.95**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

Annexure XLVII- Restated consolidated summary statement of exceptional expenses

(₹ in Million)

Particulars	As at					
	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Balances written off of related party balances (refer annexure XLIII)						
i. Career Launcher Education Foundation (Refer footnote)						
- Loans and advances written off	-	-	-	15.49	-	-
-Provision for doubtful advances	-	-	-	-	-	112.88
-Advances written-off	-	-	-	-	-	60.70
-Trade receivables written-off	-	-	-	-	-	31.93
i. Expense on employee stock option (ESOP) scheme (refer footnote)	-	-	22.84	-	-	-
Total (A)	-	**-**	**22.84**	15.49	**-**	205.51
ii. (Gain) on sale of investment in subsidiary	-	-	-	(2.23)	-	-
Gain on sale of tangible fixed assets (net)	-	-	-	-	-	(13.57)
Total (B)	-	-	**-**	(2.23)	**-**	(13.57)
Total (A+B)	-	**-**	**22.84**	13.26	**-**	191.94

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

3. **<u>For the year ending March 31, 2015</u>**

Pursuant to the Career Launcher Employee Stock Options Plan 2008, in the financial year 2008-09 CL Educate Limited, had granted 142,857 options of CL Educate Limited to a director in CLEIS. These options were to be settled in equity in four tranches commencing from financial year 2013-14.

The Director in earlier years had communicated his unwillingness to exercise the options to the Board of CL Educate Limited. However, at the board meeting of CL Educate Limited held on September 22, 2014, he expressed his willingness to exercise the options granted to him and requested the Board to extend the exercise period.Shares shall be allotted in accordance with the ESOP Plan and having regard to conditions prevailing at the time of exercise.

Accordingly, during the year ending on March 31, 2015 CLEIS has made a provision of ₹ 22.84 million against the said options using the fair value method to account for the said stock-based employee compensation costs. Compensation cost is measured using independent valuation by a firm of Chartered Accountants using Black-Scholes model in accordance with the guidance note issued by the Institute of Chartered Accountants of India.

4. **<u>For the year ending March 31, 2014</u>**

During the year, the Group has written off balances due in the nature of short terms loans and advances (‘referred as balances’) recoverable from Career Launcher Education Foundation, enterprise in which key management personnel and their relatives are able to exercise significant influence, as the loans and advances are considered unrecoverable on account of inability to be paid by Career Launcher Education Foundation.

5. **<u>For the year ending March 31, 2012</u>**

a. During the year, the Company has created provision and written off balances due in the nature of short terms loans and advances (‘referred as balances’) recoverable from Career Launcher Education Foundation (enterprises in which key management personnel and their relatives are able to exercise significant influence) as the loans and advances are considered unrecoverable on account of inability to be paid by Career Launcher Education Foundation to repay.

The evaluation of provision involves usage of assumptions and significant judgments based on valuation methodologies/judgements, which mainly include discontinuation of affiliation by Pondicherry University of college run by Career Launcher Education Foundation. Keeping the attendant circumstances in view, the management believes it is prudent to impair these balances.

Impairment of the balances have been done by way provisions and write offs. Write offs have been done for the portion of balances which are considered fully unrecoverable and provisions have been made for the portion for which the management believes that the amount shall be more likely than not be unrecovered.

CL Educate Limited..

Annexure XLVIII - Restated consolidated summary statement of segment reporting

Primary Segment

The group has identified six reportable business segments as primary segments: Education & training programme (including sale of study material), Sale of educational books, Manpower management services, Marketing and sales services, K - 12 and vocational trainings. The segments have been identified and reported taking into account the nature of products, the differing risks and returns, the organisation structure and the internal financial reporting system.

Education & training programme (including sale of study material): This mainly includes coaching for higher education entrance exams.

Sale of educational books: This mainly includes publishing and sale of educational books to related and third parties.

Manpower management services: The group provides extended skilled manpower services to clients across locations, markets and roles, ranging from managing enterprise customers, to channel relationships, to retail. On the basis of client requirements, group not only provide manpower but also equip, support and manage these skilled teams to meet the business objectives.

Marketing and sales services: The group helps its clients to conduct very large conferences combined with exhibitions and trade shows attended by thousands of persons, too much targeted seminars for focussed, exclusive audiences, to unique experiential activities.

K - 12: The group provided soft skills, infrastructure facilities and other support services to schools involved in Kindergarten to senior secondary studies.

Vocational training: includes specific projects undertaken (including government projects).

Others: Others segment includes revenue from integrated solutions to educational institutions.

CL Educate Limited..

For the period ended September 30, 2016 (₹ in Million)

Particulars	Education & training programme (including sale of study material)	Vocational Training	K - 12	Sale of educational books	Manpower management services	Marketing and sales services	Others	Total
Revenue								
External revenue	816.61	23.79	34.30	110.36	64.81	440.39	41.33	**1,531.59**
Results								
Segment results	232.14	(25.87)	6.57	4.98	3.29	98.79	16.11	**336.01**
Unallocated expenses								159.04
Operating profit								**176.97**
Finance costs								(46.72)
Other income including finance income	16.09	0.13	-	-	-	-	59.17	75.39
Exceptional expenses								-
Profit/(loss) before tax								**205.64**
Income taxes								(76.49)
Net profit/(loss) before minority interest								**129.15**
Segment assets (excluding goodwill on consolidation)								
Segment assets	687.85	574.99	962.54	153.10	53.85	261.97	173.69	2,867.99
Unallocable assets								926.72
Total assets								**3,794.71**
Segment liabilities (excluding minority interest)								
Segment liabilities	235.81	109.05	238.09	120.67	11.73	199.55	17.82	932.72
Unallocable liabilities								634.77
Total liabilities								**1,567.49**
Other information								
Capital expenditure - allocable	21.05	-	1.70	1.12	-	-	-	23.87
Capital expenditure - unallocable								5.22
Depreciation and amortisation - allocable	14.23	2.81	6.21	1.66	-	-	0.82	25.73
Depreciation and amortisation - unallocable								10.57
Other significant non-cash expenses (net) - allocable	28.14	-	0.69	1.87	-	-	0.94	31.64
Other significant non-cash expenses (net) - unallocable								0.04

Particulars	Within India	Overseas	Total
Segment revenue	1,502.40	29.19	1,531.59
Segment assets	3,760.79	33.92	3,794.71
Segment liabilities	1,557.76	9.73	1,567.49
Capital expenditures	29.09	-	29.09

CL Educate Limited..

For the year ended March 31, 2016 (₹ in Million)

Particulars	Education & training programme (including sale of study material)	Vocational Training	K - 12	Sale of educational books	Manpower management services	Marketing and sales services	Others	Total
Revenue								
External revenue	1,287.67	360.96	87.55	159.88	268.61	609.01	52.73	**2,826.41**
Results								
Segment results	300.23	37.08	45.52	(16.90)	22.28	136.96	9.20	**534.37**
Unallocated expenses								264.75
Operating profit								**269.62**
Finance costs								(101.57)
Other income including finance income	25.78	7.17	-	-	-	-	107.49	140.44
Exceptional expenses								-
Profit/(loss) before tax								**308.49**
Income taxes								(91.73)
Net profit/(loss) before minority interest								**216.76**
Segment assets (excluding goodwill on consolidation)								
Segment assets	591.98	657.31	969.54	213.42	45.09	125.17	50.15	2,652.66
Unallocable assets								904.01
Total assets								**3,556.67**
Segment liabilities (excluding minority interest)								
Segment liabilities	200.41	167.01	275.40	105.06	22.46	159.56	14.01	943.91
Unallocable liabilities								521.00
Total liabilities								**1,464.91**
Other information								
Capital expenditure - allocable	11.95	25.25	2.13	0.14	-	-	8.28	47.75
Capital expenditure - unallocable								13.88
Depreciation and amortisation - allocable	31.10	21.04	13.27	2.95	-	0.01	3.57	71.94
Depreciation and amortisation - unallocable								18.06
Other significant non-cash expenses (net) - allocable	52.28	10.04	0.20	3.52	-	0.05	3.37	69.46
Other significant non-cash expenses (net) - unallocable								0.56

Particulars	Within India	Overseas	Total
Segment revenue	2,788.05	38.36	2,826.41
Segment assets	3,529.17	27.50	3,556.67
Segment liabilities	1,459.04	5.87	1,464.91
Capital expenditures	61.63	-	61.63

CL Educate Limited..

For the year ended March 31, 2015 (₹ in Million)

Particulars	Education & training programme (including sale of study material)	Vocational Training	K - 12	Sale of educational books	Manpower management services	Marketing and sales services	Others	Total
Revenue								
External revenue	1,183.14	313.13	72.59	167.48	450.04	510.96	37.96	**2,735.30**
Results								
Segment results	330.84	66.80	19.59	(16.06)	23.65	109.10	(1.61)	**532.31**
Unallocated expenses								241.65
Operating profit								**290.66**
Finance costs								(93.56)
Other income including finance income	-	-	-	-	-	-	-	115.49
Exceptional expenses								(22.84)
Profit/(loss) before tax								**289.75**
Income taxes								(77.73)
Net profit/(loss) before minority interest								**212.02**
<u>**Segment assets (excluding goodwill on consolidation)**</u>								
Segment assets	507.44	485.89	925.97	211.65	109.17	20.79	142.05	2,402.96
Unallocable assets								814.30
Total assets								**3,217.26**
<u>**Segment liabilities (excluding minority interest)**</u>								
Segment liabilities	188.90	149.61	264.90	75.82	57.04	119.01	37.42	892.70
Unallocable liabilities								413.96
Total liabilities								**1,306.66**
Other information								
Capital expenditure - allocable	36.71	35.35	18.32	0.52	-	-	29.34	120.24
Capital expenditure - unallocable								17.08
Depreciation and amortisation - allocable	24.64	11.21	16.90	3.00	-	0.10	7.13	62.98
Depreciation and amortisation - unallocable								14.41
Other significant non-cash expenses (net) - allocable	51.24	18.00	22.84	3.93	-	-	5.88	101.89
Other significant non-cash expenses (net) - unallocable								3.35

Particulars	Within India	Overseas	Total
Segment revenue	2,719.22	16.08	2,735.30
Segment assets	3,216.79	0.47	3,217.26
Segment liabilities	1,300.98	5.68	1,306.66
Capital expenditures	136.98	0.34	137.32

CL Educate Limited..

For the year ended March 31, 2014 (₹ in Million)

Particulars	Education & training programme (including sale of study material)	Vocational Training	K - 12	Sale of educational books	Manpower management services	Marketing and sales services	Others	Total
Revenue								
External revenue	1,020.23	162.87	60.85	181.58	429.95	303.65	26.95	**2,186.08**
Results								
Segment results	285.72	7.76	4.28	30.69	49.64	53.81	0.22	**432.12**
Unallocated expenses								236.02
Operating profit								**196.10**
Finance costs								(89.69)
Other income including finance income	-	-	-	-	-	-	-	110.97
Exceptional expenses								(13.26)
Profit/(loss) before tax								**204.12**
Income taxes								(42.28)
Net profit/(loss) before minority interest								**161.84**
Segment assets (excluding goodwill on consolidation)								
Segment assets	421.29	180.97	459.20	222.97	94.25	88.03	8.82	1,475.53
Unallocable assets								1,339.61
Total assets								**2,815.14**
Segment liabilities (excluding minority interest)								
Segment liabilities	214.64	81.54	27.11	63.86	48.47	50.25	66.80	552.67
Unallocable liabilities								659.00
Total liabilities								**1,211.67**
Other information								
Capital expenditure - allocable	5.24	0.53	5.63	1.09	-	-	1.12	13.61
Capital expenditure - unallocable								7.27
Depreciation and amortisation - allocable	7.25	0.72	12.79	3.02	-	-	3.16	26.94
Depreciation and amortisation - unallocable								27.77
Other significant non-cash expenses (net) - allocable	46.07	0.87	0.90	3.24	-	-	6.40	57.48
Other significant non-cash expenses (net) - unallocable								3.11

Particulars	Within India	Overseas	Total
Segment revenue	2,186.08	-	2,186.08
Segment assets	2,792.68	22.46	2,815.14
Segment liabilities	1,211.40	0.27	1,211.67
Capital expenditures	20.72	0.16	20.88

CL Educate Limited..

For the year ended March 31, 2013 (₹ in Million)

Particulars	Education & training programme (including sale of study material)	Vocational Training	K - 12	Sale of educational books	Manpower management services	Marketing and sales services	Others	Total
Revenue								
External revenue	989.74	146.12	52.83	150.38	447.09	178.74	23.77	**1,988.67**
Results								
Segment results	325.31	58.64	(16.84)	(1.64)	61.03	23.33	20.31	**470.14**
Unallocated expenses								415.47
Operating profit								**54.67**
Finance costs								(101.06)
Other income including finance income	-	-	-	-	-	-	-	232.08
Exceptional expenses								-
Profit/(loss) before tax								**185.69**
Income taxes								(37.28)
Net profit/(loss) before minority interest								**148.41**
Segment assets (excluding goodwill on consolidation)								
Segment assets	495.24	136.74	919.32	169.00	90.84	43.91	135.84	1,990.89
Unallocable assets								654.28
Total assets								**2,645.17**
Segment liabilities (excluding minority interest)								
Segment liabilities	193.95	10.41	268.89	82.04	39.31	40.24	12.29	647.13
Unallocable liabilities								535.13
Total liabilities								**1,182.26**
Other information								
Capital expenditure - allocable	7.03	0.76	-	0.44	-	-	-	8.23
Capital expenditure - unallocable								30.40
Depreciation and amortisation - allocable	18.22	1.04	12.24	2.89	-	-	1.20	35.59
Depreciation and amortisation - unallocable								20.39
Other significant non-cash expenses (net) - allocable	27.17	0.61	2.59	1.00	-	-	5.45	36.82
Other significant non-cash expenses (net) - unallocable								24.38

Particulars	Within India	Overseas	Total
Segment revenue	1,945.05	43.62	1,988.67
Segment assets	2,632.84	12.33	2,645.17
Segment liabilities	1,182.26	-	1,182.26
Capital expenditures	38.63	-	38.63

CL Educate Limited..

For the year ended March 31, 2012 (₹ in Million)

Particulars	Education & training programme (including sale of study material)	Vocational Training	K - 12	Sale of educational books	Manpower management services	Marketing and sales services	Others	Total
Revenue								
External revenue	858.15	70.66	56.23	58.38	412.08	191.30	10.11	**1,656.91**
Results								
Segment results	388.81	21.19	(47.15)	(49.58)	75.92	52.83	(38.82)	**403.20**
Unallocated expenses								322.74
Operating profit								**80.46**
Finance costs								(74.00)
Other income including finance income	-	-	-	-	-	-	-	104.01
Exceptional expenses								(191.94)
Profit/(loss) before tax								**(81.47)**
Income taxes								17.43
Net profit/(loss) before minority interest								**(64.04)**

Segment assets (excluding goodwill on consolidation)

Segment assets	218.20	128.25	907.83	22.62	107.37	67.84	128.82	1,580.93
Unallocable assets								929.83
Total assets								**2,510.76**

Segment liabilities (excluding minority interest)

Segment liabilities	113.21	-	264.14	108.07	58.09	70.48	94.95	708.94
Unallocable liabilities								576.43
Total liabilities								**1,285.37**

Other information

Capital expenditure - allocable	98.63	-	84.69	21.44	-	-	1.38	206.14
Capital expenditure - unallocable								145.65
Depreciation and amortisation - allocable	-	-	14.49	0.93	-	-	1.19	16.61
Depreciation and amortisation - unallocable								29.40
Other significant non-cash expenses (net) - allocable	-	-	0.44	0.71	-	-	31.72	32.87
Other significant non-cash expenses (net) - unallocable								226.27

Particulars	Within India	Overseas	Total
Segment revenue	1,611.54	45.37	1,656.91
Segment assets	2,510.76	-	2,510.76
Segment liabilities	1,285.37	-	1,285.37
Capital expenditures	351.79	-	351.79

Foot note:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.

CL Educate Limited..

Annexure XLIX - Restated consolidated summary statement of material adjustments

Summary of results on restatements made in the audited financial statements of the group for the respective years and their impact on

Particulars	For the period/year ended						Adjustments in Surplus in the consolidated statements of profit and Loss as on March 31, 2011
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**	
A) Net profit/(loss) after tax as per audited financials statements	125.55	214.61	209.85	148.00	113.67	(42.47)	-
Surplus in statement of profit and loss	-	-	-	-	-	-	234.75
B) Adjustments (refer notes below)							
Recognition of interest income on loan given to related party	9.68	19.35	19.31	20.52	-	-	-
Adjustment due to prior period items in the relevant years	-	-	-	1.90	5.96	(10.18)	2.32
Adjustment on account of ESOP expenses			-	-	-	1.67	(1.67)
Consequentional changes in commission payable to independent directors	-	-	-	(0.05)	(0.02)	-	-
Impact on minority interest	-	-	0.08	0.90	(13.96)	(1.97)	-
Total adjustments before Tax	**9.68**	**19.35**	**19.39**	**23.27**	**(8.02)**	**(10.48)**	**0.65**
Restated profit/(loss) before tax adjustments	**135.23**	**233.96**	**229.24**	**171.27**	**105.65**	**(52.95)**	**235.40**
Adjustments due to earlier year tax in the relevant years (refer footnote 3)	(0.12)	(2.36)	0.39	(2.96)	(7.20)	2.19	10.06
Tax impact of adjustments	6.15	18.13	12.80	16.36	2.11	7.39	-
MAT impact of adjustment	-	-	-	(0.67)	(3.06)	(6.55)	-
Deferred tax impact of adjustments	0.03	0.85	4.31	5.07	(33.13)	0.33	-
Total Tax adjustments	**6.06**	**16.62**	**17.50**	**17.80**	**(41.28)**	**3.36**	**10.06**
Restated profit/(loss) after tax adjustments	**129.17**	**217.34**	**211.74**	**153.47**	**146.93**	**(56.31)**	**225.34**

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.
3. Tax adjustment for earlier years

Particulars	For the period/year ended						Adjustments in Surplus in the consolidated statements of profit and Loss as on March 31, 2011
	30-Sep-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**	
Tax for earlier years provided in below years adjusted to respective years							
September 2016	0.12	-	(0.12)	-	-	-	-
March 2016	-	2.36			-	(2.36)	
March 2015	-	-	(0.27)	0.62	0.06	(0.04)	(0.37)
March 2014	-	-	-	2.34	-	(1.18)	(1.16)
March 2013	-	-	-	-	7.14	-	(7.14)
March 2012	-	-	-	-	-	1.39	(1.39)
Total	**0.12**	**2.36**	**(0.39)**	**2.96**	**7.20**	**(2.19)**	**(10.06)**

4. Recognition of interest income on loan given to related party

The Group has not charged interest on unsecured loan given to CLEF, an entity over which KMPs have significant influence, in the financial period/year ending on September 30, 2016, March 31, 2016, March 31, 2015 and March 31, 2014. The Group has now recognised interest income on the said loan at the rate of 14.50% per annum considering the average rate of interest paid by it on the various loans availed by it from banks.

For the purpose of the restated consolidated summary statements, such revenue on account of interest income has been appropriately adjusted in the respective period/years to which the transaction pretains to.

5. Adjustment on account of ESOP expenses

During the financial year ended March 31, 2008, the Company has introduced "Employees Stock Option Plan 2008 (CL ESOP - 2008)" which provides for the issue of 250,000 stock options to directors and employees the Company. The Company had 157,796 options outstanding to directors and employees in the financial years ending March 31, 2012. The Company had not valued the outstanding options and accordingly had not recorded expenses of INR 1.67 million in the statement of profit and loss of years ending March 31, 2012.

For the purpose of the restated consolidated summary statements, such expenses for ESOPs have been appropriately adjusted in the respective period/years to which the transactions pretains to.

6. Consequentional changes in commission payable to independent directors

The Company pays commission to independent diectors at a certain percentage of net profit of the relevant financial period/year. The amount payable to independent directors has been recomputed based on the restated profits of the respective financial period/years.

For the purpose of the restated consolidated summary statements, such commission expenses have been appropriately adjusted in the respective period/years to which the transactions pertain to.

7. Adjustment due to prior period items in the relevant period/years

Company had recorded various prior period income/ expenses during relevent financial period/years. Such items have been adjusted in the period/years to which it pertained to.

For the purpose of the restated consolidated summary statements, such prior period items have been appropriately adjusted in the respective period/years to which the transactions pertain to.

Annexure L - Restated consolidated summary statement of accounting ratios

₹ in million (except per share data in ₹)

Particulars		As at					
		30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Basic earnings per share (₹) (refer note 2 (a) below)	A/B	10.82	18.37	19.83	16.29	15.51	(6.26)
Diluted earnings per share (₹) (refer note 2 (b) below)	A/F	10.74	18.26	19.53	15.78	15.01	(5.75)
Restated profit/(loss) for the years	A	129.15	216.76	212.32	153.40	145.68	(54.94)
Weighted average number of equity shares for basic earnings per share (refer note 2 and 4 below)	B	11,939,588	11,802,697	10,708,949	9,417,810	9,393,087	8,777,076
Add: Potential equity shares on conversion of preference shares (refer note 7)	C	-	-	73,489	235,294	235,294	699,208
Add: Potential equity shares on issue of ESOPs	D	80,040	70,372	88,301	46,166	75,756	28,365
Add: Potential equity shares to be issued for consideration other than cash	E	-	-	-	23,486	-	47,416
Weighted average number of shares for diluted earnings per share	F= B+C+D+E	12,019,628	11,873,069	10,870,739	9,722,756	9,704,137	9,552,065
Restated (loss)/profit after minority interest from continuing operations	G	129.15	216.76	212.32	153.40	145.68	(54.94)
Net-worth at the end of the period/year	H	2,558.31	2,422.85	2,092.87	1,497.58	1,340.56	1,050.82
Total number of equity shares outstanding at the end of the year	I	11,939,588	11,939,588	11,645,155	9,917,810	9,917,810	9,334,706
Return on net-worth (refer note 2 (c) below)	A/H*100	5.05%	8.95%	10.14%	10.24%	10.87%	-5.23%
Net asset value per equity share (₹) (refer note 2 (d) below)	H/I	214.27	202.93	179.72	151.00	135.17	112.57

1. Net-worth as at:

Particulars	30-Sep-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Equity share capital	119.40	119.40	116.45	99.18	99.18	93.35
Reserves and surplus	2,438.91	2,303.45	1,976.42	1,398.40	1,241.38	957.47
Net-worth	**2,558.31**	**2,422.85**	**2,092.87**	**1,497.58**	**1,340.56**	**1,050.82**

Notes:

2.The ratios have been computed as below:

(a) Basic earnings per share (₹) $= \dfrac{\text{Net profit after tax (as restated) attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the period/year}}$

(b) Diluted earnings per share (₹) $= \dfrac{\text{Net profit after tax (as restated) attributable to equity shareholders}}{\text{Weighted average number of dilutive equity shares outstanding during the period/year}}$

(c) Return on net worth (%) $= \dfrac{\text{Net profit after tax after preference dividend and related tax thereon (as restated)}}{\text{Net worth at the end of the period/year}}$

(d) Net assets value per equity share $= \dfrac{\text{Net Worth at the end of the year}}{\text{Total number of equity shares outstanding at the end of the period/year}}$

Annexure L - Restated consolidated summary statement of accounting ratios

3. Weighted average number of equity shares are the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

4.Net worth for ratios mentioned in note 2(c) and 2(d) represents sum of equity share capital and reserves and surplus. Refer annexure VI for components of reserve and surplus.

5.Earnings per share calculations are in accordance with AS 20 - "Earnings per share", [notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014].

6.Considering that the Company has incurred losses during the year ended March 31, 2012, the conversion of CCPS and issue of ESOPs would decrease the loss per share for the year ended March 31, 2012 and hence, it has been ignored for the purpose of calculation of diluted EPS.

7.The figures disclosed above are based on the restated consolidated summary statements of the Company.

8. The above statement should be read with the annexures to the restated consolidated summary statements of assets and liabilities, profit and loss and cash flows as appearing in Annexure IV.

Annexure LI - Restated consolidated summary statement of capitalisation

(₹ in Million)

Particulars	September 30, 2016	Post Issue (refer footnote 3)
Debt:		
Long-term Borrowings	235.85	[•]
Short-term Borrowings	342.37	[•]
Current maturities of long term borrowing (Refer annexure XIV)	74.53	[•]
Total Debt (A)	652.75	[•]
Shareholders Fund:		
Equity shares	119.40	[•]
Compulsorily convertible 0.01% non cumulative preference shares	-	[•]
Optionally convertible 0.01% non cumulative preference shares	-	[•]
Reserves and Surplus	2,438.91	[•]
Total Shareholders Fund (B)	2,558.31	[•]
Total Debt / Shareholders Fund (A/B)	0.26	[•]

Footnotes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with annexures to the restated consolidated summary statement of assets and liabilites, profit and loss and cash flow.
3. Will be updated at the time of prospectus.
4. Subsequent to September 30, 2016 there has been changes in the capital structure of the Company as detailed in footnote 9 to annexure V.

Independent Auditors' Assurance Report on the Compilation of Restated Consolidated Pro Forma Financial Statements Included in Red Herring Prospectus and Prospectus in Connection with the Initial Public Offer of CL Educate Limited

The Board of Directors
CL Educate Limited
A-41, Espire Building
Mohan Co-operative Industrial Area,
New Delhi - 110044
India

1. We have completed our assurance engagement to report on the compilation of Restated Consolidated Pro Forma Financial Statements of CL Educate Limited ("the Company") along with its subsidiaries (hereinafter collectively referred to as "the Group"). The Restated Consolidated Pro Forma Financial Statements consists of the Restated Consolidated Pro Forma Balance Sheet as at March 31, 2016 and as at September 30, 2016 and the Restated Consolidated Pro Forma Statement of Profit and Loss for the year ended March 31, 2016 and for the six month ended September 30, 2016, read with the notes thereto prepared by the management of the Company for the purpose of inclusion in the Red Herring Prospectus ("RHP") and Prospectus. The applicable criteria on the basis of which the Management has compiled the Restated Consolidated Pro Forma financial Statements are described in Note 2 and 3 to the Restated Consolidated Pro Forma Financial Statements.

2. The Restated Consolidated Pro Forma financial Statements have been compiled by the Management to illustrate the impact of the significant proposed disinvestment/slump sale of K-12 business, as further set out in the basis of preparation paragraph included in the attached notes to the Restated Consolidated Pro Forma Financial Statements on the Group's financial position as at March 31, 2016 and as at September 30, 2016 and the Group's financial performance for the period ended March 31, 2016 and as at September 30, 2016 as if the event or transaction had taken place at April 1, 2015 and April 1, 2016 respectively. As part of this process, information about the group's financial position and financial performance has been extracted by the Management of the Company from:

   a. the restated consolidated summary statement of the Group as of and for the year ended March 31, 2016 and as of and for the six month ended September 30, 2016 on which we have expressed an unmodified opinion in our reports dated November 21, 2016;

   b. the audited financial statements of Career Launcher Education infrastructure and Services Limited (CLIES), a subsidiary of the Company and Career Launcher Infrastructure Private Limited (CLIP), a subsidiary of CLIES as of and for the year ended March 31, 2016 and as of and for the six month period ended September 30, 2016 on which we had expressed an unmodified audit opinion dated November 21, 2016.

   c. The Memorandum of Understanding signed by CLIES and CLIP dated January 30, 2017 and a non binding Term sheet signed by CLIP dated February 10, 2017.

Managements' Responsibility for the Restated Consolidated Pro Forma Financial Statements

3. The Management is responsible for compiling the Restated Consolidated Pro Forma Financial Statements on the basis stated in Note 2 and 3 which have been approved by the Board of Directors of the Company (hereinafter referred to as the "Board of Directors") in their meeting dated February 9, 2017. This responsibility includes the responsibility for designing, implementing and maintaining internal control relevant for compiling the Restated Consolidated Pro Forma financial Statements on the basis stated in Note 2 and 3 to Restated Consolidated Pro Forma Financial Statements that is free from material misstatement, whether due to fraud or error. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations for the compilation of Restated Consolidated Pro Forma Financial Statements.

Auditors' Responsibilities

4. Our responsibility is to express an opinion about whether the Restated Consolidated Pro Forma Financial Statements has been compiled, in all material respects, by the management on the basis stated in Note 2 and 3 to the Restated Consolidated Pro Forma Financial Statements.

5. We conducted our engagement in accordance with Standard on Assurance Engagements (SAE) 3420, Assurance Engagements to Report on the Compilation of Restated Consolidated Pro Forma Financial Statements included in a Prospectus, issued by the Institute of Chartered Accountants of India. This Standard requires that the auditor comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether management of the Company has compiled, in all material respects, the Restated Consolidated Pro Forma financial Statements on the basis stated in Note 2 and 3 to the Restated Consolidated Pro Forma Financial Statements.

6. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Restated Consolidated Pro Forma financial Statements, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Restated Consolidated Pro Forma financial Statements.

7. The purpose of Restated Consolidated Pro Forma Financial Statements included in RHP and Prospectus is solely to illustrate the impact of a significant proposed disinvestment/Slump Sale of K-12 Business, on the historical financial information of the Group, as if the event had occurred at an earlier date selected for purposes of illustration. Accordingly, we do not provide any assurance that the actual outcome of the event at April 1, 2015 and April 1, 2016 would have been as presented.

8. A reasonable assurance engagement to report on whether the Restated Consolidated Pro Forma Financial Statements has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the management of the Company in the compilation of the Restated Consolidated Pro Forma Financial Statements provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

a. The related Pro Forma adjustments give appropriate effect to those criteria; and

b. The Restated Consolidated Pro Forma Financial Statements reflects the proper application of those adjustments to the unadjusted financial information.

9. The procedures selected depend on the auditors' judgment, having regard to the auditors' understanding of the nature of the Group, the event or transaction in respect of which the Restated Consolidated Pro Forma Financial Statements has been compiled, and other relevant engagement circumstances.

10. The engagement also involves evaluating the overall presentation of the Restated Consolidated Pro Forma Financial Statements.

11. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

12. In our opinion, Restated Consolidated Pro Forma Financial Statements of the Group for the year ended March 31, 2016 and for six month ended September 30, 2016 read with the notes thereto, has been compiled, in all material respects, on the basis stated in Note 2 and 3 to the Restated Consolidated Pro Forma Financial Statements.

Restrictions on Use

13. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Red Herring Prospectus and Prospectus prepared in connection with the proposed initial public offer of the Company, to be filed by the Company with the SEBI and the Registrar of the Companies, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 103523W/W100048

Raj Kumar Agarwal
Partner
Membership No. 074715

Place: New Delhi
Date: February 15, 2017

CL Educate Limited

Restated Consolidated Pro Forma Balance Sheet as at March 31, 2016

(Rs. in Million)

Particulars	Restated Consolidated as at March 31, 2016	Proforma adjustments			Restated consolidated Proforma as at March 31, 2016
		Slump sale at beginning of the year	Borrowings repaid from proceeds of transaction	Transactions during the financial year 2015-16	
EQUITY AND LIABILITIES					
Shareholders' funds					
Share capital	119.40	-		-	119.40
Reserves and surplus	2,303.45	145.45	(6.40)	(75.81)	2366.69
	2,422.85	**145.45**	**(6.40)**	**(75.81)**	**2486.09**
Minority interest	**-**	**-**	**-**	**-**	-
Non-current liabilities					
Long-term borrowings	254.88	-	(203.35)	3.76	55.29
Deferred tax liabilities (net)	15.40	-	-	-	15.40
Other long-term liabilities	3.02	(2.59)	-	(0.43)	(0.00)
Long-term provisions	34.91	(0.32)	-	0.02	34.61
	308.21	**(2.91)**	**(203.35)**	**3.35**	**105.30**
Current liabilities					
Short-term borrowings	376.20	-	-	-	376.20
Trade payables					
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	0.00
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	246.84	-	-	-	246.84
Other current liabilities	511.20	(14.49)	(9.78)	(17.74)	469.19
Short-term provisions	22.46	(0.01)	-	-	22.45
	1,156.70	**(14.50)**	**(9.78)**	**(17.74)**	**1114.68**
Total	**3,887.76**	**128.04**	**(219.53)**	**(90.20)**	**3706.07**
ASSETS					
Non-current assets					
Fixed assets					
-Tangible assets	764.16	(321.93)	-	8.53	450.76
-Intangible assets	105.36	(11.63)	-	2.84	96.57
-Capital work-in-progress	6.31	(6.31)	-	-	-0.00
Goodwill on consolidation	331.09	-	-	-	331.09
Non-current investments	16.79	340.00	-	-	356.79
Deferred tax assets (net)	8.28	-	-	(1.07)	7.21
Long-term loans and advances	173.10	(13.61)	-	(4.85)	154.64
Other non-current assets	112.03	-	-	-	112.03
	1,517.12	**(13.48)**	**-**	**5.45**	**1509.09**
Current assets					
Inventories	65.34	-	-	-	65.34
Trade receivables	1,189.16	(36.61)	-	(16.25)	1136.30
Cash and cash equivalents	158.69	416.47	(219.53)	(48.07)	307.56
Short-term loans and advances	739.41	(292.62)	-	(26.46)	420.33
Other current assets	218.04	54.28	-	(4.87)	267.45
	2,370.64	**141.52**	**(219.53)**	**(95.65)**	**2196.98**
	3,887.76	**128.04**	**(219.53)**	**(90.20)**	**3706.07**

See accompanying notes forming part of the Restated Consolidated Pro Forma Balance Sheet

CL Educate Limited

Restated Consolidated Pro Forma Statement of Profit and Loss for the year ended March 31, 2016

(Rs. in Million)

Particulars	Restated Consolidated for the year March 31, 2016	Proforma adjustments: Slump sale at beginning of the year	Proforma adjustments: Borrowings repaid from proceeds of transaction	Proforma adjustments: Transactions during the financial year 2015-16	Restated consolidated profit and loss for the year ended March 31, 2016
Income					
Revenue from operations	2826.41	-	-	(87.55)	2738.86
Other income	140.44	145.45	-	(42.75)	243.15
Total revenue (I)	**2966.85**	**145.45**	**-**	**(130.29)**	**2982.00**
Expenses					
Cost of raw material and components consumed	64.97	-	-	-	64.97
Cost of services	1179.88	-	-	-	1179.88
Purchases of traded goods	34.37	-	-	-	34.37
Decrease in inventories of finished goods, work-in-progress and traded goods	18.44	-	-	-	18.44
Employee benefit expenses	626.23	-	-	(9.47)	616.76
Finance costs	101.57	-	6.40	(34.60)	73.37
Depreciation and amortisation expense	90.00	-	-	(13.27)	76.73
Other expenses	542.90	-	-	(23.61)	519.29
Total expenses (II)	**2658.36**	**-**	**6.40**	**(80.95)**	**2583.82**
Profit before exceptional items, tax and minority interest (I - II)	**308.49**	**145.45**	**(6.40)**	**(49.34)**	**398.18**
Exceptional items (net)	-	-	-	-	-
Profit before tax and minority interest	**308.49**	**145.45**	**(6.40)**	**(49.34)**	**398.18**
Income tax expense:					
For current year:					
-Current tax	115.37	-	-	25.40	140.77
-Minimum alternate tax ('MAT') credit	(15.49)	-	-	-	(15.49)
-Deferred tax charge/(benefit)	(8.15)	-	-	1.07	(7.08)
Total tax expenses	**91.73**	**-**	**-**	**26.47**	**118.20**
Profit after tax before minority interest	**216.76**	**145.45**	**(6.40)**	**(75.81)**	**279.99**
Share of minority in profit/(loss) for the year	-	-	-	-	-
Profit after tax	**216.76**	**145.45**	**(6.40)**	**(75.81)**	**279.99**
Earnings per equity share (Nominal value Rs. 10 per share)					
- Basic	18.37				23.72
- Diluted	18.26				23.58

See accompanying notes forming part of the Restated Consolidated Pro Forma Statement of Profit and Loss

CL Educate Limited

Restated Consolidated Pro Forma Balance Sheet as at September 30, 2016

(Rs. in Million)

Particulars	Restated Consolidated as at September 30, 2016	Proforma adjustments: Slump sale at beginning of the period	Proforma adjustments: Borrowings repaid from proceeds of transaction	Proforma adjustments: Transactions for the six months ended starting from April 1, 2016	Restated consolidated Proforma as at September 30, 2016
EQUITY AND LIABILITIES					
Shareholders' funds					
Share capital	119.40	-	-	-	119.40
Reserves and surplus	2,438.91	106.37	(5.39)	(41.42)	2498.48
	2,558.31	**106.37**	**(5.39)**	**(41.42)**	**2617.88**
Minority interest	-	-	-	-	-
Non-current liabilities					
Long-term borrowings	235.85	-	(199.60)	20.12	56.37
Deferred tax liabilities (net)	17.90	-	-	-	17.90
Other long-term liabilities	3.17	(3.02)	-	(0.15)	-
Long-term provisions	40.17	(0.30)	-	(0.01)	39.86
	297.09	**(3.32)**	**(199.60)**	**19.96**	**114.14**
Current liabilities					
Short-term borrowings	342.37	-	-	-	342.37
Trade payables					-
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	218.02	-	-	-	218.02
Other current liabilities	674.83	-	(30.74)	(7.19)	636.90
Short-term provisions	35.18	(18.93)	-	0.00	16.25
	1,270.40	**(18.93)**	**(30.74)**	**(7.19)**	**1213.54**
Total	**4,125.80**	**84.12**	**(235.73)**	**(28.66)**	**3945.55**
ASSETS					
Non-current assets					
Fixed assets					
-Tangible assets	752.19	(313.40)	-	4.73	443.52
-Intangible assets	108.36	(8.79)	-	1.38	100.95
-Capital work-in-progress	6.31	(6.31)	-	-	-
Goodwill on consolidation	331.09	-	-	-	331.09
Non-current investments	16.68	340.00	-	-	356.68
Deferred tax assets (net)	9.86	-	-	(1.12)	8.74
Long-term loans and advances	137.65	(21.07)	-	15.57	132.15
Other non-current assets	112.03	-	-	-	112.03
	1,474.17	**(9.57)**	**-**	**20.56**	**1485.16**
Current assets					
Inventories	72.08	-	-	-	72.08
Trade receivables	1,268.96	(53.15)	-	(24.80)	1191.01
Cash and cash equivalents	121.39	416.47	(235.73)	(31.25)	270.88
Short-term loans and advances	806.47	(319.04)	-	8.87	496.30
Other current assets	382.73	49.41	-	(2.02)	430.12
	2,651.63	**93.69**	**(235.73)**	**(49.20)**	**2460.39**
	4,125.80	**84.12**	**(235.73)**	**(28.66)**	**3945.55**

See accompanying notes forming part of the Restated Consolidated Pro Forma Balance Sheet

Resated Consolidated Pro Forma Statement of Profit and Loss for the period ended September 30, 2016

(Rs. in Million)

Particulars	Restated Consolidated for the period ended September 30, 2016	Proforma adjustments: Slump sale at beginning of the period	Proforma adjustments: Borrowings repaid from proceeds of transaction	Proforma adjustments: Transactions for the six months ended starting from April 1, 2016	Restated consolidated profit and loss for the period ended September 30, 2016
Income					
Revenue from operations	1,531.59	-	-	(34.30)	1497.29
Other income	75.39	106.37	-	(22.81)	158.95
Total revenue (I)	**1,606.98**	**106.37**	**-**	**(57.11)**	**1656.24**
Expenses					
Cost of raw material and components consumed	40.87	-	-	-	40.87
Cost of services	726.91	-	-	-	726.91
Purchases of traded goods	10.36	-	-	-	10.36
Decrease in inventories of finished goods, work-in-progress and traded goods	(3.86)	-	-	-	(3.86)
Employee benefit expenses	279.11	-	-	(4.22)	274.89
Finance costs	46.72	-	5.39	(16.77)	35.34
Depreciation and amortisation expense	36.30	-	-	(6.21)	30.09
Other expenses	264.93	-	-	(10.35)	254.58
Total expenses (II)	**1,401.34**	**-**	**5.39**	**(37.55)**	**1369.18**
Profit before tax and minority interest (I - II)	**205.64**	**106.37**	**(5.39)**	**(19.56)**	**287.06**
Income tax expense:					
For current period:					
-Current tax	73.04	-	-	21.86	94.90
-Minimum alternate tax ('MAT') credit	2.53	-	-	-	2.53
-Deferred tax charge	0.92	-	-	-	0.92
Total tax expenses	**76.49**	**-**	**-**	**21.86**	**98.35**
Profit after tax before minority interest	**129.15**	**106.37**	**(5.39)**	**(41.42)**	**188.71**
Share of minority in loss for the period	-	-	-	-	-
Profit after tax	**129.15**	**106.37**	**(5.39)**	**(41.42)**	**188.71**
Earnings per equity share (Nominal value Rs. 10 per share)					
- Basic earning per share	10.82				15.81
- Diluted earning per share	10.74				15.70

See accompanying notes forming part of the Restated Consolidated Pro Forma Statement of Profit and Loss

CL Educate Limited

Notes forming part of the Restated Consolidated Pro Forma Financial Statements ("Pro Forma Financial Statements") consisting of the Restated Consolidated Pro Forma Balance Sheet as at March 31, 2016 and as at September 30, 2016 and the Restated Consolidated Pro Forma Statement of Profit and Loss for the year ended March 31, 2016 and for the six month ended September 30, 2016

1. Background

CL Educate Limited (hereinafter referred to as "CL Educate" or "the Company") is a diversified and integrated technology-enabled provider of education products, services, content and infrastructure, with a presence across the education value chain. The Company is in process of filing Red Herring prospectus with SEBI and The Registrar of the Companies, for a proposed IPO.

Career Launcher Education Infrastructure and Services Limited ("CLEIS"), a subsidiary of the Company and Career Launcher Infrastructure Private Limited ("CLIP"), a step down subsidiary of the Company have signed a Memorandum of Understanding ("MOU") dated January 30, 2017 and CLIP have signed a non binding Term Sheet dated February 10, 2017 with B&S Strategy Services Private Limited (hereinafter referred to as "Eduvisors" or "Buyer 1") and CERESTRA Funds, managed by Cerestra Advisors Limited (hereinafter referred to as "Cerestra" or "Buyer 2") (and collectively referred to "Buyers"), respectively, for transfer of business and assets of K-12 school operating under owned-infrastructure model and the infrastructure partnership model on slump sales basis ("Proposed Disinvestment").

The proposed disinvestment will be undertaken in the following manner:

(i) Sale of assets owned by CLIP and contracts entered into by CLIP with Nalanda (the "**School Infrastructure**"); and

(ii) Sale of pre-schools business and management services contracts of CLEIS and all related assets and liabilities of such business (the "**Pre-schools Business and Management Services Contracts**")

The Proposed Divestment is being undertaken for an aggregate consideration of Rs. 850 million of which Rs. 450 million will be payable for the school infrastructure to CLIP and Rs 400 million will be payable as consideration for the pre-schools business and management services contracts to CLEIS, including Rs. 340 million in the form of equity shares and other convertible securities of the Buyer 1, pursuant to which the Company, through CLEIS, will indirectly hold a minority interest in the Buyer 1.

The closing of the Proposed Divestment is subject to, among other things, completion of due diligence, receipt of all corporate and regulatory approvals and negotiations and execution of definitive agreements. The MOU provides for the Proposed Transaction to be effective on or before March 31, 2017, extendable with the mutual consent of the parties.

Although Restated Consolidated Pro Forma Financial Statement are not required as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, as amended (the "SEBI Regulations"), the Company has prepared and disclosed Restated Consolidated Pro Forma Financial Statement, (on the assumption that the divestment / slump sale in its subsidiaries is material to the financial statements of the Group) for illustrative purposes only to provide information about how the divestment/slump sale might have affected the financial information presented.

The company has prepared Restated Consolidated Pro Forma Financial Statement to reflect the impact of said disinvestment/slump sale of K-12 business, on the historical financial information of the Company, as if the event had occurred as on 1st April 2015 and 1st April 2016 for purposes of illustration and based on the judgments and assumptions of the Management of the Company to reflect the hypothetical impact.

2. Basis of Preparation

The Restated Consolidated Pro Forma Financial Statements of the Company comprising the consolidated Pro Forma balance sheet as at September 30, 2016 and March 31, 2016, the consolidated Pro Forma statement of profit and loss for the six months ended September 30, 2016 and for the year ended March 31, 2016, read with the notes to the Pro Forma financial statement, has been prepared to reflect the proposed sale of K-12 business. Because of their nature, the Consolidated Pro Forma Financial Statement addresses a hypothetical situation and, therefore, do not represent the Company's actual consolidated financial position or results. The purpose is to indicate the results of operations that would have resulted, had the sale been completed at the beginning of the period presented, but are not intended to be indicative of expected results or operations in the future periods or the future financial position of the Company.

The Pro Forma adjustments are based upon available information and assumptions that the management of CL Educate believes to be reasonable. Such Pro Forma financial statement has not been prepared in accordance with auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. Accordingly, the degree of reliance placed by investors in other jurisdictions on such Pro Forma financial statements should be limited. In addition, the rules and regulations related to the preparation of Pro Forma financial statements in other jurisdictions may also vary significantly from the basis of preparation as set out in paragraphs below to prepare these Pro Forma Financial Statements.

The Restated Consolidated Pro Forma Financial Statements has been prepared by the Management of the Company to reflect the impact of a proposed significant sale made after the date of the latest audited financial statements of the Company, viz., September 30, 2016 and March 31, 2016.

As explained in the following paragraphs, the Restated Consolidated Pro Forma Balance Sheet as at September 30, 2016 and March 31, 2016 and the restated consolidated Pro Forma Statement of Profit and Loss for the year ended March 31, 2016 and for the six month ended September 30, 2016 has been prepared to reflect the sale by the subsidiaries of the Company of K-12 Business as of September 30, 2016 and March 31, 2016 as if sale happened on April 1, 2016 and April 1, 2015 respectively. The adjustments made to the Pro Forma financial statements are included in the following section.

3. Pro Forma adjustments

The following adjustments have been made to present the Restated Consolidated Pro Forma Financial Statement:

Reflection of the slump sale transaction:

The assets and liabilities comprised in the K-12 business & expenses on transfer have been reduced from the audited consolidated restated financial statements of CL Educate and sales consideration has been added. The difference between sales consideration and the net assets sold is profit/ (loss) on sale and has been taken in to the statement of profit & loss, and the reserves accordingly

Sales consideration

1. Cash consideration Rs. 510.00 Million

    a. Rs. 440 Million receivable at the time of the sale transaction
    b. Rs. 70 Million receivable within one year from the date of the transaction, reflected as other receivables.

2. Non-Cash consideration Rs. 340 Million

    a. Equity shares in Buyer 1, constituting 26% of the post issue equity share capital of the Buyer 1, at the fair market value

    b. Compulsorily convertible debentures ("CCDs") in Buyer 1, being difference between the Non-Cash Consideration and the amount appropriated against issuance of equity shares

Expenses on transfer

As per the agreed terms with the Buyers, the Company would bear the stamp duty cost of registration of land & buildings located at Indore & Raipur, estimated to be Rs. 23.53 Million.

The assets and liabilities comprised in the K-12 Business

All assets and liabilities of CLEIS and CLIP comprising K-12 business, are proposed to be sold in the slump sale transaction with the exception of the following, which are not related the K-12 business that is being sold:

1. Vacant lands situated at Faridabad, Amritsar and Hyderabad
2. External borrowings
3. Loans and advances to Career Launcher Education Foundation & CLEF AP Trust and any interest accrued thereon
4. ESOP liability
5. Liability towards Key Management Personnel
6. Inter-company receivable and payable within K-12 Business
7. All statutory liabilities and any balances with government authorities
8. Deferred tax assets and liabilities

Repayment of external borrowings/ Use of proceeds

One of the objects of the proposed offering is to repay the external borrowings. The proceeds from the proposed offering would continue be actually used to repay the external borrowings.

However since the Pro Forma financial statements has been prepared for purposes of illustrating the hypothetical impact of the sale, we believe that the Company would have been able to prepay the borrowings from the proceeds of the sale. We have factored in the necessary prepayment penalty in the financial statements, as per the contractual arrangements with the lenders and adjusted the same in the finance cost line of the financial statements.

Reversal of transactions during the year

Since the Pro Forma financial statements has been prepared for purposes of illustrating the hypothetical impact of the sale at the beginning of the reporting period, the transactions during the year related to the K-12 business, under consideration, have been reduced from the consolidated restated financial statement of the company, with the material exception as following:

1. Statutory audit fee, at Rs. 0.70 Million for the year ended March 31, 2016 and Rs.0.35 Million for the period ended September 30, 2016.
2. General Administrative and Legal Expenses, which are now estimated at Rs. 1.10 Million for the year ended March 31, 2016 and Rs. 1.05 Million for the period ended September 30, 2016.
3. Interest income on the advance given to CLEF AP Trust Rs 2.26 Million for the year ended March 31, 2016 and Rs. 1.29 Million for the period ended September 30, 2016.
4. Infrastructure charges and reimbursement of expenses payable by the K-12 Business to CL Educate Rs 6.71 Million for the year ended March 31, 2016 and Rs. 4.37 Million for the period ended September 30, 2016.
5. Provision for taxation is adjusted to the extent of the proposed transaction.

Other than as mentioned above, no additional adjustments have been made to the consolidated Pro Forma balance sheet or the statement of profit and loss to reflect any trading results or other transactions of the Company entered into subsequent to September 30, 2016 and March 31, 2016 respectively.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of our financial condition and results of operations are based on, and should be read in conjunction with, our restated consolidated financial statements as of and for the six months ended September 30, 2016 and as of and for the years ended March 31, 2016, 2015 and 2014, the notes and significant accounting policies thereto and the reports thereon in "**Financial Statements**" on page 196, which have been prepared in accordance with the Indian GAAP, Companies Act and the SEBI ICDR Regulations.*

We prepare our audited standalone and consolidated financial statements in accordance with Indian GAAP, which differs in certain material respects from IFRS and U.S. GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial information included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information depends on the reader's level of familiarity with the Companies Act, Indian GAAP and the SEBI ICDR Regulations. Any reliance on the financial disclosure in this Red Herring Prospectus, by persons not familiar with Indian accounting practices, should accordingly be limited.

Our fiscal year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular fiscal year are to the 12-month period ended March 31 of that year.

*This discussion also contains certain forward-looking statements and reflects our management's current views with respect to future events and our financial performance. Actual results may differ materially from those anticipated in these forward-looking statements. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Given these uncertainties, prospective investors should not place undue reliance on such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the sections titled "**Risk Factors**", "**Forward Looking Statements**" and "**Our Business**" on pages 14, 12 and 141, respectively.*

Overview

We are a diversified and integrated technology-enabled provider of education products, services, content and infrastructure, with a presence across the education value chain.

Since we commenced operations in 1996, we have diversified our operations across six business segments, spanning the education value chain:

- test prep, conducted under our well-recognized brand Career Launcher;
- publishing and content development, conducted under our brand GK Publications;
- integrated business, marketing and sales services for corporates, conducted under our brand Kestone, including event management, marketing support (including digital marketing support), customer engagement, managed manpower and training services;
- vocational training programs implemented by us under Government schemes in various States across India;
- integrated solutions to educational institutions and universities, including business advisory and outreach support services, under our brand CL Media, as well as research incubation and support services conducted under the brand Accendere; and
- K-12 schools operated under our brand Indus World School.

Significant Factors Affecting Our Results of Operations and Financial Condition

We believe that the following factors have significantly affected our results of operations and financial condition during the periods under review, and may continue to affect our results of operations and financial condition in the future:

Macroeconomic Conditions

Global and domestic economic conditions have been unprecedented and challenging, with tighter credit conditions and recession in most major economies, approximately between 2008 and 2011 and again in 2014-15. While the global economy has recovered partially, the challenges faced in the Indian education sector persist. Continued concerns on the systemic impact of long-term and wide-spread economic slowdown, combined with declining business confidence, have contributed to a decline in global and domestic employment opportunities, particularly placement opportunities for management graduates in India and worldwide.

Approximately 147 management institutes closed down in 2013-2014, and 46 closed down in 2014-2015, as demand for lower-tier management colleges waned, driven by factors including high fees, poor infrastructure, lack of qualified faculty and diminishing returns on investment. Similarly, waning demand led to approximately 556 engineering colleges being shut down in 2015, reducing the total number of engineering seats by about 30,000. *(Source: CRISIL Research Report)* While we are not in a position to quantify the revenue impact of such factors, we believe that such factors have adversely impacted demand for certain of our test prep courses, in particular, our MBA test prep courses (where enrolments decreased from 39,403 during fiscal 2013 to 31,920 during fiscal 2015). Conversely, we believe that this may have positively impacted the growth of some of our other test prep courses and that, in the foreseeable future, growth in our non-MBA test prep courses will continue to outpace demand in our MBA test prep courses.

Changes in Test Patterns and Guidelines

The course structure and content for our test prep courses, as well as the content we publish, is based on our understanding and experience of past and prevailing patterns and models of various competitive entrance examinations in India. If we are unable to realign our courses or content to address changes in curriculum or emphasis shifts in test patterns, or are required to discontinue certain course offerings or titles, our enrolments, revenue and profitability may be adversely affected. We may lose or be required to write off part of our investment in development and promotion of new course or product offerings.

For instance, if the weightage given to aptitude-based test results by various educational institutions reduces in favor of other factors, including knowledge-based testing or other factors, the demand for our existing test prep courses and content offered through titles published by us may be significantly diminished. Exam patterns are also subject to alterations from time to time, either by government order or relevant testing agencies. For instance, the examination pattern of the Civil Services Preliminary Examination changed pursuant to a notification by the GoI on May 16, 2015, thereby adversely affecting our test prep course enrolments for the CSAT classroom and test series programs. Our enrolments in the CSAT classroom and test series programs declined from an aggregate of 14,287 in fiscal 2015 (18.33% of our total enrolments during that period) to 676 in September 30, 2016 (equivalent to 1.25% of our total enrolments during that period).

Further, the guidelines for the NATA were modified with effect from April 1, 2016, restricting the number of times that the entrance examination could be taken by a candidate (which was unlimited, earlier) to five attempts, within two years from the first attempt. Other changes include the change in the exam format for CAT, replacement of the AIEEE with JEE-Main, replacement of JEE-Main with state-level CET for Maharashtra State-level colleges, and the proposed replacement of the JEE-Main and JEE-Advanced with a standardized aptitude-based common entrance examination for engineering colleges.

Any such changes to exam patterns and related requirements could adversely affect enrolments in, as well as revenue from, any of our test prep courses in the future, as well as adversely affecting our sales of titles through GK Publications.

Competition

Competition in the education sector as a whole, as well as in each of our business segments, is generally fragmented. We face significant competition from local or regional players in the business segments and geographical markets in which we operate, and our success depends to a significant extent on our ability to ensure the continued quality, relevance and innovation of our services and products.

In the test prep segment, we face competition in each of the courses that we offer, from large players that have wide coverage across India, including T.I.M.E., Mahendra Coaching, JK Shah Classes, Aakash, GATE Forum, Career Power, IMS, PT Education, Career Forum and FIIT-JEE, as well as regional players. In the publishing and content development business, in addition to competition from traditional print and publishing companies, we face an increasing level of competition from multimedia companies engaged in developing educational content and providing multimedia products and services in the education sector, including multinational players such as Cengage, Wiley, Pearson and McGraw Hill and regional players such as Himalaya. Our test prep and publication and content development businesses also face significant competition from online content provided through internet websites. Online content is typically available to consumers at lower cost than printed books and guides, and is interactive and user-friendly. In particular, the growing urban and semi-urban population in India with access to the internet may prefer online content to printed material, thereby adversely affecting our test prep business as well as sales of titles under our GK Publications brand. India's gradual transition from the traditional classroom teaching model to the online model, and related aspirations and requirements to digitize content and to supplement our network of test prep centers with innovative new media solutions and technology platforms add an additional dimension to the challenges posed to us by competitive factors shaping the education sector in which we currently operate.

In our integrated business, marketing and sales services for corporates (where our services in this segment include event management, marketing support (including digital marketing support), customer engagement, managed manpower and training services), we face competition from corporates who may discontinue their contracts with us. For instance, one of the significant corporate clients of our Subsidiary, Kestone, to which we used to provide managed manpower management services under annual contract, decided not to renew one of its contracts with us, when it lapsed with effect from September 1, 2015.

The vocational training business is generally driven by programs launched by, and under the aegis of, various State and Central Governments in India in a need-based manner, where contracts are awarded through the tender process, for skill development and vocational training in sectors and areas including auto dealerships and service centers, BFSI, construction, IT-ITeS and organized retail. In the vocational training segment, we face competition from players including Aptech, Centum Learning, IL&FS Training, NIIT, Orion Edutech, India Skill and others (*Source: CRISIL Research Report*). We cannot provide any assurance that we will continue to be awarded government contracts in the future. Further, if there are any regulatory changes that require us to provide our courseware at low costs or for free, or if our competitors follow a policy of severely under-bidding us or making courseware available for free, our business may be adversely affected.

In the K-12 segment, especially in metropolitan and other larger cities and towns in India and among the more affluent section of society, we face greater competitive pressures from private schools and educational institutions, as compared to government schools.

Some of our competitors may have better financial and other resources than we have, or may be able to develop more effective advertisement and marketing campaigns or better priced or more innovative courses, services and delivery platforms than us, which may enable them to compete against us more effectively for future enrolments. These competitive factors may force us to reduce our fees and/or increase our spend, in order to continue to attract enrolments and to retain and attract faculty, and to pursue new market opportunities. Increased competition could result in reduced demand for our services and products, increased expenses, reduced margins and loss of market share.

Employee Expenses and Cost of Raw Material

We operate in an industry where the quality of our people is a critical asset. We benefit significantly from the vision, strategic guidance, experience and skills of several key members of our management team, including our individual Promoters and founders, Satya Narayanan .R, Gautam Puri, Nikhil Mahajan, R. Shiva Kumar, Sreenivasan .R, and Sujit Bhattacharyya, supported by the skills, efforts, expertise, continued performance and motivation of our Key Management Personnel and other faculty and personnel. We face significant competition in attracting and retaining faculty and personnel who possess skill sets we seek. Our inability to recruit and retain skilled faculty and personnel on a long-term basis may affect our enrolments and revenue. We also conduct training and refresher programs for our faculty, throughout the year, on teaching subjects and methodologies, as well as personality development, attitude development and soft skills such as presentation, communication, leadership, time management, to equip our faculty to adapt to our students' changing needs in the competitive environment and changing examination trends and syllabi and increasing career options. Our inability to provide adequate training in a cost effective manner could adversely affect our business. Our employee benefit expenses for the six months ended September 30, 2016 and fiscals 2016, 2015 and 2014 aggregated to 18.22%, 22.16%, 27.41% and 31.41%, respectively, of our total operating revenue during these respective periods.

Our cost of raw material and components consumed for the six months ended September 30, 2016 and fiscals 2016, 2015 and 2014 was 2.67%, 2.30%, 2.27% and 4.28%, respectively, of our total operating revenue during these respective periods. Our cost of raw material and components consumed primarily consists of the cost of purchase of paper, which is our most critical raw material for our publication business, conducted through our Subsidiary, CL Media. The percentage of paper cost to our total cost of raw material and components consumed for the six months ended September 30, 2016 and fiscals 2016, 2015 and 2014 was 99.51%, 98.31%, 98.31% and 95.50%, respectively.

Working Capital Requirements for our Vocational Training Business

Our vocational training business is conducted under programs funded by grants-in-aid by the relevant Central or State Governments. A separate Government-nominated agency is made responsible for program coordination, including ensuring that project funds released by the Government are used only for the sanctioned project. We, as the implementation agency, are reimbursed for costs and expenses incurred by us in relation to the implementation of such projects, typically in a phased manner, subject to our meeting certain specified training and placement targets. While this business is carried out by implementation agencies such as us on a cost basis, the administrative costs of the projects are permitted to be shared.

Payments from Central and State Governments may be, and have been, subject to delays, and have typically been received by us after a period of between 9-12 months, due to regulatory scrutiny and long procedural formalities, including audit by the Comptroller and Auditor General of India. The receivables days (calculated on the basis of closing receivables amounts), for the six months ended September 30, 2016 and fiscals 2016, 2015 and 2014 were 4,055, 567, 342 and 379, respectively, with regard to receipt of payment from Central and State Governments towards settlement of dues for vocational training programs conducted by us (including vocational training courses previously conducted by us in the State of Rajasthan, under the aegis of the RSLDC, discontinued in the course of fiscal 2014). To the extent that payments under our contracts with Central and State Governments in the vocational training segment are delayed, our working capital requirements increase, resulting in additional finance costs and increase in our realization cycle.

Further, any change in Central or State Governments may result in a change in policy and reassessment of the existing contracts. Any change in the terms of conditions of any existing or future contract under a Government-funded vocational-training project may result in rendering all or some such projects unviable, which may, in turn, result in reduction of our revenue from this business. Our agreements with the Central and State Governments and various Government agencies generally require us to ensure that a certain number of students are provided employment pursuant to our livelihood skills training. If we fail to ensure placement or employment of students enrolled in our vocational training programs, the relevant Government agencies may be entitled not to pay us the balance amount payable to us under such contracts. Further, poor placement ratios of students of our vocational training programs may have an adverse impact on our reputation, which may hinder us in our efforts to increase partnerships with Central and State Governments in order to expand our vocational training business.

Our Ability to Build and Maintain our Educational Brand

We believe that our brands, particularly, Career Launcher and GK Publications, are associated with academic excellence.

We also believe that continuing to develop awareness of our brands through focused and consistent branding and marketing initiatives among current and prospective students, their parents, and other players in the education sector will be critical to our ability to increase enrolments, revenue, penetration of our offerings in existing markets and our expansion into new markets.

As a significant part of our operations is conducted through business partners, we license our trademarks and brands to several third parties over whose activities we cannot, and do not, exercise direct day-to-day control. While our agreements with our business partners prohibit them from effecting damage to our brand and intellectual property, and require them to indemnify us in case of losses, any misuse or mismanagement on the part of our business partners may dilute the value of our brand and intellectual property.

Factors that may impair our reputation and dilute the impact of our branding and marketing initiatives include our competitors' business and media strategies, our students' (namely, candidates that have enrolled in any of our courses or purchased paid content from us) success ratio *vis-à-vis* students enrolled with our competitors, adverse publicity involving us, our students or faculty hired by us or our business partners (including media reports that our enrolment data or students' success records may not be substantiated), and the effectiveness of word-of-mouth marketing and reviews by current and former students.

Presentation and Disclosure of Financial Statements

We have prepared our restated consolidated financial statements along with related notes in accordance with the requirements of the Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations, as described in the report of our auditors dated November 21, 2016, which is included in "***Financial Statements***" on page 196.

For information on our Subsidiaries, see "***History and Other Corporate Matters***" and "***Financial Statements***" on pages 165 and 196, respectively.

Critical Accounting Policies

While we believe that all aspects of our restated consolidated financial statements should be studied and understood in assessing our current and expected results of operations and financial condition, we believe that the following accounting policies warrant particular attention.

a. Basis for Consolidation

Our restated consolidated financial statements include the restated consolidated financial statements of our Company and our Subsidiaries, as follows:

Subsidiaries	Effective shareholding (%)					
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Kestone	100.00	100.00	100.00	100.00	100.00	100.00
Kestone Asia (See footnote i)	99.99	99.99	99.99	99.99	0.00	0.00
GKP (See footnote ii)	100.00	100.00	100.00	100.00	76.00	51.00
CL Media	100.00	100.00	100.00	100.00	100.00	100.00
CLHES (See footnote iii)	0.00	0.00	65.76	65.76	65.76	65.76
Career Launcher Asia Education Hub Pte Ltd (Singapore) (See footnote i)	0.00	0.00	0.00	0.00	99.99	99.99
Career Launcher USA Inc. (The United States of America) (See footnote iv)	0.00	0.00	0.00	0.00	85.00	85.00
CLEIS (See footnote v)	100	100.00	97.94	57.55	57.31	57.57
CLIP (See footnote vi)	100.00	100.00	97.94	57.55	57.31	57.57
Accendere (See footnote vii)	51.00	51.00	-	-	-	-

(i) During fiscal 2014, our Company has transferred its share in Career Launcher Asia Education Hub Pte Ltd (Singapore) to our Subsidiary, Kestone at book value.

(ii) This Subsidiary was acquired by our Company with effect from October 1, 2011. During fiscal 2014, our Company acquired additional 24% stake in this Subsidiary.

(iii) This company was promoted by our Company and was incorporated on August 28, 2011. During fiscal 2016, CLHES had wound up operations and accordingly, this investment has been written off in the books of our Company.

(iv) During fiscal 2014, our Company has transferred its share in Career Launcher USA Inc. (The United States of America) to other shareholder(s) at nil value.

(v) This Subsidiary was acquired by our Company with effect from October 28, 2006. During fiscal 2015, our Company purchased additional equity shares of this Subsidiary from its shareholders, resultantly, the shareholding of our Company further increasing from 57.55% to 97.94%. Further, during fiscal 2016, our Company purchased additional equity shares of this Subsidiary from its shareholders, resultantly, the shareholding of our Company further increased from 97.94% to 100.00%.

(vi) This company was promoted as a wholly owned subsidiary company by a Subsidiary of our Company, namely, CLEIS, and was incorporated on February 20, 2008 and accordingly shareholding has increased in CLIP, due to increase in shareholding in CLEIS.

(vii) During fiscal 2016, our Company acquired 51.00% of the issued and paid up capital of Accendere.

Entities acquired/sold during the year have been consolidated from/up to the respective date of their acquisition/disposal and there are no subsidiaries, joint ventures and associates which have not been consolidated in the financial statements.

b. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefit will flow to us and revenue can be reliably measured.

Our educational and training businesses include revenue from services and sales of text books.

- *Revenue from services*

Revenue in respect of educational and training fees received from students is recognised on time basis over the period of the course. Fees are recorded at invoice value excluding taxes and net of discounts, if any.

Revenue in respect of vocational training is recognised over the period of the training period after taking into account the uncertainty involved in conditions to be fulfilled under the terms of the contract.

- *Revenue from sale of text books*

Sale of text books for full course is recognised at the time of receipt of first payment on account of test preparation services provided by us.

Advertisement income

Revenue is recognised on accrual basis, if the right to receive payment is established by the balance sheet date.

Infrastructure fees and soft skill fees

Revenue in respect of infrastructure fee and soft skills fee are charged from different institutions on revenue sharing basis and are recognised on accrual basis over the year of rendering services.

Marketing and sales services income

Revenue in respect of event management service is recognised on proportionate completion method by relating the revenue with work accomplished and certainty of consideration available.

Manpower resourcing service income

Revenue in respect of managed manpower services and others is recognised on an accrual basis, in accordance with the terms of the respective contract.

Sale of books (other than as explained in education and training businesses)

Revenue is recognised when the significant risks and rewards of ownership have passed on to the buyer and is disclosed net of sales return and trade discounts. Allowances for sales returns are estimated and provided for in the year of sales.

Other operating revenue

Revenue from consultancy services and seminar and alliance income is recognised as and when services are actually rendered.

Revenue in respect of training fee, school fee and subscription fee is recognised on accrual basis in the year to which it pertains.

Pass through revenue arises on account of facilities provided to customers, in which debtors of the customers are realized through us. Revenue is generally a portion of such realization and recognition of such revenue is made on receipt of request of such realization from customers.
Grant income

Government grants available to us are recognised when both the following conditions are satisfied:

(a) where there is reasonable assurance that we will comply with the conditions attached to them; and

(b) where such benefits have been earned by us and it is reasonably certain that the ultimate collection will be made.

Grants related to specific fixed assets are shown as a deduction from the gross value of the asset concerned in arriving at its book value. The grant is recognised in our restated consolidated statement of profit and loss over the useful life of a depreciable asset by way of a reduced depreciation charge. Where the grant equals the whole, or virtually the whole, of the cost of the asset, the asset is shown in the balance sheet at a nominal value. Grants for various government projects carried out by us are disclosed in other operating revenue as grant income.

License fee

Revenue in respect of one-time license fee received from our business partners is recognised on execution of the contract.

Revenue from licensing of content given for a long term period and dependent on percentage of revenue earned by the licensee is recognised when the right to receive payment is established.

License fee on account of grant of brand on non-exclusive basis is one-time fee charged from different schools and is recognised in the year in which contract is executed.

Royalty income

Revenue from royalty is recognised on an accrual basis in accordance with the terms of the relevant agreement.

Content development income

Content development fee is recognised on accrual basis on raising of bill for the period for which services are provided.

Subscription fee

Revenue is recognised on accrual basis over the period to which it relates.

Unbilled revenue

Unbilled revenue, included in other current assets, represents amounts recognised based on services performed in advance of billing in accordance with service terms.

Unearned revenue

Amounts billed and received or recoverable prior to the reporting date of services to be performed after the reporting date are recorded as unearned revenue in other current liabilities.

Other Income

Interest income

Revenue from interest on time deposits, inter-corporate loans and other loans are recognised on the time proportion method taking into consideration the amount outstanding and the applicable interest rates.

Dividend income

Dividends income is recognised when the right to receive the same is established.

c. Fixed Assets

Tangible Assets

Tangible fixed assets are stated at cost of acquisition net of recoverable taxes (wherever applicable), less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day to day repair and maintenance and cost of replacing parts, are charged to our restated consolidated statement of profit and loss for the period during which such expenses are incurred.

Fixed assets retired from active use and held for disposal are stated at lower of book value and net realizable value as estimated by us and are shown separately in our restated consolidated financial statements under other current assets. Loss determined, if any, is recognised immediately in our restated consolidated statement of profit and loss, whereas profit and sale of such assets is recognised only upon completion of sale thereof.

Intangible Assets

An intangible asset is recognised when it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortization and accumulated impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Gain or loss arising from the retirement or from the disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of asset is recognised as income or expense in our restated consolidated statement of profit and loss in the year in which the asset is derecognized.

d. Depreciation and amortization

Until March 31, 2014

Depreciation and amortization has been calculated on the straight line method at the useful lives mentioned below, based on management estimates, which are equal to or higher than the rates specified as per schedule XIV to the Companies Act 1956, which in the opinion of the management are reflective of the estimated useful lives of fixed assets.

Particulars	Useful life (years)
Tangible Assets:	
Building	60
Leasehold land	90 (period of lease)
Plant and machinery	10-15
Furniture and fixtures	5-16
Office equipment	5-21
Vehicle	10
Computer equipment	5
Leasehold improvements and building improvements	1-3
Intangible assets: (Life ascertained in accordance with AS- 26)	
Trademark	5
Software	1-10
CAT online module	4
Intellectual property rights	Amortized over a period of 10 years using straight line method based on the management's assessment of useful life.
Goodwill^	5 years from the date of acquisition of business.
Non-compete fee	5
Website	5
License fees	Over the period of license

^Goodwill reflects the excess of cost of acquisition over the book value of net assets acquired on the date of the acquisition. Goodwill is tested for impairment on an annual basis.

Depreciation and amortisation on addition to fixed assets is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation and amortisation on sale/discard of fixed assets is provided for upto the date of sale, deduction or discard of fixed assets as the case may be.

All assets, except chairs used in test preparation centers costing ₹ 5,000 or below are depreciated in full by a one-time depreciation charge unless used as project assets under infrastructure projects.

From April 1, 2014 onwards

Depreciation has been calculated on straight line method at the useful lives specified in Schedule II to the Companies Act, 2013. Amortization has been calculated on straight line method at the useful lives, based on management estimates and in accordance with AS-26.

Depreciation and amortization on addition to fixed assets is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation and amortization on sale/discard from fixed assets is provided for up to the date of sale, deduction or discard of fixed assets as the case may be.

Schedule II to the Companies Act, 2013 has become applicable to us with effect from April 1, 2014. Accordingly, we have determined the useful life of our assets as per Schedule II. Revised useful lives and earlier useful lives are as under:

Particulars	Revised useful life (years)
Tangible Assets:	
Building	60
Leasehold land	90 (period of lease)
Plant and machinery	10-15
Furniture and fixtures	8-10
Office equipment	5
Vehicle	8-10
Computer equipment	3-6
Leasehold improvements and building improvements	Lesser of 3 years and period of lease
Intangible assets: (Life ascertained in accordance with AS- 26)	
Trademark	5
Software	1-10
CAT online module	4
Intellectual property rights	Amortized over a period of 10 years using straight line method based on the management's assessment of useful life.
Goodwill^	5 years from the date of acquisition of business.
Non-compete fee	5
Website	5
License fees	Over the period of license

^Goodwill reflects the excess of cost of acquisition over the book value of net assets acquired on the date of the acquisition. Goodwill is tested for impairment on an annual basis.

In accordance with the transitional provisions of Schedule II of the Companies Act, 2013, in respect of assets where the remaining useful life is 'Nil', their carrying amount aggregating ₹ 10.29 million and deferred tax thereon after retaining the residual value as determined by our management has been adjusted against the opening balance of retained earnings as on that date.

Had we not adopted Schedule II to the Companies Act, 2013, depreciation for the year ended March 31, 2015 would have been lower by ₹ 8.43 million, our profit for the year would have been higher by ₹ 8.43 million and the written down value of our assets as at March 31, 2015 would have been ₹ 929.54 million as against reported written down value of ₹ 907.77 million. The impact of change in estimates of useful lives on subsequent periods is not realistically ascertainable.

e. Borrowing costs

Borrowing costs relating to acquisition or construction or production of assets which take substantial period of time to get ready for its intended use are included as cost of such assets to the extent they relate to the period until such assets are ready to be put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

f. **Leases**

Where we are lessee

Finance leases, which effectively transfer to us substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property or present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in our restated consolidated statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

A leased asset is depreciated on a straight-line basis over the useful life of the asset or the useful life envisaged in Schedule II to the Companies Act, 2013 (until March 31, 2014, Schedule XIV of Companies Act 1956), whichever is lower. However, if there is no reasonable certainty that we will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term or the useful life envisaged in Schedule II to the Companies Act, 2013 (until March 31, 2014, Schedule XIV of Companies Act 1956).

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in our restated consolidated statement of profit and loss on a straight-line basis over the lease term.

Where we are lessor

Leases in which we transfer substantially all the risks and benefits of ownership of an asset are classified as finance leases. Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. After initial recognition, we apportion lease rentals between the principal repayment and interest income, so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognised in our restated consolidated statement of profit and loss. Initial direct costs such as legal and brokerage costs related to the lease are recognized immediately in our restated consolidated statement of profit and loss.

Leases in which we do not transfer substantially all the risks and benefits of ownership of an asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognised in our restated consolidated statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in our restated consolidated statement of profit and loss. Initial direct costs such as legal and brokerage costs related to the lease are recognized immediately in our restated consolidated statement of profit and loss.

g. **Inventories**

i. Raw materials are valued at lower of cost or net realizable value. The comparison of cost and net realizable value is made on an item by item basis. Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. In determining the cost, first in first out method is used. The net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. The comparison of cost and net realisable value is made on individual item basis. The carrying cost of raw materials, packaging materials and stores and spare parts are appropriately written down when there is a decline in replacement cost of such materials or finished products in which these will be incorporated are expected to sell below cost.

ii. Work in progress, manufactured finished goods and traded goods are valued at the lower of cost and net realizable value. The comparison of cost and net realizable value is made on an item by item basis. Cost of work in progress and manufactured finished goods is determined on the first in first out basis and comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition. Cost of traded goods is determined on a first in first out basis.

iii. Provision of obsolescence on inventories is considered on the basis of our management's estimates, based on demand and market of the inventories.

h. Employee Benefits

i) Short term employee benefits:

All employee benefits payable wholly within 12 months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, and bonus etc. are recognised in the restated consolidated statement of profit and loss in the period in which the employee renders the related service.

ii) Long term employee benefits:

(a) Defined contribution plan: Provident Fund

Employees of our Company and certain Subsidiaries are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate as per the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952. These contributions are made to the fund administered and managed by the GoI.

Our contributions to the scheme are expensed off in the restated consolidated statement of profit and loss. We have no further obligations under these plans beyond its monthly contributions.

(b) Defined Benefit Plan: Gratuity

We and certain Subsidiaries provide for retirement benefits in the form of Gratuity. Benefits payable to our eligible employees with respect to gratuity, a defined benefit plan are accounted for on the basis of an actuarial valuation as at the balance sheet date. In accordance with the Payment of Gratuity Act, 1972, the plan provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment in an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service. The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost and fair value of plan assets as at the balance sheet date through which the obligations are to be settled. The resultant actuarial gain or loss on change in present value of the defined benefit obligation or change in return of the plan assets is recognised as an income or expense in the restated consolidated statement of profit and loss. The expected return on plan assets is based on the assumed rate of return of such assets.

Our Company and its Subsidiaries contribute to a trust set up by us, which further contribute to a policy taken from the Life Insurance Corporation of India, except in case of GKP.

(c) Other long-term benefits: Leave encashment

Benefits under our Company's and certain Subsidiaries' leave encashment scheme constitute other employee benefits. The liability in respect of leave encashment is provided on the basis of an actuarial valuation done by an independent actuary at the reporting date. Actuarial gains and losses are recognised immediately in the restated consolidated statement of profit and loss.

(d) Employee stock option scheme

ESOP 2008 provides for the grant of our equity shares to its employees. ESOP 2008 provides that employees are granted an option to acquire equity shares that vests in a graded manner. The options may be exercised within a specified period. We follow the fair value method to account for its stock-based employee compensation plans. Compensation cost is measured using independent valuation by a firm of chartered accountants using Black-Scholes model in accordance with the guidance note issued by the Institute of Chartered Accountants of India. Compensation cost, if any, is amortized over the vesting period.

i. Income taxes

Income tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with income tax law), deferred tax charge or credit and MAT credit entitlement.

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and are written-down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the entity has a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternate Tax ("**MAT**") payable for the period/year is charged to the statement of profit and loss as current tax under the provisions of the Income Tax Act 1961 and is recognised as an asset in the year in which credit becomes eligible and is set off to the extent allowed in the year in which our Company becomes liable to pay income taxes at the enacted tax rates. MAT credit is recognised as an asset only when and to the extent there is convincing evidence that we will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the restated consolidated statement of profit and loss and shown as MAT Credit recoverable. We review the same at each balance sheet date and write down the carrying amount of MAT credit receivable, to the extent there is no longer convincing evidence to the effect that we will pay normal income tax during the specified period.

j. Provisions, contingent liabilities and contingent assets

Provisions

We create a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

Contingent liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

Contingent assets

Contingent assets are neither recorded nor disclosed in the restated consolidated financial statements.

k. Exceptional items

Items of income or expense from ordinary activities which are of such size, nature or incidence that, their disclosure is relevant to explain the performance of the enterprise for the period, are disclosed separately in the restated consolidated statement of profit and loss.

l. Segment reporting

We identify primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of our Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market /fair value factors.
Revenue, expenses, assets and liabilities which relate to us as a whole and are not allocable to segments on reasonable basis have been included under 'unallocated revenue/expenses/assets/liabilities'.

Results of Operations and Financial Condition

Key Components of our Statement of Profit and Loss

Revenue from Operations

The following table sets out certain information relating to our revenue from operations for the periods described below:

Particulars	Six months ended September 30, 2016		Fiscal 2016		Fiscal 2015		Fiscal 2014	
	₹ million	% of total	₹million	% of total	₹million	% of total	₹ million	% of total
Sale of services	**1,186.72**	**77.48**	**2,233.30**	**79.02**	**2,117.28**	**77.41**	**1,674.73**	**76.61**
Education and training programs income	577.78	37.72	932.01	32.98	796.34	29.11	783.79	35.85
Online Education Services	161.43	10.54	184.62	6.53	107.50	3.93	32.49	1.49
Vocational training services income	23.79	1.55	306.81	10.86	207.75	7.60	97.99	4.48
Manpower management services income	65.19	4.26	268.61	9.50	450.04	16.45	429.95	19.67
Marketing and Sales services income	338.02	22.07	495.74	17.54	510.96	18.68	303.65	13.89
Pass through services income	-	0.00	-	0.00	-	0.00	0.22	0.01
Soft skills fees	13.74	0.90	28.39	1.00	25.57	0.93	21.19	0.97
School tuition fees	6.77	0.44	17.12	0.61	19.12	0.70	5.45	0.25
Sale of products	**273.75**	**17.87**	**425.23**	**15.04**	**418.95**	**15.32**	**367.46**	**16.81**
Sale of text books	273.75	17.87	425.23	15.04	418.95	15.32	367.46	16.81
Other operating revenue	**71.12**	**4.64**	**167.88**	**5.94**	**199.07**	**7.28**	**143.89**	**6.58**
Start-up fees from business partners	13.59	0.89	18.37	0.65	27.46	1.00	17.31	0.79
License fees	1.13	0.07	15.14	0.54	3.25	0.12	8.50	0.39
Advertising Income	41.23	2.69	52.72	1.87	37.95	1.39	27.47	1.26
Infrastructure fees	10.98	0.72	22.03	0.78	19.71	0.72	18.33	0.84
Sale of scrap	0.03	0.00	0.59	0.02	0.37	0.01	-	0.00
Bus fees	0.76	0.05	2.09	0.07	2.13	0.08	0.88	0.04
Income from day care center	1.00	0.07	2.77	0.10	2.81	0.10	6.50	0.30
Grant income	-	0.00	54.15	1.92	105.38	3.85	64.88	2.97
Other miscellaneous operating income	2.40	0.16	0.02	0.00	0.01	0.00	0.02	0.00
Total	**1,531.59**	100.00	**2,826.41**	100.00	**2,735.30**	100.00	**2,186.08**	100.00

Sale of Services

Education and Training Programs Income

Our education and training fees primarily consists of the fee received from the students from our test prep courses. Our products and services are generally priced at a gross price at which the students could be eligible for certain discounts. Also our products are priced at a price inclusive of service tax.

Online Education Services

Our income from online education services consists of (a) fee received from the students from our test prep courses wherein the course delivery is online i.e. course delivery through digital medium; and (b) revenue which accrues to our Subsidiary, Kestone, for conducting various marketing related activities, including support of marketing and sales services, through the digital medium.

Vocational Training Services Income

Our fees from vocational training services primarily consist of fees received for providing vocational training services to students. Generally, these vocational training programs are conducted in partnerships with either the private sector partners or with the Central or State Government. In case of the programs that are conducted in partnership with private sector entities, the fees could be paid either by the enrolling student or by the corporate or in a mix of both, depending on the nature of contract entered into by us with the corporate. In case of programs conducted in partnership with a state or central government, the fee is received from the respective State or Central Government.

Manpower Management Services Income

Our manpower management services income primarily consist of the revenue through our Subsidiary, Kestone, from which we source, deploy and manage personnel requirements for corporate customers. Corporates outsource their manpower requirements to us and pay us an agency fee/commission, over and above the salary and statutory benefits payable to the employees deployed to meet the requirements of such corporations.

Marketing and Sales Services Income

Our income from marketing and sales services consists of the revenue which accrues to our Subsidiary, Kestone, for conducting various marketing related activities, events, customer awareness and customer engagement and development programs for our corporate customers. It also includes support of marketing and sales services.

Pass Through Services Income

Our income from pass through services which accrue to our Subsidiary, Kestone, arises on account of facility provided to customers, in which Kestone facilitates receipt of various services/goods to customers from various vendors by acting as a key vendor for the client. Revenue is recognized on the value of invoicing done to customer for the services/goods.

Soft Skills Fees

Our soft skills fees primarily consist of the fees which is charged by us to the trusts that operate the Indus World Schools under our K-12 business, for allowing them to operate these schools under the 'Indus World School' brand, academic content, academic pedagogy, technology backbone required for operating the schools including business and academic enterprise resource planning ("**ERP**") and teacher training. This is usually charged as a percentage of the fee collected from the students at the school under each of the respective trusts.

School Tuition Fees

Our school tuition fee primarily consist of the fees charged by us from the students in the day care and junior play schools operated under the Indus World Schools in our K-12 business, through our Subsidiary, CLEIS. This school fee from students is recognized on accrual basis.

Sale of Products

Sale of Text Books

Our revenue from sale of textbooks primarily consists both of our income from the sale of textbooks for various competitive exams, and of our revenue from sale of study material which primarily consists of the fee received by us for sale of study materials to students enrolling in our test prep and vocational training businesses.

Other Operating Revenue

Our other operating revenue includes one-time start up fees and license fees received by us from business partners operating our test prep centers, license fees from K12 schools operated under the brand Indus World School, advertising income received by us for advertisements released by advertisers in our publications or our websites, infrastructure fees received by us from trusts operating the Indus World Schools for providing infrastructure to enable them to operate the Indus World Schools in our K-12 business, sale of scrap on account of scrapping of old textbooks and study material from our inventory, which is either non-moving or extremely slow-moving, , bus fees collected by us from students in the Indus World Schools on account of transport services provided to them, income from day care centers at the Indus World Schools (which is recognized in CLEIS) including mess fees, summer camp fees, etc., grant income, reflecting the amount received by us from the respective State or Central Governments for execution of vocational training programs, and other miscellaneous operating income.

Expenditure

The following table shows our total expenses for the periods described below:

Particulars	Six months ended September 30, 2016		Fiscal 2016		Fiscal 2015		Fiscal 2014	
	₹ million	%	₹ million	%	₹ million	%	₹ million	%
Cost of raw material and components consumed	40.87	2.92	64.97	2.44	62.16	2.45	93.65	4.50
Cost of services	726.91	51.87	1,179.88	44.38	1,056.01	41.60	779.53	37.48
Purchases of stock in trade	10.36	0.74	34.37	1.29	19.81	0.78	16.31	0.78
Decrease/(Increase) in inventories of finished goods, work-in-progress and traded goods	(3.86)	-0.28	18.44	0.69	23.43	0.92	(39.91)	-1.92
Employee benefit expenses	279.11	19.92	626.23	23.56	749.70	29.54	686.57	33.01
Finance costs	46.72	3.33	101.57	3.82	93.56	3.69	89.69	4.31
Depreciation and amortization expense	36.30	2.59	90.00	3.39	77.39	3.05	54.71	2.63
Other expenses	264.93	18.91	542.90	20.42	456.14	17.97	399.12	19.19
Total	**1,401.34**	**100.00**	**2,658.36**	**100.00**	**2,538.20**	**100.00**	**2,079.67**	**100.00**

Cost of Raw Material and Components Consumed

Cost of raw material and components consumed primarily consists of the cost of purchase of paper, which is our most critical raw material for our publication business.

Cost of Services

Cost of services primarily consists of payments to business partners, faculty expenses incurred by us to operate our primary business of test prep and the giveaways and event consultancy expenses incurred under our marketing and sales services provided by our Subsidiary, Kestone, and hostel expenses incurred by us for accommodating students under the vocational training programs. Further, it contains printing, binding, packaging, material printing, content development cost incurred by our Subsidiaries, CL Media and GKP.

Purchases of Stock in Trade

Purchase of stock in trade represents study material purchased by us for our test prep business and books purchased by our Subsidiary, GKP.

Increase or Decrease in Inventories of Finished Goods, Work-In-Progress and Traded Goods

Increase or decrease in inventories of finished goods, work-in-progress and traded goods includes the increase or decrease in inventory of finished goods, raw materials and work in progress and traded goods and consists of raw paper, printed books, books under preparation and books held as stock for sale.

Employee Benefit Expenses

Personnel cost primarily consists of salary and benefits paid to our full time employees and salary and benefits paid to our employees contracted to meet the personnel requirements of various corporates as part of our vocational services. This also includes costs of employees employed under the various manpower management programs in our Subsidiary, Kestone.

Other Expenses

Our other expenses include all other general and administrative expenses incurred by us for the normal conduct of our business, other than those mentioned above or below. These include advertisement, publicity and sales promotion expenses and rent expense, travelling, conveyance and vehicle maintenance expenses, office expenses, bad debts written off, advances written off, and legal and professional expenses.

Interest and Finance Charges

Interest expenses primarily consist of interest on unsecured loans from banks and others, bank charges and interests on vehicle loans, term loans, overdrafts, loan processing charges and others.

Depreciation/Amortization

Depreciation expense primarily consists of depreciation of our fixed assets and amortization of the intangible assets like intellectual property rights.

Changes in Accounting Policies

There have been no changes in our accounting policies in the preceding three years.

Six months ended September 30, 2016

Revenue from Operations

Our total revenue from operations for the six months ended September 30, 2016 was ₹ 1,531.59 million, which primarily consisted of our income from sale of services and sale of products, as described below.

Income from Sale of Services

Our income from sale of services for the six months ended September 30, 2016 was ₹ 1,186.72 million, which primarily consisted of education and training programs income of ₹ 577.78 million from our test prep courses, online marketing and education services income of ₹161.43 million from our corporate customers and test prep courses, marketing and sales services income of ₹ 338.02 million, received from our corporate customers, manpower management services income of ₹ 65.19 million, received from our corporate customers, vocational training services income of ₹ 23.79 million under our Government vocational training programs across the States of Gujarat, Jharkhand, Chhattisgarh, Madhya Pradesh, Odisha and Uttar Pradesh, and soft skills fees of ₹ 13.74 million and school tuition fees of ₹ 6.77 million from our K-12 schools business.

Income from Sale of Products

Our income from sale of products for the six months ended September 30, 2016 was ₹ 273.75 million, which primarily consisted of sale of textbooks to students enrolling in our test prep and vocational training programs and for various competitive exams by our Subsidiary, GKP.

Other Operating Revenue

Our other operating revenue for the six months ended September 30, 2016 was ₹ 71.12 million, which primarily consisted of infrastructure fees, advertising income, grant income from our vocational training programs and start-up fees from our business partners.

Other Income

Our other income for the six months ended September 30, 2016 was ₹ 75. 39 million, which primarily consisted of interest on fixed deposits and from loans and advances, liability no longer required to be written back and provision written back.

Expenditure

Our total expenditure for the six months ended September 30, 2016 was ₹ 1,401.34 million, as described below.

Cost of Raw Materials and Components Consumed

Our cost of raw materials and components consumed for the six months ended September 30, 2016 was ₹ 40.87 million, amounting to 2.67% of our total operating revenue.

This primarily included the cost of raw materials, mainly paper, purchased by us for printing of study material and textbooks, in connection with our publishing and content development business.

Cost of Services

Our cost of services for the six months ended September 30, 2016 was ₹ 726.91 million, amounting to 47.46% of our total operating revenue.

This primarily included business partner expenses of ₹ 290.26 million, corporate giveaway expenses amounting to ₹ 115.93 million, event consultancy expenses of ₹ 92.49 million and banquet and hotel charges of ₹ 40.87 million, all three foregoing expenses being incurred by us in course of marketing and sales services provided by us to our corporate customers, as well as faculty expenses for our test prep and vocational training programs amounting to ₹ 43.26 million.

Purchases of Stock in Trade

Our cost of purchase of stock in trade for the six months ended September 30, 2016 was ₹ 10.36 million, including cost of purchase of material provided by us to students enrolled in our test prep courses and vocational training programs.

Decrease/(Increase) in Inventories of Finished Goods, Work-In-Progress and Traded Goods

Our closing inventory of finished goods, work in progress and traded goods as on September 30, 2016 was ₹ 64.47 million, an increase of ₹ 3.86 million as compared to our closing inventory of finished goods, work in progress and traded goods as on March 31, 2016.

Employee Benefit Expenses

Our employee benefit expenses for the six months ended September 30, 2016 aggregated to ₹ 279.11 million, amounting to 18.22% of our total operating revenue during this period. This primarily included expenses of ₹ 246.23 million towards salary, wages, bonus and other benefits.

Finance Costs

Our finance cost for the six months ended September 30, 2016 was ₹ 46.72 million, primarily including ₹ 39.48 million interest paid by us on our short term borrowings, interest on our other term loans and our loan processing charges.

Depreciation/Amortization Expense

Our depreciation/amortization expense for the six months ended September 30, 2016 was ₹ 36.30 million, primarily including depreciation of tangible assets at ₹ 22.62 million and amortization of intangible assets at ₹ 13.68 million.

Other Expenses

Our other expenses for the six months ended September 30, 2016 aggregated to ₹ 264.93 million, which primarily consisted of advertisement, publicity and sales promotion expenses of ₹ 57.74 million, rent expenses of ₹ 53.32 million, bad debts written off amounting to ₹ 29.70 million and travelling, conveyance and vehicle maintenance expenses of ₹ 19.01 million.

Fiscal 2016 Compared To Fiscal 2015

Our total revenue from operations increased by 3.33% from ₹ 2,735.30 million in fiscal 2015 to ₹ 2,826.41 million in fiscal 2016, primarily on account of increase in sale of products as well as increase in sale of services, as described below.

Income from Sale of Services

Our income from sale of services increased by 5.48% from ₹ 2,117.28 million in fiscal 2015 to ₹ 2,233.30 million in fiscal 2016, primarily on account of a 17.04% increase in our education and training programs income, from ₹ 796.34 million in fiscal 2015 to ₹ 932.01 million in fiscal 2016 and a 71.74% increase in our online education services income, from ₹ 107.50 million in fiscal 2015 to ₹ 184.62 million in fiscal 2016; reflecting an increase in enrolments as well as increased average pricing in our test prep business. However, our increased income from our Banking & SSC test prep courses was offset by a decrease in income from our Civil Services test prep courses during this period, due to the change in the examination pattern of the Civil Services Preliminary Examination in May 2015.

Our income from sale of services was also driven by a 47.68% increase in our vocational training services income, from ₹ 207.75 million in fiscal 2015 to ₹ 306.81 million in fiscal 2016, primarily on account of execution of Government vocational training projects by us in the states of Uttar Pradesh, Madhya Pradesh, Chhattisgarh, Gujarat, Odisha and Jharkhand , which was partially offset by a 2.98% decrease in our marketing and sales services income from our corporate customers, from ₹ 510.96 million in fiscal 2015 to ₹ 495.74 million in fiscal 2016, on account of increased number of digital services been provided to corporates as against other marketing and sales services , which is reflected as a part of the online education services income.

These were further offset by a 40.31% decrease in our manpower management services income from our corporate customers, from ₹ 450.04 million in fiscal 2015 to ₹ 268.61 million in fiscal 2016, primarily on account of termination of a contract with one of the significant corporate clients of our Subsidiary, Kestone, , when it lapsed with effect from September 1, 2015.

Income from Sale of Products

Our income from sale of products increased by 1.50% from ₹ 418.95 million in fiscal 2015 to ₹ 425.23 million in fiscal 2016, largely due to increased material been sold to test prep students.

Other Operating Revenue

Our other operating revenue decreased by 15.67% from ₹ 199.07 million in fiscal 2015 to ₹ 167.88 million in fiscal 2016, primarily on account of a 48.61% decrease in our grant income from the Government under vocational training projects, from ₹ 105.38 million in fiscal 2015 to ₹ 54.15 million in fiscal 2016.

Other Income

Our other income increased by 21.60% from ₹ 115.49 million in fiscal 2015 to ₹ 140.44 million in fiscal 2016, primarily on account of a significant increase in our miscellaneous income, from ₹ 0.69 million in fiscal 2015 to ₹ 10.12 million in fiscal 2016, as well as a 166.32% increase in our bad debts recovered, from ₹ 0.95 million in fiscal 2015 to ₹ 2.53 million in fiscal 2016.

Expenditure

Our total expenditure including interest and finance charges and depreciation/amortization increased by 4.73% from ₹ 2,538.20 million in fiscal 2015 to ₹ 2,658.36 million in fiscal 2016, due to the reasons described below.

Cost of Raw Material and Components Consumed

Our cost of raw material and components consumed increased by 4.52% from ₹ 62.16 million in fiscal 2015 to ₹ 64.97 million in fiscal 2016 (amounting to 2.30% of our total operating revenue in fiscal 2016).

This increase in our cost of raw material and components consumed during fiscal 2016 was primarily due to purchases of raw materials for printing of study material and textbooks, in connection with our publishing and content development business, at a higher purchase price during this period.

Cost of Services

Our cost of services increased by 11.73% from ₹ 1,056.01 million in fiscal 2015 to ₹ 1,179.88 million in fiscal 2016, primarily on account of a 7.85% increase in our business partner expenses from ₹ 397.81 million in fiscal 2015 to ₹ 429.02 million in fiscal 2016, 24.78% increase in our corporate giveaways expenses from ₹ 114.13 million in fiscal 2015 to ₹ 142.41 million in fiscal 2016, 19.74% increase in our event consultancy expenses from ₹ 77.55 million in fiscal 2015 to ₹ 92.86 million in fiscal 2016, 23.40% increase in our banquet and hotel charges from ₹ 57.39 million in fiscal 2015 to ₹ 70.82 million in fiscal 2016, as well as a 48.26% increase in our hostel expenses for the vocational training programs from ₹39.12 million in fiscal 2015 to ₹ 58.00 million in fiscal 2016 and a 38.53% increase in our equipment hire charges for vocational training programs from ₹ 50.85 million in fiscal 2015 to ₹ 70.44 million in fiscal 2016.

Our higher corporate giveaways, event consultancy and banquet and hotel charges during this period were in line with the growth in our marketing and sales services business during this period. Additionally, our higher equipment hire charges for vocational training programs during this period were commensurate with the execution of the vocational training programs.

This was slightly offset by a 95.18% decrease in our content development cost from ₹ 17.65 million in fiscal 2015 to ₹ 0.85 million in fiscal 2016, as we moved to greater in-house content development.

Purchases of Stock in Trade

Our expenses on account of purchases of stock in trade increased by 73.50% from ₹ 19.81 million in fiscal 2015 to ₹ 34.37 million in fiscal 2016, primarily due to increase in purchase of text books given to students enrolled in our test prep courses, on account of increased enrolments in our test prep courses during fiscal 2016.

Decrease/(Increase) in Inventories of Finished Goods, Work-In-Progress and Traded Goods

Our closing inventory of finished goods, work-in-progress and traded goods decreased by 23.31% from ₹ 79.05 million as on March 31, 2015 to ₹ 60.61 million as on March 31, 2016, primarily due to an 24.18% decrease in inventory of finished goods produced by us, from ₹ 76.35 million as on March 31, 2015 to ₹ 57.89 million as on March 31, 2016 and an 0.74% marginal increase in our inventory of work in progress, from ₹ 2.70 million as on March 31, 2015 to ₹ 2.72 million as on March 31, 2016, due to lower printing of material in connection with our publishing and content development business, on account of higher digital and electronic testing and increased usage of digital marketing collateral.

Employee Benefit Expenses

Our employee benefit expenses decreased by 16.47% from ₹ 749.70 million in fiscal 2015 to ₹ 626.23 million in fiscal 2016 (to 22.16% of our total operating revenue in fiscal 2016).

This decrease in our employee benefit expenses was primarily due to a 15.96% decrease in salary, wages, bonus and other benefits paid by us, from ₹ 681.40 million in fiscal 2015 to ₹ 572.65 million in fiscal 2016, and a 20.61 %

decrease in our contribution towards provident and other funds (net of employees' deposit-linked insurance charges recovered from the employees), from ₹ 46.72 million in fiscal 2015 to ₹ 37.09 million in fiscal 2016.

Finance Costs

Our finance costs increased by 8.56% from ₹ 93.56 million in fiscal 2015 to ₹ 101.57 million in fiscal 2016, primarily due to a 11.52% increase in our interest on short term borrowings from ₹ 73.41 million in fiscal 2015 to ₹ 81.87 million in fiscal 2016 and a 8.28% decrease in interest paid by us on our other term loans from ₹ 11.35 million in fiscal 2015 to ₹ 10.41 million in fiscal 2016, mainly on account of repayment of our term loans.

Depreciation/Amortization Expense

Our depreciation/amortization expense increased by 16.29% from ₹ 77.39 million in fiscal 2015 to ₹ 90.00 million in fiscal 2016, primarily on account of addition of ₹ 52.41 million during the year to the gross block of tangible assets and addition of ₹ 9.22 million during the year to the gross block of intangible assets in fiscal 2016.

Other Expenses

Our other expenses increased by 19.02% from ₹ 456.14 million in fiscal 2015 to ₹ 542.90 million in fiscal 2016, primarily on account of a 14.03% increase in our advertising, publicity and sales promotion cost from ₹ 90.58 million in fiscal 2015 to ₹ 103.29 million in fiscal 2016, a 36.74% increase in our rent expenses from ₹ 83.25 million in fiscal 2015 to ₹ 113.84 million in fiscal 2016 and a 61.01% increase in advances written off from ₹ 2.18 million in fiscal 2015 to ₹ 3.51 million in fiscal 2016.

Fiscal 2015 Compared To Fiscal 2014

Our total revenue from operations increased by 25.12% from ₹ 2,186.08 million in fiscal 2014 to ₹ 2,735.30 million in fiscal 2015, primarily on account of increase in sale of products as well as increase in sale of services, as described below.

Income from Sale of Services

Our income from sale of services increased by 26.43% from ₹ 1,674.73 million in fiscal 2014 to ₹ 2,117.28 million in fiscal 2015, primarily on account of a 1.60% increase in our education and training programs income, from ₹ 783.79 million in fiscal 2014 to ₹ 796.34 million in fiscal 2015 and a 230.87% increase in our online education services income, from ₹ 32.49 million in fiscal 2014 to ₹ 107.50 million in fiscal 2015, predominantly reflecting an increase in enrolments as well as increased average pricing in our test prep business. However, our increased income from our CSAT test prep courses was partially offset by a decrease in enrolments in our MBA test prep courses during this period, due to the lingering effects of the global financial crisis in the financial services sector in particular, which continued to underperform.

In addition, there was a 112.01% increase in our vocational training services income, from ₹ 97.99 million in fiscal 2014 to ₹ 207.75 million in fiscal 2015, primarily on account of execution of four Government vocational training projects by us in the states of Uttar Pradesh, Madhya Pradesh, Chhattisgarh and Jharkhand as well as a 68.27% increase in our marketing and sales services income from our corporate customers, from ₹ 303.65 million in fiscal 2014 to ₹ 510.96 million in fiscal 2015, on account of larger sized customer engagement and at higher price points as well as higher revenue from our customer engagement programs, and a 4.67% increase in our manpower management services income from our corporate customers, from ₹ 429.95 million in fiscal 2014 to ₹ 450.04 million in fiscal 2015, with the decrease in headcount of people under manpower management services provided by us to our corporate customers being offset by increase in average salary.

Income from Sale of Products

Our income from sale of products increased by 14.01% from ₹ 367.46 million in fiscal 2014 to ₹ 418.95 million in fiscal 2015, largely due to increased material been sold to test prep students .

Other Operating Revenue

Our other operating revenue increased by 38.35% from ₹ 143.89 million in fiscal 2014 to ₹ 199.07 million in fiscal 2015, primarily on account of a 62.42% increase in our grant income from the Government under vocational training projects, from ₹ 64.88 million in fiscal 2014 to ₹ 105.38 million in fiscal 2015, on account of the execution of four

Government vocational training projects by us in the states of Uttar Pradesh, Madhya Pradesh, Chhattisgarh and Jharkhand.

Other Income

Our other income increased by 4.07% from ₹ 110.97 million in fiscal 2014 to ₹ 115.49 million in fiscal 2015, primarily on account of a 12.06% increase in our interest income from loans and advances, from ₹ 55.12 million in fiscal 2014 to ₹ 61.77 million in fiscal 2015, as well as a 35.77% increase in our liability no longer required written back, from ₹ 18.09 million in fiscal 2014 to ₹ 24.56 million in fiscal 2015.

Expenditure

Our total expenditure including interest and finance charges and depreciation/amortization increased by 22.05% from ₹ 2,079.67 million in fiscal 2014 to ₹ 2,538.20 million in fiscal 2015, due to the reasons described below.

Cost of Raw Material and Components Consumed

Our cost of raw material and components consumed decreased by 33.63% from ₹ 93.65 million in fiscal 2014 to ₹ 62.16 million in fiscal 2015 (amounting to 2.27% of our total operating revenue in fiscal 2015).

This decrease in our cost of raw material and components consumed during fiscal 2015 was primarily due to our decreased purchases of raw materials (mainly paper) for printing of study material and textbooks, in connection with our publishing and content development business, on account of higher digital and electronic testing and our increased usage of digital marketing collateral during this period.

Cost of Services

Our cost of services increased by 35.47% from ₹ 779.53 million in fiscal 2014 to ₹ 1,056.01 million in fiscal 2015, primarily on account of a 21.43% increase in our business partner expenses from ₹ 327.60 million in fiscal 2014 to ₹ 397.81 million in fiscal 2015, 36.76% increase in our corporate giveaways expenses from ₹ 83.45 million in fiscal 2014 to ₹ 114.13 million in fiscal 2015, 74.43% increase in our event consultancy expenses from ₹ 44.46 million in fiscal 2014 to ₹ 77.55 million in fiscal 2015, 70.25% increase in our banquet and hotel charges from ₹ 33.71 million in fiscal 2014 to ₹ 57.39 million in fiscal 2015, and a 116.48% increase in our equipment hire charges for vocational training programs from ₹ 23.49 million in fiscal 2014 to ₹ 50.85 million in fiscal 2015.

Our higher corporate giveaways, event consultancy and banquet and hotel charges during this period were in line with the growth in our marketing and sales services business during this period. Additionally, our higher equipment hire charges for vocational training programs during this period were primarily on account of a larger number of enrolments in our vocational training programs and additional infrastructure requirements as per the updated and revised standard operating procedures mandated by the Government for Government-funded vocational training programs.

This was offset by a 10.36% decrease in our printing costs from ₹ 56.88 million in fiscal 2014 to ₹ 50.99 million in fiscal 2015, due to decreased printing of study material and textbooks, despite growth in our test prep and publishing and content development businesses, including on account of higher digital and electronic testing and our increased usage of digital marketing collateral, as well as due to a 37.33% decrease in sponsorship fees expenses from ₹ 24.30 million in fiscal 2014 to ₹ 15.23 million in fiscal 2015.

Purchases of Stock in Trade

Our expenses on account of purchases of stock in trade increased by 21.46% from ₹ 16.31 million in fiscal 2014 to ₹ 19.81 million in fiscal 2015, primarily due to increase in purchase of study material given to students enrolled in our test prep courses, on account of increased enrolments in our test prep courses during fiscal 2015.

Decrease/(Increase) in Inventories of Finished Goods, Work-In-Progress and Traded Goods

Our closing inventory of finished goods, work-in-progress and traded goods decreased by 22.86% from ₹ 102.48 million as on March 31, 2014 to ₹ 79.05 million as on March 31, 2015, primarily due to an 11.38% decrease in inventory of finished goods produced by us, from ₹ 86.15 million as on March 31, 2014 to ₹ 76.35 million as on March 31, 2015 and an 83.47% decrease in our inventory of work in progress, from ₹ 16.33 million as on March 31, 2014 to ₹ 2.70 million as on March 31, 2015, due to lower printing of material in connection with our publishing and content development business, on account of higher digital and electronic testing and increased usage of digital marketing collateral as well as due to higher closing inventory levels in fiscal 2014, consumed in fiscal 2015.

Employee Benefit Expenses

Our employee benefit expenses increased by 9.19% from ₹ 686.57 million in fiscal 2014 to ₹ 749.70 million in fiscal 2015 (to 27.41% of our total operating revenue in fiscal 2015).

This increase in our employee benefit expenses was primarily due to a 5.76% increase in salary, wages, bonus and other benefits paid by us, from ₹ 644.29 million in fiscal 2014 to ₹ 681.40 million in fiscal 2015, and a 58.97 % increase in our contribution towards provident and other funds (net of employees' deposit-linked insurance charges recovered from the employees), from ₹ 29.39 million in fiscal 2014 to ₹ 46.72 million in fiscal 2015.

Finance Costs

Our finance costs increased by 4.31% from ₹ 89.69 million in fiscal 2014 to ₹ 93.56 million in fiscal 2015, primarily due to a 7.00% increase in our interest on short term borrowings from ₹ 68.61 million in fiscal 2014 to ₹ 73.41 million in fiscal 2015 and a 24.83% decrease in interest paid by us on our term loans from ₹ 15.10 million in fiscal 2014 to ₹ 11.35 million in fiscal 2015, mainly on account of repayment of our term loans.

Depreciation/Amortization Expense

Our depreciation/amortization expense increased by 41.45% from ₹ 54.71 million in fiscal 2014 to ₹ 77.39 million in fiscal 2015, primarily on account of the adjustment, in accordance with the transitional provisions of Schedule II of the Companies Act, 2013, of the carrying amount (aggregating to ₹ 10.29 million) in respect of assets where the remaining useful life is 'Nil', and deferred tax thereon, after retaining residual value as on April 1, 2014, against the opening balance of our retained earnings as on that date.

Other Expenses

Our other expenses increased by 14.29% from ₹ 399.12 million in fiscal 2014 to ₹ 456.14 million in fiscal 2015, primarily on account of a 21.58% increase in our advertising, publicity and sales promotion cost from ₹ 74.50 million in fiscal 2014 to ₹ 90.58 million in fiscal 2015, a 17.87% increase in our rent expenses from ₹ 70.63 million in fiscal 2014 to ₹ 83.25 million in fiscal 2015 and a 43.75% increase in bad debts written off from ₹ 47.11 million in fiscal 2014 to ₹ 67.72 million in fiscal 2015.

These increases in our expenses were partially set off by a 65.43% decrease in retainership fee and temporary manpower resources expenses, from ₹ 17.76 million in fiscal 2014 to ₹ 6.14 million in fiscal 2015.

Liquidity and Capital Resources

We have historically funded our working capital and capital expenditure requirements principally from cash flows from our revenue from operations, and a combination of working capital and long term debt as well as equity and preference share capital.

The following table sets forth a summary of our cash flows for the periods indicated below.

(₹ in million)

Particulars	Six months ended September 30, 2016	Fiscal 2016	Fiscal 2015	Fiscal 2014
Net cash from/(used in) operating activities	61.78	48.91	203.55	98.26
Net cash from/(used in) investing activities	(4.12)	(169.92)	(1,242.28)	(11.27)
Net cash from/(used in) financing activities	(90.53)	143.60	1,054.22	(94.01)
Cash and cash equivalents at end of period	59.07	91.95	69.34	53.81

Cash Flow from (used in) Operating Activities

During the six months ended September 30, 2016, our net cash from operating activities aggregated to ₹ 61.78 million, while our net profit before tax and minority interest and after prior period items aggregated to ₹ 205.64 million. This difference was primarily attributable to depreciation and amortization of ₹ 36.29 million, interest expenses of ₹ 44.31 million and bad debts written off of ₹ 29.70 million, and certain working capital changes (primarily, on account of increase in other current liabilities amounting to ₹ 189.96 million and decrease in trade payables amounting to ₹ 28.78 million), with adjustments on account of interest income amounting to ₹ 45.50 million, and certain changes in working capital (primarily, increase in trade receivables amounting to ₹ 106.02 million, increase in other current assets amounting to ₹ 150.99 million, increase in short term loans and advances amounting to ₹ 58.08 million and increase in inventories amounting to ₹ 7.19 million). As a result of the foregoing, as on September 30, 2016, we had cash and cash equivalents aggregating to ₹ 59.07 million.

During fiscal 2016, our net cash from operating activities aggregated to ₹ 48.91 million, while our net profit before tax and minority interest and after prior period items aggregated to ₹ 308.49 million. This difference was primarily attributable to interest expenses of ₹ 92.42 million, depreciation and amortization of ₹ 90.01 million, bad debts written off of ₹ 70.31 million, and certain working capital changes (primarily, on account of increase in our other current liabilities amounting to ₹ 43.20 million and increase in trade payables amounting to ₹ 46.11 million), with adjustments on account of interest income amounting to ₹ 90.89 million, and certain changes in working capital (primarily, increase in trade receivables amounting to ₹ 390.60 million and increase in short term loans and advances amounting to ₹ 54.10 million). As a result of the foregoing, as on March 31, 2016, we had cash and cash equivalents aggregating to ₹ 91.95 million.

During fiscal 2015, our net cash from operating activities aggregated to ₹ 203.55 million, while our net profit before tax and minority interest and after prior period items aggregated to ₹ 289.75 million. This difference was primarily attributable to interest expenses of ₹ 84.99 million, depreciation and amortization of ₹ 77.39 million, bad debts written off (including in respect of CLHES) of ₹ 67.72 million, and certain working capital changes (primarily, on account of increase in our other current liabilities amounting to ₹ 79.22 million and increase in trade payables amounting to ₹ 29.99 million), with adjustments on account of interest income amounting to ₹ 82.16 million, and certain changes in working capital (primarily, increase in trade receivables amounting to ₹ 284.20 million and increase in short term loans and advances amounting to ₹ 35.71 million). As a result of the foregoing, as on March 31, 2015, we had cash and cash equivalents aggregating to ₹ 69.34 million.

During fiscal 2014, our net cash from operating activities aggregated to ₹ 98.26 million, while our net profit before tax and minority interest and after prior period items aggregated to ₹ 204.12 million. This difference was primarily attributable to interest expense amounting to ₹ 84.15 million, depreciation and amortization of ₹ 54.70 million, and bad debts written off (including in respect of CLEF) of ₹ 47.11 million, and certain working capital changes (primarily, an increase in trade payables amounting to ₹ 49.01 million), with adjustments on account of interest income amounting to ₹ 76.24 million, and certain changes in working capital (primarily, increase in trade receivables amounting to ₹ 155.77 million, increase in short term loans and advances amounting to ₹ 41.67 million, increase in inventories amounting to ₹ 38.06 million and increase in other current liabilities amounting to ₹ 22.51 million). As a result of the foregoing, as on March 31, 2014, we had cash and cash equivalents aggregating to ₹ 53.81 million.

Cash Flow from (used in) Investing Activities

During the six months ended September 30, 2016, net cash used in our investing activities aggregated to ₹ 4.12 million, primarily attributable to interest receipts amounting to ₹ 31.81 million and proceeds from realization of loan given amounting to ₹ 29.96 million, offset by, primarily, investment in subsidiaries amounting to ₹ 10.00 million, loan given amounting to ₹ 38.73 million and purchase of fixed assets amounting to ₹ 23.80 million.

During fiscal 2016, net cash used in our investing activities aggregated to ₹ 169.92 million, primarily attributable to proceeds from realization of loan given amounting to ₹ 64.08 million, net realization of fixed deposits amounting to ₹ 57.80 million and interest receipts amounting to ₹ 67.11 million, offset by, primarily, investment in subsidiaries amounting to ₹ 164.21 million, loan given amounting to ₹ 123.78 million and purchase of fixed assets amounting to ₹ 76.72 million.

During fiscal 2015, net cash used in our investing activities aggregated to ₹ 1,242.28 million, primarily attributable to realization of loan given amounting to ₹ 89.20 million and interest receipts amounting to ₹ 54.90 million, offset by, primarily, investment in subsidiaries amounting to ₹ 1,072.78 million, loan given amounting to ₹ 126.79 million and purchase of fixed assets amounting to ₹ 125.92 million.

During fiscal 2014, net cash used in our investing activities aggregated to ₹ 11.27 million, primarily attributable to realization from fixed deposits amounting to ₹ 75.85 million and interest received of ₹ 52.22 million, offset by, primarily, loan given amounting to ₹ 48.46 million, investment in subsidiaries of ₹ 47.91 million and purchase of fixed assets amounting to ₹ 43.61 million.

Cash Flow from (used in) Financing Activities

During the six months ended September 30, 2016, net cash used in our financing activities aggregated to ₹ 90.53 million, primarily attributable to interest paid of ₹ 44.34 million, net repayment of our short term borrowings of ₹ 32.95 million and repayment of our long term borrowing of ₹ 35.54 million, partially offset by proceeds of our long term borrowings (including current maturities) of ₹ 25.03 million.

During fiscal 2016, net cash from our financing activities aggregated to ₹ 143.60 million, primarily attributable to security premium of ₹ 163.03 million, net proceeds of short term borrowings of ₹ 66.78 million and proceeds of long term borrowings (including current maturities) of ₹ 77.31 million, partially offset by interest paid (including interest capitalized) by us of ₹ 91.87 million and repayment of our long term borrowings amounting to ₹ 69.53 million.

During fiscal 2015, net cash from our financing activities aggregated to ₹ 1,054.22 million, primarily attributable to security premium of ₹ 1,157.75 million, and proceeds of long term borrowings of ₹ 50.00 million, partially offset by interest paid by us of ₹ 84.69 million, repayment of our short term borrowings amounting to ₹ 31.38 million and repayment of our long term borrowings amounting to ₹ 26.44 million.

During fiscal 2014, net cash used in our financing activities aggregated to ₹ 94.01 million, primarily attributable to repayment of our long term borrowings of ₹ 116.96 million and interest paid of ₹ 84.78 million, offset by, primarily, proceeds of our short term borrowing amounting to ₹ 59.12 million and proceeds of our long term borrowings of ₹ 35.00 million.

Capital Expenditure

We expect that our principal use of cash for fiscal 2016 will be for our operations and for investing in business opportunities in our existing as well as proposed new areas of our business.

We expect to meet our capital expenditure, debt repayment and investment requirements for the next 12 months primarily from the cash reserves already available with us.

Indebtedness

Our net long term borrowings (including secured and unsecured long term borrowings) as on September 30, 2016 and as on March 31, 2016, were as follows:

(₹ in million)

Particulars	September 30, 2016	March 31, 2016
Term Loan (Secured) -From Banks		
a) Vehicle loans	4.60	4.98
b) Other term loans	29.96	44.15
-From Financial Institutions		
a) Term loan	194.11	203.31
b) Vehicle loan	1.41	1.86
Unsecured Loans		
a) Term Loan from bank	0.00	-
b) Term Loan from financial institutions	39.97	28.47
c) Other Loans from	10.73	4.34
d) Other Loans from Financial Institutions	29.19	32.76
e) From others	1.01	1.01
Total	310.38	320.88

For more information on our financial indebtedness as on December 31, 2016, see "***Financial Indebtedness***" on page 473.

Contingent Liabilities

Our contingent liabilities not provided for as on September 30, 2016 and as on March 31, 2016, were as follows:

(₹ in million)

Particulars	September 30, 2016	March 31, 2016
Claims against the Company not acknowledged as debt	312.36	311.13
Corporate guarantees	15.00	15.00
Total	**327.36**	**326.13**

Auditor Qualifications

The following disclosure regarding qualifications in the examination report to the restated standalone financial statements and steps taken by our Company in view thereof has been set out below in compliance with disclosure requirements under the Companies Act, 2013:

Qualifications in the Independent Auditors' Report on our Standalone Audited and Restated Financial Statements

Summary of reservations, qualifications and adverse remarks which form part of Independent Auditors' reports to the financial statements for the preceding five fiscals, which have been adjusted in the restated summary financial statements are as below:

For fiscal 2015

(i) The Company has granted unsecured interest free loans to two companies and one other party and unsecured loan to three companies and one other party covered in the register maintained under the Section 189 of the Act. In our opinion and according to information and explanations given to us, the rate of interest, wherever charged and the other terms and conditions, of loans granted to three companies and one other party are not, prima facie, prejudicial to the interest of the Company. Terms and conditions related to loans and advances to two companies and one other party are, prima facie, prejudicial to the interest of the Company.

Steps taken by our Company to address such qualification:

Our Company has granted interest-free loans to its wholly owned Subsidiaries for meeting their short term fund requirements, and loans carrying interest at market rate to other entities as a part of funding of schools run under our brand name. We believe that granting interest-free loans to our Company's wholly owned Subsidiaries is in the interest of our shareholders, for protecting our investments. Similarly, we believe that loans to other entities carrying interest at market rates are in the interest of shareholders of our Company, in view of interest income arising in this relation. Further, the amount of interest has been considered while preparing restated financial statements.

(a) Kestone Asia is a wholly-owned Subsidiary of Kestone, which is a wholly-owned Subsidiary of our Company, hence, we believe that not charging interest will not impact our overall viability. Further, as Kestone Asia has recently commenced business in Singapore, we expect that this foreign Subsidiary will be able to repay the outstanding amount in the future.

(b) CLHES has discontinued its business operation due to adverse business conditions in fiscal 2012 and the loan given to CLHES is irrecoverable, hence, has been written off.

(c) In view of no business operations of CLEF, the loan amount has remained dormant during fiscal 2015 and, the payment of the outstanding loan amount by March 2018 is guaranteed by our Promoter, Bilakes.

For fiscal 2014

(i) The Company has granted interest free unsecured loans to four companies and one other party covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year and the year-end balance of such loans are as follows:

(Amount in ₹ million)

Name of the entity	Maximum amount outstanding during the year	Year-end balance
CLEF	61.25	45.76
CLHES	0.12	0.12
Career Launcher Education Infrastructure and Services Limited	2.59	0.43
Kestone Asia (formerly known as CL Asia Educational Hub Pte. Ltd.)	9.58	8.30
Career Launcher USA Inc. (up to September 30, 2013)	38.39	Not applicable

The Company has also granted interest bearing unsecured loan to G.K. Publications Private Limited, a company covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year was ₹25.17 million and the year-end balance of loan granted to such party was ₹20.65 million.

Steps taken by our Company to address such qualification:

Our Company has granted interest-free loans to its wholly owned Subsidiaries for meeting their short term fund requirements, and loans carrying interest at market rate to other entities as a part of funding of schools run under our brand name. We believe that granting interest-free loans to our Company's wholly owned Subsidiaries is in the interest of our shareholders, for protecting our investments. Similarly, we believe that loans to other entities carrying interest at market rates are in the interest of shareholders of our Company, in view of interest income arising in this relation. Further, the amount of interest has been considered while preparing restated financial statements.

For fiscal 2013

(i) *In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for loans given to CL Media Private Limited, Career Launcher Asia Educational Hub Pte. Ltd., Career Launcher USA Inc. are prima facie, prejudicial to the interest of the Company. The year-end balance of such loans was Nil, ₹9.36 million and ₹38.39 million respectively. Maximum amount involved during the year on such loans was ₹47.76 million, ₹9.36 million and ₹38.39 million respectively.*

During the year, the Company has fully written off loan granted in earlier years to Career Launcher Education Foundation aggregating ₹ 112.88 million. Accordingly, in our opinion such loan was prejudicial to the interest of the Company.

In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for loans given to other companies and parties covered in the register maintained under section 301 of the Companies Act, 1956, are prima facie, not prejudicial to the interest of the Company.

Steps taken by the Company to address such qualification:

Our Company has granted interest-free loans to its wholly owned Subsidiaries for meeting their short term fund requirements, and loans carrying interest at market rate to other entities as a part of funding of schools run under our brand name. We believe that granting interest-free loans to our Company's wholly owned Subsidiaries is in the interest of our shareholders, for protecting our investments. Similarly, we believe that loans to other entities carrying interest at market rates are in the interest of shareholders of our Company, in view of interest income arising in this relation. Further, the amount of interest has been considered while preparing restated financial statements.

The loan written off was extended to CLEF towards infrastructure charges recoverable from it on account of running the Indus World Business School from premises owned by our Company. In the initial years, due to inability to pay such infrastructure charges, these were converted to repayable loans carrying interest at market rates. Inability to pay due to closure of the Indus World Business School required write off of these charges by our Company in its books, provision for which was made in full in the previous financial year.

For fiscal 2012

(i) *In our opinion and according to the information and explanations given to us, the rate of interest and other*

terms and conditions for such loans given to CL Media Private Limited and Career Launcher Asia Educational Hub Pte. Ltd., wholly owned subsidiaries of the Company, are prima facie, prejudicial to the interests of the Company.

In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loans given to parties other than above, are prima facie, not prejudicial to the interest of the Company.

Steps taken by our Company to address such qualification:

Our Company has granted interest-free loans to its wholly owned Subsidiaries for meeting their short term fund requirements, and loans carrying interest at market rate to other entities as a part of funding of schools run under our brand name. We believe that granting interest-free loans to our Company's wholly owned Subsidiaries is in the interest of our shareholders, for protecting our investments. Similarly, we believe that loans to other entities carrying interest at market rates are in the interest of shareholders of our Company, in view of interest income arising in this relation. Further, the amount of interest has been considered while preparing our restated financial statements.

Summary of reservations, qualifications and adverse remarks which form part of Independent Auditors' reports to the financial statements for the preceding five fiscals which do not require adjustments to the restated summary financial statements are as below:

For fiscal 2016

(i) The Company has granted unsecured loans to companies and other parties covered in the register maintained under Section 189 of the Act. According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of loans granted by the Company to 2 parties covered in the register maintained under Section 189 of the Act, (total loan amount granted during the year ₹ 10,000 and balance outstanding as at balance sheet date ₹ 61,472,802) are prejudicial to the Company's interest on account of the fact that the Company is not charging any interest on such loans

Steps taken by our Company to address such qualification:

Our Company has granted interest-free loans to its Subsidiaries for meeting their short term fund requirements. We believe that granting interest-free loans to our Subsidiaries is in the interest of our shareholders, for protecting our investments.

(ii) The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, however, there have been significant delays in few cases. According to the information and explanations given to us, undisputed dues in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, which were outstanding, at the year-end for a period of more than six months from the date they became payable are as follows:

Name of the Statute	Nature of the dues	Amount (₹ in million)	Period to which the amount relates	Due Date	Date of Payment
Income Tax Act, 1961	Advance Tax	2.72	April 1, 2015 to June 30, 2015	June 15, 2015	Not yet paid
Income Tax Act, 1961	Advance Tax	8.17	July 1, 2015 to September 30, 2015	September 15, 2015	Not yet paid

Steps taken by our Company to address such qualification:

Due to the nature of our business, it is very difficult to ascertain estimated profitability for the year and hence, tax is usually deposited upon completion of the fiscal and the availability of final liability figures.

(iii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have not come across any instance of fraud on or by the Company, noticed or reported during the year,

nor have we been informed of such cases by the Management, except for:

- *inappropriate actions by an employee of the Company that involved unauthorized payment of personal utility bills like electricity, water, telephone etc. and embezzlement of funds of the Company by transferring to personal bank accounts including family members. Total amount misappropriated was ₹ 3.60 million.*

- *Embezzlement of cash by center manager in collusion with 3 other employees of the Company aggregating ₹ 1.10 million at its Connaught Place, New Delhi center.*

Steps taken by our Company to address such qualification:

The Company has investigated, these instances of employee fraud and the services of all such employees involved have been terminated. Further, the amounts have been recovered by our Company from such employees. Systems and processes have been further tightened to prevent recurrence of any such instance in future.

Qualified opinion given by the Auditor in CL Standalone Report:

According to the information and explanations given to us and based on our audit, the following material weakness has been identified as at March 31, 2016:

(i) The Company does not have a comprehensive procurement policy for purchase of goods and services, which could potentially result in the Company procuring unnecessary goods and services, or procuring goods of lower quality, or procure goods and services at unreasonable prices.

Steps taken by our Company to address such qualified opinion:

The Company is in the process of formulating a Comprehensive Procurement Policy, which would incorporate requirements of:

- Periodic vendor master review
- Restricted access to vendor master
- Compulsory Vendor Registration Forms for vendor code creation
- Requirement of at least three vendor quotations and exception approvals

For fiscal 2015

(i)The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues, including provident fund, employee state insurance, income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it.

According to information and explanations given to us, undisputed dues in respect of provident fund, employee state insurance, income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, which were outstanding, at the year-end for a period of more than six months from the date they became payable are as follows:

Name of the Statute	Nature of the dues	Amount (₹ in million)	Period to which the amount relates	Due Date	Date of Payment
Income Tax Act, 1961	Advance Tax	6.46	April 2014 to September 2014	September 15, 2014	Not yet paid

Steps taken by our Company to address such qualification:

Due to the nature of our business, it is very difficult to ascertain estimated profitability for the year and hence, tax is usually deposited upon completion of the fiscal and the availability of final liability figures.

For fiscal 2014

(i) During the year, the Company has fully written off accumulated interest on loan granted in earlier years to Career Launcher Education Foundation, an entity over which key management personnel have significant influence, aggregating ₹15.49 million. Accordingly, in our opinion such loan is prejudicial to

the interest of the Company.

In our opinion and according to the information and explanations given to us, the rate of interest, wherever charged, and the other terms and conditions of loans granted to other parties except Career Launcher Education Foundation are not, prima facie, prejudicial to the interest of the Company.

Steps taken by our Company to address such qualification:

In view of closure of CLEF's operations, our interest on loans granted to CLEF has been written off. The principal amount outstanding has been guaranteed by our Promoter, Bilakes, pursuant to a tripartite agreement dated March 31, 2014 entered between our Company, Bilakes and CLEF.

(ii) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance and other material statutory dues applicable to it. However, there are slight delays in depositing undisputed statutory dues in respect of tax deducted at source and service tax.

According to the information and explanations given to us and on the basis of examination of the records of the Company, no undisputed amount payable in respect of provident fund, investor education and protection fund, wealth tax, service tax, employees' state insurance, income-tax and other undisputed statutory dues were outstanding, at the year-end, for a period of more than six months from the date they became payable.

Steps taken by our Company to address such qualification:

Since the last day for deposit of service tax is March 31, every year, and due to the nature of our business, our Company deposits service tax on March 31 on an estimated basis. The difference is subsequently deposited before filing the return.

For fiscal 2013

(i) In our opinion, the Company is not maintaining proper records of inventory. Further, in the absence of proper records, the discrepancies, if any, between the book records and the physical verification cannot be ascertained. However, as explained, the Company has initiated the process of implementing software to maintain records of inventory.

Steps taken by our Company to address such qualification:

Our Company has started maintaining inventory of books from fiscal 2013. A new ERP system was implemented in the last quarter of fiscal 2013. Going forward, all records of inventory, including all inward and outward challans and other records would be maintained through the ERP system.

(ii) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the Company in this regard.

In our opinion, the internal control system with regard to purchase of inventory needs to be strengthened to be commensurate with the size of the Company and nature of its business.

According to the information and explanations given to us, the Company has initiated the process of rectifying such weakness in internal controls related to purchase of inventory and accordingly, we have not observed continuing failure to correct major weakness in internal control system of the Company in this regard.

Steps taken by our Company to address such qualification:

We have enhanced controls related to inventory management. Such steps include improving the quality of inventory records through upgradation of our ERP system. We have ensured completeness and effectiveness of system to cover major weakness identified during previous years.

(iii) *The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax and other material statutory dues applicable to it. However, there have been delays in depositing undisputed statutory dues in respect of service tax.*

Statutory dues including sales tax, wealth tax, custom duty, cess payable under section 441 A of the Companies Act, 1956 and excise duty are currently not applicable to the Company.

Steps taken by our Company to address such qualification:

We have since then deposited all its statutory dues. The delay in deposit of service tax was on account of the introduction of reverse charge mechanism in fiscal 2013 on certain service items, and lack of clarity on the method of compliance. We believe we have now put in place the necessary checks and internal controls pertaining to this.

For fiscal 2012

(i) *In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and nature of its business with regard to purchase of fixed assets and with regard to sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct weakness in internal control system of the Company.*

However, internal control system with regard to purchase of inventory needs to be strengthened in order to be commensurate with the size of the Company and the nature of its business. The Company is in the process of rectifying such weaknesses subsequent to the reporting date.

Steps taken by our Company to address such qualification:

We have focused on specific areas related to inventory to strengthen our internal control system. Such steps include maintenance of inventory in ERP and widening our organization's internal audit scope to cover gaps in the system.

Qualifications in the Independent Auditors' Report on our Consolidated Audited and Restated Financial Statements

Summary of reservations, qualifications and adverse remarks which form part of Independent Auditors' reports to the financial statements for the preceding five fiscals, which have been adjusted in the restated summary financial statements are as below:

For fiscal 2015

(i) The Company and its subsidiaries have granted unsecured interest free loan to one party and unsecured loan to one party covered in the register maintained under the Section 189 of the Act, in our opinion and according to the information and explanations given by the management of the group, the rates of interest, wherever, charged, are not, prima facie, prejudicial to the interest of the respective loan granting entities. However, other terms and conditions related to loans granted to the parties, are, prima facie, prejudicial to the interest of the respective loan granting entities.

Steps taken by our Company to address such qualification:

Our Company has granted interest-free loans to its wholly-owned Subsidiaries for meeting their short term fund requirements, and loans carrying interest at market rate to other entities as a part of funding of schools run under our brand name. We believe that granting interest-free loans to our Company's wholly owned Subsidiaries is in the interest of our shareholders, for protecting our investments. Similarly, we believe that loans to other entities carrying interest at market rates are in the interest of shareholders of our Company, in view of interest income arising in this relation. Further, the amount of interest has been considered while preparing our restated financial statements.

Summary of reservations, qualifications and adverse remarks which form part of Independent Auditors' reports to the financial statements for the preceding five fiscals which do not require adjustments to the restated summary financial statements are as below:

For fiscal 2015

(i) In our opinion and according to the information and explanations given by the management of the group, there exists an adequate internal control system commensurate with the size of group and the nature of its business for purchase of inventory and fixed assets and for the sale of goods and services except for integrated marketing services wherein the internal control system needs to be strengthened to be commensurate with the size of the group and the nature of its business.

During the course of our audit, except for continuing failure to correct its major weakness in internal control system of the group with regard to integrated marketing services, we have not observed any continuing failure to correct major weaknesses in internal control system of the group.

(ii) The group is generally regular in depositing with appropriate authorities, undisputed statutory dues, including provident fund, employee state insurance, income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it.

According to information and explanations given to us, undisputed dues in respect of provident fund, employee state insurance, income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, which were outstanding, at the year-end for a period of more than six months from the date they became payable are as follows:

Name of the Statute	Nature of the dues	Amount (₹ in million)	Period to which the amount relates	Due Date	Date of Payment
Income Tax Act, 1961	Advance Tax	15.10	April 2014 to September 2014	September 15, 2014	Not yet paid

Steps taken by our Company to address such qualification:

Due to the nature of our business, it is very difficult to ascertain estimated profitability for the year and thence, tax is usually deposited upon completion of the fiscal and the availability of final liability figures.

(iv) According to the information and explanation given by the management of Group, the terms and conditions of the guarantees given by respective entities, for loans taken by others from banks or financial institutions during the year are not prima facie, prejudicial to the interest of the respective entities except in case of a subsidiary Career Launcher Education Infrastructure and Services Limited (CLEIS), where in our opinion, the terms and conditions of the guarantee amounting to ₹ 15.00 million given by such subsidiary for loan taken from bank by an entity over which KMP have significant influence are prejudicial to the interest of CLEIS.

Steps taken by our Company to address such qualification:

Our Company has provided the guarantee towards the loan taken by the Nalanda Foundation for purchasing buses for schools it runs under the brand Indus World School, in connection with our K-12 business. We believe that the Nalanda Foundation will be able to repay these loans and no liability shall fall upon our Company.

Internal Financial Controls System

In accordance with Section 143(3)(i), our Auditors report dated July 28, 2016 included the following qualifications in relation to our internal financial control systems and the operating effectiveness of such controls:

(a) According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2016:

- *In case of CL Educate Limited and Kestone Integrated Marketing Services Private Limited, they did not have comprehensive procurement policies for purchase of goods and services, which could potentially result in the respective companies procuring unnecessary goods and services, or procuring goods of lower quality,* *or procure goods and services at unreasonable prices.*

- *In case of Kestone Integrated Marketing Services Private Limited, it does not maintain adequate documentation for incomplete event management services at any given point of time. This could potentially result in incorrect recording of provisional revenue and corresponding provisional expenses in respect of such incomplete services at the reporting date.*

- *In case of Career Launcher Education Infrastructure and Services Limited, it does not have comprehensive policy for periodical review and reconciliation of students and fee income recorded in the books of account. This could potentially result in incorrect recording of revenue.*

- *In case of G.K. Publications Private Limited, it does not maintain adequate records related to employees' master data and there is no policy to review and update master data at reasonable intervals. This could potentially result in incorrect salary processing and/ or incorrect provision for employee benefits.*

Steps taken by our Company to address such opinion:

While processes were previously defined, these policies have now been documented. Further, necessary processes related to documentation of policies/procedures and periodical review of the policies have now been implemented or are in the process of being implemented.

(b) According to the information and explanations given to us and based on our audit, the following material weakness has been identified in the operating effectiveness of the Group's internal financial controls over financial reporting as at March 31, 2016:

- *In case of one of the subsidiary, CL Media Private Limited, the procurement policy implemented for purchase of goods and services was not operating effectively, which could potentially result in the Company procuring unnecessary goods and services, or procuring goods of lower quality, or procure goods and services at unreasonable prices.*

Steps taken by our Company to address such opinion:

The procurement policy was revised to ensure stronger controls going forward, primarily in the form of standardized re-order levels and ensuring that critical level of inventory is maintained with vendors.

Off Balance Sheet Arrangements

We do not have any off balance sheet arrangements, derivative instruments or other relationships with any entities that would have been established for the purpose of facilitating off balance sheet arrangements.

Quantitative and Qualitative Disclosures on Market Risk

We are exposed to various types of market risks, in the ordinary course of our business. Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The financial instruments that are affected by such market risk include loans and borrowing, deposits, available-for-sale investments and derivative financial instruments.

For more information, see "***Risk Factors***", "***Our Business***" and "***Financial Statements***" on pages 14, 141 and 196, respectively.

Commodity price risk

Commodity price risk is the possibility of impact from changes in the prices of raw materials, such as paper.

While we seek to pass on commodity price increases to students enrolled in our test prep courses, vocational training courses and in the Indus World Schools, as well as to our corporate customers, we may not be able to achieve this at all times or to the fullest extent.

Interest rate risk

We are subject to interest rate risk due to fluctuations in interest rates, primarily in relation to our debt obligations with floating interest rates. For the six months ended September 30, 2016, our interest expense aggregated to ₹ 46.72 million.

As on September 30, 2016, all our bank loans carried floating interest rates.

Credit risk

We are subject to the risk that our counterparties under various agreements and in various transactions will not meet their obligations towards us. Our credit risk exposure relates to our operating activities and our financing activities.

As on September 30, 2016, our bad debts written off amounted to ₹ 29.70 million, and our advances written off amounted to ₹ 0.04 million. Further, as on September 30, 2016, our provision for slow moving and obsolete inventory amounted to ₹ 0.47 million, and provision for doubtful advances amounted to Nil.

Unusual or infrequent events of transactions

To the best of our knowledge on due inquiry, there have been no other events or transactions that may be described as "unusual" or "infrequent" during the last three fiscals, except as disclosed in this Red Herring Prospectus.

Significant economic and regulatory changes

To the best of our knowledge on due inquiry, there have been no significant economic or regulatory changes that may have a material adverse effect on our results of operations and financial condition, except as described in "***Risk Factors***" and "***Regulations and Policies in India***" on pages 14 and 161, respectively.

Future relationship between costs and income

To the best of our knowledge on due inquiry, there are no significant factors that may have a material adverse effect on the relationship between our costs and income, except as described in this section and under "***Risk Factors***" and "***Our Business***" on pages 14 and 141, respectively.

Known trends or uncertainties

To the best of our knowledge on due inquiry, there are no significant trends or uncertainties that have or had or are expected to have a material adverse impact on our results of operations or financial condition, except as described under "***Risk Factors***" and "***Our Business***" on pages 14 and 141, respectively,

Cyclicality of business

Our test prep business as well as our publication and content development business are closely linked to the academic cycle and the timing of competitive entrance examinations for admission to various professional institutions. For instance, the CAT for entrance to IIMs is typically held during November of each year, the CLAT is typically held in the month of May of each year, and the GATE is generally conducted in February every year. As a result of such factors, our quarter-on-quarter data regarding enrolments and cash flows may not be comparable to, or provide a meaningful indicator of, our enrolments and revenue for any other or future fiscal quarters or periods.

Related party transactions

In the ordinary course of our business, we have entered into transactions with certain related parties. In our view, all related party transactions that we have entered into are legitimate business transactions conducted on an arms' length basis and in accordance with applicable law. However, we cannot assure you that we could not have achieved more favorable terms, had such arrangements not been entered into with related parties. Further, we cannot assure you that these or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations.

Supplier or Customer Concentration

Our test prep operations and revenue are primarily concentrated in north India, comprising Delhi, Haryana, Himachal Pradesh, Jammu and Kashmir, Punjab, Rajasthan, Union Territory of Chandigarh, Uttar Pradesh and Uttarakhand, where we had 68 test prep centers and 17,615 enrolments during the six months ended September 30, 2016, representing 43.87% and 32.69% of our total test prep centers and enrolled students, respectively, as on and during the six months ended September 30, 2016, and 81 test prep centers and 33,762 enrolments during fiscal 2016, representing 50.31% and 38.17%, respectively, of our total test prep centers and enrolled students, as on March 31, 2016 and during fiscal 2016.

Further, we are significantly dependent on one of our business partners, for the operation of three test prep centers in Kolkata, where we had 2,870 and 4,397 enrolments during the six months ended September 30, 2016, and fiscal 2016, respectively, representing 5.33% and 4.97% of our total enrolments during these respective periods.

Our significant concentration in these regions exposes us to any adverse developments in these regions, due to local political, administrative, infrastructural or other factors, whose effective resolution may require investment of significant financial, management or other resources by us, as well as increased competition from local or pan-India test prep course providers in these regions.

Our strategic objectives include geographical expansion as well as increasing our penetration across India. A significant drop in enrolments from the Delhi NCR or Kolkata regions or any factors requiring us or our business partners to close existing centers or otherwise scale down operations in these regions, or the emergence of a strong pan-India education company or an aggregation of several strong regional players competing in these areas, may adversely affect our business, financial condition, results of operations and prospects.

Significant Developments since September 30, 2016

In the opinion of our Board, except as disclosed elsewhere in this Red Herring Prospectus,for the proposed sale of K-12 schools and the acquisition of ETEN test prep business, details of which are disclosed in the section "***Our Business***" on page 141, no circumstances have arisen since September 30, 2016, which materially and adversely affect or are likely to affect the trading price of our Equity Shares, or our profitability, the value of our assets, or our ability to pay our liabilities within the next 12 months.

Further, post September 30, 2016, we have closed four test prep centres and opened seven test prep centers. As on December 31, 2016, we had a network of 154 test prep centers in 92 cities across India, with 45 owned test prep centers (of which two were temporary Smart Career Centers) and 109 test prep centers operating under a partnership model. Additionally, during the nine months ended December 31, 2016, we had 66,474 enrolments in our test prep courses.

FINANCIAL INDEBTEDNESS

Set forth below is a brief summary of the borrowings of our Company (except loans taken for financing purchase of motor vehicles from time to time) including ₹ 27.28 million, our outstanding secured borrowings and ₹ 36.62 million, our outstanding unsecured borrowings, as on December 31, 2016, along with certain significant terms of such financing arrangements.

A. Details of secured borrowings of our Company

Set forth below is a summary of the secured borrowings availed by our Company from Kotak Mahindra Bank Limited ("**KMBL**") as on December 31, 2016.

Description*	Amount outstanding as on December 31, 2016 (₹ in million)	Interest**	Repayment/Tenor	Security
• overdraft facility - I of ₹ 290.00 million; • overdraft facility - II of ₹ 15.00 million; • overdraft facility - III of ₹ 50.00 million; • dropline facility of ₹ 100 million; • working capital term loan of ₹ 36.60 million; • conditional working capital demand loan of ₹ 20.00 million; and • cash management service limit of ₹ 2.50 million, pursuant to a master facility agreement dated February 22, 2016, sanction letter dated February 16, 2016, supplemental agreement of master facility agreement dated February 22, 2016, supplementary deed of hypothecation dated July 2, 2014, memorandum of entry for mortgage by constructive delivery of title deed dated July 2, 2014.	27.28	Overdraft facility I, II and III, dropline facility and working capital term loan - Base rate plus 3.75% p.a.; and Working capital demand loan (conditional limit) – as determined by the lender at the time of disbursement.	Overdraft Facility I – Revolving facility repayable continuously or on demand Overdraft Facility II – Revolving facility and is repayable continuously or on the expiry of the facility Overdraft facility III – Revolving facility and is repayable on demand Dropline facility – Repayable continuously Working capital demand loan (conditional limit) – Revolving facility repayable on demand or on the date of expiry of the tenure of the facility Working capital term loan – 48 equal monthly instalments commencing from the month following the first disbursement	• First and exclusive charge by way of hypothecation on all current and movable assets including movable fixed assets of our Company, both present and future; • Equitable Mortgage on first charge basis on the office properties situated at: - Faridabad (Plot No. 9A, Sector – 27A, Faridabad, Haryana), - Pune (Office No. 1 and 2, 3rd floor, Land Square building, Shivaji Nagar, Pune) - Delhi (Unit No. 207, 2nd Floor, District Center Laxmi Nagar, Delhi); and - Greater Noida (Plot No. 15A, Block II, Knowledge Park, Greater Noida Industrial Development Area, Greater Noida). • Negative lien on Mumbai office property (Office No. 201, 2nd Floor, Business Point, Andheri West, Mumbai); • Lien over fixed deposits of ₹ 110.00 million; and • Personal guarantees of Satya Narayanan R., Gautam Puri and Nikhil Mahajan.

** Pursuant to sanction letter dated January 17, 2017 issued by KMBL to our Company ("**2017 Sanction Letter**"), the borrowings have been revised to include; overdraft facility – I of ₹ 290.00 million; overdraft facility – II of ₹ 15.00 million; dropline overdraft facility – I of ₹ 50.00 million; dropline overdraft facility – II of ₹ 30.00 million; working capital term loan of ₹ 29.00 million; bank guarantee of ₹ 40.00 million and cash management service limit of ₹ 2.50 million.*
*** Pursuant to the 2017 Sanction Letter, the interest rates for overdraft facility I and II, dropline overdraft facility – I and II and working capital term loan have been revised to the lender's marginal cost of lending rate plus 3.60% p.a.*

There has not been any re-scheduling, prepayment, penalty or default by our Company in respect of the term loan detailed above, until the date of this Red Herring Prospectus.

Our secured financing arrangement contains various restrictive covenants, including, among others, cross default, cross acceleration, a right entitling the lender to cancel the sanctioned facilities or amend or rescind any terms of the facilities with prior notice to our Company but without assigning any reasons and cancel or modify any unutilized limits under the facilities, without assigning any reason and without prior notice to our Company. Under our secured financing arrangement, the lender also has a right to appoint one nominee director on the Board of Directors.

Further, under the secured financing arrangement, our Company would require the lender's prior written consent for the following actions:

i. change or altering our Company's capital structure;
ii. effect any change in the shareholding of the directors at present, promoters and shareholders (including by issue of new shares or transfer of shares) of our Company during the currency of the facilities or in our management;
iii. effect any change in shareholding/directorship/ownership in our Company;
iv. make alterations to the memorandum and articles of association of our Company;
v. effect any scheme of amalgamation or reconstitution;
vi. enter into any compromise with any of our Company's shareholders or creditors, or enter into other arrangements, mergers, amalgamations, consolidations, structuring, restructuring, sip offs, hive offs;
vii. implement a new scheme of expansion or take up an allied line of business or manufacture;
viii. withdraw or allow withdrawal of any monies brought in by the promoters and directors or relatives and friends of the promoters or directors of our Company;
ix. change our Company's name or trade name;
x. change our Company's accounting standards as well as accounting year;
xi. dispose of our Company's assets or compromise with any of our Company's creditors;
xii. deal with other banks in relation to our Company's merchant banking transactions, foreign exchange business, inland bill business and deposits;
xiii. withdraw deposits lying with the lender or lease or sell or exchange or create any mortgage, charge, lien or encumbrance of any kind over our undertaking or assets (including uncalled share capital or any part thereof) except to the lender nor suffer any such mortgage, charge, lien or encumbrance to affect the same or any part thereof nor do or allow anything to be done that may prejudice the security until this facility and dues remain outstanding;
xiv. guarantee or pay or provide any collateral for obligations of others;
xv. borrow money from any other bank or other sources apart from temporary loans obtained in the ordinary course of business and so conveyed to the lender, while our Company continues to be indebted to the lender under the aforementioned secured financing arrangement; and
xvi. invest any of our Company's funds in the shares, debentures, deposits or other investments of any other company.

Further, under our Company's secured financing arrangements, we are required to give notice to the lender as soon as any call in respect of our share capital or issuance of share capital or creation of new shares has been resolved upon. Until the expiry of seven days from such notice, our Company cannot issue any notice to our members. If the lender so requires, every notice/ prospectus/ application form/ allotment letter sent out by our Company shall direct our members/ applicants for allotment of shares to pay the money to the lender or as it shall so direct. In case of no such direction, the money shall be paid into the lender's office to the joint account of our Company and the lender or in any such manner that the lender may direct. The lender shall be entitled to require all such money received to be applied wholly or partly in or towards the satisfaction of the principal plus interest and other moneys due to the lender. Our Company may apply the balance from the payment of lender's dues to our general purposes, without the lender's consent, if the lender does not require the application of moneys within a month of its payment.

B. Details of unsecured borrowings of our Company

Except as disclosed below, our Company did not have any unsecured borrowings as on December 31, 2016:

Lender	Co-Borrowers	Description	Amount outstanding as on December 31, 2016 (₹ in million)	Interest	Repayment/Tenor	Security
Shriram City Union Finance	Gautam Puri, Satya Narayanan .R, Nikhil Mahajan, CLIP and Bilakes	Business loan of ₹ 30.00 million pursuant to letter dated January 20, 2016; Share Pledge Agreement dated January 20, 2016 ; Personal guarantee of Gautam Puri, Satya Narayanan .R and Nikhil Mahajan all dated January 14, 2016; Deed of Indemnity dated January 20, 2016; Demand Promissory Note; and Letter dated January 20, 2016 for depositing title deeds	22.47 (excluding interest)	16% p.a.	Repayable on demand. The loan is repayable in 36 equal monthly instalments commencing from February 5, 2016	• Personal guarantee of Gautam Puri, Satya Narayanan .R and Nikhil Mahajan • Pledge of 125,000 Equity Shares held by Bilakes* • Mortgage by deposit of title deeds of agricultural land of CLIP situated at Amritsar, Punjab (collectively, "**SCUF Security**") • Demand Promissory Note of ₹ 30.00 million
Shriram City Union Finance	Gautam Puri, Satya Narayanan .R, Nikhil Mahajan, CLIP and Bilakes	Business loan of ₹ 15.00 million pursuant to letter dated August 31, 2016, Share Pledge Agreement dated September 1, 2016, Enterprise Finance Agreement dated September 8, 2016, Demand Promissory Note dated September 8, 2016 , Personal guarantee of Gautam Puri, Satya Narayanan .R and Nikhil Mahajan all dated	14.14 (excluding interest)	16% p.a.	Repayable on demand. The loan is repayable in 36 equal monthly instalments commencing from October 5, 2016	• SCUF Security • Demand Promissory Note of ₹ 15.00 million

Lender	Co-Borrowers	Description	Amount outstanding as on December 31, 2016 (₹ in million)	Interest	Repayment/Tenor	Security
		September 1, 2016; and Deed of Indemnity, dated September 2, 2016.				

* *The Board has, pursuant to its resolution dated February 9, 2017, resolved to issue alternate security in place of 125,000 Equity Shares held by Bilakes and pledged in favour of Shriram City Union Finance, including in the form of bank guarantee to be arranged by the Company.*

SECTION VI – LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there is no outstanding (i) criminal litigation involving our Company, Subsidiaries Directors, Promoters or Group Entity; (ii) action by statutory or regulatory authorities involving our Company, Subsidiaries, Directors, Promoters or Group Entity; or (iii) claims involving our Company, Subsidiaries, Directors, Promoters or Group Entity for any direct or indirect tax liabilities.

Further, except as stated in this section, there are no (i) outstanding proceedings initiated for economic offences against our Company; (ii) pending defaults or non-payment of statutory dues by our Company; (iii) material fraud against our Company in the last five years immediately preceding this Red Herring Prospectus; (iv) inquiry, inspection or investigation initiated or conducted under the Companies Act against our Company or Subsidiaries during the last five years immediately preceding the year of this Red Herring Prospectus; (v) prosecutions filed (whether pending or not); fines imposed against or compounding of offences by our Company or its Subsidiaries, in the last five years immediately preceding the year of this Red Herring Prospectus; (vi) litigation or legal action, pending or taken, against our Promoters by any ministry or Government department or statutory authority during the last five years immediately preceding this Red Herring Prospectus; (vii) other pending litigations involving our Company, Subsidiaries, Directors, Promoters, Group Entity or any other person, as determined to be material by our Board of Directors, in accordance with the SEBI ICDR Regulations; or (viii) outstanding dues to creditors of our Company as determined to be material by our Board of Directors, in accordance with the SEBI ICDR Regulations; (ix) outstanding dues to small scale undertaking and other creditors; and (x) overdues or defaults to banks or financial institutions by our Company.

*Our Board, in its meeting held on March 16, 2016, as updated and approved has adopted a policy for identification of material creditors and material legal proceedings (**"Materiality Policy")**. For the purposes of disclosure, pursuant to the SEBI ICDR Regulations and the Materiality Policy of our Company, all pending litigation involving our Company, Subsidiaries, Directors, Promoters and Group Entity, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' if the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of ₹ 5 million or such pending proceedings which are 'material' in the event that the outcome of such litigation has a bearing on the business, operations or prospects or reputation of our Company.*

It is clarified that for the purposes of the above, pre-litigation notices (other than those issued by statutory or regulatory authorities) received by the Company, Subsidiaries, Directors, Promoters or its Group Entity shall, unless otherwise decided by the Board, not be considered as litigation until such time that the Company or any of its Subsidiaries, Directors, Promoters or its Group Entity, as the case may be, is impleaded as a defendant in litigation proceedings before any judicial forum.

LITIGATION INVOLVING OUR COMPANY

Set forth below are details of the litigation involving our Company, as on the date of this Red Herring Prospectus.

Litigation against our Company

Tax proceedings

Set forth below are details of the direct and indirect tax proceedings initiated against our Company, as on the date of this Red Herring Prospectus.

(₹ in million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings
Direct tax		
Income tax	9	367.58
Sub-total (A)	9	367.58
Indirect tax		
Service tax	9	307.31
Sub-total (B)	9	307.31
Total (A+B)	18	674.89

Criminal proceedings

There are two criminal proceeding initiated against our Company, the details of which are provided below:

1. Ritesh Damanlalji Mundhada, proprietor of Path Finder, had filed a complaint (No. 383/2013) dated June 11, 2013 before the Court of the Judicial Magistrate, Amaravati against our Company, Satya Narayanan .R, Gautam Puri, Nikhil Mahajan, Gopal Jain, Safir Anand, Viraj Tyagi, Kamil Hasan, and Sridar A. Iyengar and Himanshu Jain under the Indian Penal Code, 1860 (the "**IPC**") and the Information Technology Act, 2000 ("**IT Act**") alleging that our Company hosted incorrect and misleading information relating to him on our Company's website. Subsequently, by an order dated July 29, 2016, the Court permitted the withdrawal of the complaint and disposed of the proceeding against our Company and the other parties. Additionally, the Complainant had also filed a first information report, dated May 7, 2014 with the local police in Amravati.

Pursuant to SEBI letters dated January 7, 2015 and March 11, 2015, we were informed that Nihit Mor, director of C.B. Mor Agencies Private Limited has filed a criminal complaint under the IPC and the IT Act against our Company, Promoters and Directors (including our former director, Ms. Madhumita Ganguli) and Company Secretary before the Court of the Judicial Magistrate of First Class, Yavatmal alleging publication of defamatory materials. Additionally, Nihit Mor through his legal counsel also served a legal notice dated February 6, 2015 on the defendants alleging defamation and sought damages equivalent to ₹ 5 million and ₹ 0.02 million as legal costs, to which the defendants sent a reply dated February 17, 2015. However, we have not received any notice or a copy of the complaint from the Court as on the date of this Red Herring Prospectus in relation to these allegations.

Litigation by our Company

A. Criminal Proceedings

There are four criminal proceeding initiated by our Company, the details of which are provided below:

1. Our Company has filed two criminal complaints (CC No. 568/1/15) dated July 15, 2015 and (CC No. 374/1/14) dated July 17, 2014 before the Court of the Chief Metropolitan Magistrate, Tis Hazari Courts, Delhi alleging criminal defamation against Arvind Srivastava, director of Vision Success Educate Private Limited under the IPC for allegedly maligning the reputation of our Company by making defamatory statements. The court is in the process of recording pre-summoning evidence.

2. Our Company has filed two complaints (CC No. 583/1/2014 and CC No. 584/1/2014) both dated July 16, 2012 before the Court of Additional Chief Metropolitan Magistrate, Saket Courts, New Delhi against Vision College of Engineering & Technology, Srinagar and its director G.N. Var, under section 138 of the Negotiable Instruments Act, 1881 ("**N.I. Act**") alleging dishonor of four cheques amounting to ₹ 1.1 million received on account of test preparation and training services provided by our Company. By an order dated November 30, 2013, non-bailable warrants were issued by the court against G.N. Var. Subsequently, by an order dated November 16, 2015 the court has ordered to issue process for declaring G. N. Var as a proclaimed absconder.

3. Our Company has filed a complaint (CC No. 573/1/2013) dated April 26, 2013 before the Court of the Chief Metropolitan Magistrate, West District, Tis Hazari Courts, Delhi against Mosaic Global and its sole proprietor Harish Kumar Arora, under section 138 of the N.I. Act alleging dishonor of a cheque amounting to ₹ 0.18 million received on account of development and customization of a test prep center and provision of pre-commencement training by our Company. By an order dated January 11, 2016, the court has placed the complaint before the Court of Chief Metropolitan Magistrate, South East District Saket Courts, Delhi to be assigned to an appropriate court in view of Negotiable Instrument (Amendment) Second Ordinance, 2015.

4. Our Company has filed a complaint, dated May 27, 2016, with the police in New Delhi, against its employees Rajan Singh, Abhishek Sharma, Kailash Singh, Prerna Malhotra and Astha Singh alleging criminal breach of trust, forgery and criminal conspiracy by them, against the Company. Additionally, our Company has also filed a complaint, dated June 10, 2016, against Rajan Singh, under section 138 of the N.I. Act before the Chief Metropolitan Magistrate, Saket alleging dishonour of cheque, amounting to ₹ 0.04 million, received on account of partial return of the proceeds of misappropriation by Rajan Singh.

B. *Civil Proceedings*

There are seven material civil proceeding initiated by our Company, the details of which are provided below:

1. Our Company filed a statement of claim dated July 7, 2014 before a sole arbitrator, against Monika Oli, in relation to a dispute over violation of the employment agreement dated February 15, 2010, for her appointment as principal consultant in our Company's Dubai test prep centre. Our Company claimed AED 3.09 million, including arbitration cost, with interest, on account of Monika Oli leaving the services of our Company without serving notice period and commencing a competing business, Knowledge Planet LLC. The sole arbitrator, pursuant to his order dated March 16, 2015 awarded our Company an amount of AED 2.06 million. Our Company has filed a petition before the High Court of Delhi dated January 6, 2016 seeking execution of the arbitration award.

2. Our Company has filed a claim (No. 01/2013) before the sole arbitrator, against Triangle Education Service Center Private Limited ("**TESC**") and its directors Prashant Jain and Pranav Mishra, in relation to dispute over conduct of services under the Services Agreement dated February 24, 2011 entered among our Company and TESC for operating a test prep center. Our Company has alleged, among other things, that TESC arbitrarily terminated the services agreement and started a similar and competing business under the brand 'CLAT Possible' and illegally used the brand name, data, trademark and goodwill of our Company. Our Company claimed an amount of ₹ 19.00 million, and sought for directions to be issued to TESC including to restrain TESC from carrying out a similar and competitive business under the brand 'CLAT Possible' or use any other brand name, during the term of the Services Agreement and using our Company's data, information, trademark, trade name or goodwill. Our Company has also filed an interim application (Misc. App. No. 01 of 2013) dated May 20, 2013 seeking an *ex-parte ad-interim* injunction on the same grounds as the arbitration claim (01/2013) until the final disposal of the claim. TESC and its directors, Prashant Jain and Pranav Mishra have filed a reply to the claim and counter claim dated July 17, 2013 claiming ₹ 3.20 million, including litigation costs, on account of, loss incurred due to payment of initial fee to the new business partners, excess money spent on advertisement for the period March 2013 to June 2013 and hosting of seminars. The High Court of Delhi by its order dated March 20, 2013 and April 4, 2013 in O.M.P. No. 292/2013 filed by our Company against TESC, has restrained TESC, its directors and 'CLAT Possible' from using the name "LST Jaipur Team/Ex-LST Jaipur Team" in relation to their teaching faculty until the final disposal of the above-mentioned *ad- interim* injunction filed by our Company before the arbitrator.

   Our Company has filed a contempt petition (CCPO/68/2013) dated July 5, 2013 before the High Court of Delhi against TESC, its directors Prashant Jain and Pranav Mishra and Team CLAT Possible, alleging breach of the interim orders. The High Court of Delhi by its order dated November 27, 2013 disposed of suit (O.M.P. No. 292/2013) and directed the interim order dated March 20, 2013 to continue until the disposal of the claim (No. 01/2013) filed by our Company before the sole arbitrator, against TESC and its directors Prashant Jain and Pranav Mishra.

3. Our Company had instituted an arbitration claim (No. 01 of 2010) before a sole arbitrator against Crest Education Private Limited ("**Crest**") and its directors, Satyam Shankar Sahai and Surabhi Modi Sahai, in relation to a dispute over rescission of a service agreement, between our Company and Crest in connection with the operation of test prep centers. Our Company alleged that Crest had started a similar and competitive business under the brand name 'Team Satyam' from the same premises where our Company's test prep centers were being operated. The sole arbitrator by an *ex parte* order dated August 18, 2012, awarded our Company ₹ 13.78 million. Crest filed a petition (O.M.P. No. 201 of 2013) dated November 22, 2012 against the award before the High Court of Delhi. The petition was dismissed by the High Court of Delhi by its order dated March 9, 2015. Crest has filed a restoration application (I.A. No. 7436 of 2015 in O.M.P. No. 201 of 2013) dated April 10, 2015 before the High Court of Delhi against its order dated March 9, 2015 dismissing the petition for non-prosecution.

   Crest has also filed an arbitration petition (No. 12 of 2013) dated May 1, 2013 before the High Court of Allahabad, Lucknow Bench against our Company, for the appointment of an arbitrator, on account of the order of the arbitrator dated August 18, 2012 being *ex parte*, thus not ruling on Crest's demand for ₹ 3.3 million with interest on account of damages caused to it by our alleged breach of the agreement and subsequent rejection of its requests for appointment of an arbitrator by our Company.

4. The Estate Officer, Haryana Urban Development Authority ("**HUDA**") served a demand notice (No. 29685) dated September 8, 2010 imposed a demand of ₹ 6.67 million as extension fees on our Company in respect of transfer of industrial plot No. 9A, Sector 27A, Faridabad from Fuse Base India Private Limited pursuant to the auction bid held by the High Court of Jharkhand, Ranchi. Our Company challenged the aforementioned order of the Estate Officer, HUDA before the Administrator, HUDA, Faridabad, seeking the waiver of the extension fee of ₹ 6.67 million charged by the Estate Officer, HUDA. The Administrator, HUDA, Faridabad having taken note of documents presented as proof of construction on the plot, passed an order dated May 3, 2011, remanding the case to the Estate Officer, HUDA for reconsideration. The Estate Officer, HUDA issued a certificate of non-encumbrance and no dues in favour of Fuse Base India Private Limited. Subsequently, the Estate Officer, HUDA issued a final transfer order dated November 19, 2015 taking on record the transfer from Fuse Base India Private Limited to our Company. However, we have not yet received an order from the Estate Officer, HUDA waiving the extension fee of ₹ 6.67 million.

5. Our Company filed a special leave petition ("**SLP**") (Civil) (No. 17073-17074/2013) before the Supreme Court of India ("**SC**") against the Chief Administrator, HUDA, Administrator, HUDA and others, among other things, seeking special leave to appeal against the orders dated October 4, 2012 and August 17, 2012 of the High Court of Punjab and Haryana at Chandigarh in writ petitions (CWP No. 3821/2008 (O&M)) and (CWP No. 2297 of 2007 (O&M)), respectively. The order dated October 4, 2012 rejected our Company's challenge to the alleged arbitrary allotment of land by HUDA in Sectors 20-A and 20-B of Faridabad, on grounds of delay and latches and the order dated August 17, 2012 in the matter of Bareja Automobiles Private Limited v. the State of Haryana and others, in which our Company was not impleaded, ruled on questions of law, including whether the scheme of allotment of sites by modes other than public auction were required to be published by way of regulations or can they be culled out from the brochure, whether the criteria of staff education and training center related to training of in-house staff or third persons, when commercial and manufacturing activities were not permissible on institutional sites, whether the principle of promissory estoppel could be invoked against petitioners on grounds of participation in the selection process and whether the court in exercise of its judicial powers, could take a different view regarding suitability of applicants for allotment of plots in absence of proof of *malafide* intentions, favoritism and nepotism. The SC, by its order dated April 26, 2013 admitted the SLP and subsequently issued orders dated September 10, 2013 to HUDA for providing address of certain unserved respondents.

6. Our Company and our Subsidiary, CL Media, filed a civil suit (No. CS (Comm) 1455 / 2016), dated October 25, 2016, before the High Court of Delhi against Dinesh Nagpal and others, alleging infringement of certain of our Company's registered trademarks and infringement of copyrights owned by CL Media, in relation to certain course material published by it, and claimed damages of ₹10.01 million. Our Company alleged that the defendants were formerly engaged as service providers, under an agreement originally entered into on October 1, 2010 and renewed from time to time, by our Company for running and managing a professional learning center under the brand name 'Career Launcher / CL' in Hisar, Haryana, and consequent to the termination of the engagement, were required to cease operating the center in Hisar. Our Company alleged that the operation of the Hisar center continued, as a proprietorship business under the name and style of 'Career Leader', being deceptively similar to the trademark 'Career Launcher' owned by our Company, and the usage of course material of which ownership was held by CL Media. The court, by an order dated October 26, 2016, granted our Company an *ex parte ad interim* injunction, restraining the defendants from undertaking activities which infringe any of the registered trademarks and copyrights of our Company and Subsidiary. The Court also appointed two local commissioners for preparation of inventory of all promotional and study material which infringes the registered trademarks and copyright and taking down of, or obscuring from view of, all display boards bearing our Company's trademarks or any deceptively similar marks. Our Company has also recently filed a statement of claim against Eduedge and Dinesh Nagpal on January 6, 2017, before a sole arbitrator, Tis Hazari Court, New Delhi, claiming among other reliefs against the respondents, the royalty on account of an assured revenue for a certain period under the agreement, damages on account of losses suffered by our Company and the cost of arbitration, collectively aggregating to ₹17.59 million.

7. Our Company filed a civil suit (No. CS (Comm) 1373/2016), dated October 1, 2016, before the High Court of Delhi against Byju Raveendran and others, alleging that they had procured our Company's trademark 'Career Launcher' as a key word on the internet search engine Google's 'AdWord' program, thereby enabling the defendants to place hyperlinked advertisement at the top of search result pages, leading to the webpage hosted at 'www.clclasses.in', which in turn led to promotional material bearing the name Byju Raveendran until at least January, 2016, resulting in the earning of unjust profits by the Defendants due to the passing off their own services as those of our Company. Our Company sought, among other reliefs,

damages of ₹10.00 million from defendants. The court, by an order dated October 3, 2016, granted our Company an *ex parte interim* injunction, restraining the Defendants from using the trademarks of our Company and also restraining their use of the domain name 'www.clclasses.in'.

LITIGATION INVOLVING OUR SUBSIDIARIES

I. Litigation involving CLEIS

Set forth below are details of the litigation involving CLEIS, as on the date of this Red Herring Prospectus.

Litigation against CLEIS

Tax Proceedings

Set forth below are tax proceedings involving CLEIS.

(₹ in million)

Nature of tax involved	Number of cases	Ascertainable amount involved
Direct Tax		
Income Tax	2	Nil
Total	**2**	**Nil**

Civil Proceedings

There is one material civil proceeding initiated against CLEIS, the details of which are set forth below:

1. SLSES filed a civil suit (O.S. No. 652 of 2013) before the Court of the III Additional District and Sessions Judge, Ranga Reddy District at L.B. Nagar, Andhra Pradesh against CLEIS, seeking a permanent injunction restraining CLEIS from interfering with the activities undertaken by SLSES, including the use of the brand name Indus World School. SLSES also filed an interim application (I.A. No. 311 of 2013) for *ad-interim* injunction against CLEIS. CLEF had entered into an agreement with SLSES dated April 30, 2007 to transfer the assets and liabilities of the school from CLEF Trust to SLSES, and CLEIS had entered into an agreement granting the SLSES a five-year non-exclusive license to use the Indus World School trademark and educational soft skills, to operate the school under the Indus World School brand for this period. By an order dated August 2, 2013, the Court of the III Additional District and Sessions Judge, Ranga Reddy District at L.B. Nagar directed the parties to maintain status quo until September 2, 2013. CLEIS filed a written statement cum counter claim dated August 21, 2013 claiming ₹ 13.29 million, with interest until final payment, as royalty due under the agreement dated April 30, 2007, wherein non-exclusive license to use the brand name Indus World School was granted to SLSES, and seeking directions to SLSES to render true and correct accounts for fiscal 2014 and make payments as determined by the Court in relation to such accounts for fiscal 2014. CLEIS also filed an interim application (I.A. No. 784 of 2013) before the Court of the III Additional District and Sessions Judge, Ranga Reddy District at L. B, Nagar, Andhra Pradesh alleging that this court did not have jurisdiction to try the present case pursuant to the terms of the agreement dated April 30, 2007. The Court of the III Additional District and Sessions Judge, Ranga Reddy District by an order dated November 20, 2013 dismissed the application. CLEIS filed a revision petition (No. 125 of 2014) dated January 22, 2014 before the High Court of Andhra Pradesh, seeking a stay on all further proceedings in O.S. No. 652 of 2013. The revision petition is currently pending disposal. However, pursuant to an order dated September 23, 2014, the Court of the III Additional District and Sessions Judge, Ranga Reddy District dismissed the civil suit (O.S. No. 652 of 2013) with costs, which are yet to be determined in light of the counter claim filed by CLEIS. The matter has been posted for taking on record evidence in relation to the counter claim filed by CLEIS.

Litigation by CLEIS

Criminal Proceedings

There is one criminal proceeding initiated by CLEIS, the details of which are set forth below:

1. CLEIS filed a criminal complaint (CC No. 240/2014 dated October 20, 2012, against Bhupesh Masta, under Section 138 of the N.I. Act for dishonor of a cheque amounting ₹ 0.05 million on grounds of

insufficient funds and has claimed an amount equivalent to twice the amount of the cheque. Our Company entered into a settlement with Bhupesh Masta for an amount of ₹ 0.08 million to be paid in four instalments, out of which one instalment of ₹ 0.02 million was paid and there was a default in the remaining instalments.

For details of the petition filed by CLEIS before the Regional Director- Ministry of Corporate Affairs, Northern Region Bench, New Delhi in respect of compounding of certain offences, see, "***- Past Inquiries, Inspections or Investigations***" on page 484.

Civil Proceedings

There are two civil proceedings initiated by CLEIS, the details of which are set forth below:

1. CLEIS has a filed a suit (C.S. (OS) No. 1338/ 2015) dated April 9, 2015 before the High Court of Delhi against M/s. Onam Education Society ("**OES**") and another for non-payment of license fees pursuant to an agreement entered into between CLEIS and OES on February 7, 2008. CLEIS had sought the intervention of the High Court of Delhi to pass a decree in its favour directing OES to pay a sum of ₹ 5.26 million along with interest and to render the accounts of Indus World School for financial year 2014-15. Pursuant to the Commercial Courts, Commercial Division and Commercial Appellate Division of High Courts Act, 2015 suit (C.S. (OS) No. 1338/ 2015) has been transferred to the Court of District Judge, Saket East.

2. The Additional Civil Judge, Nuh, Haryana, delivered a judgment on August 9, 2011, declaring title in favor of Krishan Avatar over certain property situated at village Gajarpur, district Mewat, Haryana, which had been purchased by CLEIS in November 2006 and subsequently sold by CLEIS to a certain Saurabh Sood. In addition, a warrant of possession in relation to the property was issued in favour of Krishan Avatar. CLEIS and Saurabh Sood, opposed the aforementioned judgment before the Additional Civil Judge, Mewat Nuh, Haryana, which pursuant to an order dated July 14, 2014 recalled the aforementioned warrant of possession. Subsequently, Krishan Avatar filed a review petition (CR. No. 7908 of 2014) dated November 15, 2015 before the High Court of Punjab and Haryana, challenging the recall of warrant of possession. Saurabh Sood and CLEIS filed an appeal before the Additional District Judge, Mewat against the judgement dated August 9, 2011 passed by the Additional Civil Judge, Nuh, Haryana and also sought condonation of delay in filing the appeal, pursuant to which the Additional District Judge, Mewat passed an order dated July 31, 2015 condoning the delay. Subsequently, Krishan Avtar filed a review petition (CR No. 5582 of 2015) dated August 24, 2015 before the High Court of Punjab and Haryana, challenging the aforementioned order condoning delay in filing the appeal. Further, Krishan Avtar filed a civil revision petition (No. 4747/2016) dated July 25, 2016 before the High Court of Punjab and Haryana, for setting aside the order passed by the Additional District Judge, Mewat.

LITIGATION INVOLVING OUR DIRECTORS

Set forth below are details of the litigation involving our Directors, as on the date of this Red Herring Prospectus.
Litigation against our Directors

Criminal Proceedings

For details of criminal proceedings initiated against Satya Narayanan .R, Gautam Puri, Nikhil Mahajan, Gopal Jain, Safir Anand, Viraj Tyagi, Kamil Hasan and Sridar A. Iyengar, see "***- Litigation involving our Company***" on page 477.

Litigation by our Directors

Gautam Puri

Criminal Proceedings

There is one criminal proceeding initiated by our Director, the details of which are set forth below:

Gautam Puri filed a criminal complaint dated July 29, 2008 before the Additional Chief Metropolitan Magistrate, Patiala House Courts, New Delhi against Neeraj Swaroop, CEO of Standard Chartered Bank, for offences relating to extortion of money from Gautam Puri by the collection officers of the bank. The Additional Chief Metropolitan Magistrate passed an order dated June 6, 2009 directing the police to register an FIR and investigate further. We have been informed by his counsel that a closure report was filed by the Police in relation to which the Additional Chief Metropolitan Magistrate directed further investigation. Gautam Puri has lodged a protest dated January 23, 2015 against the closure report filed by the police.

LITIGATION INVOLVING OUR PROMOTERS

There is no legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the promoters during the last five years immediately preceding the year of the issue of the Red Herring Prospectus and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.

Litigation against our Promoters

Criminal Proceedings

For details of criminal proceedings initiated against Satya Narayanan .R, Gautam Puri and Nikhil Mahajan, see "***- Litigation involving our Company***" on page 477.

Litigation by our Promoters

Gautam Puri

Criminal Proceedings

For details of criminal proceedings initiated by our Promoter, Gautam Puri, see "***- Litigation involving our Directors***" on page 482.

AMOUNT OWED TO SMALL SCALE UNDERTAKINGS OR OTHER CREDITORS

As on September 30, 2016, the Company had 1,970 creditors. The aggregate amount outstanding to such creditors as on September 30, 2016 was ₹ 478.79 million (including ₹ 23.72 million on account of provisional entries), on standalone basis. As per the Materiality Policy, as amended and revised creditors to whom an amount exceeding ₹ 10.90 million, which is 5% of total consolidated trade payables for the period ending September 30, 2016, was outstanding, were considered 'material' creditors. Based on the above, there are seven material creditors of the Company on standalone basis as on September 30, 2016, to whom an aggregate amount of ₹ 422.72 million was outstanding on such date.

Based on information available regarding the status of suppliers under the Micro, Small and Medium Enterprises Development Act, 2006, as of September 30, 2016, our Company did not owe any dues to any small scale undertakings.

Details in relation to the amount owed by us to our creditors are also available on our website www.cleducate.com.

MATERIAL FRAUDS AGAINST OUR COMPANY

Except as stated in "***Financial Statements***" on page 196, there have been no material frauds committed against our Company in the last five years preceding the date of this Red Herring Prospectus.

STATUTORY DUES

Except as stated in "***Financial Statements***" on page 196 and a default in relation to and two installments of advance tax for fiscal 2017 under the provisions of the Income Tax Act, as amended, the amounts involved for which is not currently ascertainable, our Company does not have any outstanding statutory dues and has not made any defaults or committed any acts involving non-payment of its statutory dues as on September 30, 2016.

PAST CASES WHERE PENALTIES WERE IMPOSED OFFENCES WERE COMPOUNDED OR PROSECUTIONS WERE FILED

Except as disclosed below, there are no past cases preceding the date of this Red Herring Prospectus, where penalties were imposed on our Company by relevant authorities/courts. Further, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Red Herring Prospectus:

1. Our Company filed an application, dated September 27, 2016, with the Foreign Exchange Department, RBI, seeking compounding of contraventions of regulations 16, 16(i)(iv) and 13 of the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) (Amendment) Regulations, 2004, in relation to the transfer of our entire 99.99% shareholding in its then subsidiary in Singapore, Career Launcher Asia Educational Hub Pte. Ltd ("**CL Asia**"), to one of its own wholly-owned resident subsidiaries, Kestone, on December 4, 2013. Pursuant to an order dated January 13, 2017, the General Manager, Foreign Exchange Department, RBI compounded the contraventions on payment of ₹ 0.13 million by our Company. Our Company has paid such amount to the RBI.

OUTSTANDING LITIGATION AGAINST ANY OTHER PERSONS OR COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

There are no outstanding litigation, suits, criminal or civil proceedings, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of Schedule V of the Companies Act, 2013, show cause notices or legal notices against any other person or company whose outcome could affect the operation or finances of our Company or have a material adverse effect on the position of our Company.

PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS

Except as disclosed below, there have been no inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last five years immediately preceding the year of issue of the Red Herring Prospectus in the case of Company, Promoters, Directors and its Subsidiaries:

1. Our Subsidiary, CLEIS filed a company petition dated March 11, 2016 before the Regional Director- Ministry of Corporate Affairs, Northern Region Bench, New Delhi seeking compounding of offences by imposition of requisite fee under section 67(3) and section 629A of the Companies Act 1956 in relation to allotment of 82,159 Equity Shares to more than 49 persons in violation of relevant provisions of Companies Act 1956.The Regional Director (Northern Region), by compounding order dated July 22, 2016, directed for the offences to be compounded on payment of compounding fee of ₹ 5,000 by CLEIS and ₹ 4,000 by each of Satya Narayan R., Sreenivasan R., Gautam Puri, R. Shiva Kumar and Sujit Bhattacharyya, directors of CLEIS. The compounding fees was paid in full by each of the parties.

MATERIAL DEVELOPMENTS

Except as stated in "***Management's Discussion and Analysis of Financial Condition and Results of Operation***" on page 439, there have not arisen, since the date of the last financial statements disclosed in this Red Herring Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the GoI and various governmental agencies required for our present business and except as disclosed in this Red Herring Prospectus, no further material approvals are required for carrying on our present business operations.

The main objects clause of the Memorandum of Association, objects incidental to the main objects and other objects clause enable the Company to undertake its existing activities.

I. Incorporation Details of our Company

1. Certificate of incorporation dated April 25, 1996 issued to our Company by the RoC in the name of Career Launcher (India) Private Limited.

2. Fresh certificate of incorporation dated June 17, 2000 issued to our Company by the RoC on account of change of name from 'Career Launcher (India) Private Limited' to 'Career Launcher (India) Limited' upon conversion to a public limited company.

3. Fresh certificate of incorporation dated March 18, 2011 issued to our Company by the RoC on account of change of name from 'Career Launcher (India) Limited' to 'CL Educate Limited'.

II. Approvals in relation to our Operations

Set forth below is a brief description of the approvals received by our Company for its operations. The approvals obtained in respect of our operations and listed below are valid as of the date of filing of this Red Herring Prospectus. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements. Further, these approvals and licenses are subject to the effective implementation of the conditions contained therein.

Registrations under the Shops and Establishment Acts

Shops and Establishment Acts are state legislations that seek to govern and regulate the working conditions of workers/ employees employed in shops and commercial establishments within that state. We obtain registration for our owned test prep centers in India, under the relevant shops and establishment act, as per the procedures laid down therein from time to time. We are yet to obtain registrations under the relevant shops and establishment legislations for our owned centers located at Panvel, Noida and Indirapuram.

Miscellaneous approvals

In addition to the approvals listed above, our Company is also required to obtain certain approvals from the central/concerned state government departments and other local or municipal authorities, for the conduct of its business operations and taxation registrations, including PAN, service tax registrations, professional tax registrations, as applicable.

Patents Registrations

Our Company, has filed for registration of patent 'A Method and System For Evaluating the Probability of Selection of Candidates in an Educational Institution Based on Mapping of Profile of Said Candidates With Customized Criteria of Said Educational Institution' pursuant to an application, (Reference Number 1352/DEL/2015) dated May 14, 2015 with the Controller of Patents, New Delhi. In addition, our Subsidiary, Accendere has filed for registration of patent 'Research Mentoring Program for School Students and Undergraduate College Students', pursuant to an application, (Reference Number 1625/CHE/2015) dated March 30, 2015 with the Controller of Patents, Chennai.

Trademark Registrations

Our Company owns the following trademarks registered under the Trademarks Act:

S. No.	Description	Class	Registration/ Reference No.	Date of Registration	Date of Expiry
1.	Career Launcher – Macrobyte	9	1168949	January 23, 2003	January 23, 2023
2.	Career Launcher – Macrobyte	41	1246836	October 30, 2003	October 30, 2023
3.	Career Launcher – compassbox.com	9	1168936	January 23, 2003	January 23, 2023
4.	Career Launcher – compassbox.com	16	1168937	January 23, 2003	January 23, 2023
5.	Career Launcher – compassbox.com	41	1246838	October 30, 2013	October 30, 2023
6.	Career Launcher	41	1246831	October 30, 2003	October 30, 2023
7.	Career Launcher – Kits K	9	1168942	January 23, 2003	January 23, 2023
8.	Career Launcher – Kits K	16	1168944	January 23, 2003	January 23, 2023
9.	Career Launcher – Kits K	41	1246832	October 30, 2003	October 30, 2023
10.	Career Launcher – Magiclamp	16	1168941	January 23, 2003	January 23, 2023
11.	Career Launcher – Magiclamp	41	1246840	October 30, 2003	October 30, 2023
12.	Career Launcher – PDP	41	1246833	October 30, 2003	October 30, 2023
13.	Career Launcher – Pegasus	41	1246839	October 30, 2003	October 30, 2023
14.	Seagull	16	853896	April 29,1999	April 29, 2019
15.	Seagull	41	1246834	October 30, 2003	October 30, 2023
16.	A Career Launcher Product – Speak Easy	16	1246829	October 30, 2003	October 30, 2023
17.	A Career Launcher Product – Speak Easy	41	1246830	October 30, 2003	October 30, 2023
18.	The Complete Career Magazine	16	1820274	May 20, 2009	May 20, 2019
19.	Career Launcher (Logo)	9, 16, 35, 41 and 42	2119697	March 22, 2011	March 22, 2021
20.	CL | Arc IIT-JEE Test Prep	9, 16 and 41	2108207	March 1, 2011	March 1, 2021
21.	IntelliPlus	9, 16 and 41	2045316	October 27, 2010	October 27, 2020
22.	MathsPundit – (Device of boy)		1529832	February 9, 2017	February 9, 2027
23.	MathsPundit – The Vedic way to make Maths easy (label and device)	16 and 41	1529831	February 9, 2017	February 9, 2027

In addition, our Subsdiary, GKP, owns the trademark 'G.K. Publications' (logo) in class 41 (No. 2109312), which is valid until March 3, 2021 and our Subsidiary, Accendere, owns the trademark 'Accendere Knowledge' (logo) in classes 16, 41 and 42 (No. 3108696), which is valid until November 26, 2025.

Pending Applications

Our Company has made the following applications for the registration/ renewal of its trademarks, which are pending as on the date of this Red Herring Prospectus:

S. No.	Description	Class	Application No.	Date of Application
1.	CL	9, 16, 35, 41,and 42	02119695	March 22, 2011
2.	Career Launcher	9, 16, 35, 41 and 42	02119696	March 22, 2011
3.	iWSB – know thyself	9, 16, 35, 41 and 42	02193249	August 19, 2011
4.	Career Launcher – Futuremap	41	01246835	October 30, 2003
5.	Career Launcher – Pegasus	9 and 16	01168938	January 23, 2003
6.	Pegasus (label)	16	00794641	July 22, 2009*
7.	Tycoons	41	01631724	December 17, 2007
8.	CL – Young India Challenge	9, 16 and 41	02750094	June 4, 2014
9.	Young India Challenge	9, 16 and 41	02750110	June 4, 2014
10.	PDP – Personality Development Programme	16	0780799	December 3, 1997
11.	Career Launcher (Logo and device)	9, 16, 35, 41 and 42	3492523	February 23, 2017
12.	CL Educate (Logo and device)	9, 16, 35, 41 and 42	3492522	February 23, 2017

**This trademark was registered up to March 10, 2008; we have filed an application for renewal of the trademark up to March 10, 2018.*

Further, we are in the process of transferring six trademarks registered in the name of LST to our Company.

In addition, (i) our Subsidiary, CLEIS, has applied for registration of the trademarks 'Ananda – the joy of learning' and 'Indus World School – know thyself' in classes 16 and 41 pursuant to applications (No.1482347 and No. 1482346) dated August 28, 2006 with the Trademarks Registry; (ii) our Subsidiary Accendere, has applied for registration of the trademark 'Accendere Enlightenment Guaranteed' in classes 16, 41 and 42 pursuant to application (No. 3108695) dated November 26, 2015 with the Trademarks Registry; and (iii) our Subsidiary, CL Media, has applied for registration of trademark 'CL Media (A CL Educate Co.) in classes 9, 16, 35, 41 and 42 pursuant to applications (No. 3129816) dated December 17, 2015 with the Trademarks Registry.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

- Our Board of Directors has, pursuant to its resolution dated January 20, 2016, authorized the Offer, subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013.

- Our shareholders have, pursuant to a resolution dated March 3, 2016, under Section 62(1)(c) of the Companies Act, 2013, authorized the Offer.

Approvals from the Selling Shareholders

The details of the approvals received from the Selling Shareholders are set forth below:

S. No.	Name of Selling Shareholder	Total Number of Equity Shares currently held	Number of Equity Shares offered for the Offer for Sale	Percentage of Offer for Sale	Details of Approval Letters
Promoter Selling Shareholders					
1.	Gautam Puri	2,562,579	300,000	11.62	March 21, 2016
2.	Satya Narayanan .R	2,562,579	300,000	11.62	March 21, 2016
3.	Sreenivasan .R	449,698	100,000	3.87	March 21, 2016
4.	R. Shiva Kumar	449,698	100,000	3.87	March 19, 2016
5.	Sujit Bhattacharyya	303,062	100,000	3.87	March 19, 2016
6.	Nikhil Mahajan	69,817	40,000	1.55	March 21, 2016
Institutional Selling Shareholders					
7.	Gaja Trustee Company Private Limited	376,409	125,000	4.84	March 18, 2016
8.	GPE (India) Limited, Mauritius	1,426,473	480,000	18.60	March 18, 2016
9.	S.P. Family Trust	562,913	562,913	21.81	March 18, 2016
Promoter Group					
10.	Parul Mahajan	25,000	15,000	0.58	February 19, 2016
11.	Nikhil Mahajan HUF	15,000	15,000	0.58	February 19, 2016
12.	Abhijit Bhattacharyya	5,000	2,000	0.07	February 12, 2016
13.	Shefali Acharya	5,000	2,000	0.07	February 15, 2016
Other Selling Shareholders					
14.	Arindam Lahiri	18,290	18,290	0.70	February 11, 2016
15.	Sharad Awasthi	9,520	9,520	0.36	February 10, 2016
16.	Sanjay Shivnani	15,050	15,050	0.58	February 12, 2016
17.	Poonam Mittal	102,832	102,832	3.98	February 15, 2016
18.	Akanksha Consultancy Services Limited	250	250	0.01	February 5, 2016
19.	Vivek Trilokinath	3,400	3,400	0.13	February 18, 2016
20.	Edelweiss Finance & Investments Limited	119,904	119,904	4.64	February 19, 2016
21.	GHIOF Mauritius	59,952	59,952	2.32	February 19, 2016
22.	Sanjeev Srivastava	29,513	2,381	0.09	February 16, 2012
23.	Monalisa Parikh (first holder) and Digant Parikh	3,250	3,250	0.13	February 5, 2016
24.	Mahesh Parikh (first holder) and Digant Parikh	3,800	3,800	0.14	February 5, 2016
25.	Digant Parikh (first holder) and Monalisa Parikh	200	200	0.00	February 5, 2016
26.	Mini Sehgal	26,546	15,000	0.58	February 10, 2016
27.	Saurabh Mittal	3,758	3,758	0.14	February 15, 2016
28.	Kunal Kumthekar	9,000	6,000	0.23	February 18, 2016
29.	Vinay Mittal	11,990	11,990	0.46	February 18, 2016
30.	Gun Nidhi Dalmia	11,990	11,990	0.46	February 19, 2016

S. No.	Name of Selling Shareholder	Total Number of Equity Shares currently held	Number of Equity Shares offered for the Offer for Sale	Percentage of Offer for Sale	Details of Approval Letters
31.	Mita Bhattacharyya	3,150	2,000	0.08	February 12, 2016
32.	Bhawan Singh Rawat	202	202	0.00	February 19, 2016
33.	Namit Arora	28,350	14,350	0.55	February 18, 2016
34.	Pawan Kumar Sachdeva	11,990	9,000	0.34	February 19, 2016
35.	India Infoline Limited	23,980	23,980	0.92	February 19, 2016
36.	Rachna Sharma	250	250	0.01	February 19, 2016
37.	Pawan Kumar Sharma	4,85	485	0.02	February 15, 2016
38.	Upendra Kumar Sharma	134	134	0.01	February 15, 2016

In-principle Listing Approvals

- We have received an in-principle approval from the BSE for the listing of our Equity Shares pursuant to a letter dated April 13, 2016.

- We have received an in-principle approval from the NSE for the listing of our Equity Shares pursuant to a letter dated April 13, 2016.

Prohibition by the SEBI, the RBI or Governmental Authorities

Our Company, our Promoters, our Promoter Group, our Directors, and persons in control of our Company are not prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by the SEBI or any other governmental authorities. Neither our Promoters, nor any of our Directors or persons in control of our Company were or are a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other governmental authorities.

Except Sangeeta Modi who is a settlor of Access India Fund –I and Sridar A. Iyengar who is a director on the board of ICICI Venture Funds Management Company Limited none of our Directors are in any manner associated with the securities market.

Neither our Company, any of our Promoters, Group Entity nor our Directors, or the relatives (as per the Companies Act, 2013) of our Promoters, have been detained as wilful defaulters, as defined under the SEBI ICDR Regulations.

None of our Promoters or Directors are promoters or directors of any company, the securities of which have been suspended from trading on any stock exchange for non-compliance with listing requirements.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 26 (1) of the SEBI ICDR Regulations as described below:

"*An issuer may make an initial public offer, if:*

(a) it has net tangible assets of at least three crore rupees in each of the preceding three full years (of twelve months each), of which not more than fifty per cent. are held in monetary assets:

Provided that if more than fifty per cent. of the net tangible assets are held in monetary assets, the issuer has made firm commitments to utilise such excess monetary assets in its business or project;

Provided further that the limit of fifty per cent. on monetary assets shall not be applicable in case the public offer is made entirely through an offer for sale.

(b) it has a minimum average pre-tax operating profit of rupees fifteen crore, calculated on a restated and consolidated basis, during the three most profitable years out of the immediately preceding five years.

(c) it has a net worth of at least one crore rupees in each of the preceding three full years (of twelve months each);

(d) *the aggregate of the proposed issue and all previous issues made in the same financial year in terms of the issue size does not exceed five times its pre-issue net worth as per the audited balance sheet of the preceding financial year;*

(e) *if it has changed its name within the last one year, at least fifty per cent. of the revenue for the preceding one full year has been earned by it from the activity indicated by the new name."*

Set forth below are our Company's pre-tax operating profit, derived from our restated consolidated financial statements and net tangible assets, monetary assets, monetary assets as a percentage of our net tangible assets and net worth, derived from our unconsolidated financial statements, as of and for the five years ended March 31, 2012, March 31, 2013, March 31, 2014, March 31, 2015 and March 31, 2016 included in this Red Herring Prospectus.

(*₹ in million*)

Particulars	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013	Fiscal 2012
Pre-tax operating profit (1)	269.62	267.82	182.84	167.55*	(111.48)
Networth (2)	2,597.90	2,397.04	1,132.85	1,108.43	899.68
Net tangible assets (3)	3,686.20	3,135.64	1,728.13	1,659.57	1,538.52
Monetary assets (4)	1,546.48	1,169.50	852.50	814.49	750.10
Monetary assets as a % of net tangible assets (4/3)	41.95%	37.34%	49.33%	49.08%	48.75%

**For the fiscal year 2013, pre-tax operating profit is profit before tax as per restated and consolidated financial statements as increased by finance cost and as reduced by other income (excluding provision for doubtful debts written back aggregating ₹ 112.88 millions). Provisions for debts written back has not been excluded from pre-tax operating profit as there is a corresponding bad debt debited to restated summary statement of profit and loss and which did not have any impact on profit for fiscal year 2013.*

Notes:
(1) Pre-tax operating profit is profit before tax as per restated consolidated financials as increased by finance cost and as reduced by other income.
(2) 'Net worth' has been defined as the aggregate of the paid up share capital and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of the miscellaneous expenditure (to the extent not adjusted or written-off) as per restated unconsolidated financial statements.
(3) 'Net tangible assets' means the sum of all net assets of the Company as per restated unconsolidated financial statements excluding intangible assets as defined in Accounting Standard 26 being the Accounting Standards notified under section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
(4) Monetary assets comprise of cash and bank balance, security deposits, loans and advances, trade receivables and other current/non-current assets, except fixed assets held for sale as per restated unconsolidated financial statements.

Our average pre-tax operating profit calculated on a restated and consolidated basis, during the three most profitable years being Fiscal 2015, Fiscal 2014 and Fiscal 2013, out of the immediately preceding five years is ₹ 240.17 million.

Hence, we are eligible for the Offer as per Regulation 26(1) of the SEBI ICDR Regulations. Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, otherwise, the entire application money will be refunded forthwith. If our Company does not allot Equity Shares pursuant to the Offer within five Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from bidders, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

All expenses with respect to the Offer, other than the listing fees will be shared between the Selling Shareholders and our Company, in proportion to the Equity Shares contributed to the Offer.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS

OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, BEING KOTAK MAHINDRA CAPITAL COMPANY LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BRLM ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, BEING KOTAK MAHINDRA CAPITAL COMPANY LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED MARCH 30, 2016 WHICH READS AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID OFFER;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY AND SELLING SHAREHOLDERS,**

   WE CONFIRM THAT:

   A. **THE DRAFT RED HERRING PROSPECTUS FILED WITH THE SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**

   B. **ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS ETC., FRAMED/ISSUED BY THE SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

   C. **THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, AS AMENDED AND REPLACED BY THE COMPANIES ACT, 2013, TO THE EXTENT IN FORCE, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE SEBI AND UNTIL DATE SUCH REGISTRATION IS VALID – NOTED FOR COMPLIANCE;**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS – NOTED FOR COMPLIANCE;**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/ SOLD/ TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING**

FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE SEBI UNTIL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS;

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS;**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION WILL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER – NOT APPLICABLE;**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' (AND OBJECTS ANCILLIARY TO THE MAIN OBJECT) LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION – COMPLIED WITH TO THE EXTENT APPLICABLE;**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE. ALL MONIES RECEIVED FROM THE OFFER SHALL BE CREDITED/TRANSFERRED TO A SEPARATE BANK ACCOUNT AS PER SECTION 40(3) OF THE COMPANIES ACT, 2013, AS NOTIFIED;**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE – NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, EQUITY SHARES IN THE OFFER HAVE TO BE ISSUED IN DEMATERIALIZED FORM ONLY.;**

11. **WE CERTIFY THAT ALL APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION;**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:**

    a. **AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND**

b. AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SEBI FROM TIME TO TIME.

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE OFFER - <u>NOTED FOR COMPLIANCE</u>;**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS' EXPERIENCE, ETC. - <u>COMPLIED WITH TO THE EXTENT APPLICABLE</u>;**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY;**

16. **WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR;**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS – <u>COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS AND AS CERTIFIED BY SHAILENDER BATRA, CHARTERED ACCOUNTANT, BY WAY OF CERTIFICATE DATED MARCH 25, 2016.</u>**

18. **WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THESE REGULATIONS (IF APPLICABLE). – <u>NOT APPLICABLE</u>.**

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER SECTION 34 OR SECTION 36 OF THE COMPANIES ACT 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLM, ANY IRREGULARITIES OR LAPSES IN THE RED HERRING PROSPECTUS.

Price Information of Past Issues handled by the BRLM

Price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by Kotak Mahindra Capital Company Limited

Sr. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on listing date (Rs.)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Laurus Labs Limited[(1)]	1,330.50	428	19-Dec-16	489.90	+11.44%[+3.62%]	-	-
2.	Varun Beverages Limited	1,112.5	445	November 8, 2016	430	-7.72%[-5.17%]	-11.49%[+2.31%]	-

Sr. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on listing date (Rs.)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
3.	PNB Housing Finance Limited[1]	3,000	775	November 7, 2016	860	+11.70%[-4.16%]	+21.28%[+2.87%]	-
4.	L&T Technology Services Limited	894.40	860	September 23,2016	920	-0.85%[-1.57%]	-8.54%[-8.72%]	-
5.	RBL Bank Limited	1,212.97	225	August 31, 2016	274.2	+27.07%[-2.22%]	+56.98%[-7.50%]	+103.07%[+1.74%]
6.	Larsen & Toubro Infotech Limited[2]	1,236.38	710	July 21, 2016	667	-6.39%[+1.84%]	-12.44%[+1.97%]	-4.21%[-1.14%]
7.	Mahanagar Gas Limited[3]	1,038.88	421	July 1, 2016	540	+20.86%[+3.72%]	+57.15%[+5.00%]	+83.71%[-3.55%]
8.	Parag Milk Foods Limited[4]	750.54	215	May 19,2016	217.50	+17.07%[+4.97%]	+48.67%[+11.04%]	+38.93%[+6.59%]
9.	Ujjivan Financial Services Limited	882.50	210	May 10, 2016	231.90	+72.38%[+4.88%]	+120.90%[+10.08%]	+98.31%[+6.92%]
10.	Healthcare Global Enterprises Limited	649.64	218	March 30,2016	210.20	-15.32%[+1.45%]	-19.98%[+4.65%]	-1.31%[+14.17%]
11.	Dr. Lal PathLabs Limited[5]	631.91	550	December 23, 2015	720.00	+32.54%[-7.49%]	+66.95% [-2.06%]	+63.13% [+3.87%]
12.	S H Kelkar and Company Limited	508.17	180	November 16,2015	223.70	+21.69%[-1.35%]	+20.78%[-10.58%]	+24.97% [+0.11%]
13.	Interglobe Aviation Limited[6]	3,008.50	765	November 10, 2015	855.80	+32.39%[-2.20%]	+9.41%[-3.78%]	+40.59% [-0.64%]
14.	Coffee Day Enterprises Limited	1,150.00	328	November 2, 2015	317.00	-21.42%[-1.19%]	-19.73%[-6.05%]	-20.98% [-2.50%]
15.	Sadbhav Infrastructure Project Limited	491.66	103	September 16, 2015	111.00	-2.28% [+3.55%]	-5.63%[-3.15%]	-12.67% [-4.92%]
16.	Power Mech Projects Limited	273.22	640	August 26, 2015	600.00	-9.36% [+0.98%]	-4.63%[+0.74%]	-10.65% [-7.15%]
17.	Manpasand Beverages Limited	400.00	320	July 9,2015	300.00	+23.20% [+2.83%]	+36.53% [-2.11%]	+58.34% [-6.45%]
18.	Adlabs Entertainment Limited[7]	374.59	180	Aprril 6, 2015	162.20	-18.36% [-3.87%]	-12.08% [-2.02%]	-38.39% [-8.19%]
19.	Ortel Communications Limited	173.65	181	March 19,2015	160.05	-3.67% [-0.33%]	-5.91% [-6.80%]	+12.21% [-8.83%]

Source: www.nseindia.com

Notes:

1. *In Laurus Labs Limited, the issue price to employees was ₹388 per equity share after a discount of ₹40 per equity share. The Anchor Investor Issue price was ₹428 per equity share.*
2. *In PNB Housing Finance Limited, the issue price to employees was ₹700 per equity share after a discount of ₹75 per equity share. The Anchor Investor Issue price was ₹775 per equity share.*
3. *In Larsen & Toubro Infotech Limited, the issue price to retail individual investor was ₹700 per equity share after a discount of ₹10 per equity share. The Anchor Investor Issue price was ₹710 per equity share.*
4. *In Mahanagar Gas Limited, the issue price to employees was ₹383 per equity share after a discount of ₹38 per equity share. The Anchor Investor Issue price was ₹421 per equity share.*
5. *In Parag Milk Foods Limited, the issue price to retail individual investor and employees was ₹203 per equity share after a discount of ₹12 per equity share. The Anchor Investor Issue price was ₹227 per equity share.*
6. *In Dr. Lal PathLabs Limited, the issue price to retail individual investor was ₹535 per equity share after a discount of ₹15 per equity share. The Anchor Investor Issue price was ₹550 per equity share.*
7. *In Interglobe Aviation Limited, the issue price to employees was ₹688.50 per equity share after a discount of ₹76.5 per equity share. The Anchor Investor Issue price was ₹765 per equity share.*
8. *In Adlabs Entertainment Limited, the issue price to retail individual investor was ₹168 per equity share after a discount of ₹12 per equity share. The Anchor Investor Issue price was ₹221 per equity share.*
9. *In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.*
10. *Nifty is considered as the benchmark index.*

Summary statement of price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by Kotak Mahindra Capital Company Limited.

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Cr.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2016-2017*	9	11,458.67	-	-	3	1	1	4	-	-	1	3	1	-
2015-2016	9	7,487.69	-	-	5	-	2	2	-	1	4	2	1	1
2014-2015	1	173.65	-	-	1	-	-	-	-	-	-	-	-	1

**The information is as on the date of this Red Herring Prospectus.*

Track records of past issues handled by the BRLM

For details regarding the track record of the BRLM, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website of the BRLM, at http://investmentbank.kotak.com/track-record/index.html.

Caution – Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLM

Our Company, our Directors and the BRLM accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our websites, www.cleducate.com, www.clzone.in, www.careerlauncher.com, www.lst.com, gkpublications.com, www.indusworldschool.com and www.kestone.in or the websites of any of our Promoters, Promoter Group and Group Entity would be doing so at his or her own risk. The Selling Shareholders, their directors, affiliates, associates and their respective directors and officers accept no responsibility for any statements made other than those made in relation to them and/or to the Equity Shares offered by them respectively, through the Offer for Sale.

The BRLM accepts no responsibility, save to the limited extent as provided in the Offer Agreement entered into among the BRLM, the Selling Shareholders and our Company dated March 28, 2016 and the Underwriting Agreement to be entered into among the Underwriters, the Selling Shareholders and our Company.

All information shall be made available by our Company, the Selling Shareholders and the BRLM to the Bidders and public at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centers or elsewhere.

Neither our Company, the Selling Shareholders nor the Syndicate shall be liable to the Bidders for any failure in uploading the Bids, due to faults in any software or hardware system, or otherwise.

The BRLM and their associates may engage in transactions with, and perform services for our Company, the Selling Shareholders, our Group Entity and our respective affiliates and associates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company, the Selling Shareholders, our Group Entity or their respective affiliates or associates for which they have received, and may in future receive compensation.

Bidders that bid in the Offer will be required to confirm, and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares, and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire our Equity Shares.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India, Hindu Undivided Families ("**HUFs**"), companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), or trusts under the applicable trust laws, and who are authorized under their constitution to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act, 2013, venture capital funds, permitted insurance companies and pension funds and, to permitted non-residents including Eligible NRIs, Alternative Investment Funds ("**AIFs**"), Foreign Portfolio Investors registered with SEBI ("**FPIs**") and QIBs. This Red Herring Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) at New Delhi, India only.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus was filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act, 1933 ("U.S. Securities Act") or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any single bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer Clause of the BSE

BSE Limited ("the Exchange") has given vide its letter dated April 13, 2016, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which the company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange;

c) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Disclaimer Clause of the NSE

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/69283 dated April 13, 2016 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Filing

A copy of the Draft Red Herring Prospectus was filed with the SEBI at 5th floor, Bank of Baroda Building, 16, Sansad Marg, New Delhi 110 001, India.

A copy of this Red Herring Prospectus, along with the documents required to be filed, has been delivered for registration to the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered for registration to the RoC situated at the address mentioned below.

The Registrar of Companies, National Capital Territory of Delhi and Haryana
4th Floor, IFCI Tower
61, Nehru Place
New Delhi 110 019
India

Listing

Application has been made to the Stock Exchanges for obtaining permission for listing of the Equity Shares being issued and sold in the Offer and NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in reliance of this Red Herring Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date. If our Company does not allot Equity Shares pursuant to the Offer within six Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from bidders, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

The Selling Shareholders undertake to provide such reasonable support and extend reasonable cooperation as may be requested by our Company, to the extent such support and cooperation is required from such party to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges. All expenses with respect to the Offer, except for listing fees, will be shared between the Selling Shareholders and our Company, in proportion to the Equity Shares contributed to the Offer, in accordance with the applicable laws. Further, each of the Selling Shareholders shall reimburse our Company for any interest paid by it, on behalf of the Selling Shareholder, in proportion to the Equity Shares offered for sale by each of the Selling Shareholder in the Offer, in so far as any delays pertain to the Equity Shares offered for sale by such Selling Shareholder.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who –

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

Consents in writing of: (a) the Selling Shareholders, our Directors, the Chief Financial Officer, the Company Secretary and Compliance Officer, the Auditors, the legal counsels, the Bankers to our Company, the Bankers to the Offer, lenders (where such consent is required), CRISIL Research; and (b) the BRLM, the Syndicate Member and the Registrar to the Offer to act in their respective capacities, have been obtained and filed along with a copy of this Red Herring Prospectus with the RoC and such consents have not been withdrawn up to the time of delivery of the Red Herring Prospectus and will not be withdrawn up to the time of delivery of the Prospectus with the RoC.

Haribhakti & Co. LLP, Chartered Accountants, our Auditors, have given their written consent dated March 3, 2017 to the inclusion of their report in the form and context in which it appears in "***Financial Statements***" on page 196 and of their report relating to tax benefits accruing to our Company in the form and context in which it appears in "***Statement of Tax Benefits***" on page 107 and such consent and report has not been withdrawn as on the date of this Red Herring Prospectus and will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

Our Company has received written consent from CRISIL Research dated November 14, 2016, in relation to the report titled "Study of Specific Segments within the education services sector", to include its name in this Red Herring Prospectus.

Expert Opinion

Except for the report of our Auditors on the financial statements and the statement of tax benefits included in this Red Herring Prospectus on pages 196 and 107, respectively, our Company has not obtained any expert opinion.

Offer Related Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million. The expenses of this Offer include, among others, underwriting and management fees, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The estimated Offer expenses are as follows:

(₹ in million)

Activity	Estimated expenses*	As a % of the total estimated Offer expenses	As a % of the total Offer size
Fees payable to the Book Running Lead Manager	[●]	[●]	[●]

Activity	Estimated expenses*	As a % of the total estimated Offer expenses	As a % of the total Offer size
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to the Registrar	[●]	[●]	[●]
Fees payable to the Bankers to the Offer	[●]	[●]	[●]
Brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, as applicable (1)			
Processing fees to SCSBs for ASBA Applications procured by the members of the Syndicate or Registered Brokers and submitted with the SCSBs or procured by Registered Brokers, RTAs or CDPs and submitted with the SCSBs(2)	[●]	[●]	[●]
Others (listing fees, legal fees, etc.)	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

**Will be incorporated at the time of filing of the Prospectus.*

(1) *Selling commission to SCSBs for Bid cum Application Forms directly procured by them and to Syndicate (including their sub-syndicate members, RTAs and CDPs):*

Portion for Retail Individual Investors	*0.35% of the amount paid for Equity Shares Alloted to the Bidder (plus applicable service tax)*
Portion for Non-Institutional Investors	*0.20% of the amount paid for Equity Shares Alloted to the Bidder (plus applicable service tax)*

Bidding charges of ₹ 10 per valid Bid cum Application Forms (plus applicable service tax) shall be paid for Bid cum Application Forms collected by the Syndicate, RTAs and CDPs. In addition to the selling commission referred above, any additional amount(s) to be paid by the Company or any Selling Shareholder to the Syndicate (including their sub-syndicate members, RTAs and CDPs), shall be, as mutually agreed upon by the BRLM and its affiliate Syndicate member before the opening of the Offer. No additional bidding charges shall be payable to SCSBs on the Bid cum Application Forms directly procured by them.

Selling commission payable to the Registered Brokers on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are directly procured by the Registered Brokers and submitted to SCSB for processing, shall be ₹ 10 per valid Bid cum Application Form (plus applicable service tax).

(2) *Processing fees payable to the SCSBs for Bid cum Application Forms which are procured by the members of the Syndicate / sub-Syndicate / Registered Brokers / RTAs / CDPs and submitted to the SCSB for blocking shall be ₹ 10 per valid Bid cum Application Form (plus applicable service tax).*

Our Company will bear all costs, charges, fees, including listing fees and expenses associated with and incurred in connection with this Offer, other than costs, charges, fees or expenses required to be borne by our Company and the Selling Shareholders in proportion to the Equity Shares being offered by each of our Company and the Selling Shareholders in this Offer, in accordance with applicable law.

Fees, Brokerage and Selling Commission

The total fees payable to the BRLM and Syndicate Member (including underwriting and selling commissions), and reimbursement of their out of pocket expenses, will be as stated in the engagement letter with the BRLM dated March 25, 2016 and the Syndicate Agreement executed among our Company, the Selling Shareholders and the members of the Syndicate, copies of which shall be available for inspection at our Registered and Corporate Office, from 10.00 am to 4.00 p.m. on Working Days from the date of filing this Red Herring Prospectus until the Bid/Offer Closing Date.

Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer including fees for processing of Bid cum Application Forms, data entry, printing of Allotment Advice, refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the agreement dated March 28, 2016 signed among our Company, the Selling Shareholders and the Registrar to the Offer, a copy of which shall be made available for inspection at our Registered and Corporate Office.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Offer to enable it to send refund orders or Allotment Advice by registered post/speed post (subject to postal rules).

Particulars regarding Public or Rights Issues during the Last Five Years

There have been no public or rights issues undertaken by our Company during the five years preceding the date of this Red Herring Prospectus.

Commission or Brokerage on Previous Issues

Since this is the initial public offering of the Equity Shares of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares since our incorporation.

Previous Issues Otherwise than for Cash

Except as disclosed in "***Capital Structure***" on page 72, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Capital Issues in the Preceding Three Years

Except as disclosed in "***Capital Structure***" on page 72, our Company has not made any capital issues during the three years preceding the date of this Red Herring Prospectus. Our Subsidiaries have not made any capital issues during the three years preceding the date of this Red Herring Prospectus.

Performance vis-à-vis Objects

Our Company has not completed any public or rights issue in the 10 years preceding the date of this Red Herring Prospectus.

Performance vis- à-vis Objects: Last Issue of Group Entity or Associate Companies

Our Group Entity has not made any public or rights issues in the 10 years preceding the date of this Red Herring Prospectus.

Outstanding Debentures, Bonds or Redeemable Preference Shares

As on the date of this Red Herring Prospectus, our Company does not have any outstanding debentures, bonds or redeemable preference shares.

Partly Paid-Up Shares

As on the date of this Red Herring Prospectus, there are no partly paid up Equity Shares of our Company.

Stock Market Data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares of our Company are not listed on any stock exchange and hence no stock market data is available for our Equity Shares.

Mechanism for Redressal of Investor Grievances by our Company

The Registrar Agreement, provides for retention of records with the Registrar to the Offer for a minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Investors may contact the BRLM for any complaint pertaining to the Offer. All grievances, other than by Anchor Investors, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary, where the Bid cum Application Form was submitted, quoting the full name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, address of the Bidder, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders DP' ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Manager where the Bid cum Application Form was submitted by the Anchor Investor.

Disposal of Investor Grievances by our Company and Group Entity

We estimate that the average time required by our Company and/or the Registrar to the Offer for the redressal of routine investor grievances shall be seven Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Rachna Sharma, Company Secretary, as the Compliance Officer and she may be contacted in case of any pre-Offer or post-Offer related problems, at the following address:

Rachna Sharma, Company Secretary

A-41, Espire Building
Lower Ground Floor, Mohan Co-operative Industrial Area
Main Mathura Road
New Delhi 110 044, India
Tel: +91 (11) 4128 1100
Fax: +91(11) 4128 1110
E-mail: compliance@cleducate.com

Our Group Entity is not listed as on the date of this Red Herring Prospectus.

Changes in Auditors

Our Auditors have not changed in the last three years.

Capitalization of Reserves or Profits

Except as disclosed in "***Capital Structure***" on page 72, we have not capitalized our reserves or profits at any time during the five years preceding the date of this Red Herring Prospectus.

Revaluation of Assets

Our Company has not revalued its assets since its incorporation.

SECTION VII – OFFER RELATED INFORMATION
OFFER STRUCTURE

The Offer is up to 4,760,000 Equity Shares of face value of ₹ 10 each, at an Offer Price of ₹ [●] per Equity Share for cash, including a premium of ₹ [●] per Equity Share, aggregating up to ₹ [●] million and is being made through the Book Building Process. The Offer comprises a Fresh Issue of up to 2,180,119 Equity Shares by our Company aggregating up to ₹ [●] million and an Offer for Sale of up to 2,579,881 Equity Shares by the Selling Shareholders. In terms of Rule 19(2)(b)(i), the Offer will constitute at least 25% of the post-Offer paid up Equity Share capital of our Company.

The Offer is being made through Book Building Process.

	QIBs*	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation**	2,380,000 Equity Shares	Not less than 714,000 Equity Shares or Offer less allocation to QIBs and Retail Individual Investors	Not less than 1,666,000 Equity Shares or Offer less allocation to QIBs and Non-Institutional Investors
Percentage of Offer size available for allocation	50% of the Offer will be available for allocation to QIBs. However, 5% of the QIB Category, excluding the Anchor Investor Portion, will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the 5% reservation portion will also be eligible for allocation in the remaining QIB Category. The unsubscribed portion in the Mutual Fund portion will be available for allocation to QIBs	Not less than 15% of the Offer or Offer less allocation to QIBs and Retail Individual Investors	Not less than 35% of the Offer or the Offer less allocation to QIBs and Non-Institutional Investors
Basis of Allotment if respective category is oversubscribed	Proportionate as follows (excluding the Anchor Investor Proportion): (a) [●] Equity Shares will be available for allocation on a proportionate basis to Mutual Funds; and (b) [●] Equity Shares will be available for allocation on a proportionate basis to QIBs including Mutual Funds receiving allocation as per (a) above	Proportionate	Allotment to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. For more information, see "***Offer Procedure***" on page 508.
Mode of Bidding	Through ASBA process only (except Anchor Investors)		
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceed ₹ 200,000
Mode of Allotment	Compulsorily in dematerialized form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter		[●] Equity Shares and in multiples of one Equity Share thereafter subject to availability in the Retail Category

	QIBs*	Non-Institutional Investors	Retail Individual Investors
Trading Lot	One Equity Share		
Who can Apply***	Public financial institutions specified in Section 2(72) of the Companies Act, FPIs (other than category III FPIs), scheduled commercial banks, mutual funds registered with the SEBI, venture capital funds registered with SEBI, FVCIs, Alternative Investment Funds, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds with a minimum corpus of ₹ 250 million, pension funds with a minimum corpus of ₹ 250 million, the National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India, insurance funds set up and managed by the army, navy, or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India	Resident Indian individuals, HUFs (in the name of Karta), companies, corporate bodies, Eligible NRIs, scientific institutions societies and trusts and any category III FPIs registered with SEBI, which is a foreign corporate or foreign individual for Equity Shares such that the Bid Amount exceeds ₹ 2,00,000 in value	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs applying for Equity Shares such that the Bid Amount does not exceed ₹ 2,00,000 in value
Terms of Payment****	***In case of Anchor Investors:*** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ***In case of all other Bidders***: Full Bid Amount shall be blocked by the SCSBs in the bank account of the Bidders (other than Anchor Investors) that is specified in the Bid cum Application Form at the time of the submission of the Bid cum Application Form		

** Our Company in consultation with the BRLM may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above Anchor Investor Offer Price.*

***This Offer is being made through the Book Building Process wherein 50% of the Offer will be available for allocation to QIBs on a proportionate basis, provided that the Anchor Investor Portion may be allocated on a discretionary basis. Further, not less than 15% of the Offer will be available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer will be available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis, subject to applicable laws.*

****If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.*

***** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Form.*

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Withdrawal of the Offer

Our Company and the Selling Shareholders in consultation with the BRLM, reserve the right not to proceed with the Offer at any time after the Bid/Offer Opening Date but before Allotment. If our Company and the Selling Shareholders withdraw the Offer, our Company will issue a public notice within two days from the Bid/Offer

Closing Date or such time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLM, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company and/or the Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a public offering of Equity Shares, they will file a fresh draft red herring prospectuswith SEBI and the Stock Exchanges.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company will apply for only after Allotment and within six Working Days of the Bid Closing Date; and (ii) the final RoC approval of the Prospectus after it is filed with the Stock Exchanges.

Except in relation to Anchor Investors, Bids and any revision in Bids will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Bid/Offer Period at the Bidding Centers, except that on the Bid/Offer Closing Date (which for QIBs is maybe a day prior to the Bid/Offer Closing Date for non-QIBs), Bids will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until (i) 4.00 p.m. (Indian Standard Time) by QIBs and Non-Institutional Investors; and (ii) 5.00 p.m. or such extended time as permitted by the Stock Exchanges (Indian Standard Time) in case of Bids by Retail Individual Investors. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and reported by the BRLM to the Stock Exchanges. Due to limitation of time available for uploading Bids on the Bid/Offer Closing Date, Bidders are advised to submit Bids one day prior to the Bid/Offer Closing Date and, in any case, no later than 1.00 p.m. (Indian Standard Time) on the Bid/Offer Closing Date. If a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public issues, which may lead to some Bids not being uploaded due to lack of sufficient time to upload, such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation in the Offer. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by the SCSBs would be rejected. Our Company, the Selling Shareholders and the members of Syndicate will not be responsible for any failure in uploading Bids due to faults in any hardware/software system or otherwise. Bids will be accepted only on Working Days.

Our Company and the Institutional Selling Shareholders in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations, provided that the Cap Price will be less than or equal to 120% of the Floor Price and the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after revision of Price Band subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges by issuing a press release and by indicating the change on the website of the Designated Intermediaries. However, in case of revision in the Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

TERMS OF THE OFFER

The Equity Shares offered and Allotted in the Offer will be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the abridged prospectus and other terms and conditions as may be incorporated in the Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to issue and offer for sale and listing and trading of securities, issued from time to time, by the SEBI, GoI, Stock Exchanges, the RoC, the RBI and/or other authorities to the extent applicable or such other conditions as maybe prescribed by SEBI, RBI and/or regulatory authority while granting approval for the Offer.

Ranking of Equity Shares

The Equity Shares being offered and allotted in the Offer will be subject to the provisions of the Companies Act, the Memorandum of Association and the Articles of Association and will rank *pari passu* with the existing Equity Shares of our Company, including in respect of dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For more information, see "***Main Provisions of the Articles of Association***" on page 553.

Mode of Payment of Dividend

Our Company will pay dividend, if declared, to our equity shareholders, as per the provisions of the Companies Act, the SEBI Listing Regulations, our Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the GoI in this respect. Any dividends declared, after the date of Allotment (including pursuant to the transfer of Equity Shares from the Offer for Sale) in this Offer, will be received by the Allottees. For more information, see "***Dividend Policy***" on page 195.

Face Value and Price Band

The face value of each Equity Share is ₹ 10. At any given point of time there will be only one denomination for the Equity Shares.

The Price Band will be decided by our Company and the Institutional Selling Shareholders in consultation with the BRLM and the Minimum Bid Lot will be decided by our Company in consultation with the BRLM, and published by our Company at least five Working Days prior to the Bid/Offer Opening Date, in all editions of Financial Express (a widely circulated English national newspaper) and all editions of Jansatta (a widely circulated Hindi national newspaper, Hindi also being the regional language in the place where our Registered and Corporate Office is located), and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchanges.

Rights of the Equity Shareholder

Subject to applicable law and our Articles of Association, the Equity Shareholders will have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see "***Main Provisions of the Articles of Association***" on page 553.

Market Lot and Trading Lot

In terms of Section 29 of the Companies Act, 2013, the Equity Shares will be Allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of our Equity Shares will only be in dematerialized form.

Since trading of our Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see "***Offer Procedure***" on page 508.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-tenants with benefits of survivorship.

Nomination Facility

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole or first Bidder, with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, will vest. A nominee entitled to the Equity Shares by reason of the death of the original holder(s), will, in accordance with Section 72 of the Companies Act, 2013, as amended, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the Equity Shares. Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of the holder's death during minority. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, as amended, will, on the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as holder of Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participant.

Bid/Offer Period

BID/OFFER OPENS ON*	Monday, March 20, 2017
BID/OFFER CLOSES ON	Wednesday, March 22, 2017
FINALIZATION OF BASIS OF ALLOTMENT	On or about Wednesday, March 29, 2017
INITIATION OF REFUNDS FOR ANCHOR INVESTORS/UNBLOCKING OF FUNDS	On or about Wednesday, March 29, 2017
CREDIT OF EQUITY SHARES TO DEPOSITORY ACCOUNTS	On or about Thursday, March 30, 2017
COMMENCEMENT OF TRADING	Friday, March 31, 2017

** Our Company, in consultation with the BRLM may consider participation by Anchor Investors. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date. In addition, our Company may in consultation with the BRLM, decide to close the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date.*

This timetable, other than Bid/Offer Opening and Closing Dates, is indicative in nature and does not constitute any obligation or liability on our Company, the Selling Shareholders or the members of the Syndicate. While our Company will use best efforts to ensure that listing and trading of our Equity Shares on the Stock Exchanges commences within six Working Days of the Bid/Offer Closing Date, the timetable may be subject to change for various reasons, including extension of Bid/Offer period by our Company due to revision of the Price Band, any delays in receipt of final listing and trading approvals from the Stock Exchanges, delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges in accordance with applicable law.

Minimum Subscription

If our Company does not receive the minimum subscription of 90% of the Fresh Issue, including through the devolvement to the Underwriters, as applicable, our Company shall forthwith refund the entire subscription amount received within the timelines prescribed under applicable laws, failing which, the directors of our Company who are officers in default shall jointly and severally be liable to repay that money with interest at the rate of 15% per annum. This is further subject to the compliance with Regulation 19(2)(b)(i) of the SCRR. Further in terms of Regulation 26(4) of the SEBI ICDR Regulations, our Company will ensure that the number of Bidders to whom the Equity Shares are Allotted in the Offer will be not less than 1,000.

The requirement for minimum subscription is not applicable to the Offer for Sale in accordance with SEBI ICDR Regulations.

In the event of under subscription in the Offer, the Selling Shareholders, the BRLM and our Company agree that Equity Shares equivalent to 90% of the Fresh Issue shall be issued prior to the sale of Offered Shares in the Offer for Sale, after which the balance subscription in the Offer shall be applied towards allotment of Offered Shares of each Selling Shareholder and the balance portion of the Fresh Issue, in a proportionate manner.

Arrangement for Disposal of Odd Lots

There are no arrangements for disposal of odd lots.

Restriction on Transfer of Shares

Except for lock-in of pre-Offer equity shareholding and Anchor Investor lock-in in the Offer, as detailed in *"**Capital Structure**"* on page 72 and as provided in our Articles as detailed in "***Main Provisions of the Articles of Association***" on page 553, there are no restrictions on transfers and transmission of shares/debentures and on their consolidation/splitting.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

OFFER PROCEDURE

*All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, notified by SEBI ("**General Information Document**") included below under section titled " – **Part B - General Information Document**", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document has been updated to reflect amendments to the SEBI ICDR Regulations and provisions of the Companies Act 2013, to the extent applicable to a public issue and any other enactments and regulations. The General Information Document is also available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. All Designated Intermediaries in relation to the Offer should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.*

Our Company, the Selling Shareholders and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus and the Prospectus.

PART A

Book Building Procedure

The Offer is being made through the Book Building Process wherein 50% of the Offer will be available for allocation to QIBs on a proportionate basis, provided that our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, of which at least one-third will be available for allocation to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations. Further, 5% of the QIB Category (excluding the Anchor Investor Portion) will be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Offer Price. In case of under subscription in the Anchor Investor Portion, the remaining Equity Shares will be added back to the QIB Category in the Anchor Investor Portion. The remainder will be available for allocation on a proportionate basis to all QIBs including Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Offer Price. subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer will be available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer will be available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category, except in the QIB Category, would be allowed to be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis, subject to applicable laws.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Bid cum Application Form

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centers, at our Registered and Corporate Office. The Bid cum Application Forms will also be available for download on the websites of the NSE (www.nseindia.com) and the BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

For Anchor Investors, the Bid cum Application Forms will be available at the offices of the BRLM.

Bidders must compulsorily use the ASBA process to participate in the Offer. However, Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors) must provide bank account details and authorisation by the ASBA bank account holder to block funds in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such detail are liable to be rejected.

Further, such Bidders shall ensure that the Bids are submitted at the Bidding Centres only on Bid cum Application Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid-cum-Application Forms) and Bid cum Application Forms not bearing such specified stamp maybe liable for rejection. Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including FPIs (including FIIs), and Eligible NRIs, FVCIs and registered bilateral and multilateral institutions applying on a repatriation basis	Blue
Anchor Investors**	-

** Excluding electronic Bid cum Application Forms*
***Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLM.*

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Participation by associates and affiliates of the BRLM and the Syndicate Member, Promoters, Promoter Group and persons related to Promoter/Promoter Group

The BRLM and the Syndicate Member shall not be allowed to purchase in the in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Member may purchase Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLM and Syndicate Member, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except for Mutual Funds sponsored by entities related to the BRLM, the BRLM and any persons related to the BRLM, Promoters and Promoter Group cannot apply in the Offer under the Anchor Investor Portion.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, the Company reserves the right to reject any Bid without assigning any reason therefor. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRIs applying on a repatriation basis should authorise their SCSBs to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") accounts, and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs to block their Non-Resident Ordinary ("NRO") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Bids by FPI (including FIIs)

In terms of the Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations 2014 ("**SEBI FPI Regulations**"), investment in the Equity Shares by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) shall be below10% of our post-Offer Equity Share capital.

Any FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995. An FII or a sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in this Offer, until the expiry of its registration with SEBI as an FII or a sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In accordance with foreign investment limits applicable to our Company, total foreign investment including FPI investment may be up to 100% with the approval of our Board and a special resolution of our shareholders, subject to intimation to RBI. Currently, total foreign investment including FPI investment is not permitted to exceed 74% of our total issued capital.

FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

Bids by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended, (the "**SEBI VCF Regulations**") and the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended, among other things prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the "**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Circular – Para-banking Activities dated July 1, 2015 is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by the SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, the Company and the Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 (the "**IRDA Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs (including FIIs), Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the Selling Shareholders reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the Selling Shareholders and the BRLM in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the Selling Shareholders and the BRLM may deem fit.

Bids by Anchor Investors

For details in relation to Bids by Anchor Investors, see the section entitled "***Offer Procedure – Part B – General Information Document for Investing in Public Issues***" on page 517.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason therefor.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation or as specified in this Red Herring Prospectus.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company will, after registering the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of Financial Express (a widely circulated English national newspaper) and all editions of Jansatta (a widely circulated Hindi national newspaper, Hindi also being the regional language in the place where our Registered and Corporate Office is located).

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

6. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Bid cum Application Form;

7. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

8. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

9. Ensure that you request for and receive a acknowledgement in the form of a counterfoil or by specifying the application number from the concerned Designated Intermediary;

10. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

11. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

12. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

13. Ensure that the Demographic Details are updated, true and correct in all respects;

14. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

15. Ensure that the category and the investor status is indicated;

16. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents, including a copy of the power of attorney, are submitted;

17. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

18. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated

Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;

19. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

20. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with;

21. Ensure that you tick the correct investor category, as may be applicable, in the Bid cum Application Form to ensure proper upload of the Bid in the online IPO system of the Stock Exchanges; and

22. Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Issue.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);
10. Do not submit the General Index Register number instead of the PAN;
11. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account;
12. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
13. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise; and
14. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Payment into Anchor Escrow Account

Our Company in consultation with the BRLM, in their absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. The payment instruments for payment into the Anchor Escrow Accounts should be drawn in favor of:

(i) In case of resident Anchor Investors: "Anchor Escrow Account – CL Educate IPO - Anchor Investor - R"

(ii) In case of non-resident Anchor Investors: "Anchor Escrow Account – CL Educate IPO - Anchor Investor - NR"

Undertakings by our Company

Our Company undertakes the following:

(i) That the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) That all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days of the Bid/Offer Closing Date;

(iii) That in case of Anchor Investos where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Bid/ Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(iv) That no further issue of Equity Shares shall be made until the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded on account of non-listing, under-subscription etc.;

(v) That if our Company or the Selling Shareholders do not proceed with the Offer after the Bid/Offer Closing Date, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

(vi) That if our Company and the Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with the SEBI, in the event our Company or the Selling Shareholders subsequently decides to proceed with the Offer;

(vii) That the allotment of securities/refund confirmation to Eligible NRIs shall be dispatched within specified time;

(viii) That adequate arrangements shall be made to collect all Bid cum Application Forms;

(ix) That our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received; and

(x) That the Allotment Advice will be issued or the application money will be refunded/unblocked within such time as specified by the SEBI, failing which interest will be paid to the Bidders at the rate prescribed under applicable law for the delayed period.

The Promoters have authorized the Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Undertakings by the Selling Shareholders

(i) The Equity Shares offered pursuant to the Offer for Sale have been held by the Selling Shareholders for a period of at least one year prior to the date of the Draft Red Herring Prospectus, and are free and clear of any liens or encumbrances and, to the extent that the Equity Shares being offered have resulted from a bonus issue, the bonus issue has been on equity shares held for a period of at least one year prior to the filing of the DRHP. In addition, 58,624 Equity Shares out of the 102,832 Equity Shares being offered for sale by Poonam Mittal, were acquired by Poonam Mittal by way of transmission on August 22, 2015, and have been included as part of the Offer for Sale pursuant to exemption granted under Regulation 113(a) of the SEBI ICDR Regulations by SEBI through its letter dated June 24, 2016.

(ii) The Selling Shareholders are the legal and beneficial owners of and has full title to their respective Equity Shares being offered through the Offer for Sale. It is further clarified that Gaja Trustee Company Private Limited is the trustee for Gaja, which is the legal owner of the Equity Shares proposed to be transferred by Gaja pursuant to the Offer for Sale.

(iii) The Selling Shareholders will not have recourse to the proceeds of the Offer for Sale, until approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received;

(iv) The Selling Shareholders will not sell, transfer, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered in the Offer for Sale; and

(v) The Selling Shareholders will take all such steps as may be required to ensure that the Equity Shares being sold by them in the Offer for Sale are available for transfer in the Offer for Sale.

The Promoters have authorized the Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Utilization of Net Proceeds

Our Board certifies that:

(i) details of all monies utilised out of the Fresh Issue referred to in sub item (i) shall be disclosed and continue to be disclosed until the time any part of the Net proceeds remains unutilised, under an appropriate separate head in the balance-sheet of the Issuer indicating the purpose for which such monies had been utilised; and

(ii) details of all unutilised monies out of the Fresh Issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested;

Our Company and the Selling Shareholders, respectively, declare that all monies received from the Fresh Issue and the Offer for Sale shall be transferred to separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

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PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, the SCRA, the SCRR and SEBI ICDR Regulations. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Offer. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Offer, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Offer.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Offers. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, and on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the SEBI ICDR Regulations.

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Offer and the relevant information about the Issuer undertaking the Offer are set out in the Red Herring Prospectus ("**RHP**")/ Prospectus filed by the Issuer with the Registrar of Companies ("**RoC**"). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **BRLM(s)** to the Offer and on the website of Securities and Exchange Board of India ("**SEBI**") at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/27 of SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (to the extent applicable), the SCRR, industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, an Issuer can either determine the Offer Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Offer ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-offer advertisement was given at least five Working Days before the Bid/Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/Offer Opening Date, in case of an FPO.

The Floor Price or the Offer price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Issue.

2.5 OFFER PERIOD

The Offer may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Offer Period. Details of Bid/Offer Period are also available on the website of the Stock Exchange(s).

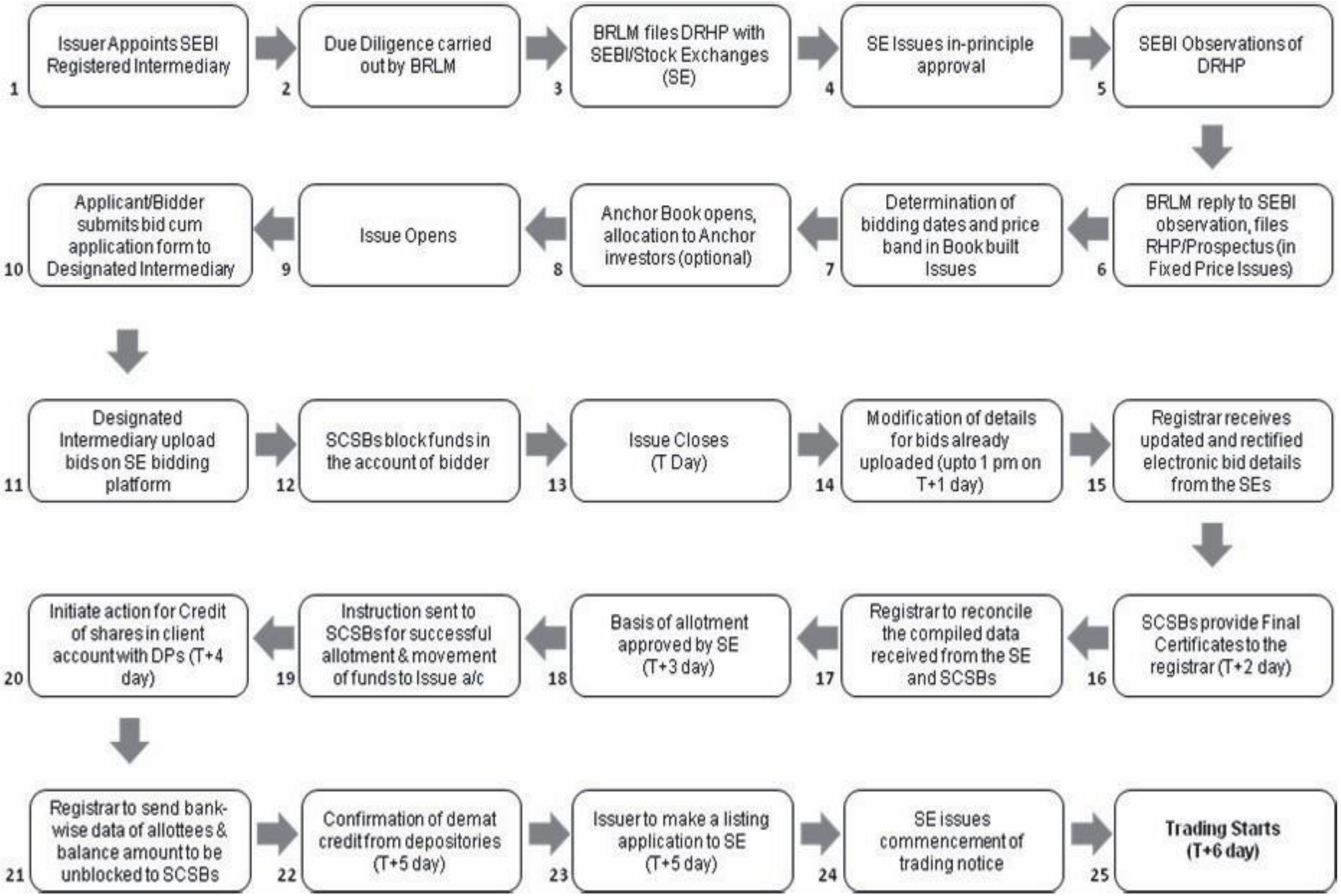
In case of a Book Built Issue, the Issuer may close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Offer Period may be extended by at least three Working Days, subject to the total Bid/Offer Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs.:

- In case of Offer other than Book Build Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

i. Step 7 : Determination of Offer Date and Price
ii. Step 10: Applicant submits Bid cum Application Form with Designated Intermediaries.


1 Issuer Appoints SEBI Registered Intermediary
2 Due Diligence carried out by BRLM
3 BRLM files DRHP with SEBI/Stock Exchanges (SE)
4 SE Issues in-principle approval
5 SEBI Observations of DRHP
6 BRLM reply to SEBI observation, files RHP/Prospectus (in Fixed Price Issues)
7 Determination of bidding dates and price band in Book built Issues
8 Anchor Book opens, allocation to Anchor investors (optional)
9 Issue Opens
10 Applicant/Bidder submits bid cum application form to Designated Intermediary
11 Designated Intermediary upload bids on SE bidding platform
12 SCSBs block funds in the account of bidder
13 Issue Closes (T Day)
14 Modification of details for bids already uploaded (upto 1 pm on T+1 day)
15 Registrar receives updated and rectified electronic bid details from the SEs
16 SCSBs provide Final Certificates to the registrar (T+2 day)
17 Registrar to reconcile the compiled data received from the SE and SCSBs
18 Basis of allotment approved by SE (T+3 day)
19 Instruction sent to SCSBs for successful allotment & movement of funds to Issue a/c
20 Initiate action for Credit of shares in client account with DPs (T+4 day)
21 Registrar to send bank-wise data of allottees & balance amount to be unblocked to SCSBs
22 Confirmation of demat credit from depositories (T+5 day)
23 Issuer to make a listing application to SE (T+5 day)
24 SE issues commencement of trading notice
25 Trading Starts (T+6 day)

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FII's, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to hold and invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- FPIs registered with SEBI, provided that any FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals Bidding only under the Non Institutional Investors (NIIs) category;
- FPIs other than Category III foreign portfolio investors Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares; Scientific and/or industrial research organisations in India, authorised to invest in equity shares;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI published in the Gazette of India;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Offer.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified ASBA Form (or in case of Anchor Investors, the Anchor Investor Application Form) either bearing stamp of a Designated Intermediary as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the BRLM, the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus. For Anchor Investors, Bid cum Application Forms shall be available at the offices of the BRLM.

Fixed Price Issue: Applicants should only use the specified Bid cum Application Form bearing the stamp of the Designated Intermediary as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FIIs, their sub-accounts (other than sub-accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders/Applicants Bidding/applying in the reserved category	As specified by the Issuer

Securities issued in an IPO can only be in dematerialized form in accordance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM/ APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

Application Form – For Residents

TEAR HERE

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : .... Contact Details: .... CIN No	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ____________

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder
☐ Non-Institutional Bidder
☐ QIB

6. INVESTOR STATUS

☐ Individual(s) - IND
☐ Hindu Undivided Family* - HUF
☐ Bodies Corporate - CO
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - MF
☐ Non-Resident Indians - NRI (Non-Repatriation basis)
☐ National Investment Fund - NIF
☐ Insurance Funds - IF
☐ Insurance Companies - IC
☐ Venture Capital Funds - VCF
☐ Alternative Investment Funds - AIF
☐ Others (Please specify) - OTH

* HUF should apply only through Karta (Application by HUF would be treated on par with individual)

7. PAYMENT DETAILS — PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorise the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date : ____________	3)	

TEAR HERE

LOGO

XYZ LIMITED INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.
Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

Application Form – For Non – Residents

TEAR HERE

COMMON BID CUM APPLICATION FORM | **XYZ LIMITED - INITIAL PUBLIC ISSUE - NR** | Address : .... Contact Details: .... CIN No .... | **FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIS OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS**

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**ESCROW BANK/SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 7 6 5 4 3 2 1	Bid Price 3 2 1	Retail Discount 3 2 1	Net Price 3 2 1	"Cut-off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder
☐ Non-Institutional Bidder
☐ QIB

6. INVESTOR STATUS

NRI	Non-Resident Indian(s) (Repatriation basis)
FII	FII or Sub-account not a Corporate/Foreign Individual
FIISA	FII Sub-account Corporate/Individual
FVCI	Foreign Venture Capital Investor
FPI	Foreign Portfolio Investors
OTH	Others (Please Specify)_______

7. PAYMENT DETAILS | **PAYMENT OPTION : FULL PAYMENT** ☐ **PART PAYMENT** ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date : ____________	3)	

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

LOGO

XYZ LIMITED
INITIAL PUBLIC ISSUE - NR

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT**

(a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields**: Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid-cum Application Form/Application Form may be used to dispatch communications(including letters notifying the unblocking of the bank accounts of Bidders (other than Anchor Investors) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, Designated Intermediaries and the Registrar to the Offer only for correspondence(s) related to an Offer and for no other purposes.

(c) **Joint Bids/Applications**: In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Bidder/Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(d) **Impersonation**: Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

***shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 **FIELD NUMBER 2: PAN OF SOLE/FIRST BIDDER/APPLICANT**

(a) PAN (of the sole/ first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose sole name or first name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim ("PAN Exempted Bidders/Applicants"). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms/Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

4.1.3 **FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS**

(a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form/Application Form is liable to be rejected.**

(b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice or unblocking of ASBA Account or for any correspondence(s) related to an Offer.

(d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

4.1.4 **FIELD NUMBER 4: BID OPTIONS**

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Offer Opening Date in case of an IPO, and at least one Working Day before Bid/Offer Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs /FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (Section 5.6 (e))

(c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can

Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

(d) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the BRLM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of Rs. 10,000 to Rs.15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

(e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed Rs. 200,000.

In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.

(b) For NRIs, a Bid Amount of up to Rs. 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding **₹** 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds Rs. 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Bidders and QIBs are not allowed to Bid at 'Cut-off Price'.

(d) RII may revise or withdraw their bids until Bid/Offer Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.

(e) In case the Bid Amount reduces to Rs. 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

(f) For Anchor Investors, if applicable, the Bid Amount shall be least Rs.10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/Offer Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Offer Price is lower than the Offer Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Offer Price is lower than the Anchor Investor Offer Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Offer size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Offer Price, the number of Equity Shares Bid for by a Bidder at or above the Offer Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e)).

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple Bids:

i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

ii. For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

i. Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Net Offer portion in public category.

ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

iii. Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 **FIELD NUMBER 5 : CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and allotment in the Offer are RIIs, NIIs and QIBs.

(b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Offer Price. For details regarding allocation to Anchor Investors, Bidders may refer to the RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI ICDR Regulations, specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending upon compliance with the eligibility conditions.

Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Offer is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

(c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) The full Bid Amount (net of any Discount, as applicable) shall be blocked based on the authorization provided in the Bid cum Application Form. If the Discount is applicable in the Offer, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the payment shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(b) Bid Amount for Bidders who Bid at Cut-off price shall be blocked on the Cap Price.

(c) All Bidders (except Anchor Investors) can participate in the Offer only through the ASBA mechanism.

(d) Bid Amount cannot be paid in cash, cheque, demand draft, through money order or through postal order.

4.1.7.1. **Instructions for Anchor Investors:**

(a) Anchor Investors may submit their Bids with a Book Running Lead Manager.

(b) Payments should be made either by RTGS or NEFT.

(c) The Anchor Escrow Bank(s) shall maintain the monies in the Anchor Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2. **Payment instructions for Bidders (other than Anchor Investors)**

(a) Bidders may submit the Bid cum Application Form either

i. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

ii. in physical mode to any Designated Intermediary(ies).

(b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum

Application Form submitted by a Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;

(d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) **Bidders bidding through a member of the Syndicate** should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only at the Specified Locations. Bidders should also note that Bid cum Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries).

(g) **Bidders bidding through Designated Intermediaries** other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.

(h) **Bidders bidding directly through the SCSBs** should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.

(l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.1.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Offer Closing Date.

4.1.7.2 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Offer may block for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

(a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant, then the Signature of the ASBA Account holder(s) is also required.

(c) The signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.

(d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

(a) Bidders should ensure that they receive the Acknowledgment slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form.

(b) All communications in connection with Bids/Applications made in the Offer should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity Shares, unblocking of funds, the Bidders/Applicants should contact the Registrar to the Issue.

ii. In case of Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.

iii. In case of queries relating to uploading of Syndicate ASBA Bids, the Bidders/Applicants should contact the relevant Syndicate Member.

iv. In case of queries relating to uploading of Bids by a Designated Intermediary, the Bidders/Applicants should contact the relevant Designated Intermediary.

v. Bidder/Applicant may contact the Company Secretary and Compliance Officer or BRLM(s) in case of any other complaints in relation to the Issue.

(c) The following details (as applicable) should be quoted while making any queries –

i. full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application;

ii. name and address of the Designated Intermediary, where the Bid was submitted;

iii. in case of Bids other than from Anchor Investors, ASBA Account number in which the amount equivalent to the Bid Amount was blocked; or

iv. in case of Anchor Investor Bids, the unique transaction reference number and the name of the relevant bank thereof.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

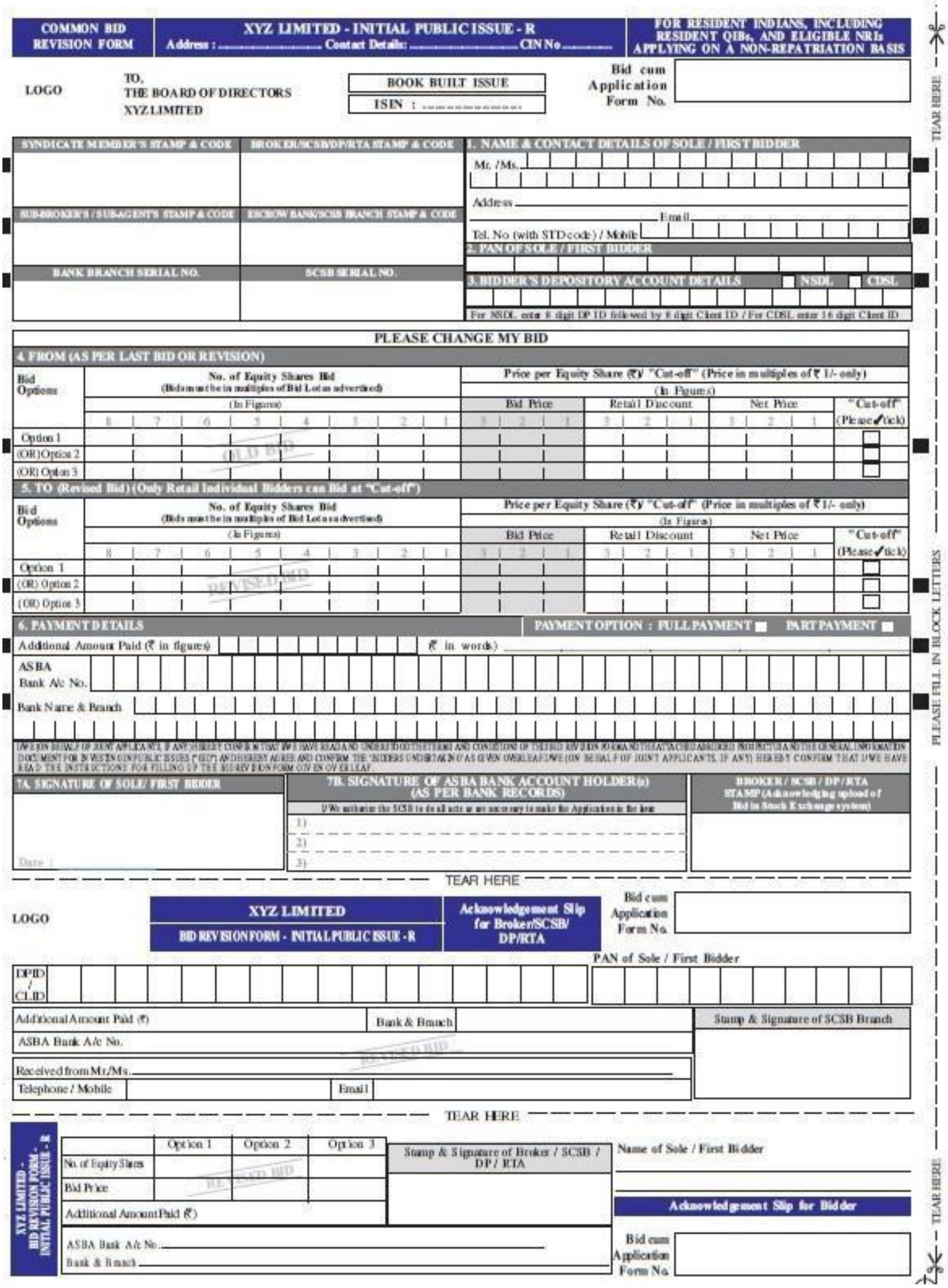
(a) During the Bid/Offer Period, any Bidder/Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RII may revise their Bids or withdraw their bids until Bid/Offer Closing date.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/Applicant can make this revision any number of times during the Bid/ Offer Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:


COMMON BID REVISION FORM | XYZ LIMITED - INITIAL PUBLIC ISSUE - R | Address : .... Contact Details: .... CIN No .... | FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO | TO, THE BOARD OF DIRECTORS XYZ LIMITED | BOOK BUILT ISSUE | ISIN : .... | Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE | SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE | BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
Mr. / Ms.
Address
Email
Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures): Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

OLD BID

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures): Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

REVISED BID

6. PAYMENT DETAILS | PAYMENT OPTION : FULL PAYMENT | PART PAYMENT
Additional Amount Paid (₹ in figures) | (₹ in words)
ASBA Bank A/c No.
Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER | 7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS) | BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue
1) 2) 3)
Date :

TEAR HERE

LOGO | XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R | Acknowledgement Slip for Broker/SCSB/ DP/RTA | Bid cum Application Form No.
DPID / CLID | PAN of Sole / First Bidder
Additional Amount Paid (₹) | Bank & Branch | Stamp & Signature of SCSB Branch
ASBA Bank A/c No.
Received from Mr./Ms.
Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA | Name of Sole / First Bidder | Acknowledgement Slip for Bidder
ASBA Bank A/c No.
Bank & Branch
Bid cum Application Form No.

TEAR HERE — PLEASE FILL IN BLOCK LETTERS — TEAR HERE

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Indtermediaries may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed Rs. 200,000. In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process.

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds Rs. 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding will be unblocked aftet the allotment is finalized.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Bidders/Applicants are required to authorize blocking of the full Bid Amount (less Discount (if applicable) at the time of submitting the Bid Revision Form. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.

(b) Bidder/Applicant, Bidder/Applicant may Offer instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds Rs. 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that no additional amount is required for blocking Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the

Cut-off Price.

(d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

4.2.4 **FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

(a) The Issuer may mention Price or Price Band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the Lead Manager to the Offer (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of Rs. 10,000 to Rs.15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIIs**,** Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed Rs. 200,000.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds Rs. 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Offer size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple applications by a Bidder/Applicant and may be rejected.

ii. For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Offer portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 FIELD NUMBER 5 : CATEGORY OF APPLICANTS

(a) The categories of applicants identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and Allotment in the Offer are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of applicants in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 FIELD NUMBER 6: INVESTOR STATUS

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 FIELD 7: PAYMENT DETAILS

(a) All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Offer

(b) Application Amount cannot be paid in cash, cheques or demand drafts through money order or through postal order or through stock invest.

4.3.5.1 Payment instructions for Applicants

(a) Applicants may submit the Application Form in physical mode to the Designated Intermediaries.

(b) Applicants must specify only such Bank Account number maintained with the SCSB in the Application Form. The Application Form submitted by an ASBA Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.

(c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) Applicants bidding directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.

(i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(j) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

(l) SCSBs applying in the Offer must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.3.5.2 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, and (iv) details of rejected Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Offer, the SCSBs may transfer the requisite amount against each successful Application to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Offer may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within six Working Days of the Offer Closing Date.

4.3.5.3 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Offer may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/APPLICATION FORM

4.4.1 **Bidders/Applicants may submit completed Bid-cum-application form / Revision Form in the following manner:-**

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	To the Book Running Lead Managers at the Specified Locations mentioned in the Bid cum Application Form
All Applications (other than Anchor Investors)	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the Collecting RTAs at the Designated RTA Locations or the CDPs at the Designated CDP Locations (b) To the Designated Branches of the SCSBs where the ASBA Account is maintained

(a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.

(b) Upon submission of the Bid-cum-Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.

(c) Upon determination of the Offer Price and filing of the Prospectus with the RoC, the Bid-cum-Application Form will be considered as the application form.

SECTION 5: OFFER PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Offer, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Offer Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations. The Offer Price is finalised after the Bid/Offer Closing Date. Valid Bids received at or above the Offer Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/Offer Period, ASBA Bidders/Applicants may approach any of the Designated Intermediary to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager to register their Bid.

(b) In case of Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).

(c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/Offer Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/Offer Period.

5.4 WITHDRAWAL OF BIDS

(a) RIIs can withdraw their Bids until Bid/Offer Closing Date. In case a RII wishes to withdraw the Bid, the same can be done by submitting a request for the same to the concerned Designated Intermediary, who shall do the requisite, including providing instructions for unblocking of the funds by the SCSB in the ASBA Account.

(b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account upon or after the finalization of basis of Allotment. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to

i. the Bids accepted by the Designated Intermediary;

ii. the Bids uploaded by the Designated Intermediary; and

iii. the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.

(b) The BRLM and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLM and their affiliate Syndicate Members (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 **GROUNDS FOR TECHNICAL REJECTIONS**

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various placed in this GID:-

(a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(b) Bids/Applications of Bidders (other than Anchor Investors) accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Bidders' ASBA Account maintained with an SCSB;

(c) Bids/Applications by OCBs;

(d) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(e) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form/Application Form;

(f) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(h) Bids/Applications by persons in the United States;

(i) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;

(j) PAN not mentioned in the Bid cum Application Form/Application Form except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(k) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(l) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(m) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;

(n) Bids/Applications at Cut-off Price by NIIs and QIBs;

(o) The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

(p) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(q) Submission of more than five Bid cum Application Forms/Application Form as per ASBA Account;

(r) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;

(s) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

(t) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/Offer Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;

(u) Bank account mentioned in the Bid cum Application Form may not be an account maintained by SCSB. Inadequate funds in the bank account to block the Bid/Application Amount specified in the Bid cum Application Form/ Application Form at the time of blocking such Bid/Application Amount in the bank account;

(v) In case of Anchor Investors, Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Anchor Escrow Bank;

(w) Where no confirmation is received from SCSB for blocking of funds;

(x) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;

(y) Bid cum Application Form submitted to Designated Intermediaries at locations other than the Bidding Centers or to the Anchor Escrow Bank (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Offer;

(z) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

(aa) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.

(b) Under-subscription in any category (except QIB category) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

(c) In case of under subscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should *note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.*

Bidders can bid at any price within the price band. For instance, assume a price band of Rs. 20 to Rs. 24 per share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the equity shares of the issuer at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Amount (Rs.)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of equity shares is the price at which the book cuts off, i.e., Rs. 22.00 in the above example. The issuer, in consultation with the book running lead managers, may finalise the Offer Price at or below such cut-off price, i.e., at or below Rs. 22.00. All bids at or above this Offer Price and cut-off bids are valid bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding (**"Alternate Book Building Process"**).

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Offer Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: OFFER PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Offer Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

ASBA Applicants may submit an Application Form either in physical form to the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (**"ASBA Account"**). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders/Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Offer Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Offer Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Offer Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot **("Maximum RII Allottees"**). The Allotment to the RIIs will then be made in the following manner:

(a) In the event the number of RIIs who have submitted valid Bids in the Offer is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIIs who have submitted valid Bids in the Offer is more than Maximum RII Allottees, the RIIs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Offer Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Offer Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Offer Price, full Allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Offer Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full allotment to the extent of valid Bids received above the Offer Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Offer Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Offer Price will be at the discretion of the issuer subject to compliance with the following requirements:

i. not more than 60% of the QIB Category will be allocated to Anchor Investors;

ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to Rs.10 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than Rs. 10 crores and up to Rs. 250 crores subject to minimum allotment of Rs. 5 crores per such Anchor Investor; and
- a minimum number of five Anchor Investors and maximum number of 25 Anchor Investors for allocation of more than Rs. 250 crores subject to minimum allotment of Rs. 5 crores per such Anchor Investor.

(b) A physical book is prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(c) **In the event that the** Offer **Price is higher than the Anchor Investor** Offer **Price**: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Offer Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(d) **In the event the Offer Price is lower than the Anchor Investor Offer Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Offer being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorized according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid Lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Anchor Escrow Bank shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Anchor Escrow Accounts, as per the terms of the Cash Escrow Agreement, into the Public Offer Account with the Bankers to the Offer. The balance amount after transfer to the Public Offer Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Cash Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Offer shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Offer Account.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Offer.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within six Working Days of the Bid/ Offer Closing Date. The Issuer also ensures the credit of shares to the successful Applicant’s depository account is completed within five Working Days from the Bid/Offer Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date. The Registrar to the Offer may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within six Working Days of the Bid/Offer Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer may be punishable with a fine which shall not be less than Rs. 5 lakhs but which may extend to Rs. 50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than Rs. 50,000 but which may extend to Rs. 3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith may take steps to refund, without interest, all moneys received from the Bidders/Applicants in pursuance of the RHP/Prospectus.

If such money is not refunded to Bidders within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Offer (excluding any offer for sale of specified securities), including devolvement to the Underwriters, as applicable, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/ Offer Closing Date and repay, without interest, all moneys received from Anchor Investors. This is further subject to the compliance with Regulation 19(2)(b) of the SCRR. In case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Offer, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay or unblock the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of prescribed time period under applicable laws, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations comes for an Offer under Regulation 26(2) of SEBI (ICDR) Regulations but fails to Allot at least 75% of the Net Offer to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

(a) **In case of ASBA Bids:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Accounts for unsuccessful Bids or for any excess amount blocked on Bidding.

(b) **In case of Anchor Investors:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.

(c) In case of Anchor Investors, the Registrar to the Offer may obtain from the depositories the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Bid cum Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank

8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

i. **NACH**—National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Bidders/Applicants having an account at any of the centres specified by the RBI where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Bidders/Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where the Bidder/Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS;

ii. **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to the MICR of that particular branch. The IFSC may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine- digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

iii. **Direct Credit**—Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account; and

iv. **RTGS**—Anchor Investors having a bank account with a bank branch which is RTGS enabled as per the information available on the website of RBI and whose refund amount exceeds ₹ 0.2 million, shall be eligible to receive refund through RTGS, provided the Demographic Details downloaded from the Depositories contain the nine digit MICR code of the Anchor Investor's bank which can be mapped with the RBI data to obtain the corresponding IFSC. Charges, if any, levied by the Anchor Escrow Bank for the same would be borne by our Company. Charges, if any, levied by the Anchor Investor's bank receiving the credit would be borne by the Anchor Investor.

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Bidders/Applicants may refer to RHP/Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the six Working Days of the Bid/Offer Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Offer Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Offer to successful Bidders/Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations and this Red Herring Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the BRLM, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount /ASBA	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the Bidder/Applicant
Banker(s) to the Offer/Anchor Escrow Bank(s)/Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Offer with whom the Anchor Escrow Account(s) for Anchor Investors may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue

Term	Description
Bid	An indication to make an offer during the Bid/Offer Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/ Offer Date by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid/Offer Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Offer, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Closing Date
Bid/Offer Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Opening Date
Bid/Offer Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/ Offer Opening Date and the Bid/Offer Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Offer Period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Period
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Bidder/Applicant	Any prospective investor who makes a Bid/Application pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant
Book Built Process/Book Building Process/Book Building Method	The book building process as provided under SEBI ICDR Regulations, in terms of which the Offer is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges
BRLM(s)/Book Running Lead Manager(s)/Lead Manager/LM	The Book Running Lead Manager to the Offer as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI

Term	Description
Collecting Registrar and Share Transfer Agents or Collecting RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Offer Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (excluding Anchor Investors) and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred by the Anchor Escrow Bank from the Anchor Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries /Collecting Agent	Syndicate Members, sub-syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and Collecting RTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the Collecting RTAs where Bidders can submit the Bid cum Application Forms to Collecting RTAs. The details of such Designated RTA Locations, along with names and contact details of the Collecting RTAs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Offer Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity Shares of the Issuer
Anchor Escrow Account	Account opened with the Anchor Collection Bankand in whose favour the Anchor Investors may transfer money through NEFT/RTGS/direct credit in respect of the Bid Amount when submitting a Bid
Cash Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Offer, the Book Running Lead Manager(s), the Anchor Escrow Bank and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Anchor Escrow Bank	Refer to definition of Banker(s) to the Offer

Term	Description
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, in terms of which the Offer is being made
Floor Price	The lower end of the Price Band, at or above which the Offer Price and the Anchor Investor Offer Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NACH	National Automated Clearing House
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Offer	The Offer less reservation portion
Non-Institutional Investors or NIIs	All Bidders/Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Offer being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder
Offer Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price The Offer Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)

Term	Description
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Offer may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/Offer Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Offer Price, the size of the Offer and certain other information
Public Offer Account	An account opened with the Banker to the Offer to receive monies from the Anchor Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Offer being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations
RTGS	Real Time Gross Settlement
Red Herring Prospectus/RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/ Offer Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Offer/RTO	The Registrar to the Offer as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category/Categories	Categories of persons eligible for making application/Bidding under reservation portion
Reservation Portion	The portion of the Offer reserved for such category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations
Retail Individual Investors/RIIs	Investors who applies or bids for a value of not more than ₹200,000 (including HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Offer being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum Bid Lot, subject to availability in RII category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992

Term	Description
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI which offers the facility of ASBA and the list of which is available on the website of the http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form
Stock Exchanges	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Bid cum Application Forms by Syndicate Members
Syndicate Member(s)	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	Any day, other than Saturdays or Sundays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Bid/Offer Opening Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all trading days excluding Sundays and bank holidays in India in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

SECTION VIII – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

1. These Articles consist of this Article 1 and Article 2 (Preliminary), Article 3 (Definitions and Interpretation) and two chapters, Chapter 'A' and Chapter 'B'. The provisions of this Chapter 'A' shall apply to all the matters to which they pertain, to the extent, and only in so far as they are not inconsistent with, the special provisions of Chapter 'B'. The provisions of Chapter 'B' shall govern the rights and obligations of the SPA, the Founders and the Company inter se, and as long as Chapter 'B' remains a part of these regulations, in the event of any conflict or inconsistency, the provisions of Chapter 'B' shall prevail over the provisions of Chapter 'A' to the maximum extent permitted under the Act and under applicable law.

2. The regulations contained in Table 'F' of the first Schedule to the Act (as defined below) shall apply to the Company in so far as they are not inconsistent with any of the provisions of these Articles.

CHAPTER A

SHARE CAPITAL AND VARIATION OF RIGHTS

6. Any application signed by or on behalf of the applicant for shares in the Company, followed by any allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles; and every person who thus or otherwise accepts any shares and whose name is on the Register of Members shall, for the purpose of the Articles, be a member.

7. (1) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act and, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(2) To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

8. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking paripassu therewith.

9. Subject to the provisions of Section 55 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

10. (1) The Company may exercise the power of paying commission conferred by sub-section (6) of Section 40 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and the rules made thereunder.

(2) The rate or amount of commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of Section 40 of the Act.

(3) The commission may be satisfied by payment in cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

11. Except as required by applicable law, no person shall be recognized by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

SHARES AT THE DISPOSAL OF DIRECTORS

12. Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the

Company for the time being shall be under the control of the directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of Section 53 of the Act) at a discount and at such time as they may from time to time thing fit and with sanction of the Company in the general meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares, provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the general meeting.

12A. The Company shall not, at any time, vary the terms of a contract referred to in prospectus or objects for which the prospectus was issued, except subject to the approval of, or except subject to an authority given by the Company in general meeting by way of special resolution, and in accordance with the provisions of the Act. Provided that the dissenting shareholders, being the shareholders who have not agreed to the proposal to vary the terms of the contracts or the objects referred to in the prospectus, shall be given an exit offer by the promoters or controlling shareholders of the Company, at the fair market value of the equity shares as on the date of the resolution of the Board of Directors recommending such variation in the terms of the contracts or the objects referred to in the prospectus, in accordance with such terms and conditions as may be specified on this behalf by the Securities and Exchange Board of India.

LIMITATION OF TIME FOR ISSUE OF CERTIFICATES

13. Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the directors so time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holders.

13A. Every holder of or subscriber to the securities of the Company shall have the option to receive Security Certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a Depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, 1996. If a person opts to hold its Security with a Depository, the Company shall intimate such Depository the details of allotment of the security and on receipt of such information, the Depository shall enter in its record, the name of the allottees as the beneficial owner of that security. If a beneficial owner seeks to opt out of a Depository in respect of any security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations issue to the beneficial owner the required Certificates for the securities.

ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED

14. (1) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued without payment of fees if the directors so decide, or on payment of such fees (not exceeding Rs. 2/- for each certificate) as the

directors shall prescribe, provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

(2) Provided that notwithstanding what is stated above, the directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act,1956 or any other Act, or rules applicable thereof in this behalf.

(3) The provision of this Article shall mutatis mutandis apply to debentures of the Company.

FURTHER ISSUE OF SHARES

15. (1) Where at any time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further shares either out of unissued capital or increased share capital, then:

(a) Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid-up on those shares at that date;

(b) The offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;

(c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (b) shall contain a statement of this right. Provided that the directors may decline, without assigning any reason to allot any shares to any person in whose favour any member may renounce the shares offered to him;

(d) After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they, in their sole discretion, think fit.

(2) Notwithstanding anything contained in sub-clause (1) the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause of sub-clause (1) hereof) in any manner whatsoever:

(a) If a special resolution to that effect is passed by the Company in a general meeting, or

(b) Where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the Company.

(3) Nothing in sub-clause (c) of (1) hereof shall be deemed:

(a) To extend the time within which the offer should be accepted; or

(b) To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

(4) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debenture or loans into shares in the Company.

(5) Provided that that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debenture or the raising of loan by a special resolution passed by the Company in general meeting.

ALTERATION OF CAPITAL

16. The Company may, from time to time, by shareholders' resolution in accordance with the Act increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

17. Subject to the provisions of Section 61 of the Act, the Company may, by ordinary resolution:

a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

19. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law:

a) its share capital;
b) any capital redemption reserve account; or
c) any share premium account.

LIEN

20. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Provided that the Company shall not have a lien upon fully paid-up shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.

21. The Company may sell, in such manner as the Board of Directors thinks fit, any share on which the Company has a lien, provided that no sale shall be made:

a) unless a sum in respect of which the lien exists is presently payable; or
b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, have been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

22. (1) To give effect to any such sale, the Board of Directors may authorize some person to transfer the shares sold to the purchaser thereof.

(2) The purchaser shall be registered as the shareholder of the shares comprised in any such transfer.

(3) The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in references to the sale.

23. (1) The proceeds of the sale shall be received by the Company and applied in payment of the whole or part of the amount in respect of which the lien exist as is presently payable.

(2) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares as the date of sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

24. (1) The Board of Directors may, from time to time, make calls upon the members in respect of money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the condition of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(2) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment of the call money, pay to the Company at the time or times and place so specified, the amount called on his shares.

(3) A call may be revoked or postponed at the discretion of the Board.

25. A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising the call was passed. Call money may be required to be paid by installments.

26. The joint holders of a share shall be jointly and severally liable to pay all call in respect thereof.

27. (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten percent per annum or at such lower rate, if any, as the Board of Directors may determine.

(2) The Board of Directors shall be at liberty to waive payment of any such interest wholly or

28. (1) Any sum which by the terms of issue of a share become payable on allotment or at any fixed date, whether on account of the nominal value of the shares or by way of premium, shall for purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(2) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

29. (1) The Board of Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same, whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, not exceeding, unless the Company in a general meeting shall otherwise direct, twelve per cent per annum, as the member paying such sum in advance and the directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend or to participate in profits. The directors may at any time repay the amount so advanced.

(2) The members shall not be entitled to any voting rights in respect of the moneys so paid by him

until the same would but for such payment, become presently payable.

(3) The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the Company.

TRANSFER AND TRANSMISSION OF SHARES

30. The Company shall keep a "Register of Transfers" and "Index of Members" in accordance with applicable provisions of the Act and Depositories Act, 1996 and therein shall fairly and distinctly enter particulars of every transfer or transmission of any share.

31. (1) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and the transferee.

(2) the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

32. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act (and any statutory modification thereof for the time being) shall be duly complied with in respect of all transfers of shares and registration thereof.

33. The Company shall use a common form of transfer.

34. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and Letters of Administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

35. On giving not less than seven days' previous notice in accordance with Section 91 of the Act and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board of Directors may from time to time determine, provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty five days in the aggregate in any year.

36. Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board of Directors may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a Member in or debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares/debentures in whatever lot shall not be refused.

37. (1) On the death of a member, the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representative where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.

(2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

38. (1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board of Directors and, subject as hereinafter provided elect, either:

a) to be registered himself as holder of the share; or
b) to make such transfer of the shares as the deceased or insolvent member could have made.

(2) The Board of Directors shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had himself transferred the share before his death or insolvency.

39. (1) If the person so becoming entitled, shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a note in writing signed by him stating that he so elects.

(2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of share.

(3) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.

40. On the transfer of the share being registered in his name a person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he was the registered as a member in respect of the share be entitled in respect of it to excise any right conferred by membership in relation to meeting of the Company, provided that the Board of Directors may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within 90 (ninety) days, the Board of Directors may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

41. The Company shall incur no liability whatsoever in consequence of its registering or giving effect, to any transfer of share made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register of members) to the prejudice of persons having or claiming any equitable right, title of interest to or in the said shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company though not bound so to do, shall be at liberty to regard and attend to any such notice and give effect thereto if the Board of Directors shall so think fit.

FORFEITURE OF SHARES

42. If a member fails to pay any call or installment of a call, on the day appointed for payment thereof, the Board of Directors may, at any time thereafter during such time as any part of the call or installment remains unpaid serve a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued.

43. The notice aforesaid shall:

a) Name a further day (not earlier than the expiry of 14 (fourteen) days from the date of service of notice) on or before which the payment required by the notice is to be made; and
b) State that, in the e vent of non-payment on or before the days so named, the shares in respect of which the call was made, will be liable to be forfeited.

44. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board of Directors to that effect.

45. (1) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board of Directors thinks fit.

(2) At any time before a sale or disposal, as aforesaid, the Board of Directors may cancel the forfeiture on such terms as it thinks fit.

46. (1) A person whose shares have been forfeited shall cease to a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, at date of forfeiture, were presently payable by him to the Company in respect of the shares.

(2) The liability of such person shall cease if and when the Company shall have received payments in full of all such money in respect of the shares.

47. (1) A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

(2) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

(3) The transferee shall thereupon be registered as the holder of the share.

(4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

48. The provisions of these Articles as to forfeiture shall apply, in the case of non-payment of any sum which, by the terms of issue of the share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

49. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share, and all other rights incidental thereto except only such of those rights as by these Articles are expressly saved.

50. Upon any sale, after forfeiture or for enforcing a lien in purported exercise of powers hereinbefore given, the Board of Directors may appoint some person to execute an instrument of transfer of the shares sold and use the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings or to be application of the purchase money and after his name has been entered in the Register in respect of such shares, the validity, of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against only and against the Company exclusively.

51. Upon any sale, re-allotment or other disposal under the provisions of these Articles relating to lien or to forfeiture, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect. When any shares, under the powers in that behalf herein contained are sold by the Board of Directors and the certificate in respect thereof has not been delivered up to the Company by the former holder of such shares, the Board of Directors may issue a new certificate for such shares distinguishing it in such manner as it may think fit, from the certificate not so delivered.

52. The Board of Directors may, subject to the provisions of the Act, accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof.

BUY-BACK OF SHARES

53. Notwithstanding anything contained in these Articles, but subject to the provisions of Sections 67 to 70 of the Act and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

GENERAL MEETING

54. All general meeting other that the annual general meetings of the Company shall be called extra-ordinary general meetings.

55. (1) The Board of Directors may, whenever it thinks fit call an extraordinary general meeting,

(2) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extra-ordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

(3) The Board of Directors shall call an extraordinary general meeting, upon a requisition in writing by any member or members holding in the aggregate not less than one-tenth of such of the paid-up capital as on that date carries the right of voting. Any valid requisition so made by Members must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Office, provided that such requisition may consist of several documents in like form each signed by one or more requisitionists. Upon the receipt of any such requisition, the Board of Directors shall forthwith call an extraordinary general meeting and if they do not proceed within twenty-one days from the date of the requisition being deposited to cause a meeting to be called on a day not later than forty-five days from the date of deposit of the requisition, the requisitionists may themselves call the meeting, within a period of three months from the date of the requisition. Any meeting called under the foregoing Articles by the requisitionists shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board.

CONDUCT OF GENERAL MEETINGS

56. (1) No business shall be transacted at any general meeting, unless a quorum or members is present at the time when the meeting proceeds to business.

(2) Save as otherwise provided herein, the quorum for the general meeting shall be as provided in Section 103 of the Act.

57. The Chairman, if any of the Board of Directors shall preside as Chairman at every general meeting of the Company.

58. If there is no such Chairman or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the directors present shall elect one of their members to be the Chairman of the meeting

59. If at any meeting no director is willing to act as Chairman or if no director is present within 15 (fifteen) minutes of the time appointed for holding the meeting, the members present shall choose one of their members to be the Chairman of the meeting.

60. No business shall be discussed at any general meeting except the election of a Chairman, whilst the chair is vacant.

61. (1) The Chairman may with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting, from time to time and place to place.

(2) No business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the case of an original meeting.

3) When a meeting is adjourned for thirty days or more, fresh notice of any adjourned meeting given as in the chaser of an original meeting.

4) Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

62. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes places or at which poll is demanded shall be entitled to a second or casting vote.

VOTES OF MEMBERS

63. Subject to any rights or restrictions for the time being attached to any class or classes of shares:

a) on a show of hands, every members present in person shall have one vote; and

b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.

64. A member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.

65. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of joint holders stand in the Register of Members.

66. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may on a poll, vote by proxy.

67. Any business other than that upon which a poll has been demanded, may be proceeded with, pending the taking of the poll.

68. No members shall be entitled to vote at any general meeting unless all calls and other sums presently payable by him in respect of shares in the Company or in respect of shares on which the Company has exercised any right of lien, have been paid.

69. (1) No objection shall be raised to the qualification of any voter, except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.

(2) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision thereon shall be final and conclusive.

70. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or an notarised copy of that power or authority shall be deposited at the Office of the Company, not less than 48 hours before the time for holding the meetings or adjourned meetings at which the parson named in the instrument proposed to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

71. An instrument appointed a proxy shall be in the form as prescribed in the rules made under Section 105 of the Act.

72. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer or the shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its Office before commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

73. The Board of Directors shall comprise of upto fifteen directors

75. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings

as it thinks fit. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

76. The directors may participate in any meeting of the Board or a committee thereof, through electronic mode subject to compliance with applicable law.

77. At every annual general meeting of the Company one-third of such of the directors of the time being as are liable to retire by rotation in accordance with the provisions of Section152 of the Act, or if their number is not three or a multiple of three, then the number nearest to one third retire from office.

78. (1) The remuneration of be directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.

(2) In addition to the remuneration payable to them in pursuance to the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them:

a) In attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or
b) In connection with the business of the Company.

79. The directors shall not be required to hold any qualifications shares in the Company.

80. Subject to the provisions of Sections 149 and 161 of the Act, the Board of Directors shall have power at any time, and from time to time, to appoint persons as additional directors, provided the number of additional directors and directors together shall not at any time exceed the maximum strength fixed for the Board of Directors by the Articles. Such a person shall hold office up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.

81. In the course of its business and for its benefit the Company shall, subject to the provisions of the Act, be entitled to agree with any person, firm, corporation, government, financing institution or other authority that he or it shall have the right to appoint his or its nominee on the Board of Directors of the Company upon such terms and conditions as the directors may deem fit. Such nominees and their successors in office appointed under this Article shall be called Nominee Directors. Nominee Directors shall be entitled to hold office until requested to retire by government, authority, person, firm, institution or corporation who have appointed them and will not be liable to retire by rotation. As and whenever a Nominee Director vacates office whether upon request as aforesaid or by death, resignation or otherwise the government, authority, person, form, institution or corporation who appointed such Nominee Director may if the agreement so provide, appoint another director in his place.

82. Subject to the provisions of Section 161 of the Act, the Board of Directors shall have power to appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate director to act for a director during his absence for a period of not less than three months from India.

83. The directors shall have power, at any time and from time to time, to appoint any qualified person to be a director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only upon the date up to which the director in whose place he is appointed would have held office if it had not been vacated as aforesaid but he shall then be eligible for re-election.

84. The office of a director shall become vacant on the occurrence of any events described in Section 167 of the Act and other relevant provisions if the Act.

85. Every director present at any meeting of the Board of Directors or a committee there of shall sign his name in a book to be kept for that purpose, to show his attendance there at.

POWERS OF BOARD OF DIRECTORS

86. The Board of Directors may pay all expenses incurred in the formation, promotion and registration of the Company.

87. The Company may exercise the powers conferred on it by Section 88 of the Act with regard to the keeping of a foreign register; and the Board of Directors may (subject to the provisions of that Section) make and vary such regulations as it may think fit with respect to the keeping of any such register.

88. The directors may enter into contracts or arrangements on behalf of the Company subject to the necessary disclosures required by the Act being made wherever any Director is in any way, whether directly or indirectly concerned or interested in the contract or arrangements.

BORROWING POWER

89. Subject to the provisions of Act, including Sections 73, 74, 179 and 180 of the Act, and the rules framed thereunder, and the regulations thereunder and directions issued by the RBI, the directors may from time to time at their discretion by a resolution passed at a meeting of the Board, exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property (both present and future) and uncalled capital, or any part here of and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party provided however, where the monies, to be borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board of Directors shall not borrow such monies without the consent of the members in general meeting.

90. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit and in particular by a resolution passed at a meeting of the Board of Directors, or any committee thereof, if any, (and not by circulation) by the issue of debenture or debenture stock or other securities of the Company, charged upon all or any of the property of the Company (both present and future), including its uncalled capital for the time being.

91. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at a general meeting, appointment of directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in a general meeting by special resolution.

92. All cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person and in such manner as the Board of Directors may, from time to time, by resolution determine.

RELATED PARTY TRANSACTIONS

105. All related party transactions will be approved by the Board of Directors, and, if applicable, by the shareholders in a general meeting through a special resolution, in accordance with the provisions of the Act and rules framed thereunder.

DIVIDENDS AND RESERVES

107. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

108. Subject to the provisions of Section 123 of the Act, the Board of Directors may, from time to time, pay

to the members such interim dividends as appear it to be justified by the profits earned by the Company.

109. (1) The Board of Directors may, before recommending any dividend, set aside out of the profits of the Company, such sums, as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any of the purposes to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such applications may at the like discretion either be employed in the businesses of the Company or be invested in such investments (other than shares of the Company) as the Board of Directors may, from time to time, thinks fit.

(2) The Board of Directors may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.

110. (1) Subject to the rights of the persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as having been paid on the share.

(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

111. The Board of Directors may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

112. (1) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the reregistered address of the holder or in case of joint holders, to the registered address of that one of the joint holders who is first named on the register of member, or to such persons and to such address as the holder or joint holders may in writing direct.

(2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

113. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other moneys payable in respect of such share.

114. Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.

115. No dividend shall bear interest against the Company.

116. Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, the Company shall, within seven days from the date of expiry of the said period of 30 days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called “Unpaid Dividend of CL Educate Limited Account”.

117. Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under Section 125 of the Act.

118. No unclaimed or unpaid dividend shall be forfeited by the Board of Directors until the claim becomes barred by law.

ACCOUNTS

119. (1) The Board of Directors shall cause proper books of accounts to be maintained including under Section 128 of the Act.

(2) The Board of Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company or any or them, shall be open to the inspection of member not being directors.

(3) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorized by the Board of Directors or by the Company in general meeting.

BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

120. Balance sheet and profit of the Company will be audited once in a year by a qualified auditor for correctness or as required under the Act.

CAPITALISATION OF PROFITS

122. (1) The Company in general meeting may, upon the recommendation of the Board of Directors resolve

a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Profit and Loss Account, or otherwise available for distribution; and

b) that such sum be accordingly set free for distribution in the manner specified in clause (2) among the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(2) The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provisions contained in clause (3), either in or towards:

a) paying up may amounts for the time being paid on any shares held by such members respectively;

b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the portions aforesaid; or

c) partly in the way specified in sub-clause (a) and partly in that is specified in sub- clause (b).

d) a securities premium account and a capital redemption reserve account may, for the purpose of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

e) the Board of Directors shall give effect to the resolution passed by the Company in pursuance of this Article.

123. (1) Whenever such as resolution as aforesaid shall have been passed, the Board of Directors shall:

a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares, if any; and
b) generally do all acts and things required to give effect there to.

(2) The Board of Directors shall have full power:

a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and also

b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization or (as the case may require) for the payment by the Company of their behalf, by the application thereto of their respective proportions of the profit, resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.

(3) Any agreement made under such authority shall be effective and binding on all such members.

WINDING UP

124. (1) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company, and any other sanction required by the Act, divide amongst the member in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(2) For the purpose aforesaid, the liquidator may set such values as he deems fair upon any property to be decided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(3) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

125. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by a competent court or the tribunal.

CHAPTER B

Overriding Effect and Interpretation

126. The provisions of this Chapter B shall govern the rights and obligations of SPA (as defined below), the Founders (as defined below) and the Company inter se and, as long as this Chapter B remains a part of these Articles, in the event of any conflict or inconsistency, the provisions of this Chapter B shall prevail over the provisions of Chapter A.

127. Except for Article143, the provisions of this Chapter B shall cease to remain in effect and shall fall away without any further action by any party (including the Company or any of its members), immediately upon listing and the commencement of trading of the equity shares of the Company on the Recognized Stock Exchanges (as defined below) pursuant to the initial public offering of equity shares of the Company through the book building process, in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, the Act and other applicable law.

BOARD OF DIRECTORS

143. The Board shall, comprise of such number of Directors, of whom one (1) Director shall be Mr. Gopal Jain (or his alternate) or his nominee. Notwithstanding the foregoing, Mr. Gopal Jain shall always have a right to representation on the Board of Directors of the Company and its committees in direct proportion to the joint Shareholding Interest of Gaja Capital India Fund – I, GPE (India) Limited and Mr. Shantanu Prakash. Provided that so long as Gaja Capital India Fund – I, GPE (India) Limited and Mr. Shantanu Prakash, jointly, directly or indirectly through their respective Affiliates, hold an aggregate of 10% of the issued and paid up share capital of the Company, Mr. Gopal Jain shall at all times be entitled to be appointed, or to nominate a person to be appointed, as a Director on the Board of Directors of the Company, and the Founders will vote their shares of the Company so that Mr. Gopal Jain (or his alternate) or his nominee is appointed to the Board of Directors as aforesaid. Mr. Gopal Jain (or his alternate) or his nominee shall not be liable to retirement by rotation. In addition, the Founders shall not exercise to vote their shares to remove Mr. Gopal Jain (or his alternate) or his nominee, except with the consent of Gaja Capital India Fund – I, GPE (India) Limited and Mr. Gopal Jain. However, Mr. Gopal Jain may cause the removal of his alternate or nominee director and substitute another person in his/her place, at any time, with or without cause; and the Founders agree to vote all of their shares for such removal. In addition, if, at any time, by reason of the death, disability, retirement, removal (with or without cause), resignation or otherwise of Mr. Gopal Jain's alternate or nominee director, a vacancy in the office of the director has been created, such vacancy shall be filled by Mr. Gopal Jain.

SECTION IX – OTHER INFORMATION
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of the Red Herring Prospectus) which are, or may be deemed material, have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus delivered to the RoC for registration, and also the documents for inspection referred to hereunder may be inspected at our Registered and Corporate Office, from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

Material Contracts to the Offer

1. Offer Agreement dated March 28, 2016 entered into among our Company, the Selling Shareholders and the BRLM and termination letter from HDFC dated February 13, 2017, in relation to the Offer Agreement.
2. Agreement dated March 28, 2016, entered into among our Company, the Selling Shareholders and the Registrar to the Offer and termination letter from HDFC dated February 13, 2017, in relation to the Registrar Agreement.
3. Cash Escrow Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLM, the Syndicate Member, Anchor Escrow Bank(s), and the Registrar to the Offer.
4. Syndicate Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLM and Syndicate Member.
5. Underwriting Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLM and Syndicate Member.
6. Selling Shareholders' Escrow Agreement dated January 27, 2016 entered into among our Company, Other Selling Shareholders and Karvy Computershare Private Limited.
7. Selling Shareholders' Escrow Agreements dated March 1, 2017 entered into among our Company, Promoter & Promoter Group Selling Shareholders, Institutional Selling Shareholders and Karvy Computershare Private Limited.

Other Material Contracts in relation to our Company

1. Share subscription and shareholders' agreement dated September 20, 2007 between GPE (India) Limited, Mauritius, our individual Promoters and our Company, as amended on March 9, 2011, November 2, 2012 and August 12, 2014;
2. Share subscription agreement dated September 20, 2007 between Gaja Capital India Fund – I, our individual Promoters and our Company as amended on February 11, 2008, March 9, 2011, March 29, 2011, and November 2, 2012;
3. Share subscription and shareholders' agreement dated September 20, 2007 among Shantanu Prakash, our individual Promoters and our Company;
4. IPO inter-se agreement dated January 20, 2016 among Gaja Capital India Fund – I, GPE (India) Limited, SP Family Trust, our individual Promoters and our Company and amendments thereto;
5. Shareholders' agreement dated September 5, 2014 among Housing Development Finance Corporation Limited, our Company and our individual Promoters;
6. IPO inter-se agreement dated January 20, 2016 among Housing Development Finance Corporation Limited, our Company and our individual Promoters and amendments thereto;
7. Shareholders' agreement dated September 7, 2015 among our Company, Praveen Dwarakanath, Shivaraman Ramaswamy and Accendere;
8. Non-binding term sheet dated February 10, 2017 between CLIP, Nalanda Foundation and certain third parties in relation to the Proposed Divestment; and
9. Memorandum of understanding dated January 30, 2017 among CLEIS, CLIP and certain third parties in relation to the Proposed Divestment.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association as amended until date.
2. Certificates of incorporation dated April 25, 1996, June 17, 2000 and March 18, 2011.

3. Board resolution and shareholders' resolution of our Company, dated January 20, 2016 and March 3, 2016, respectively, authorizing the Offer and other related matters.
4. Consent letters of each of the Selling Shareholders authorizing the Offer for Sale.
5. Copies of our annual reports for the five fiscal years.
6. The examination reports of the Auditors, Haribhakti & Co. LLP, Chartered Accountants, on our restated financial information and statement of tax benefits included in this Red Herring Prospectus.
7. Consent of the Auditors, Haribhakti & Co. LLP, Chartered Accountants, as referred to, in their capacity and for inclusion of their examination reports on our restated financial information and the statement of tax benefits in the form and context in which it appears in this Red Herring Prospectus.
8. Consents of Bankers to our Company, the BRLM, Syndicate Member, Registrar to the Offer, Bankers to the Offer, legal counsel, Directors of our Company, Company Secretary and Compliance Officer, and the Chief Financial Officer as referred to act, in their respective capacities.
9. In-principle listing approvals both dated April 13, 2016 from BSE and NSE, respectively.
10. Tripartite Agreement dated May 19, 2011 among our Company, National Securities Depository Limited and the Registrar to the Offer.
11. Tripartite Agreement dated August 25, 2014 among our Company, CDSL and the Registrar to the Offer.
12. Due diligence certificate to SEBI from the BRLM, dated March 30, 2016.
13. Certificates issued by M P R & Co., Chartered Accountants each dated March 3, 2017.
14. SEBI final observations letter bearing number NRO/CFD/SKS/NR/OW/784/2016 dated June 24, 2016.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations issued by SEBI, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992 or the rules or regulations issued thereunder, as the case may be. We further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Satya Narayanan .R (Chairman and Executive Director)	**Gautam Puri** (Vice Chairman and Managing Director)
Nikhil Mahajan (Executive Director)	**Gopal Jain** (Nominee Director)
Sridar A. Iyengar (Independent Director)	**Safir Anand** (Independent Director)
Viraj Tyagi (Independent Director)	**Kamil Hasan** (Independent Director)
Sangeeta Modi (Independent Director)	

AND

Nikhil Mahajan
(Chief Financial Officer)

Date:
Place:

Each Selling Shareholder certifies that all statements made by the respective Selling Shareholder in this Red Herring Prospectus in relation solely to itself and the Equity Shares offered in the Offer, in connection with the Offer for Sale, are true and correct. The Selling Shareholders assume no responsibility for any other statements, including, *inter-alia,* any of the statements made by or relating to the Company or its business in this Red Herring Prospectus.

Signed by:

Gautam Puri	**Satya Narayanan .R**
Sreenivasan .R	**Shiva Kumar Ramachandran**
Sujit Bhattacharyya	**Nikhil Mahajan**

Date:
Place:

Each Selling Shareholder certifies that all statements made by the respective Selling Shareholder in this Red Herring Prospectus in relation solely to itself and the Equity Shares offered in the Offer, in connection with the Offer for Sale, are true and correct. The Selling Shareholders assume no responsibility for any other statements, including, *inter-alia*, any of the statements made by or relating to the Company or its business in this Red Herring Prospectus.

For and on behalf of (i) Parul Mahajan, (ii) Nikhil Mahajan HUF, (iii) Abhijit Bhattacharyya, (iv) Shefali Acharya (v) Arindam Lahiri, (vi) Sharad Awasthi, (vii) Sanjay Shivnani, (viii) Poonam Mittal, (ix) Akansha Consultancy Services Limited, (x) Vivek Trilokinath, (xi) Edelweiss Finance & Investments Limited, (xii) GHIOF Mauritius; (xiii) Sanjeev Srivastava, (xiv) Monalisa Parikh (first holder) and Digant Parikh , (xv) Mahesh Parikh (first holder) and Digant Parikh, (xvi) Digant Parikh (first holder) and Monalisa Parikh, (xvii) Mini Sehgal, (xviii) Saurabh Mittal, (xix) Kunal Kumthekar, (xx) Vinay Mittal, (xxi) Gun Nidhi Dalmia, (xxii) Mita Bhattacharyya, (xxiii) Bhawan Singh Rawat, (xxiv) Namit Arora, (xxv) Pawan Kumar Sachdeva, (xxvi) India Infoline Limited, (xxvii) Rachna Sharma, (xxviii) Pawan Kumar Sharma and (xxix) Upendra Kumar Sharma, acting through Gautam Puri, Nikhil Mahajan and Rachna Sharma, power of attorney holders.

Gautam Puri
(Vice Chairman and Managing Director)

Nikhil Mahajan
(Executive Director and Chief Financial Officer)

Rachna Sharma
(Company Secretary and Compliance Officer)

Date:
Place:

The Selling Shareholder certifies that all statements made by it in this Red Herring Prospectus in relation solely to itself and the Equity Shares offered in the Offer, in connection with the Offer for Sale, are true and correct. The Selling Shareholder assumes no responsibility for any other statements, including, *inter-alia*, any of the statements made by or relating to the Company or its business in this Red Herring Prospectus.

For and on behalf of Gaja Trustee Company Private Limited (as trustee for Gaja Capital India Fund –I)

Abhinav Jain Director	**Imran Jafar** Director

Date:
Place:

The Selling Shareholder certifies that all statements made by it in this Red Herring Prospectus in relation solely to itself and the Equity Shares offered in the Offer, in connection with the Offer for Sale, are true and correct. The Selling Shareholder assumes no responsibility for any other statements, including, *inter-alia*, any of the statements made by or relating to the Company or its business in this Red Herring Prospectus.

For and on behalf of GPE (India) Limited

Ashraf Ramtoola Director	**Deven Coopoosamy** Director

Date:
Place:

The Selling Shareholder certifies that all statements made by it in this Red Herring Prospectus in relation solely to itself and the Equity Shares offered in the Offer, in connection with the Offer for Sale, are true and correct. The Selling Shareholder assumes no responsibility for any other statements, including, *inter-alia*, any of the statements made by or relating to the Company or its business in this Red Herring Prospectus.

For and on behalf of SP Family Trust

Shantanu Prakash
Trustee

Date:
Place: