



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, 2025**

**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. Vishwanath, Designated Partner, of M/s Sharma & Trivedi LLP (LLPIN: AAW-6850), Company Secretaries, for the Financial Year ended March 31, 2025.

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 30, 2025**

# 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 (West), Mumbai – 400 080

Tel: (+91 22) 2591 3041, email id- [csllp108@gmail.com](mailto:csllp108@gmail.com)

## Secretarial Compliance Report of CL Educate Limited for the Financial Year ended March 31, 2025

{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: L74899DL1996PLC425162 (the “Company” or “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)); and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report;

for the Financial Year ended March 31, 2025 (“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; (*Not Applicable*, as there was no instance during the year under review);
- (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 Non-Convertible Securities) Regulations, 2021 (*Not Applicable*, as there was no instance during the year under review);

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

and circulars/ guidelines issued thereunder;

*We further report that the listed entity is in compliance with the disclosure requirements as specified in SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, pertaining to Employee Benefit Scheme documents, in accordance with Regulation 46(2)(za) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

and based on the above examination, I/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:**

Sr. No.	Com-pliance Require-ment (Regu-lations/ circulars/guide-lines including specific clause)	Regu-lation/ Circul arNo.	Devia-tions	Action Taken by	Type of Action	Details of Violation	Fine Amount	Obser-vations/ Remarks of the Practicing Company Secretary	Man-agement Re-sponse	Re-marks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					
N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A





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

Sr. No.	Observations / Remarks of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the secretarial compliance report for the financial year ended... (years are to be mentioned)	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	
N.A	N.A	N.A	N.A	N.A	N.A	N.A

(c) I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

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).	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 &	Yes	--



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	timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	
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 Directors of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	--
5.	<b>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	Yes	--
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the	N.A	



*[Handwritten signature]*

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	transactions were subsequently approved/ratified/rejected by the Audit committee		There was no such transaction during the review period.
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	Disclosures under Regulation 30 of the SEBI (LODR) Regulations, 2015 were made within the time limits prescribed thereunder, except for a couple of instances, against which appropriate response was submitted to the Stock Exchanges.
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>Resignation of statutory auditors from the listed entity or its material subsidiaries</b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A.	There was no Resignation of the Statutory Auditor during the year under review.
13.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	--





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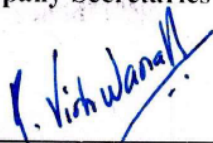
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## Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Sharma and Trivedi LLP  
Company Secretaries



Vishwanath  
Designated Partner  
Membership No.: A14521  
CP No.: 25099  
UDIN: A014521G000397145  
PR No.: 5560/2024  
Date: 21<sup>st</sup> May, 2025  
Place: Mumbai