



To
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

To
Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra-Kurla Complex
Bandra, (E), Mumbai – 400 051

Scrip Code: 540403, Scrip Symbol: CLEUCATE
ISIN:- INE201M01011

Dear Ma'am/Sir(s),

Sub: Outcome of the Board Meeting dated November 13, 2019

In continuation to our letter dated November 06, 2019, please be informed that the Board of Directors of the Company at its meeting held today i.e., November 13, 2019, inter alia, has considered and approved the following:

1. The Unaudited Financial Results (Standalone & Consolidated) of the Company for the quarter and half year ended September 30, 2019, including the Statement of Assets and Liabilities as on September 30, 2019, along with Limited Review Report of the Statutory Auditor thereon, based on the recommendations of the Audit Committee, is given as **Annexure I**.
2. The declaration of Interim Dividend of Re.1/- per equity share of face value of Rs.10/- each. The Interim Dividend will be paid on or before December 12, 2019;

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Record Date for ascertaining the shareholders who will be entitled to receive the Interim Dividend, has been fixed as Monday, November 25, 2019; and

3. Kestone CL Asia Hub Pte. Ltd., a 100 % Step-down subsidiary of the Company to acquire 51% Stake in Institute of Cost and Management Accountants L.L.C. (ICMA), a leading Finance School training Institute based in Muscat, Oman, over the period of next 6-9 months in one or more tranches subject to successful due diligence.

The Disclosure pursuant to Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is given as **Annexure II**.

The meeting of the Board of Directors commenced at 01:30 P.M. and concluded at 07:15 P.M.

The information is also available on the website of the Company (www.cleducate.com).

Kindly take the above on record.

Thanking You

For CL Educate Limited

Rachna Sharma
Company Secretary and Compliance Officer
M. No.: A17780



Place: New Delhi
Date: November 13, 2019

Independent Auditor's Review Report on quarterly and year to date Unaudited Standalone Financial Results of CL Educate Limited pursuant to the Regulation 33 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

To,

The Board of Directors

CL Educate Limited

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of CL Educate Limited ("the Company") for the quarter ended September 30, 2019 and for the period from April 01, 2019 to September 30, 2019 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" as prescribed under Section 133 of Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



HARIBHAKTI & CO. LLP

Chartered Accountants

4. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We draw attention to Note 5 to the Statement wherein the management has explained reasons for considering old vocational outstanding receivables as recoverable. Our report is not modified in respect of this matter.
6. Attention is drawn to the fact that the cash flow figures for the corresponding period April 01, 2018 to September 30, 2018, have been approved by the Board of Directors of the Company, but have not been subjected to limited review or audit.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W/W100048



Mayur Gupta

Partner

Membership No.: 505629

UDIN: 19505629AAAAAH1251



Place: New Delhi

Date: November 13, 2019

CL Educate Limited
CIN No:- L74899HR1996PLC076897

Registered Office: Plot No.9A, Sector 27A, Mathura Road, Faridabad ,Haryana -121003

Corporate office:A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi- 110044

STATEMENT OF UNAUDITED STANDALONE ASSETS AND LIABILITIES AS AT SEPTEMBER 30, 2019

(Rs. in lacs)

Particulars	September 30, 2019	March 31, 2019
	Reviewed	Audited
A ASSETS		
1 Non-current assets		
Property, plant and equipment	3,361.14	3,434.27
Right of Use Assets	712.78	-
Investment property	302.68	305.67
Goodwill	212.38	212.38
Other intangible assets	2,013.30	1,950.77
Intangibles under development	61.90	174.45
Investment in subsidiaries and associates	19,778.96	19,655.87
Financial assets		
(i) Loans	58.16	100.80
	1,495.28	1,476.47
Non-current tax assets	1,151.01	1,151.01
	406.83	376.69
Other non-current assets	95.36	55.43
Total Non-Current assets	29,649.78	28,893.81
2 Current assets		
Inventories	565.11	493.99
Financial assets		
(i) Investments	4,369.88	2,743.09
(ii) Trade receivables	5,412.45	4,835.88
(iii) Cash and cash equivalents	457.09	691.03
(iv) Bank balances other than (iii) above	34.94	30.55
(v) Loans	4,947.66	4,923.43
(vi) Other financial assets	478.40	284.51
Other current assets	2,125.48	1,843.81
Total Current assets	18,391.01	15,846.29
TOTAL ASSETS	48,040.79	44,740.10
B EQUITY & LIABILITIES		
1 Equity		
Equity share capital	1,416.57	1,416.57
Other equity	34,663.03	33,786.56
Total Equity	36,079.60	35,203.13
2 Non-current liabilities		
Financial liabilities		
(i) Borrowings	157.79	278.86
(ii) Lease Liability	482.12	-
Provisions	276.50	258.00
Other non-current liabilities	175.46	208.88
Total Non Current Liabilities	1,091.87	745.74
3 Current liabilities		
Financial liabilities		
(i) Borrowings	3,589.00	3,041.45
(ii) Trade payables		
- total outstanding dues of micro and small enterprises; and	528.52	787.97
- total outstanding dues of creditors other than micro and small enterprises	2,644.09	2,938.72
(iii) Lease Liability	256.66	-
(iv) Other financial liabilities	707.20	1,009.08
Other current liabilities	2,476.62	551.94
Provisions	15.34	15.34
Current tax liabilities (net)	651.89	446.73
Total Current Liabilities	10,869.32	8,791.23
Total Liabilities	11,961.19	9,536.97
TOTAL EQUITY AND LIABILITIES	48,040.79	44,740.10



Nikhil



CL Educate Limited

CIN No:- L74899HR1996PLC076897

Registered Office: Plot No.9A, Sector 27A, Mathura Road, Faridabad ,Haryana -121003

Corporate office:A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi-110044

UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30,2019

(Rs. in lacs, except per share data)

Particulars	For the quarter ended			For the Half Year ended		For the year ended
	Reviewed	Reviewed	Reviewed	Reviewed	Reviewed	Audited
	September 30, 2019	June 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018	March 31, 2019
Income						
I (a) Revenue From operations	4,877.77	5,036.47	4,996.44	9,914.24	10,138.74	17,000.96
II (b) Other income	348.51	413.15	409.12	761.66	832.85	1,510.84
III Total income (I+II)	5,226.28	5,449.62	5,405.56	10,675.90	10,971.59	18,511.80
IV Expenses						
(a) Purchases of Stock-in-Trade	391.38	316.81	339.93	708.19	641.29	1,107.21
(b) Changes in inventories of Stock-in-Trade	(59.84)	(11.29)	13.78	(71.13)	(2.41)	(8.93)
(c) Employee benefits expense	582.58	597.47	729.98	1,180.05	1,463.46	2,569.72
(d) Finance costs	123.98	125.85	105.94	249.83	211.80	428.74
(e) Depreciation and amortization expense	282.42	268.54	207.09	550.96	398.53	808.16
(f) Franchisee expenses	2,011.25	1,911.06	1,693.22	3,922.31	3,568.55	6,088.99
(g) Other expenses	1,459.32	1,572.56	1,818.92	3,031.88	3,675.88	6,309.84
Total expenses (IV)	4,791.09	4,781.00	4,908.86	9,572.09	9,957.10	17,303.73
V Profit before exceptional items and tax (III-IV)	435.19	668.62	496.70	1,103.81	1,014.49	1,208.07
VI Exceptional items	-	-	-	-	-	-
Profit before tax (V-VI)	435.19	668.62	496.70	1,103.81	1,014.49	1,208.07
VIII Tax expense	79.34	154.34	106.99	233.68	216.36	227.95
IX Profit for the period (VII-VIII)	355.85	514.28	389.71	870.13	798.13	980.12
X Other Comprehensive Income						
(i) Items that will not be reclassified to profit or loss	1.05	3.87	3.00	4.92	8.61	9.84
(ii) Income tax relating to items that will not be reclassified to profit or loss	(0.29)	(1.08)	(1.04)	(1.37)	(2.98)	(2.74)
XI Total Comprehensive Income for the period (Comprising Profit and Other comprehensive Income for the period) (IX+X)	356.61	517.07	391.67	873.68	803.76	987.22
XII Paid-up Equity Share Capital (face value of Rs. 10 each)	1,416.57	1,416.57	1,416.57	1,416.57	1,416.57	1,416.57
XIII Earnings per equity share						
(a) Basic	2.51	3.63	2.75	6.14	5.63	6.92
(b) Diluted	2.51	3.63	2.75	6.14	5.63	6.92



CL Educate Limited
CIN No:- L74899HR1996PLC076897
Registered Office: Plot No.9A, Sector 27A, Mathura Road, Faridabad ,Haryana -121003
Corporate office:A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi-110044
Unaudited Standalone Statement of Cash Flow for the Half Year ended September 30, 2019

(All amounts are in Rupees lacs)

Particulars	For the Half Year Ended		Year Ended
	September 30, 2019	September 30, 2018	March 31, 2019
A. Cash flow from operating activities	Reviewed	Unaudited	Audited
Net Profit before tax	1,103.81	1,014.49	1,208.07
Adjustment For:			
Depreciation and amortisation	550.96	398.53	808.16
Depreciation on investment property	2.99	1.04	5.96
(Gain) on sale of property, plant and equipment	-	(8.08)	(8.08)
Provision for obsolescence of inventory	-	-	(22.15)
Finance cost	249.83	211.80	428.74
Rent income on investments property	(12.95)	(12.31)	(18.66)
Advances written off	22.65	25.68	153.53
Liability no longer required written back	(80.87)	(200.80)	(214.87)
Unwinding of interest on security deposits	(19.52)	(20.24)	(20.42)
Transfer to stock options outstanding	-	(7.09)	(5.26)
Unrealised net loss on foreign currency transactions and translation	(40.12)	(39.58)	(16.39)
Commission income on financial guarantee	(0.73)	(3.99)	(4.76)
Interest Income	(283.25)	(304.04)	(564.52)
Provision for doubtful advances	25.00	-	-
Loss allowance on doubtful debtors	(97.59)	292.33	(454.97)
Bad debts written off	748.61	697.79	1,574.15
Gain on Mutual fund	(119.77)	(99.36)	(211.09)
Net Gain on Fair value change	(56.21)	-	(124.56)
Operating profit before working capital changes	1,992.84	1,946.17	2,512.88
Adjustment for (increase)/decrease in assets			
Inventories	(71.13)	(2.41)	(8.93)
Trade receivables	(1,227.59)	(295.22)	(12.08)
Current and non current loans	60.78	(5.28)	(47.66)
Other current financial assets	53.57	437.71	490.90
Other non current and current assets	(324.14)	(820.37)	(625.98)
Adjustment for increase/(decrease) in liabilities			
Non-current and current provisions	24.64	8.90	(5.51)
Other non current and current liabilities	1,868.63	357.53	(785.32)
Trade payables	(523.33)	(406.09)	21.02
Other current financial liabilities	(168.92)	(147.70)	(163.03)
Cash Generated from operations	1,685.35	1,073.24	1,376.29
Less: Income Tax Paid (net of refunds)	(60.02)	(73.14)	(219.83)
Net Cash generated from operating activities (A)	1,625.33	1,000.10	1,156.46
B. Cash flow from investing activities			
Purchase of property, plant and equipment	(116.41)	(68.20)	(253.43)
Purchase/development of other intangible assets	(195.11)	(253.49)	(519.60)
Intangibles under development	(61.90)	(83.72)	(56.72)
Sale of property, plant & equipment	-	17.93	17.93
Purchase of investment of in subsidiaries/associates and businesses	(64.60)	(0.73)	(107.97)
Purchase of investment (Mutual fund)	(1,905.00)	(3,802.00)	(3,902.00)
Sale of Investment (Mutual fund)	278.22	220.64	1,158.91
Gain on mutual fund	119.77	99.36	211.09
Rent income on investments property	12.95	12.31	18.66
Loans given to subsidiaries	(66.75)	(194.88)	(657.14)
Proceeds from realisation of loan given to subsidiaries	18.90	72.50	246.18
Term deposits not considered as cash and cash equivalents	(23.33)	2,594.81	2,582.95
Interest received	75.90	222.43	672.72
Net Cash Generated from Investing Activities (B)	(1,927.36)	(1,163.04)	(588.42)
C. Cash Flow from Financing Activities			
Proceeds from long-term borrowings	-	-	31.39
Repayment of long-term borrowings	(114.58)	(153.44)	(365.29)
Net (decrease)/increase in working capital borrowings	547.54	(43.07)	(107.46)
Payment of lease liabilities	(164.50)	-	-
Net increase in Finance Lease Liability	-	-	6.38
Interest expense Paid	(200.37)	(212.61)	(430.18)
Dividend paid	-	(170.77)	(170.77)
Net Cash generated from / (used in) Financing Activities (C)	68.09	(579.89)	(1,035.93)
Net (Decrease) in Cash and Cash Equivalents (A+B+C)	(233.94)	(742.83)	(467.89)
Balance at the beginning of the year			
Cash and cash equivalents at the beginning of the year	691.03	1,158.92	1,158.92
Balance at the end of the year	457.09	416.09	691.03
Notes to cash flow statement			
Components of cash and cash equivalents			
Balances with banks			
on current account	370.69	317.90	555.49
Cheques/ drafts on hand	7.12	18.21	27.92
Cash on hand	79.28	79.98	107.62
	457.09	416.09	691.03



CL Educate Limited
CIN No:- L74899HR1996PLC076897
Registered Office: Plot No.9A, Sector 27A, Mathura Road, Faridabad ,Haryana -121003

UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30 , 2019
STANDALONE SEGMENT REVENUE, RESULTS, ASSETS AND LIABILITIES

(Rs. In Lacs)

Segment Wise Performance	For the Quarter Ended			For the Half Year Ended		For the Year Ended
	Reviewed	Reviewed	Reviewed	Reviewed	Reviewed	Audited
	September 30, 2019	June 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018	March 31, 2019
Segment Revenue						
Consumer Test Prep	4,877.77	5,036.47	4,996.44	9,914.24	10,138.74	17,000.96
Vocational	-	-	-	-	-	-
Total Segment Revenue from Operations (Gross)	4,877.77	5,036.47	4,996.44	9,914.24	10,138.74	17,000.96
Segment Results						
Consumer Test Prep	883.28	936.45	837.45	1,819.73	1,719.82	2,406.86
Vocational	(234.96)	(214.47)	(282.84)	(449.43)	(417.59)	(830.67)
Total Segment Results	648.32	721.98	554.61	1,370.30	1,302.23	1,576.19
Add: Other Income	348.51	413.15	409.12	761.66	832.85	1,510.84
Less:- Finance Cost	123.98	125.85	105.94	249.83	211.80	428.74
Less:- Unallocated expenses	437.66	340.66	361.09	778.32	908.79	1,450.22
Less: Tax Expenses	435.19	668.62	496.70	1,103.81	1,014.49	1,208.07
	79.34	154.34	106.99	233.68	216.36	227.95
	355.85	514.28	389.71	870.13	798.13	980.12
Other Comprehensive Income	0.76	2.79	1.96	3.55	5.63	7.10
Total Comprehensive Income	356.61	517.07	391.67	873.68	803.76	987.22
Segment Assets						
Consumer Test Prep	10,813.99	9,509.78	8,604.41	10,813.99	8,604.41	8,920.30
Vocational	2,551.60	2,701.36	3,391.18	2,551.60	3,391.18	2,827.31
Unallocated	34,675.20	33,808.60	33,863.76	34,675.20	33,863.76	32,992.49
Total	48,040.79	46,019.74	45,859.35	48,040.79	45,859.35	44,740.10
Segment Liabilities						
Consumer Test Prep	5,732.22	3,909.75	3,224.65	5,732.22	3,224.65	3,812.78
Vocational	1,109.35	1,312.52	2,045.65	1,109.35	2,045.65	1,329.44
Unallocated	5,119.62	5,075.08	5,573.23	5,119.62	5,573.23	4,394.75
Total	11,961.19	10,297.35	10,843.53	11,961.19	10,843.53	9,536.97



CL Educate Limited

CIN No: - L74899HR1996PLC076897

Registered Office: Plot No.9A, Sector 27A, Mathura Road, Faridabad, Haryana-121003

Corporate office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi- 110044

Notes to the Unaudited Standalone Financial Results ("financial results") for the quarter and half year ended September 30, 2019

1. The above standalone financial results of CL Educate Limited ("the Company") have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at its meeting held on November 13, 2019.
2. The standalone financial results for the quarter and half year ended September 30, 2019 have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other recognized accounting practices and policies, to the extent applicable.
3. In accordance with Ind AS -108 "Operating Segments" and based on "Management Evaluation", the Chief Operating Decision Maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along these business segments. The accounting principles used in preparing financial statements are consistently applied to record revenue and expenditure in individual segments. The reportable segments comprising of "Consumer Test Prep" and "Others", which comprises primarily scaled down vocational training businesses.
4. The basic and diluted earnings per share have been calculated in accordance with the Ind AS-33 "Earnings Per Share".
5. The Company has in the past undertaken various Central and State Government / Agencies, projects in the education / skill development sector. Most of these projects are complete, however the dues from the concerned department / agency has not been realized mainly on account of delays and long process. The details of such vocational trade receivables which are outstanding for a considerable period of time are given below. In the opinion of the management it has made the necessary provision/ taken write off, wherever required and net balances, are fully recoverable. The details are as under:

Nature of balance	Total Amount outstanding as on September 30, 2019 (Rs. in lacs)	Amount outstanding for more than 3 years (Out of total outstanding) (Rs. in lacs)	Expected Credit Loss (ECL) provision on amount outstanding as on September 30, 2019 (Rs. in lacs)	Amount of write off considered in the half year ended September 30, 2019 (Rs. In lacs)
Vocational Trade Receivables	2,557.59	2,557.59	369.46	275.00



6. The Board of Directors of the Company has approved a scheme of arrangement for amalgamation of its subsidiary companies into the Company ("the Scheme") in its meeting held on November 27, 2018. The Scheme has been approved by National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). During the current quarter, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Company Law Tribunal (NCLT), for the proposed amalgamation of Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited ("Amalgamating Company") with CL Educate Limited ("Amalgamated Company"). The Scheme will be effective upon approval from NCLT. The appointed date as finalized by the Company is April 1, 2019.
7. Effective April 1, 2019, the Company has adopted Ind AS 116 "Leases" and applied the Standard to all lease contracts existing as on April 1, 2019 using the modified retrospective method. Accordingly, comparatives for the year ended March 31, 2019 have not been adjusted. This has resulted in recognizing a Right-to-Use asset and a corresponding Lease Liability of Rs. 856.62 lacs as at April 1, 2019 and a corresponding impact on total expenses of Rs. 13.75 lacs during current quarter and Rs. 26.00 lacs for the current period.
8. On September 20, 2019, vide the Taxation Laws (Amendment) Ordinance 2019, the Government of India inserted Section 115BAB in the Income Tax Act, 1961 which provides domestic companies a non-reversible option to pay corporate tax at reduced rates effective April 01, 2019 subject to certain condition. The Company is currently in the process of evaluating this option.
9. Figures for the previous period have been regrouped/ reclassified wherever necessary to conform to the current period's classification.

By the order of the Board


Nikhil Mahajan

**Executive Director & Group CEO Enterprise
Business**

**Place: New Delhi
Date: November 13, 2019**



Independent Auditor's Review Report on quarterly and year to date Unaudited Consolidated Financial Results of CL Educate Limited pursuant to the Regulation 33 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

To,

The Board of Directors

CL Educate Limited

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of CL Educate Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), and its share of the profit/(loss) after tax and total comprehensive profit/(loss) of its associates for the quarter ended September 30, 2019 and for the period from April 01, 2019 to September 30, 2019 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the following entities:

Sr. No.	Name of the Entity	Relationship
1.	Career Launcher Education Infrastructure and Services Limited	Wholly owned Subsidiary
2.	CL Media Private Limited	Wholly owned Subsidiary
3.	Kestone Integrated Marketing Services Private Limited	Wholly owned Subsidiary
4.	G.K. Publications Private Limited	Wholly owned Subsidiary
5.	Accendere Knowledge Management Services Private Limited	Wholly owned Subsidiary
6.	Ice Gate Educational Institute Private Limited	Subsidiary
7.	Kestone CL Asia Hub Pte. Limited	Step Down Subsidiary
8.	Kestone CL US Limited	Step Down Subsidiary
9.	Career Launcher Infrastructure Private Limited	Step Down Subsidiary
10.	Threesixtyone Degree Minds Consulting Private Limited	Associate
11.	B&S Strategy Services Private Limited	Associate

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.



6. We draw attention to Note 5(a) to the Statement with regard to Business Transfer Agreement with I-Take Care Private Limited for sale of infrastructure services business, carried on by a step down subsidiary of the Group, on slump sale basis. As on date, the transaction is pending closure as I-Take Care Private Limited hasn't been able to arrange the requisite funds to close the sale. The Group is also in parallel discussions with other parties to give effect to the above-mentioned transaction. Thus, the Group is still disclosing such business as discontinued operations and the assets as held for sale in accordance with IND AS 105 "Non-current Assets Held for Sale and Discontinued Operations". Our report is not modified in respect of this matter.
7. We draw attention to Note 6 to the Statement wherein the management of the Parent has explained reasons for considering old vocational outstanding receivables as recoverable. Our report is not modified in respect of this matter.
8. The unaudited consolidated financial results includes the interim financial results of 4 subsidiaries which have not been reviewed by their auditors, whose interim financial results reflect total assets of Rs. 1,684.53 lacs as at September 30, 2019, and total revenue of Rs. 933.20 lacs and Rs. 1,478.19 lacs, total net profit after tax of Rs. 25.70 lacs and Rs. 52.31 lacs and total comprehensive income of Rs. 29.93 lacs and Rs. 56.54 lacs, for the quarter ended September 30, 2019, and for the period from April 01, 2019 to September 30, 2019, respectively, and cash flows (net) of Rs. 115.42 lacs for the period from April 01, 2019 to September 30, 2019, as considered in the unaudited consolidated financial results. The unaudited consolidated financial results also includes the Group's share of net (loss) after tax of Rs. (8.72) lacs and Rs. (16.68) lacs and total comprehensive (loss) of Rs. (8.72) lacs and Rs. (16.68) lacs for the quarter ended September 30, 2019, and for the period from April 01, 2019 to September 30, 2019, respectively, as considered in the unaudited consolidated financial results, in respect of 2 associates, based on their interim financial results which have not been reviewed by their auditors. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group including its associates. Our report on the Statement is not modified in respect of the above matter.



HARIBHAKTI & CO. LLP

Chartered Accountants

9. Attention is drawn to the fact that the cash flow figures for the corresponding period April 1, 2018 to September 30, 2018 as reported in these financial results have been approved by the Parent's Board of Directors, but have not been subjected to limited review or audit.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W/W100048



Mayur Gupta

Partner

Membership No.: 505629

UDIN: 19505629AAAAAI5163



Place: New Delhi

Date: November 13, 2019

CL Educate Limited

CIN No:- L74899HR1996PLC076897

Registered Office: Plot No. 9A, Sector 27A, Mathura Road, Faridabad, Haryana, India 121003

Corporate Office: A-45, First Floor, Mohan Cooperative Industrial Area, Main Mathura Road, Delhi 110044

STATEMENT OF UNAUDITED CONSOLIDATED ASSETS AND LIABILITIES AS AT SEPTEMBER 30, 2019

Particulars		(Rs.in lacs)	
		September 30, 2019	March 31, 2019
		Reviewed	Audited
A	ASSETS		
1	Non-current assets		
	Property, plant and equipment	4,310.41	4,326.27
	Right to use assets	931.98	-
	Investment property	302.69	305.67
	Goodwill	3,345.05	3,345.05
	Other intangible assets	2,189.69	2,089.88
	Intangible assets under development	171.76	174.45
	Investments in associates accounted using equity method	5,470.20	5,430.68
	Financial assets		
	(i) Loans	127.96	175.88
	(ii) Other financial assets	1,672.54	1,651.47
	Non current tax assets (net)	3,369.28	3,166.04
	Deferred tax assets (net)	971.74	1,179.44
	Other non-current assets	123.71	202.95
	Total Non-current assets	22,987.01	22,047.78
2	Current assets		
	Inventories	1,151.11	980.64
	Financial assets		
	(i) Investments	4,369.88	2,743.09
	(ii) Trade receivables	12,797.79	12,992.13
	(iii) Cash and cash equivalents	754.50	1,041.10
	(iv) Bank balances other than cash and cash equivalents	982.50	980.20
	(v) Loans	2,039.67	2,117.88
	(vi) Other financial assets	3,169.20	1,238.13
	Other current assets	3,406.65	2,328.94
	Total Current assets	28,671.30	24,422.11
	Assets classified as held for sale	2,922.98	2,923.21
	TOTAL ASSETS	54,581.29	49,393.10
B	EQUITY & LIABILITIES		
1	Equity		
	Equity share capital	1,416.57	1,416.57
	Other equity	33,430.61	32,410.73
	Total Equity	34,847.18	33,827.30
2	Non controlling interest	30.33	15.42
3	Non-current liabilities		
	Financial liabilities		
	(i) Borrowings	558.33	804.73
	(ii) Lease liability	589.83	-
	Provisions	526.73	482.71
	Deferred tax liabilities (net)	71.62	71.62
	Other non-current liabilities	272.80	373.08
	Total Non Current Liabilities	2,019.31	1,732.14
4	Current liabilities		
	Financial liabilities		
	(i) Borrowings	5,012.71	4,450.30
	(ii) Lease liability	374.50	-
	(iii) Trade payables		
	- total outstanding dues of micro and small enterprises; and	692.17	787.97
	- total outstanding dues of creditors other than micro and small enterprises	5,271.17	4,020.68
	(iv) Other financial liabilities	1,499.98	1,898.73
	Other current liabilities	4,084.36	1,848.59
	Provisions	15.82	18.21
	Current tax liabilities (net)	733.76	793.76
	Total Current Liabilities	17,684.47	13,818.24
	TOTAL EQUITY AND LIABILITIES	54,581.29	49,393.10



CL Educate Limited
CIN No:- L74899HR1996PLC076897
Registered Office: Plot No. 9A, Sector 27A, Mathura Road, Faridabad, Haryana, India 121003
Corporate Office: A-45, First Floor, Mohan Cooperative Industrial Area, Main Mathura Road, Delhi 110044

UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2019

(Rs. in lacs, except per share data)

Particulars	For the quarter ended			For the half year ended		For the year ended
	September 30, 2019	June 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018	March 31, 2019
	Reviewed	Reviewed	Reviewed	Reviewed	Reviewed	Audited
Income						
I (a) Revenue From operations	10,164.38	8,626.55	10,187.75	18,790.93	18,901.57	33,925.95
II (b) Other income	197.09	288.96	239.31	486.05	607.88	1,323.66
III Total income (I+II)	10,361.47	8,915.51	10,427.06	19,276.98	19,509.45	35,249.61
IV Expenses						
(a) Cost of material consumed	364.62	255.08	392.12	619.70	671.72	1,172.61
(b) Purchases of Stock-in-Trade	53.17	16.55	25.78	69.72	30.15	32.90
(c) Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	(129.59)	(28.02)	5.42	(157.61)	(60.09)	(98.07)
(d) Employee benefits expense	1,347.21	1,416.53	1,490.10	2,763.74	3,039.24	5,813.21
(e) Finance costs	207.23	205.27	193.16	412.50	303.06	619.88
(f) Depreciation and amortization expense	354.43	335.18	242.00	689.61	467.54	948.33
(g) Franchisee expenses	2,237.36	2,051.34	2,088.05	4,288.70	3,963.38	6,944.48
(h) Other expenses	5,232.16	3,918.16	5,057.14	9,150.32	9,464.23	17,371.88
Total expenses	9,666.59	8,170.09	9,493.77	17,836.68	17,879.23	32,805.22
V Profit before share of (loss)/profit of equity accounted investees, exceptional items and tax (III-IV)	694.88	745.42	933.29	1,440.30	1,630.22	2,444.39
VI Exceptional items	-	-	-	-	-	-
VII Profit before share of (loss)/profit of equity accounted investees and tax (V-VI)	694.88	745.42	933.29	1,440.30	1,630.22	2,444.39
Share of (loss)/profit of equity accounted investees	(8.72)	(7.96)	7.43	(16.68)	(1.53)	4.58
VIII Profit before tax	686.16	737.46	940.72	1,423.62	1,628.69	2,448.97
IX Tax expense	223.81	212.64	277.57	436.45	506.24	678.09
X Profit from continuing operations for the period (VIII-IX)	462.35	524.82	663.15	987.17	1,122.45	1,770.88
XI Profit from discontinued operations	38.29	33.34	124.03	71.63	148.50	226.75
XII Tax expenses of discontinued operations	-	-	16.33	-	16.33	-
XIII Profit from Discontinued operations (after tax) (XI-XII)	38.29	33.34	107.70	71.63	132.17	226.75
XIV Net Profit for the period (X+XIII)	500.64	558.16	770.85	1,058.80	1,254.62	1,997.63
XV Profit from continuing operations for the period attributable to						
(a) Owners of the Company	458.23	509.24	650.84	967.47	1,106.60	1,767.91
(b) Non-controlling interest	4.12	15.58	12.31	19.70	15.85	2.97
XVI Profit from discontinued operations for the period attributable to						
(a) Owners of the Company	38.29	33.34	107.70	71.63	132.17	226.75
(b) Non-controlling interest	-	-	-	-	-	-
XVII Other Comprehensive Income						
A (i) Items that will not be reclassified to profit or loss	5.44	7.55	10.01	12.99	16.67	26.07
(ii) Income tax relating to items that will not be reclassified to profit or loss	(1.50)	(2.10)	(2.97)	(3.60)	(5.20)	(7.21)
B (i) Items that will be reclassified to profit or loss	9.39	(4.60)	3.73	4.79	6.85	(5.30)
(ii) Income tax relating to items that will be reclassified to profit or loss	(0.55)	-	(1.04)	(0.55)	(1.91)	1.47
XVIII Total Comprehensive Income for the period (Comprising Profit and Other comprehensive Income for the period) (XIV+XVII)	513.42	559.01	780.58	1,072.43	1,271.03	2,012.66
XIX Paid-up Equity Share Capital (face value of Rs. 10 each)	1,416.57	1,416.57	1,416.57	1,416.57	1,416.57	1,416.57
XX Earnings per equity share (for continuing operation)						
(a) Basic	3.26	3.70	4.68	6.97	7.92	12.50
(b) Diluted	3.26	3.70	4.68	6.97	7.92	12.50
XXI Earnings per equity share (for discontinued operation):						
(a) Basic	0.27	0.24	0.76	0.51	0.93	1.60
(b) Diluted	0.27	0.24	0.76	0.51	0.93	1.60



CL Educate Limited
CIN No:- L74899HR1996PLC076897

Registered Office: Plot No. 9A, Sector 27A, Mathura Road, Faridabad, Haryana, India 121003
Corporate Office: A-45, First Floor, Mohan Cooperative Industrial Area, Main Mathura Road, Delhi 110044

UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE HALF YEAR ENDED SEPTEMBER 30, 2019

Particulars	Rs. In Lacs		
	For the half year ended		Year ended
	September 30, 2019	September 30, 2018	March 31, 2019
A.	Reviewed	Unaudited	Audited
Cash flow from operating activities			
Net Profit before tax from:			
Continuing operation	1,423.62	1,628.69	2,448.98
Discontinued operation	71.63	148.50	226.75
Profit before income tax including discontinued operation	1,495.25	1,777.19	2,675.73
Adjustment for:			
Depreciation and amortisation	689.61	467.54	948.33
Depreciation on investment property	2.99	1.04	5.96
(Gain) on sale of property, plant and equipment	(0.05)	(8.08)	(8.15)
Finance cost	412.50	303.06	619.88
Lease equalisation reserve	(6.96)	2.26	4.84
(Gain) on fair value changes in investments	(56.21)	-	-
Share of profits of associates	16.68	1.53	(4.58)
Advances written off	34.77	60.48	187.23
Rent income on investment property	(12.94)	(12.31)	(24.62)
Liability no longer required written back	(89.06)	(253.17)	(332.25)
Unwinding of interest on security deposits	(23.41)	(23.66)	(27.47)
Transfer to stock options outstanding	1.22	-	(5.26)
Unrealised foreign exchange (gain) / loss (net)	(40.12)	-	(9.90)
(Gain) on Mutual fund	(119.77)	(99.36)	(211.09)
Movement in financial guarantee	3.74	(10.91)	3.14
Other comprehensive income	13.62	23.52	15.03
Interest Income	(103.60)	(118.17)	(216.95)
Provision for sales return	-	(6.07)	-
Provision for slow moving inventory	-	(14.00)	-
Reversal of loss allowance on doubtful debtors	(3.42)	(39.58)	(267.02)
Loss allowance on advances	25.00	-	-
Bad debts written off	762.82	772.92	1,445.29
Operating profit before working capital changes	3,002.66	2,824.23	4,798.14
Movements in working capital			
- (Increase)/Decrease in trade receivables	(565.07)	(600.30)	(2,684.47)
- (Increase)/Decrease in inventories	(170.47)	(67.07)	(180.97)
- (Increase)/Decrease in loans	146.69	(28.85)	7.96
- (Increase)/Decrease in financial assets	(1,924.52)	(2,091.83)	319.00
- (Increase)/Decrease in current & non current assets	(1,002.19)	(1,478.15)	208.47
- Increase/(Decrease) in other current & non-current liabilities	2,242.09	1,873.70	(72.79)
- Increase/(Decrease) in Trade payables	1,154.69	920.96	166.80
- Increase/(Decrease) in Provisions	41.63	26.94	25.25
- Increase/(Decrease) in current & non current financial liabilities	(254.97)	406.16	147.96
Cash Generated from operations	2,670.54	1,785.79	2,735.35
Less: Income Tax Paid (net of refunds)	(491.99)	(30.18)	(955.97)
Net Cash generated from operating activities (A)	2,178.55	1,755.61	1,779.38
B. Cash flow from investing activities			
Purchase of property, plant and equipment	(275.17)	34.75	(178.64)
Purchase of other intangible assets	(434.84)	(388.54)	(663.19)
Disposal of fixed assets	-	-	86.05
Purchase of investment in subsidiaries & associates	(64.34)	(162.08)	(372.61)
Sale of investment (Mutual fund)	278.22	220.64	1,158.91
Gain on mutual fund	119.77	99.36	211.09
Purchase of investment of in mutual funds	(1,905.00)	(3,802.00)	(3,902.00)
Assets classified as held for sale	0.23	0.30	0.03
Loan given to related parties	(4.99)	(10.00)	(26.95)
Proceeds from realisation of loan given	7.84	-	17.50
Term deposits not considered as cash and cash equivalents	(23.37)	2,038.31	1,927.70
Non controlling interest	14.91	(330.12)	(345.98)
Interest received	77.40	217.52	294.31
Rent income on investment property	12.94	12.31	24.62
Net Cash (Used in) Investing Activities (B)	(2,196.40)	(2,069.55)	(1,769.16)

Continued to next page....



CL Educate Limited
CIN No:- L74899HR1996PLC076897

Registered Office: Plot No. 9A, Sector 27A, Mathura Road, Faridabad, Haryana, India 121003
Corporate Office: A-45, First Floor, Mohan Cooperative Industrial Area, Main Mathura Road, Delhi 110044

UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE HALF YEAR ENDED SEPTEMBER 30, 2019

Particulars	Rs. In Lacs		
	For the half year ended		Year ended
	September 30, 2019	September 30, 2018	March 31, 2019
....Continued from previous page			
C. Cash Flow from Financing Activities			
Proceeds from long-term borrowings	-	-	750.00
Repayment of long-term borrowings	(238.88)	(286.20)	(509.65)
Net increase in working capital borrowings	562.41	504.87	213.51
Payment of lease liabilities (net)	(234.03)	6.38	
Interest Expense Paid	(358.25)	(303.75)	(618.11)
Dividend paid including tax	-	(170.77)	(170.77)
Net Cash (used in) Financing Activities (C)	(268.75)	(249.46)	(335.02)
Net (Decrease) in Cash and Cash Equivalents (A+B+C)	(286.60)	(563.40)	(324.80)
Balance at the beginning of the year			
Cash and cash equivalents at the beginning of the year	1,041.10	1,365.90	1,365.90
Balance at the end of the year	754.50	802.50	1,041.10
Components of cash & cash equivalent			
Balances with banks			
- on current account	614.36	701.86	791.85
Cheques/ drafts on hand	13.20	18.21	74.38
Cash on hand	126.94	82.43	174.87
	754.50	802.50	1,041.10



CL Educate Limited						
CIN No:- L74899HR1996PLC076897						
Registered Office: Plot No. 9A, Sector 27A, Mathura Road, Faridabad, Haryana, India 121003						
Corporate Office: A-45, First Floor, Mohan Cooperative Industrial Area, Main Mathura Road, Delhi 110044						
UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2019						
CONSOLIDATED SEGMENT REVENUE, RESULT, ASSETS AND LIABILITIES						
Particulars	For the quarter ended			For the half year ended		(Rs. In Lacs)
	Reviewed	Reviewed	Reviewed	Reviewed	Reviewed	Audited
	September 30, 2019	June 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018	March 31, 2019
Segment Revenue						
Consumer Test Prep	5,311.48	5,320.52	5,307.41	10,632.00	10,664.16	18,208.02
Consumer Publishing	1,054.79	847.61	1,277.12	1,902.40	2,311.54	3,897.81
Enterprise Corporate	3,923.73	2,798.78	3,829.71	6,722.51	6,726.06	12,600.30
Enterprise Institutional	717.40	324.42	826.16	1,041.82	1,123.09	2,485.13
Others	6.79	6.61	8.01	13.40	13.34	27.55
Inter-segment	(849.81)	(671.39)	(1,060.66)	(1,521.20)	(1,936.62)	(3,292.86)
Total	10,164.38	8,626.55	10,187.75	18,790.93	18,901.57	33,925.95
Segment Result - Continuing						
Consumer Test Prep	901.82	971.42	862.63	1,873.24	1,751.92	2,386.51
Consumer Publishing	252.55	120.73	280.38	373.28	506.62	563.41
Enterprise Corporate	(17.46)	187.24	171.46	169.78	236.36	479.82
Enterprise Institutional	238.08	(69.31)	188.96	168.77	203.73	547.83
Others	(265.45)	(241.08)	(309.95)	(506.53)	(465.02)	(922.19)
Inter-segment	61.39	63.03	102.77	124.42	80.08	286.74
Total Continuing	1,170.93	1,032.03	1,296.25	2,202.96	2,313.69	3,342.12
Less: Unallocated expenses	465.91	370.30	409.11	836.21	988.29	1,601.51
Operating profit	705.02	661.73	887.14	1,366.75	1,325.40	1,740.61
Add: Other Income	197.09	288.96	239.31	486.05	607.88	1,323.66
Less: Finance cost	207.23	205.27	193.16	412.50	303.06	619.88
Profit before share of (loss)/profit of equity accounted investees and tax	694.88	745.42	933.29	1,440.30	1,630.22	2,444.39
Share of (loss)/profit of associates accounted for using equity	(8.72)	(7.96)	7.43	(16.68)	(1.53)	4.58
Profit before tax	686.16	737.46	940.72	1,423.62	1,628.69	2,448.97
Income taxes	223.81	212.64	277.57	436.45	506.24	678.09
Net profit from continuing operations	462.35	524.82	663.15	987.17	1,122.45	1,770.88
Profit from Discontinued operations (Net of taxes)	38.29	33.34	107.70	71.63	132.17	226.75
Net profit including Discontinued operations	500.64	558.16	770.85	1,058.80	1,254.62	1,997.63
Other Comprehensive Income	12.78	0.85	9.73	13.63	16.41	15.03
Total Comprehensive Income	513.42	559.01	780.58	1,072.43	1,271.03	2,012.66
Segment Assets						
Consumer Test Prep	12,173.19	10,850.55	9,904.10	12,173.19	9,904.10	10,300.92
Consumer Publishing	10,687.90	10,055.10	9,425.69	10,687.90	9,425.69	9,746.50
Enterprise Corporate	9,192.92	8,110.72	10,493.62	9,192.92	10,493.62	9,224.98
Enterprise Institutional	3,352.69	2,799.38	3,138.87	3,352.69	3,138.87	3,146.30
Others	9,880.98	10,042.52	11,026.19	9,880.98	11,026.19	10,512.73
Unallocated	14,119.55	13,551.90	11,819.62	14,119.55	11,819.62	10,916.13
Inter-segment	(7,748.92)	(7,546.41)	(7,154.58)	(7,748.92)	(7,154.58)	(7,377.67)
Assets held for sale	2,922.98	2,923.34	2,922.92	2,922.98	2,922.92	2,923.21
Total	54,581.29	50,787.10	51,576.43	54,581.29	51,576.43	49,393.10
Segment Liabilities						
Consumer Test Prep	6,405.89	4,577.13	3,851.26	6,405.89	3,851.26	4,535.34
Consumer Publishing	5,781.86	5,383.09	5,191.39	5,781.86	5,191.39	5,370.39
Enterprise Corporate	7,078.05	5,659.21	6,850.91	7,078.05	6,850.91	5,391.80
Enterprise Institutional	1,413.00	1,344.44	1,364.68	1,413.00	1,364.68	1,372.22
Others	4,882.48	4,986.59	5,668.95	4,882.48	5,668.95	4,904.68
Unallocated	5,325.17	5,240.86	5,977.49	5,325.17	5,977.49	4,747.94
Inter-segment	(11,182.67)	(10,841.20)	(10,425.52)	(11,182.67)	(10,425.52)	(10,771.99)
Total	19,703.78	16,350.12	18,479.16	19,703.78	18,479.16	15,550.38



CL Educate Limited

CIN No:-L74899HR1996PLC076897

Registered Office: Plot No.9A, Sector 27A, Mathura Road, Faridabad, Haryana-121003

Corporate office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi- 110044

**Notes to the Unaudited Consolidated Financial Results ("financial results") for the quarter
and half year ended September 30, 2019**

1. The above consolidated financial results of CL Educate Limited ("the Parent") have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at its meeting held on November 13, 2019
2. The consolidated financial results for the quarter and half year ended September 30, 2019 have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other recognized accounting practices and policies, to the extent applicable
3. In accordance with the Ind AS-108 "Operating Segments" and based on "Management Evaluation", the Chief Operating Decision Maker evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along these business segments. The accounting principles used in preparing financial statements are consistently applied to record revenue and expenditure in individual segments. The reportable segments represent (i) Consumer business comprising of Consumer Test Prep and Consumer Publishing (ii) Enterprise business comprising of Enterprise Corporate and Enterprise Institutional and (iii) Others which comprises primarily the discontinued K-12 and scaled down vocational training businesses.
4. The basic and diluted earnings per share have been calculated in accordance with the Ind AS-33 "Earnings per Share".
5. (a) In March 2017, the Group had entered into a Business Transfer Agreement with I-Take Care Private Limited for sale of its K-12 infrastructure services business carried on by its step down subsidiary Career Launcher Infrastructure Private Limited on slump sale basis. The proposed sale of business is consistent with Group's long term strategy to discontinue the K-12 business. The operations of K-12 business, is being disclosed as discontinued operations. As on date, the transaction is pending closure as I-Take Care Private Limited hasn't been able to arrange the requisite funds to close the sale. The Management is taking appropriate action to ensure that its rights and interests are protected. The Group is in parallel discussions with other parties to give effect to the above-mentioned transaction. Thus the Group is still disclosing such business as discontinued operations and the assets as held for sale in accordance with IND AS 105 "Non-current Assets Held for Sale and Discontinued Operations".

(b) Pursuant to the Business Transfer Agreement dated March 18, 2017 and its amendment dated July 18, 2017 with B&S Strategy Service Private Limited (B&S), effective July 01, 2017, the business of running and operating pre-schools and providing school management services carried on by the Group's subsidiary Career Launcher Education Infrastructure and Services Limited was sold on slump sale basis for a total consideration of Rs. 4,650.00 lacs of which Rs. 200.00 lacs was paid in cash, Rs. 4,050.00 lacs by way of share swap and balance Rs. 344.80 lacs (after adjustment of money collected on behalf of B&S) was to be received as cash by March 31, 2018 which is receivable as of date.



6. The Parent has in the past undertaken various Central and State Government / Agencies, projects in the education / skill development sector. Most of these projects are complete, however the dues from the concerned department / agency has not been realized mainly on account of delays and long process. The details of such vocational trade receivables which are outstanding for a considerable period of time are given below. In the opinion of the management it has made the necessary provision/ taken write off, wherever required and net balances, are fully recoverable. The details are as under.

Nature of balance	Total Amount outstanding as on June 30, 2019 (Rs. in lacs)	Amount outstanding for more than 3 years (Out of total outstanding) (Rs. in lacs)	Expected Credit Loss (ECL) provision on amount outstanding as on June 30, 2019 (Rs. in lacs)	Amount of write off considered in the half year ended September 30, 2019 (Rs. In lacs)
Vocational Trade Receivables	2,557.59	2,557.59	369.46	275.00

7. Effective April 1, 2019, the Group has adopted Ind AS 116 "Leases" and applied the Standard to all lease contracts existing as on April 1, 2019 using the modified retrospective method. Accordingly, comparatives for the year ended March 31, 2019 have not been adjusted. This has resulted in recognizing a Right-to-Use asset and a corresponding Lease Liability of Rs. 1,139.56 lacs as at April 1, 2019, increase in Retained earnings by Rs. 17.55 lacs as at April 1, 2019, and a corresponding impact on total expenses of Rs. 16.14 lacs during current quarter and Rs. 32.35 lacs for the current period.
8. The Board of Directors of the Company has approved a scheme of arrangement for amalgamation of its subsidiary companies into the Company ("the Scheme") in its meeting held on November 27, 2018. The Scheme has been approved by National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). During the current quarter, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Company Law Tribunal (NCLT), for the proposed amalgamation of Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited ("Amalgamating Company") with CL Educate Limited ("Amalgamated Company"). The Scheme will be effective upon approval from NCLT. The appointed date as finalized by the Company is April 1, 2019.
9. On September 20, 2019, vide the Taxation Laws (Amendment) Ordinance 2019, the Government of India inserted Section 115BAB in the Income Tax Act, 1961 which provides domestic companies a non-reversible option to pay corporate tax at reduced rates effective April 01, 2019 subject to certain condition. The Group is currently in the process of evaluating this option.



10. Figures for the previous period have been regrouped/reclassified wherever necessary to conform to the current period's classification.

By the order of the Board

Place: New Delhi

Date: November 13, 2019



Nikhil Mahajan
Executive Director & Group CEO Enterprise
Business



Annexure II



S.No.	Disclosure requirements	Details/ reason for not providing information
a)	Name of the target entity, details in brief such as size, turnover etc.;	Target Entity: Institute of Cost and Management Accountants L.L.C. (ICMA), a leading Finance School training Institute based in Muscat, Oman. Annual estimated revenue of 425,000 US\$ equivalent to about Rs. 3 Crore for the year ended December 31, 2019 (subject to forex variation). Investor Entity: Kestone CL Asia Hub Pte. Ltd., a 100 % Step-down subsidiary of the Company, located in Singapore.
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms length”;	It is not a Related Party Transaction.
c)	Industry to which the entity being acquired belongs;	Educational services
d)	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	Apart from its existing integrated financials offerings of CFA, CMA, Diploma in IFRS etc., launch of School Training products for Tutoring for CBSE and IGSCE beginning April 2020 from Grade 8 to 12; To convert the existing offering of CFA and CMA into Digital pre canned offering and launch the same globally; To offer Artificial Intelligence (AI)/ Machine Learning (ML)/ Digital Marketing Leadership orientations / training to business leaders and then offer Consultancy services to enable Digital Transformation/ Data Science / AI /ML to Corporates in Muscat.
e)	Brief details of any governmental or regulatory approvals required for the acquisition;	No governmental or regulatory approval is required for the acquisition.



f)	Indicative time period for completion of the acquisition;	Over a period of next 6-9 months, in one more tranches subject to successful due diligence.
g)	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash
h)	Cost of acquisition or the price at which the shares are acquired;	At a value of about US\$ 210,000 equivalent to Rs. 1.5 Crore (subject to forex variation) for a 51% acquisition.
i)	Percentage of shareholding / control acquired and / or number of shares acquired;	51% Investment shall be done by Kestone CL Asia Hub Pte. Ltd., a 100 % Step-down subsidiary of the Company, located in Singapore.
j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>ICMA strives to add value to individuals and organizations through a confluence of mutually reinforcing services focused on Performance Measurement and Management.</p> <p>These offerings straddle across current concepts and practices in Financial Accounting, Management Accounting, Internal Control, Financial Management and Strategy. ICMA is structured along the following services that align with its purpose as well as compliment and synergize with each other.</p> <ol style="list-style-type: none"> 1. Executive Education Program 2. Professional Education Coaching <p>ICMA has been in business for last 8-9 years in Muscat, Oman.</p>

