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|---------------------|-----------------|---|
| Name of the Issuer: | CL Educate Ltd. |  |
|---------------------|-----------------|---|

| | | |
|---|-------------------------------------|--------|
| 1 | Type of Issue (IPO / FPO) | IPO |
| 2 | Issue Size (Rs. Cr) | 238.95 |
| | - Fresh Issue Size (Rs. Cr) | 109.44 |
| | - Offer for Sale Component (Rs. Cr) | 129.51 |

| | | |
|---|---|----------------|
| 3 | Grade of issue along with name of the rating agency | |
| | Name | Not Applicable |
| | Grade | Not Applicable |

| | | |
|---|--------------------------------------|-------|
| 4 | Subscription Level (Number of times) | 1.67* |
|---|--------------------------------------|-------|

*Figure is after technical rejections. Source: Basis of allotment

5 QIB Holding (as a % of outstanding capital) as disclosed to stock exchanges

| Particulars | % |
|---|--------|
| (i) allotment in the issue (1) | 16.80% |
| (ii) at the end of the 1st Quarter immediately after the listing of the issue | 16.80% |
| (iii) at the end of 1st FY (March 31, 2017) | 16.80% |
| (iv) at the end of 2nd FY (March 31, 2018) | 22.18% |
| (v) at the end of 3rd FY (March 31, 2019) | 23.72% |

(1) Source: Basis of Allotment. It excludes pre-issue holding by QIBs and includes allotment to Anchor Investors

6 Financials of the issuer

| Parameters | (In Rs. Crore) | | |
|---|----------------------------|----------------------------|---------------------------|
| | 1st FY (March 31, 2017) | 2nd FY (March 31, 2018) | 3rd FY(March 31, 2019) |
| Consolidated | | | |
| Income from operations | 269.87 | 288.89 | 339.26 |
| Net Profit for the period | 18.96 | 5.74 | 20.13 |
| Paid-up equity share capital | 14.16 | 14.17 | 14.17 |
| Reserves excluding revaluation reserves | 316.50 | 309.23 | 338.27 |

7 Trading Status in the scrip of the issuer

Company's Equity Shares are listed on both the BSE Limited and the NSE.
The Shares have not been suspended or delisted.

| Particulars | Status |
|---|-------------------|
| (i) at the end of 1st FY (March 31, 2017) | Frequently traded |
| (ii) at the end of 2nd FY (March 31, 2018) | Frequently traded |
| (iii) at the end of 3rd FY (March 31, 2019) | Frequently traded |

8 Change in Directors of issuer from the disclosures in the offer document

| Particulars | Name of the Director | Appointed / Resigned |
|---|-----------------------------|----------------------|
| (i) at the end of 1st FY (March 31, 2017) | Not Available | Not Available |
| (ii) at the end of 2nd FY (March 31, 2018) | Mr. Safir Anand | Resigned |
| | Mr. Sridar A. Iyengar | Resigned |
| | Mr. Gopal Jain | Resigned |
| (iii) at the end of 3rd FY (March 31, 2019) | Mr.Imran Jafar | Appointment |
| | Mr. Paresh Surendra Thakker | Resigned |

9 Status of implementation of project/ commencement of commercial production

(i) as disclosed in the offer document Not applicable

(ii) Actual implementation Not applicable

Source:

(iii) Reasons for delay in implementation, if any

10 Status of utilization of issue proceeds

(i) as disclosed in the offer document

(Rs. Crore)

| Particulars | Amount |
|--|--------|
| (a) Gross Proceeds of the Offer | 238.95 |
| (b) Proceeds of the Offer for Sale | 129.51 |
| (c) (Less) Offer Expenses | 8.38 |
| (d) Net Proceeds of the Fresh Issue (excluding the proceeds of the Offer for Sale and the Offer Expenses) ("Net Proceeds") | 101.06 |

Source: Company Prospectus

(ii) Actual Utilization

(Rs. Crore)

| Particulars | Amount | Amount utilized till Dec 31, 2018 |
|---|---------------|-----------------------------------|
| Pre-payment of outstanding amount of a debt facility availed of by our Subsidiary, CLIP | 18.60 | 18.60 |
| Funding working capital requirements of our Company and our Subsidiaries, GKP and Kestone | 52.50 | 52.50 |
| Acquisitions and other strategic initiatives | 20.00 | 19.85 |
| General corporate purposes | 10.06 | 10.10 |
| Total | 101.16 | 101.05 |

Source: Statement of utilisation dated Jan 31, 2019 submitted by Company to stock exchanges

(iii) Reasons for deviation, if any Not Applicable

11 Comments of monitoring agency, if applicable

(a) Comments on use of funds

(b) Comments on deviation, if any, in the use of proceeds of the issue from the objects stated in the offer document

Not Available

(c) Any other reservations expressed by the monitoring agency about the end use of funds

12 Pricing Data

Issue Price (Rs.): 502

Designated Stock Exchange: NSE

Listing Date: 31-Mar-17

| Price parameters | At close of listing day (March 31, 2017) | At close of 30th calendar day from listing day (April 29, 2017) ⁽¹⁾ | At close of 90th calendar day from listing day (June 28, 2017) ⁽²⁾ | As at the end of 1st FY after the listing of the issue (March 31, 2017) ⁽³⁾ | | | As at the end of 2nd FY after the listing of the issue | | | As at the end of 3rd FY after the listing of the issue | | |
|---|---|---|--|---|-------------------------|------------------------|--|-------------------------|------------------------|--|-------------------------|------------------------|
| | | | | Closing price | High (during the FY) | Low (during the FY) | Closing price | High (during the FY) | Low (during the FY) | Closing price | High (during the FY) | Low (during the FY) |
| Market Price on Designated Stock Exchange | 422.10 | 456.55 | 424.90 | 422.10 | 422.10 | 402.00 | 189.50 | 468.60 | 182.45 | 121.55 | 230.95 | 103.90 |
| SNP CNX Nifty | 9,173.75 | 9,304.05 | 9,491.25 | 9,173.75 | 9,191.70 | 9,152.10 | 10,113.70 | 9,103.50 | 11,130.40 | 11,623.90 | 11,760.20 | 10,004.55 |
| BSE SENSEX | 29,620.50 | 29,918.40 | 30,834.32 | 29,620.50 | 29,926.94 | 29,705.72 | 32,968.68 | 36,283.25 | 29,319.10 | 38,672.91 | 38,989.65 | 32,972.56 |

Note:

(1) 30th calendar day shall be taken as listing date plus 29 calendar days.

(2) 90th calendar day shall be taken as listing date plus 89 calendar days. Since 90th calendar day is a Saturday, previous trading day has been considered

(3) High and Low based on intra day prices

13 Basis for Issue Price and Comparison with Peer Group & Industry Average

| Accounting ratio | CL Educate Ltd. | As disclosed in the offer document ⁽¹⁾ | At the end of 1st FY (March 31, 2017) | At the end of 2nd FY (March 31, 2018) | At the end of 3rd FY (March 31, 2019) |
|------------------|--|---|---------------------------------------|---------------------------------------|---------------------------------------|
| Basic EPS | Issuer: | | | | |
| | Standalone | 4.17 | 6.06 | (1.31) | 6.92 |
| | Consolidated | 18.37 | 15.84 | 4.18 | 1.60 |
| | Peer Group & Industry Average (Consolidated) ⁽³⁾ | 8.17 | 14.75 | 3.92 | 20.31 |
| Diluted EPS | Issuer: | | | | |
| | Standalone | 4.14 | 6.05 | (1.30) | 6.92 |
| | Consolidated | 18.26 | 15.82 | 4.17 | 1.60 |
| | Peer Group & Industry Average (Consolidated) ⁽³⁾ | 8.17 | 14.75 | 3.92 | 20.31 |
| Basic P/E | Issuer: | | | | |
| | Standalone | 120.38 | 69.65 | (144.66) | 17.57 |
| | Consolidated | 27.33 | 26.65 | 45.33 | 75.97 |
| | Peer Group & Industry Average (Consolidated) ⁽³⁾ | 53.81 | 28.95 | 37.43 | 41.33 |
| Diluted P/E | Issuer: | | | | |
| | Standalone | 121.26 | 69.77 | (145.77) | 17.57 |
| | Consolidated | 27.49 | 26.68 | 45.44 | 75.97 |
| | Peer Group & Industry Average (Consolidated) ⁽³⁾ | 53.81 | 28.95 | 37.43 | 41.33 |
| RoNW (%) | Issuer: | | | | |
| | Standalone | 1.89% | 2.00% | -0.57% | 2.80% |
| | Consolidated | 8.95% | 5.29% | 1.71% | 5.95% |
| | Peer Group & Industry Average (Consolidated) ⁽³⁾ | 11.9% | 13.33% | 17.86% | 13.42% |
| NAV per share | Issuer: | | | | |
| | Standalone | 217.59 | 260.79 | 232.76 | 248.51 |
| | Consolidated | 202.93 | 258.01 | 218.29 | 238.80 |
| | Peer Group & Industry Average (Consolidated) ⁽³⁾ | 75.78 | 91.40 | 95.62 | 119.63 |

Notes:

(1) Sourced from Prospectus dated March 24, 2017. Disclosure is based on the standalone and consolidated financial information disclosed in the Prospectus for Fiscal 2016.

(2) Information not provided as the relevant fiscal year has not completed

Key ratios for the Company for the three fiscal years stated above shall be calculated as follows:

(i) EPS - EPS calculation is in accordance with Accounting Standard 20 "Earnings per share" issued by ICAI

(ii) P/E is calculated as Price/ EPS (Basic). Price source:BSE

(iii) RoNW - Return on net worth (%) is Return on Net Worth has been computed as Net Profit after tax (as restated) divided by average Net Worth for financial year end

(iv) Net Asset Value per Equity Share has been computed as net worth divided by total number of equity shares outstanding as on end of financial year

(3) Peer Group includes MT Educare Ltd, Teamlease Ltd and Zee Learn Ltd

14 Any other material information NIL

| Date of disclosure to Designated Stock Exchange | Announcement |
|---|---|
| 14-Feb-17 | Company informed Stock Exchanges regarding: 1. Acquisition of (the balance) 49% stake in the Equity Shares of Accendere Knowledge Management Services Private Ltd., making it a Wholly-Owned Subsidiary Company; and 2. Definitive Agreement with respect to the acquisition of ETEN Test Prep Business. |
| 7-Oct-17 | Pursuant to Regulation 29 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please be informed that a meeting of the Board of Directors of the Company is scheduled to be held on Friday, October 13, 2017 at 11:00 AM at the Registered office of the Company, inter alia, to consider, approve and allot Equity shares of the Company under the Amended and Restated CL ESOP Plan 2014 (earlier known as 'CL ESOP Plan 2008'). |

| | |
|-----------|--|
| 18-Oct-17 | Company informed Stock Exchanges that the Company has entered into a Share Purchase Cum Shareholders Agreement with ICE GATE and its Promoters today |
| 10-Feb-18 | Announcement under Regulation 30 (LODR)-Resignation of Director |
| 19-Feb-18 | Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that Career Launcher Infrastructure Private Limited ('CLIP'), a Wholly Owned Subsidiary (indirect) of CL Educate Limited has transferred its land situated at 'village Kadhtal, Mandal Amangal District (TS), Hyderabad, admeasuring 22.32 acres, at a total consideration of Rs. 6.48 crores. |
| 13-Mar-18 | Disclosure pursuant to Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| 27-Mar-18 | Clarification regarding the observations made by your good office in Unaudited Financial Results(Standalone & Consolidated) for the quarter and nine months' period ended December 31, 2017. |
| 3-Apr-18 | The Exchange has received the disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 for Satya Narayanan R |
| 4-Apr-18 | The Exchange has received the disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 for Gautam Puri |
| 6-Oct-18 | Appointment of Mr. Arjun Wadhwa as the Chief Financial Officer of the Company and designating him as a Key Managerial Personnel of the Company with effect from October 15, 2018 Genpact Enterprise Risk Consulting LLP has resigned as the Internal Auditors of the Company and its Subsidiary Companies, on September 27, 2018, based on mutual agreement. Value Square Advisors Private Limited, Business Advisors and Chartered Accountants has been appointed as the Internal Auditors of the Company and its Subsidiary Companies for the Financial Year 2018-19 with effect from October 06, 2018. |
| 2-Nov-18 | Resignation of Mr. Gopal Jain, Non-Executive & Non-independent Director, from the Board of Directors of the Company and all its Committees on and with effect from November 02, 2018 Appointment of Mr. Imran Jafar as an Additional Director (Non-Executive & Non-independent) on the Board of Directors of the Company with effect from November 02, 2018, based on the recommendations of the Nomination, Remuneration and Compensation Committee. He shall hold office as an Additional Director (Non-Executive & Non-independent) till the date of the ensuing Annual General Meeting of the Company, unless appointed thereat. Reconstitution of the Nomination, Remuneration and Compensation Committee (NRC Committee) of the Board by inducting Mr. Imran Jafar, Additional Director (Non-Executive & Non-Independent), on the NRC Committee as a Member thereof The change in the Corporate / Head office address of the Company from "A-4I, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi - 110044" to "A- 45, First Floor, Mohan Co-operative Industrial Estate, New Delhi - 110044", with effect from November 01, 2018. |
| 15-Nov-18 | please be informed that in pursuance of the order of the Hon'ble Regional Director, Northern Region, dated October 26, 2018, passed under Section 13 of the Companies Act, 2013, the Company has changed its Registered Office, with effect from October 26, 2018. The new Registered Office Address of the Company is situated at Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003. The above change in the Registered Office Address of the Company has also been intimated to the Hon'ble Registrar of Companies, NCT of Delhi & Haryana, who has registered the same, and has allotted a new Corporate Identification Number (CIN) to the Company being L74899HR1996PLC076897. |
| 15-Nov-18 | Resignation of Mr. Paresh Surendra Thakker, Non-Executive Independent Director. |
| 27-Nov-18 | The Board of Directors of CL Educate Limited ('the Company') at its meeting held on Tuesday, November 27, 2018, considered and approved the Composite Scheme of Arrangement ('Scheme') to amalgamate 5 of its wholly owned subsidiary companies ('Amalgamating Companies') with CL Educate Limited ('Amalgamated Company' or 'Company'), as a going concern, based on the recommendations of the Audit Committee. Reconstitution of the Nomination, Remuneration and Compensation Committee ("NRC Committee") of the Board by inducting Mr. Girish Shivani, Additional Director (Non-Executive Independent), as a member of the NRC Committee with effect from November 27, 2018. Reconstitution of the Corporate Social Responsibility Committee ("CSR Committee") of the Board by inducting Mr. Girish Shivani, Additional Director (Non-Executive Independent), as the Chairman of the CSR Committee with effect from November 27, 2018. Reconstitution of the Stakeholders' Relationship Committee ("SRC Committee") of the Board by inducting Mr. Girish Shivani, Additional Director (Non Executive Independent), as a member of the SRC Committee with effect from November 27, 2018. |
| 1-Dec-18 | update the name of Karvy Fintech Private Limited as the RTA of the Company |