



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**

**Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2023**

**Dear Sir / Madam,**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report issued by Mr. Sachin Sharma, Designated Partner, of M/s Sharma & Trivedi LLP (LLPIN: AAW-6850), Company Secretaries, for the Financial Year ended March 31, 2023.

The aforesaid report will also be uploaded on the Company's website at [www.cleducate.com](http://www.cleducate.com).

Kindly take the same on your record.

Thanking You,

**For CL Educate Limited**

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

**Place: New Delhi  
Date: May 16, 2023**

# 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

## Secretarial compliance report of CL Educate Limited for the Financial Year ended March 31, 2023

{Pursuant to regulation 3(b) of the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated  
February 08, 2019 under the SEBI (Listing Obligations & Disclosure Requirements)  
Regulations, 2015}

We, M/s. Sharma and Trivedi LLP, (LLPIN: AAW-6850), Company Secretaries, Mumbai  
have examined:

- (a) all the documents and records made available to us and explanation provided by  
**CL Educate Limited** having CIN L74899HR1996PLC076897 (the “**Company**”  
“**Listed entity**”);
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity (website address: [www.cleducate.com](http://www.cleducate.com));
- (d) any other document/ filing, as may be relevant, which has been relied upon to  
make this certification;

for the Financial Year ended March 31, 2023 (“**Review Period**”) in respect of compliance  
with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the  
Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made  
thereunder and the Regulations, circulars, guidelines issued thereunder by the  
Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder,  
have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure  
Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure  
Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and  
Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations,  
2018;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and  
Sweat Equity) Regulations, 2021;

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- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (*Not Applicable*, as there was no instance during the year under review);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (*Not Applicable*, as there was no instance during the year under review);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/ guidelines issued thereunder;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Additional Affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR) in terms of the BSE circular reference No. 20230316-14 and NSE Circular Ref. No. NSE/CML/ 2023/21 both dated 16<sup>th</sup> March, 2023.

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	--
2.	<b>Adoption and timely updation of the Policies:</b>  • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities  • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes  Yes	--

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3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>• The Listed entity is maintaining a functional website</li></ul>	Yes	--
	<ul style="list-style-type: none"><li>• Timely dissemination of the documents/information under a separate section on the website</li></ul>	Yes	
	<ul style="list-style-type: none"><li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li></ul>	Yes	
4.	<b>Disqualification of Director:</b>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	--
5.	<b>To examine details related to Subsidiaries of listed entities:</b> (a) Identification of material Subsidiary Companies	Yes	--
	(b) Requirements with respect to disclosure of material as well as other Subsidiaries	Yes	
6.	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	--
7.	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	--
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or	Yes	--
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee		

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9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	--
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	--
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	--
12.	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	--

We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

1.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	N.A.
2.	Regulation / Circular No.	N.A.
3.	Deviations	N.A.
4.	Action Taken by	N.A.
5.	Type of Action	N.A.
6.	Details of Violation	N.A.
7.	Fine Amount	N.A.
8.	Observations/Remarks of the Practicing Company Secretary	N.A.
9.	Management Response	N.A.
10.	Remarks	N.A.

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

1.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	N.A.
2.	Regulation / Circular No.	N.A.
3.	Deviations	N.A.
4.	Action Taken by	N.A.
5.	Type of Action	N.A.
6.	Details of Violation	N.A.
7.	Fine Amount	N.A.
8.	Observations/Remarks of the Practicing Company Secretary	N.A.
9.	Management Response	N.A.
10.	Remarks	N.A.

**I further report that** There was no event of resignation of statutory auditor of the company during the review period and as such, the compliance of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, issued by the Securities and Exchange Board of India on “Resignation of statutory auditors from listed entities and their material subsidiaries” is not applicable during the Review Period.

**For Sharma and Trivedi LLP  
Company Secretaries**



**Sachin Sharma**  
**Designated Partner**  
**Membership No.: A46900**  
**CP No.: 20423**  
**UDIN: A046900E000265448**  
**PR No.: 1680/2022**

**Date: 06<sup>th</sup> May, 2023**  
**Place: Mumbai**