

**September 10, 2025**

<b>BSE Limited</b> Dept of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001  <b>Scrip Code: 543514</b>	<b>National Stock Exchange of India Limited</b> The Listing Department, Exchange Plaza, Bandra Kurla Complex, Mumbai – 400 051  <b>Symbol: VERANDA</b>
---	--

Dear Sir/Madam,

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

We wish to inform you that the Finance and Investment Committee of Veranda Learning Solutions Limited ("the Company"), at its meeting held today, i.e., September 10, 2025, approved the conversion of outstanding loans into equity shares in its wholly owned subsidiary, Veranda XL Learning Solutions Private Limited ("VXL").

These loans were extended to VXL from the proceeds of the recently concluded Qualified Institutional Placement (QIP), and were utilized by VXL to redeem its senior, secured, unlisted, redeemable, non-convertible debentures.

This strategic decision has been undertaken with the objective of strengthening the capital structure of VXL, improving its profitability, and supporting its future growth. The conversion will aid in optimizing the debt-equity ratio of VXL and enhance its financial sustainability.

It is important to note that this transaction does not involve any fresh infusion of capital by the Company.

The details in this regard, pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as Annexure A to this letter.

The meeting of the Committee commenced at 6.30. P.M. and concluded at 7.00 P.M.

This information will also be available on the Company's website at <https://www.verandalearning.com/web/index.php/stock-exchange-intimations>.

Kindly take the same on record and display the same on the website of your exchange.

**Thanking You,  
For Veranda Learning Solutions Limited**

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

## Annexure – A

S.No	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover, etc.	<p>i) <b>Name of Target:</b> Veranda XL Learning Solutions Private Limited (“VXL”)</p> <p>ii) <b>Details of the Target:</b> VXL is a private limited company incorporated under the laws of India and is in the business of providing online and offline coaching for professional courses in relation to Chartered Accountant (CA), Company Secretary, Cost and Management Accountant (CMA) and other international Courses.</p> <p>iii) <b>Assets size of the Target:</b> INR 57,047.47 lakhs (FY 2024-25)</p> <p>iv) <b>Turnover of the Target:</b> INR 12,793.36 lakhs (FY 2024-25)</p>
2	<p>Whether the acquisition would fall within related party transaction(s)?</p> <p>Whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?</p> <p>If yes, nature of interest and details thereof and whether the same is done at “arm’s length”</p>	<p>Not Applicable.</p> <p>VXL is a wholly owned subsidiary of the Company.</p> <p>The promoter/promoter group/group companies of the company have no interest in the said acquisition.</p>
3	Industry to which the entity being acquired belongs.	VXL is engaged in the Educational sector.
4	Objects and impact 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><u>Object:</u> To strengthen the capital structure, improve profitability and facilitate business growth.</p> <p><u>Impact:</u> Not applicable. There is no fresh infusion of capital.</p>
5	Brief details of any governmental or regulatory approvals required for the acquisition	Not applicable
6	Indicative time period for completion of the acquisition	On or before September 15,2025
7	Consideration - whether cash consideration or share swap or any other;	The existing outstanding loan (including interest) is now converted into equity
8	Cost of acquisition and/or the price at which the shares are acquired.;	Not Applicable

9	Percentage of shareholding / control acquired and / or number of shares acquired.	VXL is a wholly owned subsidiary of the Company. No. of shares allotted post conversion of loan: 40,29,843
10	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><b>Brief background:</b> VXL is a pioneer in coaching the CA, CS, and CMA aspirants in India, and is one of the largest test-prep organisations in India.</p> <p><b>Line of business:</b> Education Industry</p> <p><b>Date of incorporation:</b> 04/01/2019</p> <p><b>Turnover of the last 3 years:</b>  FY 2022-23: INR 3,035.81 lakhs  FY 2023-24: INR 10,728.95 lakhs  FY 2024-25: INR 12,793.36 lakhs</p> <p><b>Country in which the acquired entity has presence:</b>  India</p>