

Compliance Report

It is hereby certified that the draft scheme of arrangement involving Veranda Learning Solutions Limited ("Demerged Company" / "Amalgamated Company"), Veranda XL Learning Solutions Private Limited ("Amalgamating Company"), and J.K.Shah Commerce Education Limited ("Resulting Company") and their respective shareholders and creditors does not, in any way, violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations") and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 ("SEBI Scheme Circular"), including the following:

S.No	Reference	Particulars	Whether complied or not
1	Regulations 17 to 27 of SEBI LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of SEBI LODR Regulations	Compliance with securities laws	Complied
Requirements of SEBI Scheme Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	We undertake to comply with the requirement specified in Para (I)(A)(3) in relation to the Scheme involving unlisted entities, as applicable.
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Complied



CIN: L74999TN2018PLC125880

✉ contact@verandalearning.com

🌐 www.verandalearning.com

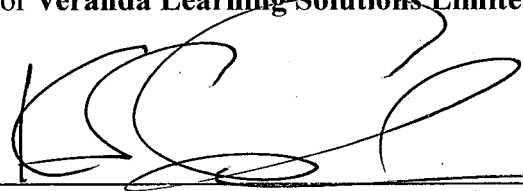
☎ +91 44 4296 7777

📍 G.R. Complex, First Floor, No. 807-808, Anna Salai, Nandanam, Chennai - 600 035

(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Not applicable. Undertaking by the Company stating the reasons for non-applicability, certified by the Auditor and duly approved by the Board of the Company is enclosed with this application. The Company will comply with provisions of e-voting as per the Companies Act, 2013 and SEBI LODR Regulations as amended from time to time.

For Veranda Learning Solutions Limited

For Veranda Learning Solutions Limited



S Balasundharam

Kalpathi S Suresh

Company Secretary and Compliance Officer

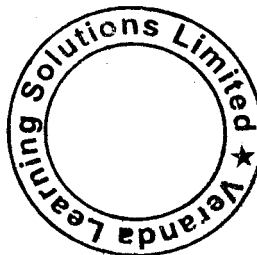
Chairman cum Executive Director

Date: 11.09.2025

Date: 11.09.2025

Place: Chennai

Place: Chennai



CIN: L74999TN2018PLC125880

✉ contact@verandalearning.com

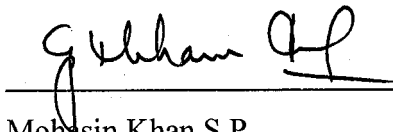
🌐 www.verandalearning.com

☎ +91 44 4296 7777

📍 G.R. Complex, First Floor, No. 807-808,
Anna Salai, Nandanam, Chennai - 600 035

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Veranda Learning Solutions Limited, Veranda XL Learning Solutions Private Limited, J.K. Shah Commerce Education Limited are in compliance with all the Accounting Standards applicable to a listed entity.

For Veranda Learning Solutions Limited



Mohasin Khan S P

Chief Financial Officer

Date: 11.09.2025

Place: Chennai

For Veranda Learning Solutions Limited

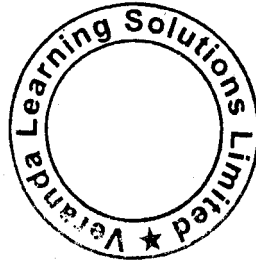


Kalpathi S Suresh

Chairman cum Executive Director

Date: 11.09.2025

Place: Chennai



CIN: L74999TN2018PLC125880

✉ contact@verandalearning.com

🌐 www.verandalearning.com

☎ +91 44 4296 7777

📍 G.R. Complex, First Floor, No. 807-808,
Anna Salai, Nandanam, Chennai - 600 035