

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

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

Scrip Code: 540403, Scrip Symbol: CLEUCATE

Dear Sir / Madam,

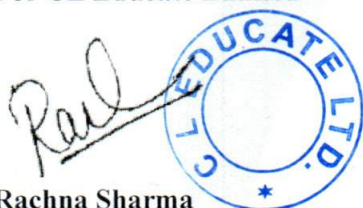
Re: Reconciliation of Share Capital Audit Report

Please find enclosed the Reconciliation of Share Capital Audit Report for Equity Shares, for the quarter ended December 31, 2018. The report dated January 14, 2019 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



Rachna Sharma
Company Secretary & Compliance Officer

Date: January 14, 2019
Place: New Delhi



To
The Board of Directors
CL EDUCATE LIMITED
A-45, First Floor,
Mohan Co-operative Industrial Estate,
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 Fintech Private Limited**, for issuing this report, in accordance with **circular D&CC/FITTC/CIR-16/2002** dated 31st 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 **31st December, 2018:**

| | | | |
|-----|---|---|---|
| 1. | For quarter Ended | : | 31 st December, 2018 |
| 2. | ISIN | : | INE201M01011 |
| 3. | Face Value | : | Rs.10/- per Equity Share |
| 4. | Name of the Company | : | CL EDUCATE LIMITED |
| 5. | Registered Office Address | : | Plot No.9A, Sector 27A, Mathura Road, Faridabad, Haryana – 121003. |
| 6. | Correspondence Address | : | A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi - 110 044. |
| 7. | Telephone & Fax No. | : | Tel.: 011 4128 1100; Fax: 011 4128 1101 |
| 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>National Stock Exchange of India Limited (NSE)</i> |
| | | | Number of Shares % of Total Issued Capital |
| 10. | Issued Capital | : | 1,41,65,678 100.00 |
| 11. | Listed Capital (Exchanges wise) | : | 1,41,65,678 100.00 |
| 12. | Held in Dematerialised form in CDSL | : | 8,13,210 5.74 |
| 13. | Held in Dematerialised form in NSDL | : | 1,32,13,405 93.28 |
| 14. | Physical | : | 1,39,063 0.98 |
| 15. | Total No. of Shares (12+13+14) | : | 1,41,65,678 100.00 |

...2

Vedprakash



: 2 :

| | | | | | | | |
|--|---|------------------------|----------------------------------|---------------------------|----------------------------|----------------------------|--|
| 16. | Reasons for difference if any, between (10&11), (10&15), (11&15) | : | NOT APPLICABLE | | | | |
| 17. | Certifying the details of changes in Share Capital during the quarter under consideration as per table below: | | | | | | |
| | Particulars | No. of Shares | Applied/ Not Applied for listing | Listed on Stock Exchanges | Whether initimated to CDSL | Whether initimated to NSDL | In-prin. Appr. Pending for Stock Exchanges |
| | - | - | - | - | - | - | - |
| * Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify) | | | | | | | |
| 18. | Register of Member is updated (Yes/No), If not, updated upto which date | | | | YES | | |
| 19. | Reference of previous quarter with regard to excess dematerialised shares, if any | | | | NOT-APPLICABLE | | |
| 20. | Has the Company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why? | | | | NOT-APPLICABLE | | |
| 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) | | | | | | |
| | Total No. of Demat requests: | No. of Requests | No. of Shares | Reasons for delay | | | |
| | Confirmed after 21 days | NIL | NIL | Not Applicable | | | |
| | Pending for more than 21 days | NIL | NIL | Not Applicable | | | |
| No Equity Share was dematerialized / rematerialized during the quarter. | | | | | | | |

...3

Vedprakash




: 3 :

| | | |
|-----|--|--|
| 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 1101 |
| 23. | Name, Address, Telephone, Fax No. & Regn. No. of the Auditor | Mr. Ved Prakash C-316, 3 rd 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 Fintech 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 2342 0814 |
| 25. | Any other detail that the Auditor may like to provide | NIL |



Place: Mumbai
Date: 14th January, 2019

For S. ANANTHA & VED LLP
Company Secretaries

Vedprakash

Ved Prakash
Designated Partner
CP No.: 16986