

May 17, 2025

To The Secretary BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 543514	To The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 Scrip Code: VERANDA
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Dear Sir / Madam,

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").

We refer to our earlier intimation dated December 10, 2024 & May 22, 2023 (the "Earlier Intimations") regarding the acquisition of Veranda K-12 Learning Solutions Private Limited ("Veranda K-12") formerly known as Educare Infrastructure Services Private Limited, Neyyar Academy Private Limited ("Neyyar Academy"), Neyyar Education Private Limited ("Neyyar Education"), and BAssure Solutions Private Limited ("BAssure") by Veranda Administrative Learning Solutions Private Limited ("VALSPL"), a wholly owned subsidiary of the Company.

In continuation of the earlier intimation, we wish to inform you that VALSPL has completed the preferential issue and allotment of 4,74,89,997 equity shares on May 16, 2025, with a face value of ₹10/- each, representing 24.14% of the post-issue paid-up equity share capital of VALSPL. The shares were allotted for consideration other than cash, i.e., as full consideration for the acquisition of the following:

- a) 7,388 fully paid-up Equity shares of Rs.10/- each of Veranda K-12 Learning Solutions Private Limited (i.e. constituting 14.40% Equity Share Capital of Veranda K-12)
- b) 2,320 fully paid-up Equity shares of Rs.10/- each of Neyyar Academy Private Limited (i.e. constituting 17.48% Equity Share Capital of Neyyar Academy)
- c) 1,879 fully paid-up Equity shares of Rs.10/- each of Neyyar Education Private Limited (i.e. constituting 17.47% Equity Share Capital of Neyyar Education)
- d) 3,538 fully paid-up Equity shares of Rs.10/- each of BAssure Solutions Private Limited (i.e. constituting 10% Equity Share Capital of BAssure)
- e) 4,947 Class B Optionally convertible redeemable non-cumulative preference shares ("OCRPS") of Rs.10/- each of BAssure Solutions Private Limited (i.e. constituting 49.47% Preference Share Capital of BAssure)

to the shareholders of the respective companies (the "Subsidiary Issuance"). As a result of the subsidiary issuance, VALSPL has ceased to be a wholly owned subsidiary of Veranda Learning Solutions Limited. ("VLS").

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The details as required under the SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed as "Annexure-A to D " for the purpose of the acquisition of Shares and "Annexure-E" for the purpose of the allotment of Equity Shares by VALSPL.

Kindly take the same on record and display the same on the website of your exchange. This information will also be hosted on the Company's website at <https://www.verandalearning.com/web/index.php/stock-exchange-intimations>

Thanks & Regards.
For Veranda Learning Solutions Limited

S. Balasundharam
Company Secretary & Compliance Officer
M. No: ACS-11114

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Annexure A - Veranda K-12 Learning Solutions Private Limited – Acquisition of Equity Shares by VALSPL

Details to be disclosed	Particulars
a) Name of the target entity, details in brief such as size, turnover etc.;	<p>i) Name of Target: Veranda K-12 Learning Solutions Private Limited ("Veranda K12")</p> <p>ii) Details of the Target:</p> <p>Veranda K-12 is a private limited company incorporated under the laws of India and provide services in various areas of school management like infrastructure, planning & development, staff recruitment & training, sales & marketing, affiliation & statutory compliances to multiple schools with over 4500 students studying in it. They are providing services to CBSE and NIO schools.</p> <p>Assets size: INR 22.08 Crores (FY 2023-24) Turnover: INR 9.8 Crores (FY 2023-24)</p>
b) Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms-length";	<p>The acquisition of shares of Veranda K-12 does not fall under related party transactions as per provisions of the Companies Act 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The promoter/promoter group/group companies of Veranda Learning Solutions Limited ("VLS") have no interest in the said acquisition.</p>
c) Industry to which the entity being acquired belongs;	Veranda K-12 is engaged in the education industry.
d) Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>Veranda Administrative Learning Solutions Private Limited's ("VALSPL") (subsidiary of VLS) main objects are to carry on the business of both formal and informal education both organically and by acquisition of entities to train students in both India and abroad for various educational programs including curricular, co-curricular or extra-curricular activities and training for all competitive examinations.</p> <p>Pursuant to the acquisition of Veranda K12, VALS will hold 90.40% of equity share capital of Veranda K-12.</p>

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e) Brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable
f) Indicative time period for completion of the acquisition;	<p>Equity shares representing 76% of the equity share capital of Veranda K-12 Learning Solutions Private Limited (Erstwhile known as Educare Infrastructure Services Private Limited) were acquired before 30th September 2023. ("First Tranche Shares").</p> <p>Equity shares representing 14.40 of the equity share capital of Veranda K-12 was acquired on May 16,2025.</p> <p>The balance equity shares (Residual Shares) shall be acquired on or before the Long Stop Date i.e. 30th June 2025. ("Second Tranche Shares").</p>
g) Nature of consideration - whether cash consideration or share swap and details of the same;	<p>(i) First Tranche Shares - The consideration for the First Tranche Shares was paid by way of: (a) cash consideration; and (b) issuance of shares of VALS for the purpose of being exchanged / swapped for equity shares of VLS ("Share Swap").</p> <p>(ii) Second Tranche Shares - The consideration for the Second Tranche Shares will be payable by way of: (a) cash consideration; and (b) issuance of shares of VALS for the purpose of being exchanged / swapped for equity shares of VLS ("Share Swap").</p>
h) Cost of acquisition or the price at which the shares are acquired;	<p>(i) First Tranche Shares –INR 750,000,000 in cash and INR 750,000,000 by way of Share Swap.</p> <p>(ii) Second Tranche Shares – INR 20,00,00,000 in cash and INR 30,00,00,000 by way of Share Swap.</p>
i) Percentage of shareholding / control acquired and / or number of shares acquired;	<p>VALS acquired 76% of the equity share capital of Veranda K-12 Learning Solutions Private Limited (Erstwhile known as Educare Infrastructure Services Private Limited) pursuant to the acquisition of First Tranche Shares.</p> <p>VALS acquired 14.40% of the Equity share capital of Veranda K-12 Learning Solutions Private Limited (Erstwhile known as Educare Infrastructure Services Private Limited) pursuant to the acquisition of the Second Tranche Shares on May 16,2025</p>

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j) Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Brief background: Veranda K12 provide services in various areas of school management like infrastructure planning & development, staff recruitment & training, sales & marketing, affiliation & statutory compliances to multiple schools with over 4500 students studying in it. They are providing services to CBSE and NIOS schools.</p> <p>Veranda K-12 is engaged in the education industry</p> <p>Date of incorporation: August 13,1986</p> <p>Turnover of the last 3 years: FY 2021-22, 2022-23: INR NIL FY 2023-24: INR 9.80 Crores</p> <p>Country in which the acquired entity has presence: India</p>
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Annexure B- Neyyar Academy Private Limited – Acquisition of Equity Shares by VALSPL

Details to be disclosed	Particulars
a) Name of the target entity, details in brief such as size, turnover etc.;	<p>i) Name of Target: Neyyar Academy Private Limited ("Neyyar Academy")</p> <p>ii) Details of the Target:</p> <p>Neyyar Academy is a private limited company incorporated under the laws of India and engaged in the business of academic coaching for PSC exams and other competitive exams like SSC, UPSC, RRB, etc.</p> <p>Assets size: INR 1.43 Crores (FY 2023-24) Turnover: INR 4.00 Crores (FY 2023-24)</p>
b) Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms-length";	<p>The acquisition of shares of Neyyar Academy does not fall under related party transactions as per provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The promoter/promoter group/group companies of Veranda Learning Solutions Limited ("VLS") have no interest in the said acquisition.</p>
c) Industry to which the entity being acquired belongs;	Neyyar Academy is in the education industry.
d) Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>Veranda Administrative Learning Solutions Private Limited's ("VALSPL") (subsidiary of VLS) main objects are to carry on the business of both formal and informal education both organically and by acquisition of entities to train students in both India and abroad for various educational programs including curricular, co-curricular or extra-curricular activities and training for all competitive examinations.</p> <p>Pursuant to the acquisition of Neyyar Academy, VALS will hold 93.48% of equity share capital of Neyyar Academy.</p>
e) Brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable



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f) Indicative time period for completion of the acquisition;	<p>Equity shares representing 76% of the equity share capital of Neyyar Academy Private Limited were acquired before the Long Stop date i.e. 31st July 2023. ("First Tranche Shares").</p> <p>Equity shares representing 17.48 of the equity share capital of Neyyar Academy was acquired on May 16,2025.</p> <p>The balance equity shares (Residual Shares) shall be acquired on or before the Long Stop Date i.e. 30th June 2025. ("Second Tranche Shares").</p>
g) Nature of consideration - whether cash consideration or share swap and details of the same;	<p>(i) First Tranche Shares – Deferred cash consideration of an aggregate amount of INR 28,00,000 plus Additional Cash Consideration for the sale and Transfer of the First Tranche Sale Shares.</p> <p>(ii) Second Tranche Shares - The consideration for the Second Tranche Shares will be payable by way of: (a) cash consideration; and (b) issuance of shares of VALS for the purpose of being exchanged / swapped for equity shares of VLS ("Share Swap").</p>
h) Cost of acquisition or the price at which the shares are acquired;	<p>(i) First Tranche Shares – Deferred cash consideration of an aggregate amount of INR 28,00,000 plus Additional Cash Consideration.</p> <p>(ii) Second Tranche Shares – INR 1,23,00,000 in cash and INR 3,30,00,000 by way of Share Swap.</p>
i) Percentage of shareholding / control acquired and / or number of shares acquired;	<p>VALS acquired 76% of the equity share capital Neyyar Academy Private Limited pursuant to the acquisition of First Tranche Shares.</p> <p>VALS acquired 17.48% of the Equity share capital of Neyyar Academy Private Limited pursuant to the acquisition of the Second Tranche Shares on May 16,2025.</p>
j) Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Brief background: Neyyar Academy is engaged in the business of academic coaching for PSC exams and other competitive exams like SSC, UPSC, RRB, etc. Neyyar Academy is engaged in the education industry</p> <p>Date of incorporation: May 22,2017</p> <p>Turnover of the last 3 years: FY 2021-22: INR 1.56 Crores FY 2022-23: INR 4.70 Crores FY 2023-24: INR 4.00 Crores</p> <p>Country in which the acquired entity has presence: India</p>

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Annexure C - Neyyar Education Private Limited – Acquisition of Equity Shares by VALSPL

Details to be disclosed	Particulars
a) Name of the target entity, details in brief such as size, turnover etc.;	<p>i) Name of Target: Neyyar Education Private Limited ("Neyyar Education")</p> <p>ii) Details of the Target:</p> <p>Neyyar Education is a private limited company incorporated under the laws of India and engaged in education industry of providing academic publications of books and study materials for various courses and competitive exams.</p> <p>Assets size: INR 5.68 Crores (FY 2023-24) Turnover: INR 7.84 Crores (FY 2023-24)</p>
b) Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms-length";	<p>The acquisition of shares of Neyyar Education does not fall under related party transactions as per provisions of the Companies Act 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The promoter/promoter group/group companies of Veranda Learning Solutions Limited ("VLS") have no interest in the said acquisition.</p>
c) Industry to which the entity being acquired belongs;	Neyyar Education is in the education industry.
d) Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>Veranda Administrative Learning Solutions Private Limited's ("VALSPL") (subsidiary of VLS) main objects are to carry on the business of both formal and informal education both organically and by acquisition of entities to train students in both India and abroad for various educational programs including curricular, co-curricular or extra-curricular activities and training for all competitive examinations.</p> <p>Pursuant to the acquisition of Neyyar Education, VALS will hold 93.47% of equity share capital of Neyyar Education.</p>
e) Brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable



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f) Indicative time period for completion of the acquisition;	<p>Equity shares representing 76% of the equity share capital of Neyyar Education Private Limited were acquired before the Long Stop date i.e. 31st July 2023. ("First Tranche Shares").</p> <p>Equity shares representing 17.47 of the equity share capital of Neyyar Education was acquired on May 16,2025.</p> <p>The balance equity shares (Residual Shares) shall be acquired on or before the Long Stop Date i.e. 30th June 2025. ("Second Tranche Shares").</p>
g) Nature of consideration - whether cash consideration or share swap and details of the same;	<p>(i) First Tranche Shares - The consideration for the First Tranche Shares was paid by way of: (a) Upfront Cash consideration and Deferred Cash Consideration; and (b) issuance of shares of VALS for the purpose of being exchanged / swapped for equity shares of VLS ("Share Swap").</p> <p>(ii) Second Tranche Shares - The consideration for the Second Tranche Shares will be payable by way of: (a) Upfront cash consideration; and (b) issuance of shares of VALS for the purpose of being exchanged / swapped for equity shares of VLS ("Share Swap").</p>
h) Cost of acquisition or the price at which the shares are acquired;	<p>(i) First Tranche Shares - Upfront Cash consideration of INR 15,149,532 and Deferred cash consideration of INR 28,00,000.</p> <p>(ii) Second Tranche Shares - INR 2,87,00,000 in cash and INR 7,70,00,000 by way of Share Swap.</p>
i) Percentage of shareholding / control acquired and / or number of shares acquired;	<p>VALS acquired 76% of the equity share capital Neyyar Education Private Limited pursuant to the acquisition of First Tranche Shares.</p> <p>VALS acquired 17.47% of the Equity share capital of Neyyar Education Private Limited pursuant to the acquisition of the Second Tranche Shares on May 16,2025.</p>
j) Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Brief background: Neyyar Education is engaged in the education industry of providing academic publications of books and study materials for various courses and competitive exams. Neyyar Education is engaged in the education industry</p> <p>Date of incorporation: February 28,2018</p> <p>Turnover of the last 3 years: FY 2021-22: INR 4.17 Crores FY 2022-23: INR 6.96 Crores FY 2023-24: INR 7.84 Crores</p> <p>Country in which the acquired entity has presence: India</p>

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Annexure D- BAssure solutions Private Limited ("BAssure") – Acquisition of Equity Shares and OCRPS by VALSPL

Details to be disclosed	Particulars
a) Name of the target entity, details in brief such as size, turnover etc.;	<p>i) Name of Target: BAssure Solutions Private Limited ("BAssure")</p> <p>ii) Details of the Target:</p> <p>BAssure is a private limited company incorporated under the laws of India and is in the business of providing delivery services with the help of modern software development tools and technologies; and services in areas such as cloud computing, SAAS product engineering, web and mobile apps, data engineering and analytics and Ui / UX cognitive agents.</p> <p>Assets size: INR 1.67 Crores (FY 2023-24) Turnover: INR 2.48 Crores (FY 2023-24)</p>
b) Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms-length";	<p>The third tranche acquisition of shares of BAssure does not fall under related party transactions as per provisions of the Companies Act 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The promoter/promoter group/group companies of Veranda Learning Solutions Limited ("VLS") have no interest in the said acquisition.</p>
c) Industry to which the entity being acquired belongs;	BAssure is engaged in the IT service and IT consulting industry.
d) Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>Veranda Administrative Learning Solutions Private Limited's ("VALS") (subsidiary of VLS) main objects are to carry on the business of both formal and informal education both organically and by acquisition of entities to train students in both India and abroad for various educational programs including curricular, co-curricular or extra-curricular activities and training for all competitive examinations.</p> <p>Pursuant to the acquisition of BAssure, VALS will hold 100% of equity share capital and 100% of Preference share capital of BAssure.</p>
e) Brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable

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f) Indicative time period for completion of the acquisition;	<p>Equity shares representing 86% of the equity share capital of BAssure were acquired before i.e. August 31,2023. ("First Tranche Shares").</p> <p>Equity shares representing 4% of the equity share capital of BAssure and class A optionally convertible redeemable non-cumulative preference shares (together referred to as ("Second Tranche Shares") representing 50.53% of the preference share capital acquired on December 10,2024.</p> <p>Equity shares representing 10% of the equity share capital of BAssure and class B optionally convertible redeemable noncumulative preference shares (together referred to as ("Third Tranche Shares") representing 49.47% of the preference share capital acquired on May 16,2025.</p>
g) Nature of consideration - whether cash consideration or share swap and details of the same;	<p>(i) First Tranche Shares - The consideration for the First Tranche Shares was paid by way of: (a) cash consideration. and (b) issuance of shares of VALS for the purpose of being exchanged / swapped for equity shares of VLS ("Share Swap").</p> <p>(ii) Second Tranche Shares - The consideration for the Second Tranche Shares paid by way of Share Swap.</p> <p>(iii) Third Tranche Shares - The consideration for the Third Tranche Shares will be payable by way of issuance and allotment of Founder Preference Shares and Residual Founder Equity Shares together called as "Share Swap".</p>
h) Cost of acquisition or the price at which the shares are acquired;	<p>(i) First Tranche Shares - INR 2,20,00,899 in cash and INR 3,49,99,161 by way of Share Swap.</p> <p>(ii) Second Tranche Shares - INR 7,49,48,095 Crores for the Second Tranche Shares by way of Share Swap.</p> <p>(iii) Third Tranche Shares - INR 6,13,99,986 for Founder Preference Shares and INR 35,00,000 for Residual Founder Equity Shares.</p>
i) Percentage of shareholding / control acquired and / or number of shares acquired;	<p>VALS acquired 86% of the equity share capital of BAssure pursuant to the acquisition of the First Tranche Shares.</p> <p>VALS acquired 50.53% of the Preference share capital and 4% of Equity share capital pursuant to the acquisition of the Second Tranche Shares on December 10,2024</p> <p>VALS acquired 49.47 % of the Preference share capital and 10% of Equity share capital pursuant to the acquisition of the Third Tranche Shares on May 16,2025</p>

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<p>j) Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);</p>	<p>Brief background:</p> <p>BAssure is in the business of providing delivery services with the help of modern software development tools and technologies.</p> <p>BAssure provides services in areas including cloud computing, SAAS product engineering, web and mobile apps, data engineering and analytics and Ui / UX cognitive agents.</p> <p>BAssure is engaged in the IT service and IT consulting industry.</p> <p>Date of incorporation: April 25, 2016</p> <p>Turnover of last 3 years: FY 2021-22: INR 1.55 Crores FY 2022-23: INR 5.45 Crores FY 2023-24: INR 2.48 Crores</p> <p>Country in which the acquired entity has presence: India</p>
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Annexure – E– Issuance and allotment of Equity Shares by VALSPL

Sl. No.	Details to be disclosed	Particulars	
a	Type of securities proposed to be issued	Equity shares	
b	Type of issuance	Preferential allotment	
c	Total number of securities proposed to be issued or total amount for which securities will be issued (approx.)	The total number of equity shares issued and allotted 4,74,89,997 equity shares at Rs.10 per share (at par)	
d	In case of preferential issue, the listed entity shall disclose the following additional details:		
	1.Names of the investors	1. Ramana Prasad A S 2. Amrit Ramana Prasad 3. Gireesh Neyyar 4. HimaSree G H 5. Kuppusamy Ravi 6. Ravi Megala	
	2.Post allotment of securities - outcome of the subscription, issue price/allotted price (in case of convertibles), number of investors	Detail	Description
		Post allotment of securities	4,74,89,997 Equity shares
		Outcome of the subscription	Fully subscribed
		Issue price/allotted price	₹10 per share
	Number of investors	6	
	3.In case of convertibles - intimation on conversion of securities or lapse of tenure	Not applicable	
e	In case of bonus issue, the listed entity shall disclose the following additional details:	Not applicable	
f	In case of issuance of depository receipts (ADR/GDR) or FCCB, the listed entity shall disclose the following additional details:	Not applicable	
g	In case of issuance of debt securities or other non-convertible securities, the listed entity shall disclose the following additional details:	Not applicable	
h	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not applicable	

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