

To  
The Secretary, Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001.

To  
The Manager, Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, G-Block, Bandra-Kurla  
Complex, Bandra, (E), Mumbai – 400 0051

Scrip Code: 540403

Symbol: CLEDUCATE

Dear Sir / Madam,

**Re: Reconciliation of Share Capital Audit Report**

Please find enclosed the Reconciliation of Share Capital Audit Report for Equity Shares, for the quarter ended December 31, 2017. The report dated January 12, 2017 has been signed by Mr. Ved Prakash, of S. Anantha & Ved LLP, Practicing Company Secretaries.

This report is submitted in compliance with Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996, and SEBI Circular No. D&CC/FITTC/Circular-16/2002 dated December 31, 2002 (amended).

This is for your information and records.

Yours faithfully,  
For CL Educate Limited



Nikhil Mahajan

**Nikhil Mahajan**  
Executive Director & Group CEO Enterprise Business

**Date: January 12, 2018**  
**Place: New Delhi**

To  
The Board of Directors  
**CL EDUCATE LIMITED**  
A-41, Espire Building, Lower Ground Floor  
Mohan Co-operative Industrial Area  
Main Mathura Road, New Delhi - 110 044

Dear Sirs / Madam,

**RECONCILIATION OF SHARE CAPITAL AUDIT**

We have examined the Register of Members, beneficiary details furnished by the Depositories and other records / documents maintained by **CL Educate Limited** (hereinafter referred to as 'the Company') and its Registrar and Share Transfer Agents, **Karvy Computershare Private Limited**, for issuing this report, in accordance with **circular D&CC / FITTC / CIR-16 / 2002** dated 31<sup>st</sup> December, 2002 and **CIR/MRD/DP/30/2010** dated September 06, 2010 issued by the Securities and Exchange Board of India.

In our opinion and to the best of our information and according to the explanations given to us and based on such verification as considered necessary, We hereby report the following in respect of the quarter ended **31<sup>st</sup> December, 2017**:

1.	For quarter Ended	:	31 <sup>st</sup> December, 2017
2.	ISIN	:	INE201M01011
3.	Face Value	:	Rs.10/- per Equity Share
4.	Name of the Company	:	<b>CL EDUCATE LIMITED</b>
5.	Registered Office Address	:	A-41, Espire Building, Lower Ground Floor Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi- 110 044.
6.	Correspondence Address	:	A-41, Espire Building, Lower Ground Floor Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi- 110 044.
7.	Telephone & Fax No.	:	Tel.: 011 4128 1100; Fax: 011 4128 1110
8.	Email Address	:	compliance@cleducate.com
9.	Name of the Stock Exchanges where Company's Securities Listed	:	a) <i>BSE Limited (BSE)</i> b) <i>The National Stock Exchange of India Limited (NSE)</i>
			<b>Number of Shares</b> <b>% of Total Issued Capital</b>
10.	Issued Capital	:	<b>1,41,65,678</b> <b>100.00</b>
11.	Listed Capital (Exchanges wise)	:	<b>1,41,65,678</b> <b>100.00</b>
12.	Held in Dematerialised form in CDSL	:	4,99,959      3.53
13.	Held in Dematerialised form in NSDL	:	1,34,64,410      95.05
14.	Physical	:	2,01,309      1.42
15.	<b>Total No. of Shares (12+13+14)</b>	:	<b>1,41,65,678</b> <b>100.00</b>

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16.	Reasons for difference if any, between (10&11), (10&15), (11&15)	:	<b>NOT APPLICABLE</b>				
17.	<b>Certifying the details of changes in Share Capital during the quarter under consideration as per table below:</b>						
	Particulars	No. of Shares	Applied/ Not Applied for listing	Listed on Stock Exchanges	Whether intimated to CDSL	Whether intimated to NSDL	In-prin. Appr. Pending for Stock Exchanges
	#ESOPs	2,400	Applied	Yes	Yes	Yes	No
* Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify) # Shares allotted under ESOP and the trading approval received from BSE vide Letter DCS/ESOP/TP/ST/5670/2017-18 dated 03 <sup>rd</sup> November, 2017 and NSE vide Letter Ref.: NSE/LIST/13941 dated 13 <sup>th</sup> November, 2017.							
18.	Register of Member is updated (Yes/No), If not, updated upto which date				<b>YES</b>		
19.	Reference of previous quarter with regard to excess dematerilised shares, if any				<b>NOT-APPLICABLE</b>		
20.	Has the Company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why?				<b>NOT-APPLICABLE</b>		
21.	Mention the total No. of requests, if any, confirmed after 21 days and the total No. of requests pending beyond 21 days with the reasons for delay. (Detail as on the date of certificate)						
<b>Total No. of Demat requests:</b>			<b>No. of Requests</b>	<b>No. of Shares</b>	<b>Reasons for delay</b>		
Confirmed after 21 days			NIL	NIL	Not Applicable		
Pending for more than 21 days			NIL	NIL	Not Applicable		
<b>77,176 Equity Shares were dematted and No Equity Share was rematted during the quarter.</b>							

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22.	Name, Telephone & Fax No. of the Compliance Officer of the Company	Ms. Rachna Sharma, Company Secretary Tel. No.: 011 4128 1100 Fax No.: 011 4128 1110
23.	Name, Address, Telephone, Fax No. & Regn. No. of the Auditor	Mr. Ved Prakash C-316, 3 <sup>rd</sup> Floor, Nirmal Avior-Galaxy, Next to Deep Mandir, L.B.S Marg, Mulund (West), Mumbai- 400 080. Ph. No.: 022 2591 3041, Cell No.: 7045656625 ACS:36837, CP No.: 16986
24.	Appointment of common agency for share registry work	Karvy Computershare Private Limited Karvy Selenium Tower B Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad-500 032 Tel. No.: +91 40 6716 2222 Fax No.: +91 40 2300 1153
25.	Any other detail that the Auditor may like to provide	NIL



Place: Mumbai  
Date: 12<sup>th</sup> January, 2018

For S. ANANTHA & VED LLP  
Company Secretaries

*Vedprakash*

Ved Prakash  
Designated Partner  
CP No.: 16986