

September 10, 2025

BSE LimitedDept of Corporate Services,
Phiroze Jeejeebhoy Towers,

Dalal Street, Fort, Mumbai – 400 001 National Stock Exchange of India Limited

The Listing Department, Exchange Plaza, Bandra Kurla Complex, Mumbai – 400 051

Scrip Code: 543514 Symbol: VERANDA

Dear Sir/Madam,

<u>Sub: Disclosure under Regulation 30 of Securities and Exchange Board of India</u> (<u>Listing Obligations and Disclosure Requirements</u>) 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

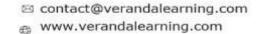
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Chennai -600 035

CIN: L74999TN2018PLC125880



<u> Annexure – A</u>

S.No	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover, etc.	i) Name of Target: Veranda XL Learning Solutions Private Limited ("VXL")
		ii) Details of the Target: 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.
		iii) Assets size of the Target : INR 57,047.47 lakhs (FY 2024-25)
		iv) Turnover of the Target : INR 12,793.36 lakhs (FY 2024-25)
2	Whether the acquisition would fall within related party transaction(s)?	Not Applicable.
	Whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?	VXL is a wholly owned subsidiary of the Company. The promoter/promoter group/group companies of
	If yes, nature of interest and details thereof and whether the same is done at "arm's length"	the company have no interest in the said acquisition.
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	Object: To strengthen the capital structure, improve profitability and facilitate business growth.
	outside the main line of business of the listed entity)	Impact: Not applicable. There is no fresh infusion of capital.
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



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Veranda Learning Solutions Limited

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	incorporation, history of last 3 years turnover, country in which the	' ' '
	acquired entity has presence and any other significant information (in brief)	Date of incorporation: 04/01/2019
		Turnover of the last 3 years: FY 2022-23: INR 3,035.81 lakhs FY 2023-24: INR 10,728.95 lakhs FY 2024-25: INR 12,793.36 lakhs
		Country in which the acquired entity has presence: India

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