CL EDUCATE LIMITED
CIN: L74899DL1996PLC425162

Registered and Corporate Office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi-110044
Tel.: 011–-41281100, Fax: 011-41281101
Website: www.cleducate.com

<u>Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 pertaining to the Financial Year 2025-26</u>

A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.

The relevant disclosures are provided in the Note-'Share based payments' to the Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.

Diluted EPS for the year ended March 31, 2026 is Rs. (5.15) calculated in accordance with 'Ind-AS 33 - Earnings Per Share'.

C. During the Financial Year 2025-26, the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' ("CL ESOP Plan 2014" or "ESOP Scheme") was the only scheme in existence. The relevant details pertaining to the ESOP Scheme are given below:

S. No.	Particulars	Amended and Restated Career Launcher Employee Stock Options Plan 2014
I	**A description of ESOP Scheme that existed at any time during the year, including the general terms and conditions of ESOP Scheme, including -**	
A	Date of shareholders' approval	a. March 31, 2008 - Initial Approval; b. September 05, 2014 - Adoption of the "Amended Career Launcher Employee Stock Options Plan 2008" and extension for 3 years; c. March 22, 2016 - Adoption of "Amended and Restated Career Launcher Employee Stock Options Plan 2014"; d. August 24, 2017 - Ratification and renewal of the "Amended

		and Restated Career Launcher Employee Stock Options Plan 2014" for 1 year (September 05, 2017 -September 04, 2018); e. August 07, 2018 - Ratification and renewal of the "Amended and Restated Career Launcher Employee Stock Options Plan 2014" for 3 years (September 05, 2018 - September 04, 2021); f. September 07, 2021 -Renewal of the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' for a period of 4 (four) years (September 05, 2021 - September 04, 2025); g. September 15, 2022 – Modification to the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' including an increase in the ESOP Pool thereunder. h. September 15, 2022 - Approval to be able to grant options under the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' to the employees of Subsidiary Company(ies) and Associate Company(ies), existing and future, of the Company. i. September 15, 2022 – Approval to be able to grant options under the 'Amended and Restated Career Launcher Employee Stock Options Plan~~,~~ 2014' to identified employees, during any one year, notwithstanding that these exceed one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of such grant. j. September~~,~~ 30, 2025 – Renewal and Extension of the 'Amended and Restated Career Launcher Employee Stock Options Plan 2014' until all options available for grant thereunder are granted.
B	Total number of options approved under ESOP Scheme	16,70,100 options (equivalent to 16,70,100 Equity Shares of Face Value of Rs. 5/- per share)
c	Vesting requirements	Unless otherwise specified, all Grants made to any Grantee vest in 4 (four) equal installments over a period of 4 (four) years, unless otherwise specifically authorized and approved by the Compensation Committee.
D	Exercise price or pricing formula	The Exercise Price is determined by the Nomination Remuneration and Compensation Committee and may be different for different grantees.
E	Maximum term of options granted	The options granted are planned to be settled in equity at the time of exercise and unless otherwise stated in the grant letter, have a vesting period of 4 years from the date of respective grant. Unless otherwise specified, Vested Options must be Exercised prior to the earliest of the following dates: a. 36 (Thirty-Six) months from the Vesting Date or as otherwise specified in the Grant, or b. 12 (Twelve) months following the death of a Grantee or termination due to disability or retirement.
F	Source of shares (primary, secondary or combination)	Primary

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<tr><td>g</td><td>Variation in terms of options</td><td colspan="2">During the year, the Company has not made any amendment/modification/variation in terms of options.</td></tr>
<tr><td>II</td><td>Method used to account for ESOP – Intrinsic or fair value</td><td colspan="2">Fair value</td></tr>
<tr><td>III</td><td colspan="3">Where the Company opts for expensing of the options using the intrinsic value of the options:</td></tr>
<tr><td></td><td>the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed.</td><td colspan="2">NA</td></tr>
<tr><td></td><td>The impact of this difference on profits and on EPS of the Company.</td><td colspan="2">NA</td></tr>
<tr><td>IV</td><td colspan="2">Options movement during the year:</td><td>Net Outstanding No. of options</td></tr>
<tr><td></td><td colspan="2">Number of options outstanding at the beginning of the period</td><td>15,90,623</td></tr>
<tr><td></td><td colspan="2">Number of options granted during the year</td><td>70,572</td></tr>
<tr><td></td><td colspan="2">Number of options forfeited/lapsed during the year</td><td>2,464</td></tr>
<tr><td></td><td colspan="2">Number of options vested during the year</td><td>1,30,816</td></tr>
<tr><td></td><td colspan="2">Number of options exercised during the year</td><td>1,25,644</td></tr>
<tr><td></td><td colspan="2">Number of shares arising as a result of exercise of options</td><td>1,25,644</td></tr>
<tr><td></td><td colspan="2">Money realized by exercise of options (INR), if the scheme is implemented directly by the Company:</td><td>During FY 2025-26- Rs. 18,21,598/-</td></tr>
<tr><td></td><td colspan="2">Loan repaid by the Trust during the year from exercise price received</td><td>Not Applicable</td></tr>
<tr><td></td><td colspan="2">Number of options outstanding at the end of the year</td><td>14,64,979</td></tr>
<tr><td></td><td colspan="2">Number of options exercisable at the end of the year</td><td>4,929</td></tr>
<tr><td>V</td><td colspan="2">Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.</td><td>Please refer note on ‘Share based payments’ contained in the Standalone Financial Statements of the Company for the financial year ended March 31, 2026.</td></tr>
<tr><td>VI</td><td colspan="3">Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -</td></tr>
<tr><td>a</td><td colspan="2">senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
<table><tr><th>Name of Employee</th><th>Designation</th><th>Number of Options</th><th>Exercise Price (Rs.)</th></tr><tr><td></td><td></td><td></td><td></td></tr></table></td><td>During the financial year 2025-26, 54,310 options were granted under the Scheme to Senior managerial personnel.</td></tr>
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<tr><td></td><td><table>
<tr><td>Ashish Bahri</td><td>Senior Vice President- Digital Marketing</td><td>7,289</td><td>18</td></tr>
<tr><td>Arjun Wadhwa</td><td>Chief Financial Officer</td><td>9,621</td><td>18</td></tr>
<tr><td>Rachna Sharma</td><td>Company Secretary and Compliance Officer</td><td>3,589</td><td>18</td></tr>
<tr><td>Sujatha Kshirsagar</td><td>Chief Business Officer</td><td>16,582</td><td>18</td></tr>
<tr><td>Vinod Bhan</td><td>Senior Vice President- Operations & Publishing</td><td>7,478</td><td>18</td></tr>
<tr><td>Puneet Kumar Jindal</td><td>Senior Vice President – Institutional Business</td><td>4,751</td><td>18</td></tr>
<tr><td>Manish Gupta</td><td>Executive Vice President</td><td>5,000</td><td></td></tr>
<tr><td colspan="2">Total</td><td>54,310</td><td>-</td></tr>
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<tr><td>b</td><td>any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and</td><td>Nil</td></tr>
<tr><td>c</td><td>identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.</td><td>Nil</td></tr>
<tr><td>VII</td><td colspan="2">A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:</td></tr>
<tr><td>a</td><td>the weighted-average values of: share price, exercise price, expected volatility, expected option life, expected dividend yield, the risk-free interest rate, and any other inputs to the model.</td><td rowspan="3">Please refer Note on ‘Share based payments’ contained in the Standalone Financial Statements of the Company for the financial year ended March 31, 2026.</td></tr>
<tr><td>b</td><td>the method used and the assumptions made to incorporate the effects of expected early exercise.</td></tr>
<tr><td>c</td><td>how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility.</td></tr>
<tr><td>d</td><td>whether and how any other features of the option granted were incorporated into the measurement of fair value, such as market condition.</td><td>The following factors have been considered:
a) Share price
b) Exercise prices
c) Expected volatility
d) Expected option life</td></tr>
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<u>Disclosures in respect of grants made in three years prior to IPO</u>

(i) Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made.

Not Applicable

For CL Educate Limited

Sd/-

Rachna Sharma

Company Secretary & Compliance Officer

Date: August 04, 2026
Place: New Delhi