

Walker Chandiook & Co LLP

Walker Chandiook & Co LLP
L 41 Connaught Circus
New Delhi 110001
India

T +91 11 4278 7070
F +91 11 4278 7071

Independent Auditor's Report on Standalone Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of CL Educate Limited

Opinion

1. We have audited the accompanying standalone annual financial results ('the Statement') of CL Educate Limited ('the Company') for the year ended 31 March 2024, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').
2. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - (i) presents financial results in accordance with the requirements of Regulation 33 of the Listing Regulations, and
 - (ii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under section 133 of the Companies Act, 2013 ('the Act'), read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India, of the standalone net profit after tax and other comprehensive income and other financial information of the Company for the year ended 31 March 2024.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Statement* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our opinion.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41, Connaught Circus, Outer Circle, New Delhi, 110001, India

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Independent Auditor's Report on Standalone Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (cont'd)

Responsibilities of Management and Those Charged with Governance for the Statement

4. This Statement has been prepared on the basis of the standalone annual financial statements and has been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income and other financial information of the Company in accordance with the Ind AS specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.
5. In preparing the Statement, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
6. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Statement

7. Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing, specified under section 143(10) of the Act, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.
8. As part of an audit in accordance with the Standards on Auditing, specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has in place an adequate internal financial control with reference to financial statements and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors;



Walker Chandiook & Co LLP

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- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
 - Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
9. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
10. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

11. The Statement includes the financial results for the quarter ended 31 March 2024, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subject to limited review by us.

For Walker Chandiook & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/N500013

Neeraj Goel

Neeraj Goel

Partner

Membership No. 099514



UDIN: 24099514BKCMVE4438

Place: New Delhi

Date: 08 May 2024

STATEMENT OF AUDITED STANDALONE ASSETS AND LIABILITIES AS AT MARCH 31, 2024

(Rs. In lacs)

	Particulars	As at	As at
		March 31, 2024	March 31, 2023
		Audited	Audited
A	ASSETS		
1	Non-current assets		
	Property, plant and equipment	586.94	516.38
	Righ-of-use assets	1,019.59	524.80
	Investment property	276.90	282.66
	Goodwill	212.38	212.38
	Other intangible assets	4,045.35	3,199.91
	Intangibles under development	190.21	337.09
	Financial assets		
	(i) Investments in subsidiaries	5,480.19	4,617.97
	(ii) Investments	40.00	40.00
	(ii) Other financial assets	1,087.44	4,592.26
	Non-current tax assets (net)	1,746.12	1,914.54
	Deferred tax assets (net)	1,230.25	1,353.38
	Other non-current assets	-	9.50
	Total non-current assets	15,915.37	17,600.87
2	Current assets		
	Inventories	1,547.44	1,481.48
	Financial assets		
	(i) Trade receivables	6,587.48	6,230.22
	(ii) Cash and cash equivalents	1,969.89	701.92
	(iii) Bank balances other than (ii) above	6,138.19	3,865.78
	(iv) Loans	141.75	469.45
	(v) Other financial assets	1,978.46	1,623.28
	Other current assets	2,745.97	3,244.48
	Total current assets	21,109.18	17,616.61
	Total assets	37,024.55	35,217.48
B	EQUITY AND LIABILITIES		
1	Equity		
	Equity share capital	2,702.62	2,753.42
	Other equity	24,090.31	24,098.77
	Equity attributable to the owners of the Parent	26,792.93	26,852.19
2	Non-current liabilities		
	Financial liabilities		
	(i) Borrowings	91.59	69.52
	(ii) Lease liabilities	828.62	336.24
	Provisions	511.30	482.94
	Other non-current liabilities	169.84	186.73
	Total non-current liabilities	1,601.35	1,075.43
4	Current liabilities		
	Financial liabilities		
	(i) Borrowings	1,750.55	934.96
	(ii) Lease liabilities	265.19	285.07
	(iii) Trade payables		
	- total outstanding dues of micro and small enterprises; and	76.84	85.15
	- total outstanding dues of creditors other than micro and small enterprises	3,483.33	3,056.83
	(iv) Other financial liabilities	672.12	779.75
	Other current liabilities	2,253.97	2,077.94
	Provisions	128.25	70.16
	Total current liabilities	8,630.27	7,289.86
	Total equity and liabilities	37,024.55	35,217.48



Nikhil Mahajan

CL Educate Limited

CIN No:- L74899DL1996PLC425162

Registered and Corporate Office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi -110044

AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024

(Rs. in lacs, except per share data)

Particulars	For the quarter ended			For the year ended	
	March 31, 2024	December 31, 2023	March 31, 2023	March 31, 2024	March 31, 2023
	Audited (Refer note 3)	Unaudited	Audited (Refer note 3)	Audited	Audited
Income					
I Revenue from operations	6,845.62	5,873.16	6,108.65	29,196.68	27,289.09
II Other income	349.27	196.85	131.63	1,200.24	671.23
III Total income (I+II)	7,194.89	6,070.01	6,240.28	30,396.92	27,960.32
IV Expenses					
(a) Purchases of stock-in-trade	318.94	372.60	414.56	1,766.83	1,683.43
(b) Changes in inventories of finished goods	(60.26)	15.23	17.75	(86.10)	(41.20)
(c) Employee benefits expenses	1,039.32	956.16	1,053.25	4,301.90	4,164.18
(d) Finance costs	68.85	65.15	23.37	238.67	156.97
(e) Depreciation and amortization expenses	296.98	300.91	254.16	1,172.52	929.32
(f) Service delivery expenses	3,817.78	3,164.85	3,252.87	15,871.35	15,054.11
(g) Sales and marketing expenses	551.09	430.40	570.01	2,304.47	2,077.29
(h) Other expenses	901.23	673.32	690.50	3,536.26	2,572.02
Total expenses (IV)	6,933.93	5,978.62	6,276.47	29,105.90	26,596.12
V Profit before exceptional items and tax (III-IV)	260.96	91.39	-36.19	1,291.02	1,364.20
VI Exceptional items	(145.97)	197.24	(645.82)	51.27	(42.65)
VII Profit before tax (V-VI)	114.99	288.63	(682.01)	1,342.29	1,321.55
VIII Tax expense	2.59	99.90	(247.45)	375.24	(9.20)
IX Profit for the period/year (VII-VIII)	112.40	188.73	(434.56)	967.05	1,330.75
X Other comprehensive income					
(i) Items that will not be reclassified to profit or loss	9.75	(0.92)	(27.11)	6.84	(3.88)
(ii) Income tax relating to items that will not be reclassified to profit or loss	(2.51)	0.19	7.02	(1.80)	0.94
XI Total comprehensive income for the period/year (IX+X)	119.64	188.00	(454.65)	972.09	1,327.81
XII Paid-up equity share capital (face value of Rs. 5 each)	2,702.62	2,702.45	2,753.42	2,702.62	2,753.42
XIII Other equity				24,090.31	24,098.77
XIV Earnings per equity share* :					
(a) Basic	0.20	0.34	(0.79)	1.77	2.41
(b) Diluted	0.20	0.34	(0.79)	1.76	2.41

*Earning per equity share for the quarters ended have not been annualised



Nehal Mahajan

AUDITED STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2024

(Rs. In lacs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
	Audited	Audited
A. Cash flow from operating activities		
Net Profit before tax :	1,342.29	1,321.55
Adjustment for :		
Depreciation and amortisation expense	1,172.52	929.32
Gain on sale of property, plant and equipment	(4.60)	(2,412.81)
Loans and advances written off	-	1,214.60
Loss on sale of investments	-	568.69
Property, plant and equipment discarded	-	14.99
Receivables written off	-	361.18
Impairment/ (reversal) of investments in subsidiary	(51.27)	296.00
Provision for slow-moving inventory	-	10.00
Finance costs	238.67	156.97
Advances written off	19.61	18.65
Rental income on investment property	(18.00)	(18.00)
Employee share-based payment expense	27.47	35.00
Liabilities no longer required written back	(149.55)	(82.88)
Unwinding of interest on security deposits	(15.69)	(16.81)
Unrealised foreign exchange gain (net)	(15.08)	(51.94)
Gain on sale of investment in mutual funds	-	(91.30)
Interest income	(669.20)	(379.71)
Gain on lease modification	(56.17)	-
Expected credit loss and bad debts written off	1,218.76	491.12
Operating profit before working capital changes	3,039.76	2,364.62
Movements in working capital		
- (Increase) in trade receivables	(2,292.87)	(2,498.12)
- (Increase) in inventories	(65.96)	(63.35)
- Decrease in loans	327.70	823.10
- (Increase)/Decrease in financial assets	(242.73)	258.43
- Decrease/(Increase) in current and non-current assets	488.40	(407.12)
- Increase in other current and non-current liabilities	159.14	298.77
- Increase in trade payables	574.66	715.08
- Increase in provisions	86.45	51.45
- (Decrease)/Increase in current and non-current financial liabilities	(163.80)	424.69
Cash Generated from operations	1,910.74	1,967.56
Less: Income tax paid (net of refunds)	(81.89)	(722.64)
Net Cash generated from operating activities (A)	1,828.85	1,244.92
B. Cash flow from investing activities		
Purchase of property, plant and equipment and intangibles	(1,650.99)	(2,020.34)
Proceeds from sale of property, plant and equipment	27.84	5,086.71
Sale of investments	-	20.00
Proceeds from redemption of investments in preference share in subsidiary	-	1,175.32
Purchase of investments in subsidiaries and associates	(79.00)	-
Sale/(purchase) of investments in mutual funds	-	4,077.80
Investments in bank deposits	(2,319.60)	(8,716.91)
Maturity of bank deposits	3,585.31	1,394.56
Interest received	539.15	176.07
Rental income on investment property	18.00	18.00
Net Cash (used) /generated from investing activities (B)	120.71	1,211.21
C. Cash Flow from Financing Activities		
Proceeds /(repayment) of borrowings (net)	838.13	(671.26)
Proceeds from issue of shares on exercise of stock options	4.23	-
Payment for buy back of equity shares	(841.56)	(960.01)
Payment of tax and transaction cost of equity shares	(169.01)	(202.03)
Payment of lease liabilities	(386.87)	(289.48)
Interest paid	(126.51)	(105.66)
Net Cash generated from/(used in) Financing Activities (C)	(681.59)	(2,228.44)
Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)	1,267.97	227.69
Balance at the beginning of the year		
Cash and cash equivalents at the beginning of the year	701.92	474.25
Balance at the end of the year	1,969.89	701.94
Components of cash and cash equivalents		
Balances with banks		
- on current account	455.24	450.45
Deposits with original maturities with less than 3 months	1,400.10	-
Cash on hand	114.55	251.47
	1,969.89	701.92



Nikhil Mahajan

Notes:

1. The standalone financial results of CL Educate Limited (the 'Company') for the quarter and year ended March 31, 2024, have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meeting held on May 08, 2024.
2. The standalone financial results have been prepared in accordance with Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with relevant rules thereunder and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).
3. The Statutory Auditors have carried out the audit of the standalone financial results of the Company for the quarter and year ended March 31, 2024. There are no qualifications in their report on these financial results. The figures for the quarter ended March 31, 2024, and March 31, 2023, are the balancing figures between the audited figures for the full financial year and the reviewed figures up to the nine months ended December 31, 2023, and December 31, 2022, respectively.
4. Information in respect of operating segments have been disclosed in the consolidated financial results of the Group.
5. The company has granted 95,370 ESOPs to its employees during the first quarter of the current financial year, post necessary approvals as disclosed with SEBI. The ESOPs will vest over a period of 3 years.
6. The Board of Directors of the Group at its meeting held on August 02, 2023, has approved the buyback of fully paid-up equity shares of face value of Rs. 5/- each from its shareholders / beneficial owners (Other than those who are promoters, members of the promoter group or persons in control) from the open market through stock exchange mechanism for an aggregate amount not exceeding Rs. 1,500 Lakhs (Indian Rupees One Thousand Five Hundred Lakhs only). The buyback commenced on August 21, 2023.

The Company was able to complete the buyback of 10.49 Lakh shares constituting 1.90% of the shares comprised in the pre-buyback paid-up equity share capital of the Company. The amount returned to the shareholders via buyback was Rs. 851.58 Lakhs (excluding taxes and other related expenses) at an average price of Rs. 81.14 per equity share.

- a. The Company fell short of completing the targeted buyback amount due to inadequate sell orders.
 - b. The buyback ended on November 28, 2023 as per relevant regulations
7. During the year the Company had received a notice from the Directorate General of GST Intelligence regarding intimation of liability amounting to Rs. 1,281 Lakhs related to supply of Books as a part of composite supply of Commercial coaching services. The Company had won a similar ruling in the Supreme Court under the erstwhile Service Tax regime. The Company believes that it has discharged all the relevant GST liabilities in compliance with the applicable laws and has filed a reply to the notice with the concerned authorities.

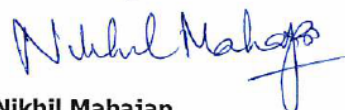


Nikhil Mahajan

8. During the current year, the Company has increased the holding in its associate – ThreeSixtyOne Degree Minds Consulting Pvt. Ltd. ('361DM') from 11.72% to 38.92% by participating in the rights issue carried out by 361DM on 2nd February 2024. The Company has gained management control over 361DM on 17 February 2024, resulting in change in status of 361DM from an associate to a subsidiary.

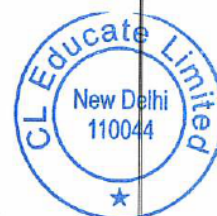


For and on behalf of the Board



Nikhil Mahajan

Executive Director and
Group CEO Enterprise Business



Place: New Delhi
Date: May 08, 2024