

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

Sub: Extinguishment of Equity Shares in connection with the Buyback of Equity Shares and Reconciliation Capital

Dear Ma'am / Sir,

Pursuant to the Public Announcement dated May 21, 2022 published on May 23, 2022 in Business Standard (English- All India editions), Business Standard (Hindi – All India editions, and in compliance with Regulation 21 read with Regulation 11 of the SEBI (Buy-Back of Securities) Regulations 2018 (the "Buyback Regulations"), this is to inform you that the Company has extinguished 4,76,581 (four lakhs seventy six thousands five hundred eighty one only) fully paid up Equity Shares of Rs.5/ each, bought back from June 01, 2022 till June 30, 2022.

We enclose a copy of the certificate signed by KFin Technologies Limited (Registrar and Transfer Agent of the Company), M/s Walker Chandiook & Co. LLP, Chartered Accountants (Statutory Auditors of the Company) and by the Company, confirming that the above equity shares were extinguished in compliance with the applicable provisions of the Buyback Regulations along with Letter No. CDSL/OPS/IPO-CA/2022-23/CA-479476.001 dated July 08, 2022 received from Central Depository Services (India) Limited (CDSL).

The aforesaid information will also be hosted on the Company's website at www.cleducate.com.

Kindly take the above details on record.

Thanking You

For CL Educate Limited



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



Place: New Delhi
Date: July 13, 2022

Encl.:

1. Reconciliation of Share Capital of the Company (Pre and Post extinguishment)
2. Certificate of Extinguishment
3. Confirmation letter of CDSL

Reconciliation of Share Capital of the Company (Pre and Post extinguishment) as on June 30, 2022

Sr. No.	Particulars	Number of Shares	Share Capital (In Rs.) (Face Value of Rs.5/ each)
1	Paid up share capital (Prior to buyback) (A)	2,83,31,356	14,16,56,780
2	Shares extinguished till date (B)	50,000	2,50,000
3	Shares being extinguished (C)	4,76,581	23,82,905
	Paid up share capital (Post Extinguishment) (A-B-C)	2,78,04,775	13,90,23,875

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Walker ChandioK & Co LLP
21st Floor, DLF Square
Jacaranda Marg, DLF Phase II
Gurugram – 122 002
India

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Independent Auditor’s Certificate with respect to extinguishment of 476,581 equity shares of Face Value of Rs.5/- each bought back by CL Educate Limited for the period 1 June 2022 to 30 June 2022

To,
The Board of Directors
CL Educate Limited
A-45, First Floor,
Mohan Co-operative Industrial Estate,
New Delhi - 110044

1. This certificate is issued in accordance with the terms of our engagement letter dated July 11, 2022, with CL Educate Limited (the ‘Company’).
2. The accompanying management certificate of extinguishment of equity shares bought back by the Company (the ‘Statement’) has been prepared by the Company’s management in accordance with the requirements of Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, (‘the Buy-back Regulations’) read with the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 (as amended) (‘the Depositories and Participants Regulations’) in connection with the equity shares bought back by the Company from open market through Stock Exchange mechanism vide Public Announcement dated May 21, 2022 published on May 23, 2022 which is required to be certified, amongst others, by the statutory auditors of the Company and submitted to the Securities and Exchange Board of India (‘SEBI’) within 7 days of extinguishment and destruction of the certificates under Regulation 11(iii) of the Buy-back Regulations. We have initialled the Statement for identification purposes only.

Management’s Responsibility for the Statement

3. The preparation of the accompanying Statement, including preparation and maintenance of all accounting and other relevant supporting records and documents, is solely the responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring that the Company complies with all the requirements of the Buy-back Regulations read with the ‘Depositories and Participants Regulations’ in relation to the buy back and extinguishment of shares and for providing all relevant information to the SEBI, the BSE Limited (‘BSE’) and the National Stock Exchange Limited (‘NSE’).



Walker ChandioK & Co LLP

Independent Auditor's Certificate with respect to extinguishment of 476,581 equity shares of Face Value of Rs.5/- each bought back by CL Educate Limited for the period 1 June 2022 to 30 June 2022 (cont'd)

Auditor's Responsibility

5. Pursuant to the requirement of the Regulations 11 (iii) read with Regulation 21 of Buy-Back Regulations, it is our responsibility to provide reasonable assurance in the form of an opinion as to whether the accompanying Statement confirming compliance with the requirements of the Buy-Back Regulations in respect of equity shares bought back by the Company that have been extinguished /destroyed, as set forth in the Statement, is fairly stated.
6. We conducted our examination of the Statement, in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016) ('Guidance Note'), issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.
8. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the matters mentioned in paragraph 5 above. We have performed the following procedures in relation to the aforesaid matter:
 - a) Obtained the copy of share extinguishment confirmation letter numbered CDSL/OPS/IPO-CA/2022-23/CA-479476.001 dated July 08, 2022, issued by Central Depository Services (India) Limited (CDSL) indicating a debit of 476,581 equity shares during the period starting from 1 June 2022 to 30 June 2022;
 - b) Verified that the number of equity shares extinguished by CDSL tallies with the equity shares debited in the depository account number DP ID: 12048400, Client ID: 00487773 opened and maintained by the Company with Kunvarji Finstock Pvt. Ltd., the Depository Participant.
 - c) Examined the minutes of the meeting wherein the resolution was passed by the Board of Directors of the Company in their meeting held on May 19, 2022, relating to extinguishment of shares which were bought-back; and
 - d) Obtained appropriate representations from the Management of the Company.

Opinion

9. Based on our examination as above and the information and explanations given to us, along with the representations provided by the Management, in our opinion, the accompanying Statement confirming compliance with the requirements of Regulation 11(i) of the Buy-Back Regulations in respect of equity shares bought back by the Company that have been extinguished /destroyed, as set forth in the Statement, is fairly stated.

Restriction on distribution or use

10. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the requirements mentioned in paragraph 2 above. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.



Walker Chandiok & Co LLP

Independent Auditor's Certificate with respect to extinguishment of 476,581 equity shares of Face Value of Rs.5/- each bought back by CL Educate Limited for the period 1 June 2022 to 30 June 2022 (cont'd)

11. This Certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of its submission to SEBI, BSE and NSE. Accordingly, this certificate may not be suitable for any other purpose and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/N500013

Neeraj Goel

Digitally signed by Neeraj
Goel
Date: 2022.07.13 10:46:56
+05'30'



Neeraj Goel

Partner

Membership No.: 099514

UDIN: 22099514AMSSMD8212

Place: Gurugram

Date: 13 July 2022

STATEMENT / CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY CL EDUCATE LIMITED (THE "COMPANY"):

Pursuant to the Public Announcement dated May 21, 2022, published on May 23, 2022 for Buyback of Equity Shares under Regulation 16 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, the following are the details of the Equity Shares bought back by the Company during the period starting from June 01, 2022 to June 30, 2022 and extinguished / destroyed:

1. EQUITY SHARES BOUGHT BACK AND EXTINGUISHED IN DEMATERIALISED FORM:

Name of the Depository Participant and DP ID No.	Company's Account No.	No. of Equity Shares Extinguished	Date of Extinguishment
Kunvarji Finstock Private Limited	1204840000487773	4,76,581	July 07, 2022

2. EQUITY SHARES BOUGHT BACK AND EXTINGUISHED IN PHYSICAL FORM: Nil

3. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED / DESTROYED: 4,76,581

This is to certify that the above Equity Shares of the Company were extinguished in compliance with Regulation 21 read with Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time.

For Walker Chandiook & Co. LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

**SIGNED FOR
IDENTIFICATION
PURPOSES ONLY**



For Kfin Technologies Limited
Registrar and Share Transfer Agent



Mohd Mohsin Uddin
Senior Manager



For CL Educate Limited:


Gautam Puri
Vice Chairman and
Managing Director
DIN: 00033548


Nikhil Mahajan
Executive Director and
Group CEO Enterprise Business
DIN: 00033404


Rachna Sharma
Company Secretary and
Compliance Officer
ICSI M. No.: A17780

Place: New Delhi
Date: July 13, 2022



Enclosed:

Confirmation from Central Depository Services (India) Limited (CDSL) / National Securities Depository Limited dated July 08, 2022 for extinguishment of Equity Shares in demat form.



CDSL/OPS/IPO-CA/2022-23/CA-479476.001

July 08 , 2022

The Company Secretary,
CL Educate Limited
A-45, First Floor
Mohan Co-Operative Indl Est
-Faridabad, New Delhi,
Delhi - 121003

Dear Sir,

Sub:- Buyback

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at **Central Depository Services (India) Limited**. The details of the same are as follows:

CA Seq. No.	ISIN	Type Of Security	Date Effected	No. of Records	No. of Securities
479476.001	Debit ISIN INE201M01029	Cl Educate Limited#New Equity Shares With Face Value Rs. 5/- After Sub Division	07-Jul-2022	1	476581

Thanking you,

Yours faithfully,
For **Central Depository Services (India) Limited**

Nilesh Tawde
Dy. Manager – Operations

c.c Kfin Technologies Private Limited

Digitally signed by NILESH ABA TAWDE
Date: 2022.07.08 10:25:49 +05:30

Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi
Marg, Lower Parel (East), Mumbai - 400013.

Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443

Website : www.cdslindia.com