
Walker Chandiook & Co LLP

L-41, Connaught Circus,
Outer Circle,
New Delhi - 110 001
India

T +91 11 4500 2219
F +91 11 4278 7071

Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of CL Educate Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ('the Statement') of CL Educate Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), and its associate (refer Annexure 1 for the list of subsidiaries and associates included in the Statement) for the quarter ended 30 June 2022, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.
2. This Statement, which is the responsibility of the Holding Company's management and approved by the Holding Company'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 ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019 issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), to the extent applicable.



Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (cont'd)

4. Based on our review conducted and procedures performed as stated in paragraph 3 above and upon consideration of the review reports of the other auditors referred to in paragraph 6 below, 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 Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements 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 the following matters in the notes to the accompanying Statement:
 - a) Note 5 of the consolidated financial results in respect of the scheme of arrangement ('the Scheme') under sections 230 to 232 of the Companies Act, 2013 between the Holding Company and five of its wholly-owned Indian subsidiaries approved by the National Company Law Tribunal, Chandigarh Bench, vide its order date 7 February 2022, as per which such wholly-owned subsidiaries have been merged with the Holding Company, on a going concern basis, with effect from the appointed date of 1 April 2019. Accordingly, the standalone financial statements of the Holding Company have been adjusted to give effect to the aforesaid business combination in accordance with the accounting treatment prescribed in the Scheme, with a consequential impact on the accompanying consolidated financial statements as explained further in the said note, which however is not in accordance with Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules and interpretations issued thereunder, as further described in the aforesaid note.
 - b) Note 7 to the accompanying statement, which describes the termination of Business Transfer Agreement with an earlier prospective buyer for the sale of infrastructure services business (the "Assets") on slump sale basis by Career Launcher Infrastructure Private Limited, a subsidiary of the Company. As detailed in the said note, the management remains committed to its plan to sell the assets as on date and is actively searching for new potential buyers to give effect to the disposal plan of the Assets. As a result, the management considers the future disposal of the assets as highly probable and continues to disclose such assets as "Disposal group- Asset held for sale" as on the reporting date in accordance with Ind AS 105, Non -Current Assets held for sale and Discontinued operations.
 - c) Note 8 of the accompanying Statement which describes the uncertainties relating to a legal action pursued by the Holding Company against B&S Strategy Services Private Limited ('B&S') before the Arbitral Tribunal for recovery of outstanding cash consideration of Rs.400 lacs from sale of a school business vertical by an erstwhile subsidiary now merged with the Holding Company. Based on favorable order dated 04 July 2022 awarded by the Arbitral Tribunal, entitling the Company of its outstanding receivable of Rs 400 lakh, the management is of the view that the aforesaid receivable balances are good and recoverable and hence, no adjustment is required in the accompanying Statement/ consolidated financial results as at 30 June 2022.
 - d) Note 9 of the accompanying Statement, the Group has receivables from Nalanda Foundation amounting to Rs. 500 lacs which are long outstanding. Based on the legal advice and its assessment of the merits of the case, the management is of the view that the aforesaid receivable balances are good and recoverable and hence, no adjustment is required in the accompanying Statement/ consolidated financial results as at 30 June 2022.

Our report is not modified in respect of the above matters.

Walker ChandioK & Co LLP

Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (cont'd)

6. We did not review the interim financial results of three subsidiaries included in the Statement, whose financial information reflects total revenues of ₹ 409.99 lacs, total net profit after tax of ₹ 14.89 lacs, total comprehensive income of ₹ 82.65 lacs, for the quarter ended on 30 June 2022, as considered in the Statement. These interim financial results have been reviewed by other auditors whose review report have been furnished to us by the management, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the review report of such other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion is not modified in respect of this matter with respect to our reliance on the work done by and the reports of the other auditors.

7. The Statement includes the interim financial information of two subsidiaries, which have not been reviewed/audited by their auditors, whose interim financial information reflect total revenues of ₹ 42.94 lacs, net loss after tax of ₹ 6.91 lacs, total comprehensive loss of ₹ 6.91 lacs for the quarter ended 30 June 2022 as considered in the Statement. The Statement also includes the Group's share of net loss after tax of ₹ 6.78 lacs, and total comprehensive income of ₹ 6.78 lacs for the quarter ended on 30 June 2022, in respect of one associate, based on their interim financial information, which have not been reviewed/audited by their auditors, and have been furnished to us by the Holding Company's management. Our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, are based solely on such unaudited/unreviewed interim financial information. According to the information and explanations given to us by the management, these interim financial information are not material to the Group.

Our conclusion is not modified in respect of this matter with respect to our reliance on the financial information certified by the Board of Directors.

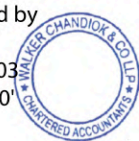
For Walker ChandioK & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013

**Neeraj
Goel**

Digitally signed by
Neeraj Goel
Date: 2022.08.03
13:31:34 +05'30'



Neeraj Goel

Partner

Membership No. 099514

UDIN: 22099514AODQXX6114

Place: New Delhi

Date: 3 August 2022

Walker ChandioK & Co LLP

Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (cont'd)

Annexure 1

List of entities included in the Statement

Holding Company

1. CL Educate Limited

Subsidiaries

1. Career Launcher Infrastructure Private Limited
2. Carrer Launcher Private Limited
3. Ice Gate Educational Institute Private Limited
4. Kestone CL Asia Hub Pte. Limited
5. Kestone CL US Limited (step down subsidiary)
6. CL Educate (Africa) Limited (step down subsidiary)

Associate

1. Threesixtyone Degree Minds Consulting Private Limited



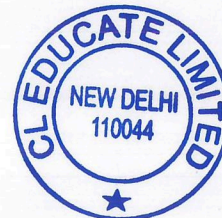
UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2022

(Rs.in lacs, except per share data)

Particulars	For the quarter ended			
	June 30, 2022	March 31, 2022	June 30, 2021	For the year ended March 31, 2022
	Unaudited	Audited (Refer note 3)	Unaudited	Audited
Income				
I Revenue from operations	6,925.33	5,328.62	5,149.18	20,746.09
II Other income	157.53	352.17	71.58	870.29
III Total income (I+II)	7,082.86	5,680.79	5,220.76	21,616.38
IV Expenses				
(a) Cost of material consumed	194.16	113.59	136.91	477.44
(b) Purchases of stock-in-trade	0.28	5.39	3.27	24.11
(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	91.09	46.46	1.49	(60.64)
(d) Employee benefits expense	1,110.45	896.11	933.56	3,720.73
(e) Finance costs	47.53	41.60	129.35	352.25
(f) Depreciation and amortization expense	222.97	161.81	213.63	806.99
(g) Service delivery expenses	3,592.96	2,876.11	2,452.43	10,594.12
(h) Sales & Marketing Expenses	421.75	342.79	338.56	1,303.29
(i) Other expenses	769.84	637.79	660.90	2,637.73
Total expenses (IV)	6,451.03	5,121.65	4,870.10	19,856.02
V Profit before exceptional items and tax (III-IV)	631.83	559.14	350.66	1,760.36
VI Exceptional items (refer note 6)	1,182.07	-	-	-
VII Profit before share of profit/(loss) of equity accounted investees and tax (V+VI)	1,813.90	559.14	350.66	1,760.36
Share of loss of equity accounted investees	(5.04)	(33.33)	(2.30)	(37.59)
VIII Profit before tax	1,808.86	525.81	348.36	1,722.77
IX Tax expense	621.53	59.00	36.04	342.90
X Profit for the period/ year from continuing operations (VIII-IX)	1,187.33	466.81	312.32	1,379.87
Profit/(loss) for the period/ year from discontinued operations	(0.65)	(0.13)	0.28	(0.81)
Tax expenses of discontinued operations	-	-	-	-
Profit/(loss) for the period/ year from discontinued operations (after tax)	(0.65)	(0.13)	0.28	(0.81)
XI Net Profit for the period/ year	1,186.68	466.68	312.60	1,379.06
XII Profit/(loss) from continuing operations for the period/ year attributable to				
(a) Owners of the Company	1,176.14	456.12	325.89	1,393.13
(b) Non-controlling interest	11.19	10.69	(13.57)	(13.26)
XIII Profit/(loss) from discontinued operations for the period/ year attributable to				
(a) Owners of the Company	(0.65)	(0.13)	0.28	(0.81)
(b) Non-controlling interest	-	-	-	-
XIV Other Comprehensive Income				
A (i) Items that will not be reclassified to profit or loss	7.70	15.71	5.37	32.60
(ii) Income tax relating to items that will not be reclassified to profit or loss	(2.01)	(4.18)	(1.38)	(8.53)
B. (i) Items that will be reclassified to profit or loss	81.64	58.12	20.28	66.03
(ii) Income tax relating to items that will be reclassified to profit or loss	(13.88)	(9.24)	(5.10)	(11.22)
Total Other Comprehensive Income	73.43	60.41	19.17	78.88
Other comprehensive income for the period/ year attributable to				
(a) Owners of the Company	73.43	60.41	19.17	78.88
(b) Non-controlling interest	-	-	-	-
XV Total Comprehensive Income for the period/ year	1,260.11	527.09	331.77	1,457.94
Total comprehensive income for the period/ year attributable to				
(a) Owners of the Company	1,248.93	516.40	345.34	1,471.20
(b) Non-controlling interest	11.18	10.69	(13.57)	(13.26)
XVI Paid-up Equity Share Capital (face value of Rs. 5 each)	1,390.24	1,416.57	1,416.57	1,416.57
XVII Other equity				24,747.68
XVIII Earnings per equity share (for continuing operation)* :				
(a) Basic	4.19	1.65	1.10	4.87
(b) Diluted	4.19	1.65	1.10	4.87
XIX Earnings per equity share (for discontinued operation)* :				
(a) Basic	**	**	**	**
(b) Diluted	**	**	**	**

*Earning per equity share for the quarters ended have not been annualised

** Rounded off to nil



Nehal Mahajan

UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2022
CONSOLIDATED SEGMENT REVENUE, RESULT, ASSETS AND LIABILITIES

(Rs. In Lacs)

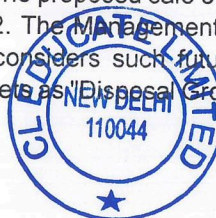
Particulars	For the Quarter Ended			
	June 30, 2022	March 31, 2022	June 30, 2021	March 31, 2022
	Unaudited	Audited Refer note 3	Unaudited	Audited
Segment Revenue				
EdTech	4,517.95	3,675.50	3,336.26	12,932.71
MarTech	2,407.38	1,653.12	1,812.92	7,813.38
Others	-	-	-	-
Total	6,925.33	5,328.62	5,149.18	20,746.09
Segment Result - Continuing				
EdTech	873.85	638.38	626.69	2,264.21
MarTech	88.57	24.23	101.70	511.35
Others	(39.50)	(38.68)	(17.15)	(112.14)
Total	922.92	623.93	711.24	2,663.42
Less: Unallocated expenses	401.09	375.36	302.81	1,420.95
Operating Profit	521.83	248.57	408.43	1,242.47
Add: Other income	157.53	352.17	71.58	870.29
Less: Finance costs	47.53	41.60	129.35	352.25
Profit before exceptional items	631.83	559.14	350.66	1,760.36
Add : Exceptional items (refer note 6)	1,182.07	-	-	-
Profit before share of profit/(loss) of equity accounted investees and tax	1,813.90	559.14	350.66	1,760.36
Share of profit/(loss) of associates accounted investees	(5.04)	(33.33)	(2.30)	(37.59)
Profit before tax	1,808.86	525.81	348.36	1,722.77
Tax expense	621.53	59.00	36.04	342.90
Profit from continuing operations	1,187.33	466.81	312.32	1,379.87
Profit/(loss) from discontinued operations (after tax)	(0.65)	(0.13)	0.28	(0.81)
Profit including discontinued operations	1,186.68	466.68	312.60	1,379.06
Other Comprehensive Income	73.43	60.41	19.17	78.88
Total Comprehensive Income (Comprising Profit/(loss) and Other comprehensive Income)	1,260.11	527.09	331.77	1,457.94
Segment Assets				
EdTech	10,594.76	11,026.28	11,622.93	11,026.28
MarTech	6,148.32	4,555.64	5,355.73	4,555.64
Others	427.11	469.63	993.01	469.63
Unallocated	19,346.81	18,726.51	17,981.57	18,726.51
Total	36,517.00	34,778.06	35,953.24	34,778.06
Segment Liabilities				
EdTech	4,819.23	3,773.56	3,938.08	3,773.56
MarTech	3,017.40	2,318.76	2,788.90	2,318.76
Others	69.50	127.44	160.91	127.44
Unallocated	1,943.28	2,394.82	3,975.57	2,394.82
Total	9,849.41	8,614.58	10,863.46	8,614.58

Nehal Mahajan



Notes:

1. The consolidated financial results for the quarter ended June 30, 2022 have been reviewed by the Audit Committee and the statutory auditors of the Company and approved by the Board of Directors at their respective meetings held on August 03, 2022.
2. The above consolidated financial results have been prepared in accordance with the Indian Accounting Standards ('Ind-AS') as notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended), specified under section 133 of the Companies Act, 2013.
3. The Statutory auditors have carried out the review of the Consolidated results of the Company for the quarter ended June 30, 2022. There are no qualifications in the Auditor's report on these financial results. The figures of the last quarter are the balancing figures between audited figures in respect of the full financial year up to March 31, 2022 and the unaudited year-to-date figures up to December 31, 2021 being the date of the end of the third quarter of the previous financial year which were subjected to limited review.
4. In accordance with Ind AS-108 "Operating Segments" and based on "Management Evaluation", the Chief Operating Decision Maker ("CODM) evaluates the Group's performance and allocates resources based on the analysis of various performance indicators of business segments. Accordingly, information has been presented along these business segments. The accounting principles used in preparation of consolidated financial results are consistently applied to compute the revenue and results of reportable segments.
The reportable segments represent:
 - (i) **EdTech:** The Education segment of the Group comprising of business generated and serviced through educational services such as coaching, content and platform services.
 - (ii) **MarTech:** The integrated solution driven services for corporates through Experiential marketing and Event management (physical and virtual events), Marcomm, Customized Engagement Programs (CEPs), transitioning business to metaverse Manpower services and Sales management.
 - (iii) **Others:** The discontinued K-12 business and scaled down Vocational training business.
5. On 27 November 2018, the Holding Company had filed a Scheme of Amalgamation under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for the merger of five of its wholly owned Indian subsidiaries, with the Holding Company with an appointed date of 1 April 2019. The Company has received the requisite regulatory approvals and the merger became effective on 05 March 2022 on filing the certified copies of the orders sanctioning the scheme with the National Company Law Tribunal. This transaction has been accounted as per approved scheme of arrangement and accordingly the comparative periods have been re-casted to give effect to the merger however, the accounting prescribed in the approved scheme is not in accordance with the accounting treatment as per applicable Appendix C to Indian Accounting Standard (Ind AS) 103 prescribed under prescribed under Section 133 of the Companies Act, 2013, read with relevant rules and interpretations issued thereunder. The Holding Company has followed basic principles of consolidation and performed line by line consolidation which has resulted in recognition of amalgamation adjustment deficit account by Rs. 2,264.54 Lacs in the consolidated financial statements instead of existing goodwill for the same amount which was appearing in the consolidated financial statements of the Company in respect of the aforesaid wholly owned subsidiaries prior to such merger.
6. Exceptional item includes (a) gain on Sale of Asset-held-for-Sale situated at Greater NOIDA of Rs. 2,396.66 Lacs and (b) expense on account of provision of Loan given to CLEF of Rs. 1,214.60 Lacs which pertains to the Greater NOIDA property which have been sold. The net impact of these transactions is a gain of Rs. 1,182.07 Lacs.
7. Career Launcher Infrastructure Private Limited ("CLIP"), a subsidiary, has proposed sale of its Assets – Land & Building situated at Raipur & Indore. The proposed sale of Assets is consistent with the Group's long-term strategy to discontinue its K-12. The Management is actively searching for potential buyers for these Assets and accordingly, considers such future disposal to be highly probable and therefore, continues to disclose such Assets as "Disposal Group - Assets held for sale"



Nikhil Mahapatra

as on the reporting date in accordance with Ind AS-105 "Non-Current Assets held for Sale and Discontinued Operations".

8. During the financial year 2017-18, Career Launcher Education Infrastructure and Services Limited, then a wholly owned subsidiary (Pursuant to the Merger Order, the subsidiary has been merged with the holding company) entered into an agreement to sell its School Business vertical (K-12 Business) to B&S Strategy Services Private Limited (B&S) for a total consideration of Rs. 4,650 Lacs comprising Rs. 600 Lacs payable in cash and remaining Rs. 4,050 Lacs by way of equity shares in B&S. Presently the shareholding in B&S, is 8,817 equity shares of Rs. 10 each, being 44.18% of total equity of B&S. Further, an overdue amount of Rs. 400 Lacs is recoverable from B&S towards cash consideration as per the aforesaid agreement, with the amount now being considerably overdue despite repeated reminders to the B&S Management.

Further there were consistent delays on part of B&S Management in providing required financial updates and other important business information.

The Company had taken legal advice and initiated legal proceedings before the Honourable Delhi High Court, to protect its interests, including recovery of Rs. 400.00 Lacs of the cash consideration. A section 9 petition on the matter of CLEIS vs B&S was heard by Delhi High Court. The Honourable Delhi High Court on June 22, 2020 appointed a retired High Court Judge as an arbitrator to hear the dispute. The arbitrator has rejected the counter claim of the respondent (B&S Strategy Services Private Limited). The arbitrator has given an award in favour of CL Educate Limited of Rs 400 Lacs along with 8% per annum interest from the date of statement of claim till the date of award along with proportionate costs of arbitration.

9. There is a trade receivable due to Career Launcher Infrastructure Private Limited ("CLIP") from the Nalanda Foundation of Rs. 500 Lacs, who had licensed school infrastructure from CLIP in Indore and Raipur but failed to meet its payment obligations. Due to a considerable delay by the Nalanda Foundation in meetings its obligations, despite repeated reminders, CLIP has initiated legal proceedings against them for recovery of dues and return of assets, with the Honourable Delhi High Court. The Honourable Delhi High Court had instructed Nalanda Foundation to return the assets to CLIP and appointed an arbitrator to hear the dispute. The next hearing is scheduled to be held on August 19, 2022.
10. The management of the Company in its meeting held on May 19, 2022 has approved the Buyback of fully-paid up equity shares of face value of Rs. 5/- each from its shareholders / beneficial owners (Other than those who are promoters, members of the promoter group or persons in control) from the open market through stock exchange mechanism for an aggregate amount not exceeding Rs. 1000 Lacs (Indian Rupees One Thousand Lacs only).

The buyback started on May 27, 2022 and was concluded on July 29, 2022. The company has completed the buyback of 797,200 Equity shares at an average price of Rs 125.42.

The buyback tax and other related expenses of buyback have been adjusted against the Other equity as per applicable sections of the Company's Act 2013..

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

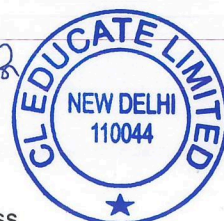


For and on behalf of the Board

Nikhil Mahajan

Nikhil Mahajan

Executive Director and
Group CEO Enterprise Business



Place: New Delhi
Date: August 03, 2022