

**Date: April 19, 2017**

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 March 31, 2017. The report dated April 19, 2017 has been signed by Mr. S. Anantha Rama Subramanian, of S. Anantha & Co., 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,

**CL EDUCATE LIMITED**

  
Gautam Puri  
Vice Chairman & MD  
DIN: 00033548



Encl: As above



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**

I 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 my opinion and to the best of my information and according to the explanations given to me and based on such verification as considered necessary, I hereby report the following in respect of the quarter ended 31<sup>st</sup> March, 2017:

1.	For quarter Ended	:	31 <sup>st</sup> March, 2017 ( <i>Refer Sr. No.25</i> )
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- 110044.
7.	Telephone & Fax No.	:	Tel.: 011 4128 1100; Fax: 011 4128 1110
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</i> b) <i>The National Stock Exchange of India Limited</i>
			<b>Number of Shares</b> <b>% of Total Issued Capital</b>
10.	Issued Capital	:	<b>1,41,63,278</b> <b>100.00</b>
11.	Listed Capital	:	<b>1,41,63,278</b> <b>100.00</b>
12.	Held in Dematerialised form in CDSL	:	13,24,975      9.36
13.	Held in Dematerialised form in NSDL	:	1,25,53,181      88.63
14.	Physical	:	2,85,122      2.01
15.	<b>Total No. of Shares (12+13+14)</b>	:	<b>1,41,63,278</b> <b>100.00</b>

...2



*[Handwritten Signature]*



: 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: (Refer Sr. No.25)						
	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
NOT APPLICABLE							
* 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			
12,33,395 Equity Shares were dematted on Six (6) requests received and No Equity Share was rematted during the quarter.							



*Ramkrishna* ...3



: 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 1110
23.	Name, Address, Telephone, Fax No. & Regn. No. of the Auditor	S. Anantha Rama Subramanian 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.: 9833770011 FCS 4443, CP No.: 1925
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	The Company has listed its total paid-up Equity Share Capital (i.e., 1,41,63,278 Equity Shares of Rs.10/- each) on 31 <sup>st</sup> March, 2017 with the BSE Limited vide Notice No. 20170330-54 dated 30 <sup>th</sup> March, 2017 and The National Stock Exchange of India Limited vide Circular Ref. No.:302/2017 dated 30 <sup>th</sup> March, 2017.

For S. ANANTHA & CO.,  
Company Secretaries



S. Anantha Rama Subramanian  
Proprietor  
C. P. No.:1925

Date: 19<sup>th</sup> April, 2017  
Place: Mumbai