

July 23, 2025

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

Dear Sir / Madam,

**Sub: Prior Intimation under Regulation 29 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations")**

In continuation to our letter dated July 23, 2025 pertaining to outcome of restructuring committee and pursuant to Regulation 29 of the SEBI Listing Regulations, we wish to inform you that a meeting of the Board of Directors of Veranda Learning Solutions Limited (the "Company") is scheduled to be held on Monday, the 28<sup>th</sup> day of July 2025, *inter-alia*, to transact the following items in connection with the proposals recommended by the restructuring committee:

1. To consider and if thought fit, approve the issuance of securities on a preferential basis, to one or more persons, in accordance with the Companies Act, 2013 read with the rules notified thereunder, each as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and such other acts, rules and regulations, as may be applicable, subject to any regulatory/statutory approvals, as may be required and the approval of the members of the Company.
2. To approve the ancillary actions for the aforesaid matters, including the notice to members seeking their approval.

The Board may also consider a proposal for the demerger of the Company's Commerce Business, based on the recommendation of the restructuring Committee. In connection with the proposed reorganization, the Board may further consider the incorporation of a wholly owned subsidiary ("WOS") of the Company.

We further wish to inform you that, in terms of Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, and the Company's Code of Fair Disclosure and Code of Conduct for Prevention of Insider Trading, the trading window for dealing in the securities of the Company, has already been closed and shall continue to remain closed for all the Designated Persons and their immediate relatives until further notice.

✉ contact@verandalearning.com

🌐 www.verandalearning.com

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

CIN: L74999TN2018PLC125880

The aforesaid information is also hosted on the website of the Company viz. <https://www.verandalearning.com/web/index.php/board-meetings>. Kindly take the above on your record.

**Thanks & Regards**  
**For Veranda Learning Solutions Limited**

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

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