

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 2,70,619 (Two Lakhs Seventy Thousand Six hundred Nineteen only) fully paid up Equity Shares of Rs.5/ each, bought back from July 01, 2022 till the closure of Buyback i.e. July 29, 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-479476.003 dated August 01, 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](http://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: August 04, 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 July 29, 2022**

| Sr. No. | Particulars  | Number of Shares | Share Capital (In Rs.)<br>(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)                              | 5,26,581         | 26,32,905  |
| 3       | Shares being extinguished (C)                                  | 2,70,619         | 13,53,095  |
|         | <b>Paid up share capital (Post Extinguishment)<br/>(A-B-C)</b> | 27,534,156       | 13,76,70,780   |

*Rach*



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Walker Chandiook & Co LLP  
21<sup>st</sup> 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 270,619 equity shares of Face Value of Rs.5/- each bought back by CL Educate Limited for the period 1 July 2022 to 28 July 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 03 August 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 Chandiook & Co LLP

Independent Auditor's Certificate with respect to extinguishment of 270,619 equity shares of Face Value of Rs.5/- each bought back by CL Educate Limited for the period 1 July 2022 to 28 July 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-479476.003 dated 01 August 2022, issued by Central Depository Services (India) Limited (CDSL) indicating a debit of 270,619 equity shares during the period starting from 1 July 2022 to 28 July 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) 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 270,619 equity shares of Face Value of Rs.5/- each bought back by CL Educate Limited for the period 1 July 2022 to 28 July 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.

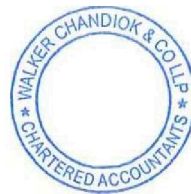
For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/N500013

**Neeraj Goel**

Digitally signed by  
Neeraj Goel  
Date: 2022.08.04  
12:02:37 +05'30'



**Neeraj Goel**

Partner

Membership No.: 099514

UDIN: 22099514AOFFWH2194

**Place:** Gurugram

**Date:** 4 August 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 July 01, 2022, to July 28, 2022, and extinguished / destroyed:

**1. EQUITY SHARES BOUGHT BACK AND EXTINGUISHED IN DEMATERIALIZED 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      | 2,70,619                          | July 29, 2022          |

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

**3. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED / DESTROYED: 2,70,619**

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: August 04, 2022



# Central Depository Services (India) Limited



CDSL/OPS/IPO-CA/2022-23/CA-479476.003

August 01 , 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 |
|-------------|----------------------------|--|---------------|----------------|-------------------|
| 479476.003  | Debit ISIN<br>INE201M01029 | CI Educate Limited#New<br>Equity Shares With Face<br>Value Rs. 5/- After Sub<br>Division | 29-Jul-2022   | 1              | 270619            |

Thanking you,

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

**Vinifer T. Kodia**  
Asst Vice President – Operations

c.c **Kfin Technologies Private Limited**

Digitally signed by VINIFER TEHMTON KODIA  
Date: 2022.08.01 11:35:26 +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](http://www.cdslindia.com)