



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: CLEDUCATE**  
**ISIN: INE201M01029**

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

Dear Madam/ Sir(s),

Please find enclosed the Reconciliation of Share Capital Audit Report for Equity Shares, for the quarter ended March 31, 2024. The report dated April 19, 2024, has been signed by Mr. Dinesh Trivedi, Designated Partner of Sharma and Trivedi LLP, Company Secretaries.

This report is submitted in compliance with Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and in accordance with Circular D&CC/FITTC/CIR-16/2002 dated December 31, 2002 and CIR/MRD/DP/30/2010 dated September 06, 2010.

This is for your information and records.

Yours faithfully,

**For CL Educate Limited**

**Rachna Sharma**  
**Company Secretary & Compliance Officer**  
**ICSI Membership No.: A17780**

**Place: New Delhi**  
**Date: April 20, 2024**

# SHARMA AND TRIVEDI LLP

(Registered with Limited Liability)

Company Secretaries, LLPIN: AAW-6850; UIN: L2021MH011000  
C-316, 3<sup>rd</sup> Floor, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg,  
Mulund (W), Mumbai – 400 080  
Tel: (+91 22) 2591 3041, email id- csllp108@gmail.com

To,  
The Board of Directors  
**CL EDUCATE LIMITED**  
A-45, First Floor,  
Mohan Co-operative Industrial Estate  
New Delhi – 110 044

Dear Sir / 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’) having CIN: L74899DL1996PLC425162 and its Registrar and Share Transfer Agents, **KFin Technologies Limited**, (Formerly Known as “KFin Technologies Private Limited”) for issuing this report, pursuant to Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and 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> March, 2024**:

1.	For quarter Ended	:	31 <sup>st</sup> March, 2024	
2.	ISIN	:	INE201M01029	
3.	Face Value	:	Rs.5/- per Equity Share	
4.	Name of the Company	:	<b>CL EDUCATE LIMITED</b>	
5.	Registered Office Address	:	A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi - 110 044.	
6.	Correspondence Address	:	A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi - 110 044.	
7.	Telephone	:	011 4128 1100	
8.	Email Address	:	<a href="mailto:compliance@cleducate.com">compliance@cleducate.com</a>	
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>	
			<b>Number of Shares</b>	<b>% of Total Issued Capital</b>
10.	Issued Capital	:	<b>5,40,52,393</b>	<b>100.00</b>
11.	Listed Capital (Exchanges wise)	:	<b>5,40,52,393</b>	<b>100.00</b>
12.	Held in Dematerialised form in CDSL	:	58,96,588	10.91
13.	Held in Dematerialised form in NSDL	:	4,79,41,867	88.69
14.	Physical	:	2,13,938	0.40
15.	<b>Total No. of Shares (12+13+14)</b>	:	<b>5,40,52,393</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
	*ESOP	3,332	Applied	Yes	Yes	Yes	No
	<i>*3,332 Equity Shares allotted under Amended and Restated Career Launcher Employee Stock Options Plan 2014 ("CL ESOP Plan") on 16<sup>th</sup> January, 2024 and the trading approval w.e.f. 01<sup>st</sup> February, 2024, received from BSE vide Notice No.20240131-21 dated 31<sup>st</sup> January, 2024 and NSE vide Circular Ref. No.:0179/2024 dated 31<sup>st</sup> January, 2024.</i>						
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 dematerialised 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>58 Equity Shares of the Company were dematerialized and Nil Equity Share was rematerialized during the quarter ended 31<sup>st</sup> March, 2024.</b>						

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# SHARMA AND TRIVEDI LLP

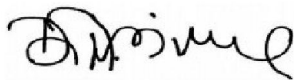
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22.	Name, Telephone & Fax No. of the Compliance Officer of the Company	Ms. Rachna Sharma, Company Secretary and Compliance Officer Tel. No.: 011 4128 1100/0800 Fax No.: +91-11-41281101
23.	Name, Address, Telephone, Fax No. & Regn. No. of the Auditor	Mr. Dinesh Trivedi, Designated Partner ACS No.: A23841; CP No.: 22407 Sharma and Trivedi LLP; Company Secretaries LLPIN: AAW-6850; UIN: L2021MH011000 C-316, 03 <sup>rd</sup> Floor, Avior Corporate Park, Next to Deep Mandir, L.B.S Marg, Mulund (W), Mumbai - 400 080. Ph. No.: 022 2591 3041
24.	Appointment of common agency for share registry work	KFin Technologies Limited, (Formerly Known as "KFin Technologies Private Limited")  Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana Tel. No.: +91 40 6716 2222
25.	Any other detail that the Auditor may like to provide	NIL

**For Sharma and Trivedi LLP  
Company Secretaries**



**Dinesh Trivedi**  
**Designated Partner**  
**C. P. No.: 22407**  
**UDIN: A023841F000187785**

**Date: 19<sup>th</sup> April, 2024**  
**Place: Mumbai**