

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

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Regarding approval of Scheme of Amalgamation of DEXIT Global Limited, a wholly owned subsidiary of the Company, into and with CL Educate Limited

Dear Ma’am/Sir(s),

The Board of Directors of CL Educate Limited (“**Company**” or “**CL Educate**”) at its meeting held today, i.e., on October 19, 2026, has, *inter alia*, considered and approved the Scheme of Amalgamation (“**Scheme**”) between DEXIT Global Limited (“**DEXIT**” or “**Amalgamating Company**”) and the Company (hereinafter referred to as “**Amalgamated Company**”) and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and rules made thereunder.

The Scheme, *inter alia*, provides for Amalgamation of DEXIT into and with CL Educate. The entire equity share capital of the Amalgamating Company is held by the Company and the Amalgamating Company is a wholly owned subsidiary of the Company.

The Scheme is subject to receipt of approval from Hon’ble National Company Law Tribunal and regulatory authorities as may be required under the applicable laws.

The above disclosure is being submitted pursuant to Regulation 30 read with Schedule III of the Listing Regulations. Further, in terms of the Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, the details in respect to the proposed Scheme are enclosed herewith as **Annexure A**.

The Board meeting of the Company commenced at 11:30 AM (IST) and concluded at 14:42 PM (IST).

The above is for your information and records.

Thanking You

For CL Educate Limited

RACHNA SHARMA
Digitally signed by
RACHNA SHARMA
Date: 2026.10.19
14:44:43 +05'30'

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

Date: October 19, 2026
Place: New Delhi

Annexure A

S. No.	Details of Events that need to be provided	Information about such events
1.	Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.	1. DEXIT Global Limited (“DEXIT”) having CIN: U72200MH1999PLC122456. Turnover for Financial Year 2025-26 (Standalone) – INR 223.47 Crores. 2. CL Educate Limited (“CL Educate”) having CIN: L74899DL1996PLC425162. Turnover for Financial Year 2025-26 (Standalone) – INR 275.28 Crores. Turnover for Financial Year 2025-26 (Consolidated) – INR 548.12 Crores.
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	Entire equity share capital of the Amalgamating Company is wholly held by the Company. In terms of General Circular No. 30/2014 dated July 17, 2014 issued by the Ministry of Corporate Affairs and in terms of Regulation 23(5)(b) of the Listing Regulations, the transaction will be exempt from the applicability of the relevant provisions concerning ‘related party transactions’. Therefore, requirement of arm’s length criteria is not applicable. Further, for the amalgamation of the Amalgamating Company with the Company pursuant to the Scheme, there will be no issue of shares by the Company and accordingly, no valuation will be required.
3.	Area of business of the entities	(i) DEXIT: DEXIT is <i>inter-alia</i> engaged in the business of Application Services, Testing Center of Excellence, Infrastructure Services, Integrated Security Response Center, Analytics as a Service and Digital Examination Services (earlier IT Enabled Services) (e-Assessments and e-Auctions) for BFSI segment (ii) CL Educate: CL Educate is <i>inter-alia</i>, engaged in providing education and test preparation training programmes which include tuitions to school students and coaching to aspirants for a variety of entrance examinations both at the school and graduate/ post graduate levels.

4. Rationale for amalgamation/ merger	This Scheme shall be in the interest of the shareholders, creditors, employees and other stakeholders of the Amalgamating Company and the Amalgamated Company, as the case may be, and is expected to result in the following, <i>inter-alia</i>, benefits: (i) Consolidation of businesses would help in achieving simplified organizational structure, improve operational and management efficiencies, streamline business operations and decision-making process and enable greater economies of scale; (ii) Lead to the creation of a larger unified entity with a wider and stronger capital and asset base, having greater capacity for conducting its operations more efficiently and competitively; (iii) Consolidation of the businesses carried on by them will unlock significant potential synergies across products, customers and technology excellence by pooling of financial, human, technological, managerial resources and expertise thereby enhancing stakeholders' value; (iv) Integration of the entities will also enable a more efficient utilization of capital for enhanced development and growth of the consolidated business in one entity; (v) Cost reduction as a result of elimination of duplication of administrative expenses, overheads, compliances etc., and optimum utilization of the resources.
5. In case of cash consideration – amount or otherwise share exchange ratio	Since the entire equity share capital of the Amalgamating Company is wholly held by the Company, there shall be no issue of shares as consideration for the amalgamation of the Amalgamating Company with the Company. Further, there is no cash consideration involved under the Scheme.
6. Brief details of change in shareholding pattern (if any) of listed entity	There will not be any change in the existing shareholding pattern of the Company pursuant to the proposed Scheme.