

Veranda Learning Solutions Limited

Valuation Report

-Report Date-28th July 2025

Vandana Sankhala

*Registered Valuer-Securities or Financial Assets
IBBI Registration No. IBBI/RV/06/2019/11578*

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Vandana Sankhala

Chartered Accountant
Registered Valuer
Certified Valuator and Analyst



28th July, 2025

The Board of Directors

Veranda Learning Solutions Limited

G.R Complex, First floor, No .807-808, Anna Salai,

Nandanam, Chennai 600035

Re: Veranda Learning Solutions Limited – Report on Floor Price per Equity Share of Veranda Learning Solutions Limited for the proposed fresh issue of Equity Shares for consideration other than cash in accordance with the provisions of Regulation 163(3) of SEBI (ICDR) Regulations, 2018 and Articles of association of the company-25th July 2025.

Based on my analysis as described in this detailed Valuation Report, the Fair Market Value of Equity per share is Rs. 247.65/ as of 25th July,2025 which is the relevant date.

All information contained herein with respect to the valuation subject is provided to me, by you / your authorized personnel only. The contents of report have been reviewed in detail by the Management, who have also confirmed the factual accuracy. I understand that you agree with the contents of this report (especially fact based) and nothing has been concealed from me that could have had a bearing on the valuation.

Appreciate the cooperation received from Management and executives for the assignment.

Yours Truly,

 

Vandana Sankhala,

Registered Valuer, Securities and Financial Assets

IBBI/RV/06/2019/11578

ICAIRVO/06/RV-P0056/2019-20

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VALUATION SUMMARY

Reference Standard:	Valuation Standards issued by ICAI
Name of Company being Valued	Veranda Learning Solutions Limited
Subject Interest:	Equity Value per Share
Relevant Date/Valuation Date:	25th July, 2025-SEBI-Market Approach, Income and Asset Approach 31 st March 2025- Comparable Company Approach
Appointment Date	25 th July 2025
Report Date:	28th July 2025
Purpose of Valuation:	Regulation 163(3) of SEBI ICDR Regulations 2018 and Articles of Association of the Company
Standard of Value:	Fair Market Value
Premise of Value:	Going concern
Valuation Approach & Method Used:	Income Approach, Asset Approach and Market Approach
Currency Used	INR in Crores unless otherwise mentioned
Appraiser Name:	Vandana Sankhala
Fair Market Value per Equity Share	Rs. 247.65/-

Veranda Learning Solutions Limited- Valuation of Equity**EXECUTIVE SUMMARY**

Management of the company is contemplating acquisition of identified equity shares, fully paid-up of Veranda XL Learning Solutions Private Limited (“VXLS”) from existing identified shareholder of VXLS for which the consideration for the proposed acquisition of shares of VXLS is to be discharged by the Company through issuance of its Equity shares on a preferential allotment basis as per the applicable provisions of the Companies Act, 2013 and rules & regulations framed in this regard (to the extent applicable) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

Valuation Summary

Valuation Approach	Valuation Method	Value per share (Amt in Rs)	Weight	Weighted Value	Date of Valuation
Market Approach	Market Price-Regulation 164(1)	247.65	100%	247.65	25-Jul-25
	Comparable company Method*	135.46	0%	0.00	31-Mar-25
Income Approach	Discounted cash flow method	160.53	0%	0.00	25-Jul-25
Asset Approach	Net Asset Value	71.57	0%	0.00	25-Jul-25
Weighted Average Value per share			100%	247.65	
Relative Fair Value Per share (In Rs.)		247.65			

* Number of shares considered are 7,43,96,248 as on 31st March 2025

Valuation Approach	Method	Reasons
Market Approach	Market Price-Regulation 164(1)	Law of large numbers states that the average of the results obtained from a large number of independent samples converges to the true value. Multiple traders, multiple trading lots are in a better position to decide true value of Equity without bias. On this basis, 100% weightage has been accorded to Method under Regulation 164(1) of SEBI (ICDR) Regulations, 2018. Subjectivity present in other methods is based on certain assumptions which is not free of bias.
	Comparable company Method	Zero weightage accorded due to non availability of exact, identical comparable companies.
Income Approach	Discounted cash flow method	Zero weightage accorded due to unpredictability of future projections in the light of uncertain Geo-Political events.
Asset Approach	Net Asset Value	The value arrived at under this approach is based on the value per share of the underlying net assets and liabilities of the company, either on book value basis, replacement cost basis or reproduction cost basis. This approach is mainly used in case where the firm is to be liquidated, i.e., in case where the assets base dominates the earnings capability. This method has been used only for arithmetical purposes and since the entity is not contemplating liquidation, zero percent weightage has been accorded to it.

The price as per clause 164 (1) of SEBI (ICDR) Regulations, 2018 is higher than the price arrived as per other methods, hence Relative Fair Value per Equity share is Rs. 247.65/- only.

*Veranda Learning Solutions Limited- Valuation of Equity*Swap Ratio RecommendationFor Veranda XL Learning Solutions Private Limited

Relative Fair value of each Equity Share of Veranda XL Learning Solutions Private Limited as on 25th July 2025 is Rs. 526.62/- only for swap ratio purposes. Refer Valuation Report dated 25th July 2025 issued by me.

Share Entitlement Ratio for swapping shares under above mentioned regulations between both the entities is as follows-

“For every 1 share of Rs. 10/- each held in Veranda XL Learning Solutions Private Limited, Veranda Learning Solutions may allot 2.126 shares equity shares of Rs. 10/- each.”

*Veranda Learning Solutions Limited- Valuation of Equity***INTRODUCTION****VALUATION SPECIFICS**

I have performed a valuation engagement, in accordance with the standards set forth by Institute of Chartered Accountants of India, of Veranda Learning Solutions Limited. This summary report will provide sufficient information to permit the intended users to understand the data, reasoning, and analyses underlying the valuation analyst's conclusion of value.

PURPOSE AND INTENDED USE

Management of the company is contemplating acquisition of identified equity shares, fully paid-up of Veranda XL Learning Solutions Private Limited ("VXLS") from existing identified shareholder of VXLS for which the consideration for the proposed acquisition of shares of VXLS is to be discharged by the Company through issuance of its Equity shares on a preferential allotment basis as per the applicable provisions of the Companies Act, 2013 and rules & regulations framed in this regard (to the extent applicable) and under Regulation 163(3) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

INTENDED USERS

The distribution and use of this Report is restricted to the above-mentioned client, the client's legal and financial advisors. The valuation Report shall not be distributed to outside parties to obtain credit or for any other purposes. Possession of the Report does not carry with it the right of publication of all or part of it, nor may it be provided to any third parties. I do not assume any liability, obligation or accountability to any unauthorized third-party users of the Report under any circumstances.

VALUATION DATE

The relevant date for the purpose of this report, as confirmed by the management of the Company is as follows:

Valuation Approach	Date of Valuation
Asset Approach	25-Jul-25
Income Approach	25-Jul-25
Market Approach-SEBI Regulation	25-Jul-25
Market Approach-Comparable Company Method	31-Mar-25

Veranda Learning Solutions Limited- Valuation of Equity

I have requested and analysed financial data up to and including the valuation date and have made inquiries into material subsequent events that may be known or knowable at 25th July, 2025 for Income and Asset Approach.

STANDARD OF VALUE

As was appropriate, this valuation engagement used fair market value as the standard of value. This is the most appropriate standard of value to ensure receipt of fair market value to all concerned.

The price, expressed in terms of cash equivalents, at which property would change hands between a hypothetical willing and able buyer and a hypothetical willing and able seller, acting at arms- length in an open and unrestricted market, when neither is under compulsion to buy or sell and when both have reasonable knowledge of the relevant facts.

PREMISE OF VALUE

The premise of value is the assumption regarding the circumstances in which an entity, or the entity's assets, would be sold. The International Glossary of Business Valuation Terms defines the following premises:

Going Concern Value - the value of a business enterprise that is expected to continue to operate into the future. The intangible elements of Going Concern Value result from factors such as having a trained workforce, an operational plant, and the necessary licenses, systems, and procedures in place.

Liquidation Value – the net amount that would be realized if the business is terminated and the assets are sold piecemeal. Liquidation can be either “orderly” or “forced.”

Orderly Liquidation Value – liquidation value at which the asset or assets are sold over a reasonable period of time to maximize proceeds received.

Forced Liquidation Value – liquidation value, at which the assets or assets are sold as quickly as possible, such as at an auction.

As of the valuation date the Company was not contemplating liquidation. Accordingly, the Company was valued as a going concern entity.

SOURCES OF INFORMATION

In performing the valuation engagement, I was provided with, and relied upon various documents including, but not limited to, the following:

- Audited financial statements of the company for financial year (FY) 2018-19, 2019-20, 20-21, 21-22, 22-23, 23-24 and 24-25
- Provisional Financials from 1st April 2025-25th July 2025
- Financial projections for the period of 26-07-2025 to 31-03-2026, 26-27, 27-28 and 28-29 have been considered.
- Shareholding pattern as on 31st March 2025 (For Comparable Company Method) and 25th July 2025 (For Asset and Income Approach)
- Discussions with the Management.
- In addition to the above, I have also obtained such other information and explanations from the Management as considered relevant for the purpose of the valuation.

The information provided by the Clients, Company management, or other representatives, in the course of this engagement, has been accepted without any independent verification. This Report is, therefore, dependent upon the information provided. A material change in critical information relied upon in this Report would be cause for a reassessment to determine the effect, if any, upon my conclusion. I have not provided attest services in regard to any of the sources.

ASSUMPTIONS AND LIMITING CONDITIONS

The valuation presented in this Report is contingent on the assumptions and limiting conditions as found in “Scope, Limitations and Exclusions” and those found elsewhere in this Report. The Clients are provided with a copy of this Report prior to its final issuance to ensure the accuracy of facts and statements attributed to the Client and Company management. Veranda Learning Solutions Limited has signed agreements to invest further in entities in which they have already acquired shares to acquire 100% ownership eventually. They have adopted an accounting format wherein future payables are recorded as “Other Financial Liabilities” and Goodwill relating to the transaction is recognised. This Valuation is done on the assumption that balance percentage has been acquired as on the date of valuation.

SUBSEQUENT EVENTS

Generally, the valuation analyst should consider only circumstances existing at the valuation date and events occurring up to the valuation date to form his/her conclusion of value. Subsequent events are indicative of conditions that are not known or knowable at the valuation date. The valuation would not be updated to reflect those events or conditions. I did not, in the course of our engagement, note any subsequent events that would warrant disclosure in this Report.

COMPANY BACKGROUND

Veranda Learning Solutions Limited is listed company incorporated under Companies Act 2013 on 20th November 2018 with CIN L74999TN2018PLC125880 having its registered office at G.R Complex, First floor, No .807-808, Anna Salai, Nandanam, Chennai, Tamil Nadu, India, 600035

Veranda Learning Solutions Limited offers online and offline coaching services for career-defining courses such as UPSC, Chartered Accountant, Banking, and Government Exams to students, graduates, professionals, and corporate employees.

The company offers coaching services for Railways Recruitment Board exams, Banking, and Insurance exams, State Public Service Commission, Staff Selection Commission exams, CA Foundation, CA Intermediate, and CA Final exams, Union Public Service Commission-prelims, and main exam, and personality tests, and State Public Service Commission Group-I exams, Short term skilling courses, Long-term courses (university partnership courses) and Corporate learning courses (B2B). All the services are offered through its wholly-owned subsidiaries namely Veranda Race Learning Solutions Private Limited (Veranda Race), Veranda IAS Learning Solutions Private Limited (Veranda IAS), and Brain4ce Education Solutions Private Limited (Edureka), and subsidiary Veranda XL Learning Solutions Private Limited (JK Shah).

Competitive Strengths:

1. Proven track record of the company Promoters.
2. Result-oriented method of teaching with a 360-degree approach.
3. Diversified course offerings and delivery channels.
4. Extensive experience in the education business and professionally qualified human capital.
5. Strong Brand Presence of our brands.
6. Track record of successful acquisition and expansion.
7. Efficient infrastructure and resource management with strict quality control standards and affordable courses.
8. Technology-driven, Asset Light & Scalable business model.
9. Pandemic Proof Model.

Source-Company Management

*Veranda Learning Solutions Limited- Valuation of Equity***Directors and Key Managerial persons****Director/SignatoryDetails**

Sr. No	DIN/PAN	Name	Designation	Date of Appointment	Cessation	Signatory
1	01753098	LAKSHMINARAYANAN SESHADRI	Director	29/10/2021	-	Yes
2	05331133	KALPATHI ARCHANA	Director	29/10/2021	-	Yes
3	09366225	PILLAIPAKKAM BAHUKUDUMBI SRINIVASAN	Director	29/10/2021	-	Yes
4	00526451	KALPATHI SUBRAMANIAM GANESH	Director	28/10/2020	-	Yes
5	00526480	KALPATHI SUBRAMANIAN SURESH	Director	28/10/2021	-	Yes
6	00526585	KALPATHI SUBRAMANYAM AGHORAM	Director	28/10/2020	-	Yes
7	01254043	REVATHI RAGHUNATHAN	Director	29/10/2021	-	Yes
8	****0769B	SAURANI PATHAN MOHASIN KHAN	CFO	06/05/2025	-	Yes
9	00006051	ASHOK MISRA	Director	15/10/2024	-	Yes
10	01795017	JITENDRA KANTILAL SHAH	Director	15/10/2024	-	Yes
11	07921583	ALAMELU	Director	15/10/2024	-	Yes
12	****9460G	SWAMINADHAN BALASUNDHARAM	Company Se	11/08/2024	-	Yes

Shareholding of Veranda Learning Solutions Limited as on 25th July 2025

VERANDA LEARNING SOLUTIONS LIMITED
SHAREHOLDING PATTERN AS ON 25-7-2025 (TOTAL)

Srl #	Description	No. of Cases	Without Grouping		With Grouping		% Equity
			Total Shares	% Equity	No. of Cases	Total Shares	
1	RESIDENT INDIVIDUALS	10916	35645285	38.0816	10716	35645285	38.0816
2	PROMOTERS	9	31869650	34.0479	3	31869650	34.0479
3	BODIES CORPORATES	168	16931344	18.0886	163	16931344	18.0886
4	FOREIGN PORTFOLIO - CORP	21	5657827	6.0445	21	5657827	6.0445
5	H U F	329	1150210	1.2288	323	1150210	1.2288
6	MUTUAL FUNDS	3	888173	0.9489	2	888173	0.9489
7	PROMOTER GROUP	10	638200	0.6818	10	638200	0.6818
8	ALTERNATIVE INVESTMENT FUND	2	624692	0.6674	2	624692	0.6674
9	NON RESIDENT INDIANS	61	107528	0.1149	60	107528	0.1149
10	EMPLOYEES	8	58876	0.0629	8	58876	0.0629
11	NON RESIDENT INDIAN NON REPATRIABLE	39	30486	0.0326	39	30486	0.0326
	Total	11566	93602271	100	11347	93602271	100

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PROCEDURE ADOPTED FOR VALUATION

- Discussions with management were held from time to time and they expressed their future plans, projections and shared contract and agreement with customers.
- Historical financials were provided of company and its subsidiaries and analysed for growth and profitability. Future potential of business and capacities were discussed.
- Data provided is adequate for performing Valuation exercise. Current state of operations of the company was discussed in detail. Consolidated Financials were shared for purposes of Valuation.
- Evaluated various valuation methods and computed the value using each of the applicable methods.
- Comparable companies were searched but exact comparable was not found, broad based comparable of listed companies operating in the same segment was used for Comparable Companies Method.
- NSE, BSE sites searched for highest trading volumes and market approach applied. BSE had fewer trades, hence NSE data has been used as it has highest trading volumes.
- VLS has already acquired a majority stake of 76% in the target entity (VXLS) and is now proceeding with the acquisition of the remaining 24% as per the terms stipulated under the Share Purchase and Share Swap Agreement. This acquisition marks the culmination of the transaction and results in the company holding 100% ownership of the entity. The decision to complete the acquisition is supported by the strong operational performance of the acquired entity, which has demonstrated significant growth in recent years.
- Revenue of VXLS has also increased substantially from ₹30.35 crores in FY 2022–23 to ₹127.93 crores in FY 2024–25 driven primarily by expansion into new geographies, customer acquisition, and scaling of operational capacity. Improved distribution channels and deeper market penetration have further contributed to this rapid revenue growth. Given this momentum and the scalability of its business model, we have projected the entity's revenue to reach approximately ₹290 crores by FY 2028–29. This projection underpins the rationale for achieving full ownership, as the entity is expected to be a key contributor to the group's consolidated financials and long-term value creation.
- Arrived at the fair value taking cognizance of the AOA (wherein no floor price has been recommended) and the SEBI- ICDR Regulations.
- Prepared and issued valuation report.

VALUATION APPROACHES AND METHODS

Valuation of a business is not an exact science and depends upon what it is worth to a serious investor or buyer who may be prepared to pay a substantial goodwill. This exercise may be carried out using various methodologies, the relative emphasis of each often varying with:

1. Whether the entity is listed on a stock exchange
2. Industry to which the company belongs
3. Past track record of the business and the ease with which the growth rate in cash flows to perpetuity can be estimated.
4. Extent to which industry and comparable company information is available.

Ind VS 301 on Business Valuation deals with valuation of a business or business ownership interest (i.e., it includes valuation of equity share). This standard specifies that following three approaches are used for valuation of business / business ownership interest:

Market Approach

Income Approach

Cost Approach

Each of the above approaches are discussed in the following paragraphs.

Cost Approach or Net Asset Approach:

The value arrived at under this approach is based on the value per share of the underlying net assets and liabilities of the company, either on book value basis, replacement cost basis or reproduction cost basis. This approach is mainly used in case where the firm is to be liquidated, i.e., in case where the assets base dominates the earnings capability.

This method has been used for arithmetical purposes and zero percent weightage has been accorded as company is not contemplating liquidation.

Income Approach

Value arrived under this approach is based on maintainable or future amounts (e.g., cash flows or income and expenses) converted into a single current value (e.g., discounted or capitalised amount). Under this technique, either: the projected free cash flows from business operations available to all providers of capital are discounted at the weighted average cost of capital to such capital providers, from a market participant basis, and the sum of such discounted cash flow is the value of the business, from which value of debt and other capital is deducted, and other relevant adjustments made to arrive at the value of equity. The projected free cash flows from business operations available to equity shareholders (after deducting cash flows attributable to the debt and other capital providers) are discounted at the cost of equity, from a market participant basis, and the sum of such discounted free cash flows, after making other relevant adjustments, is the value of equity.

This method has been used on the Consolidated Financials of the company.

Market Approach:

Value arrived at under this approach normally uses prices and other relevant information generated by market transactions involving identical or comparable assets, liabilities or a group of assets and liabilities, such as business. Under this approach following valuation methods are commonly used: Market price method, which uses traded price observed over a reasonable period while valuing assets which are traded in the active market.

Comparable Companies Multiple (CCM) method, which involves valuing an asset based on market multiples derived from prices of market comparable traded on active market. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. To the value of the business so arrived, adjustments need to be made for the value of contingent assets/liabilities, surplus Asset and dues payable to preference shareholders, if any, in order to arrive at the value for equity shareholders.

This method has been considered based on broad comparable as exact comparable was not found with respect to target entity.

Veranda Learning Solutions Limited- Valuation of Equity

Comparable Transaction Multiple (CTM) method, which involves valuing an asset based on transaction multiples derived from prices paid in comparable transactions of assets to be valued. This method has not been used.

Applicable Provisions of ICDR 2018

As stated in the previous section, we have to determine the floor price of Equity Shares of the Company, as per the relevant provisions of ICDR Regulations as applicable, which are as follows

In terms of the applicable provisions of SEBI (ICDR) (Amendment) Regulations, 2022, the price at which Equity Shares shall be allotted shall not be less than higher of the following

- a. 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date. or*
- b. 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.*

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue."

In this regard the Articles of Association ("AOA") of the company does not categorically mention any specific method for determining the floor price for the preferential allotment of equity shares. Therefore, the floor price shall be determined as per the method prescribed under Regulation 164(1) of SEBI (ICDR) Regulations, 2018.

As per Regulation 161- *"relevant date" means- "in case of preferential issue of equity shares, the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue".*

Veranda Learning Solutions Limited- Valuation of Equity

As per Regulation 164(5) -where the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Methodology Adapted

For the purpose of calculation in this engagement, I have adapted Regulation 164(1) of SEBI (ICDR) Regulations, 2018, Discounted Cashflow method, Adjusted Net Asset Value Method and Market Method, applied weights to arrive at fair value of Equity of the company.

Calculation of the Cost of Equity:

The Cost of the Equity (Ke) is derived from Adjusted Capital Asset Pricing Model (CAPM) as follows: -

Ke	$R(f) + B(R(m) - R(f)) + \text{CSRP} + \text{SCP}$
R(f)	Risk free rate
R(m)	Market return
B	Sensitivity of index to the market / Measure of market risk.
CSRP	Company Specific Risk Premium
SCP	Small Company Premium

Risk Free Rate:

The nominal continuously compounded risk-free rate of return is considered as 7.28%. The risk-free rate is the rate available on instruments considered to have virtually no possibility of default, such as Government of India securities. The yield on the 20-year Government bond as at the valuation date has been considered as the risk-free rate.

Source: <https://www.ccilindia.com>

Equity Risk Premium (ERP):

The equity risk premium is the additional return that investors expect to earn in excess of government securities to compensate for the additional risk, or the degree of uncertainty, that the expected future equity returns will not be realized. We have considered the market rate of return of 14.36% based on the return of the BSE Sensex Index Returns-20 years. The ERP have been appropriately assumed as 7.08%. Based on the difference between return of the BSE Sensex Index -20 Years and the Risk-free rate.

*Veranda Learning Solutions Limited- Valuation of Equity***Beta (B):**

Beta is a measure of the risk of the shares of a company. Beta is the co-variance between the return on sample stock and the return on the market. In order to determine the appropriate beta factor, consideration must be given either to the market beta of the subject entity if it is listed or of comparable quoted companies. The observed beta in the market reflects actual financing structures. In undertaking a DCF analysis of this company I have taken calculated beta of 1.25 from data extracted from BSE website of subject company from its inception against stock market movement of BSE 500 Indices till date of Valuation.

Company Specific Risk Premium (CSRP) and Small Company Premium (SCP):

The factors considered for adding a company specific risk premium include relation between company size & return, stability of industry in which the company operates, stability of earnings, earnings margins, financial structure, management depth and achievability of projections. Incremental returns earned by small company stocks over large/mid company stocks is Small Company Premium. Therefore, an additional combined (both for CSRP and SCP) risk premium of 4% is added.

The Cost of Equity has been determined at 12.73% as per Capital Asset Pricing Model.

Calculation of Terminal value

The Company will continue its business indefinitely and hence the terminal value is considered by assuming the growth rate of 4% indefinitely after the end of the forecast period. The same has been calculated as per below formula: -

$$\text{FV of Terminal Value} = (\text{FCFF}) * (1+g) / (\text{COE}-g)$$

$$\text{PV of Terminal Value} = \text{FV of Terminal Value} / (1+\text{COE})^n$$

*Veranda Learning Solutions Limited- Valuation of Equity***VALUATION WORKINGS**

Considering different valuation approach and context of the exercise, I have summarised my analysis as below:

Cost Approach or Net Asset Approach:

Net Asset Method (Table below) has been used based on Provisional Financials as at 25th July 2025.

Method has been used for academic and comparison purposes.

Net Asset Value Method-25th July 2025	
Particulars	Rs in Crores
Share Capital as on 25th July 2025	93.60
Other Equity as on 25th July 2025	576.29
Net Asset Value of the company as on 25th July 2025	669.89
Number of shares (units)	93602271
Value per share (in Rs.)	71.57

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Veranda Learning Solutions Limited- Valuation of Equity

Income Approach:

Discounted cash flows of Veranda Learning Solutions Limited (Consolidated)

Valuation Date 25th July 2025

	INR in Crores			
Particulars	26th Jul-Mar 26	2026-27	2027-28	2028-29
Revenue	551.35	828.23	985.76	1162.98
Y-o-Y growth		19%	19%	18%
EBITDA	68	242	299	369
Less: Interest	-60	-107	-107	-92
Less: Taxes	-16	-18	-19	-21
Less: Movement in Debt	-0	-	-	-95
Less: Capex	-9	-50	-56	-60
Less: Changes in Working Capital	-29	21	69	86
Free cash flows	-46	88	185	187
Discounting factor-Mid point convention	0.96	0.87	0.77	0.68
Present value of cash flows	-44	76	142	128

Summary of value				INR in Crores
Primary value				301
Terminal value (TV = $FCFn(1+g)/(Ke - g)$)*discounting factor of Fn				1,519
Add:cash and cash equivalents as on 25/07/2025				44
Less: Long term Liabilities				(397)
Add: Long term Loans and advances				31
Add; FMV of Investments				5
Enterprise Value				1,503
Number of Shares-(Nos)				9,36,02,271
Value per Share (in Rs.)				160.53

Assumptions for Terminal year

Cost of Equity	12.73%
Perpetuity assumptions	
Terminal growth	4.00%
Tax Rate - Company	25.17%

Cost of Capital to Equity- CAPM Method

Beta	1.25	Stock price movement of VLS vs Sensex 500
Rf	7.28%	20 year Zero Coupon Bond from Clearing Corporation of India
Rm	11.64%	Historical stock market returns in India -2024
Rp	4.36%	Rm-Rfr
Cost of Equity-Ke	12.73%	Rfr+Rp*Beta

Growth Rate Assumption

Combination of increase in population percentage and industry specific Inflation	4.00%
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Tax Rate

Rate applicable to company based on Turnover	22.00%
Surcharge @10%	2.20%
Cess @4%	0.97%
Summation of all above	25.17%

Beta

Beta	1.25
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Market Approach:**1. As per the Provisions of Regulation 164(1) of ICDR 2018**

a. As stated above, the equity shares of the Company are listed on NSE and BSE. There is regular transaction in the equity shares with reasonable volumes. Further, the shares of the Company are frequently traded on BSE and NSE in terms of Regulation 164(5) of ICDR 2018, with maximum volume recorded on NSE- <https://in.investing.com/equities/veranda-learning-solutions-pvt-historical-data>

b. Therefore, I have considered the share prices quoted on NSE for determining the floor price of the Company. The value per share of the Company as per Regulation 164 (1) of ICDR 2018 considering the relevant date as of 25th July 2025 is Rs. 247.65/- (Clause 2 (a) of Market Method)

2. Valuation as per Regulation 163 (3) of ICDR 2018

Specified securities may be issued on a preferential basis for consideration other than cash. Provided that consideration other than cash shall comprise only swap of shares pursuant to a valuation report by an independent registered valuer, which shall be submitted to the stock exchange(s) where the equity shares of the issuer are listed.

a. Market Price Method

For the valuation as per market price method, I have considered valuation as stated in point 1 above.

Particulars	Value per share	Annexure
	in Rs.	
90 Trading Days VWAP	223.83	1
10 Trading Days VWAP	247.65	2
Higher of above two	247.65	

Veranda Learning Solutions Limited- Valuation of Equity

Annexure-1

10 Days Weighted Average Value per Equity Share

Date	SERIES	VOLUME	VALUE
24-Jul-25	EQ	19,73,140	45,15,50,686
23-Jul-25	EQ	5,45,553	13,36,75,100
22-Jul-25	EQ	2,98,583	7,30,52,152
21-Jul-25	EQ	2,92,018	7,29,50,541
18-Jul-25	EQ	10,99,750	27,79,98,480
17-Jul-25	EQ	7,15,630	18,79,44,002
16-Jul-25	EQ	9,18,487	24,15,06,872
15-Jul-25	EQ	5,01,989	13,00,50,261
14-Jul-25	EQ	3,72,398	9,41,98,541
11-Jul-25	EQ	3,32,514	8,30,52,138
Total		70,50,062	1,74,59,78,773
10 Trading Days Volume Weighted Average Price			247.65

Annexure-2

90 Days Weighted Average value per Equity Share

Date	SERIES	VOLUME	VALUE
24-Jul-25	EQ	19,73,140	45,15,50,686
23-Jul-25	EQ	5,45,553	13,36,75,100
22-Jul-25	EQ	2,98,583	7,30,52,152
21-Jul-25	EQ	2,92,018	7,29,50,541
18-Jul-25	EQ	10,99,750	27,79,98,480
17-Jul-25	EQ	7,15,630	18,79,44,002
16-Jul-25	EQ	9,18,487	24,15,06,872
15-Jul-25	EQ	5,01,989	13,00,50,261
14-Jul-25	EQ	3,72,398	9,41,98,541
11-Jul-25	EQ	3,32,514	8,30,52,138
10-Jul-25	EQ	4,75,127	11,76,61,831
09-Jul-25	EQ	4,32,763	10,45,94,213
08-Jul-25	EQ	6,41,132	15,23,04,949
07-Jul-25	EQ	6,75,708	15,75,59,979
04-Jul-25	EQ	25,83,191	56,69,03,367
03-Jul-25	EQ	37,868	74,29,364
02-Jul-25	EQ	70,824	1,39,79,301
01-Jul-25	EQ	32,188	64,44,533
30-Jun-25	EQ	35,091	69,74,853
27-Jun-25	EQ	16,792	33,17,075
26-Jun-25	EQ	2,20,343	4,39,69,331

Veranda Learning Solutions Limited- Valuation of Equity

25-Jun-25	EQ	31,932	63,44,518
24-Jun-25	EQ	35,339	69,99,583
23-Jun-25	EQ	34,291	67,40,856
20-Jun-25	EQ	32,659	64,84,708
19-Jun-25	EQ	1,65,173	3,31,66,774
18-Jun-25	EQ	5,28,405	10,91,63,080
17-Jun-25	EQ	28,703	55,43,027
16-Jun-25	EQ	61,929	1,20,52,058
13-Jun-25	EQ	40,250	79,57,402
12-Jun-25	EQ	86,664	1,75,07,104
11-Jun-25	EQ	5,79,204	11,83,76,488
10-Jun-25	EQ	64,951	1,29,58,893
09-Jun-25	EQ	24,053	47,87,640
06-Jun-25	EQ	75,090	1,49,37,986
05-Jun-25	EQ	57,266	1,14,48,135
04-Jun-25	EQ	1,14,253	2,30,46,240
03-Jun-25	EQ	93,141	1,87,55,374
02-Jun-25	EQ	41,817	85,35,831
30-May-25	EQ	1,02,611	2,12,11,005
29-May-25	EQ	3,53,102	7,64,18,954
28-May-25	EQ	28,048	58,57,948
27-May-25	EQ	45,521	95,87,495
26-May-25	EQ	1,27,717	2,73,68,810
23-May-25	EQ	55,379	1,17,27,630
22-May-25	EQ	14,963	31,16,169
21-May-25	EQ	27,904	58,05,074
20-May-25	EQ	52,681	1,10,21,789
19-May-25	EQ	67,794	1,46,11,095
16-May-25	EQ	65,336	1,37,79,158
15-May-25	EQ	62,670	1,31,41,346
14-May-25	EQ	1,09,704	2,32,45,105
13-May-25	EQ	63,792	1,35,67,467
12-May-25	EQ	47,679	1,02,92,017
09-May-25	EQ	28,890	59,79,294
08-May-25	EQ	82,032	1,76,87,835
07-May-25	EQ	86,010	1,85,57,204
06-May-25	EQ	1,26,732	2,78,84,415
05-May-25	EQ	1,97,402	4,29,10,282
02-May-25	EQ	41,197	85,84,359
30-Apr-25	EQ	69,373	1,44,15,641
29-Apr-25	EQ	31,138	65,02,540
28-Apr-25	EQ	42,697	88,78,232

Veranda Learning Solutions Limited- Valuation of Equity

25-Apr-25	EQ	1,19,898	2,49,42,336
24-Apr-25	EQ	81,281	1,79,70,400
23-Apr-25	EQ	80,429	1,80,55,523
22-Apr-25	EQ	1,19,795	2,71,76,052
21-Apr-25	EQ	7,92,019	17,91,74,420
17-Apr-25	EQ	3,99,379	8,35,55,360
16-Apr-25	EQ	41,687	90,12,019
15-Apr-25	EQ	98,336	2,11,32,891
11-Apr-25	EQ	39,887	85,31,792
09-Apr-25	EQ	45,094	94,98,126
08-Apr-25	EQ	1,91,089	4,11,35,491
07-Apr-25	EQ	94,174	1,88,88,452
04-Apr-25	EQ	5,27,249	11,50,67,559
03-Apr-25	EQ	1,27,572	2,70,92,618
02-Apr-25	EQ	50,729	1,08,70,258
01-Apr-25	EQ	2,69,836	5,79,25,856
28-Mar-25	EQ	7,57,242	15,73,46,008
27-Mar-25	EQ	7,34,900	14,13,81,302
26-Mar-25	EQ	6,03,152	11,98,52,656
25-Mar-25	EQ	4,53,343	9,23,83,981
24-Mar-25	EQ	3,09,859	6,41,02,157
21-Mar-25	EQ	3,09,348	6,47,83,647
20-Mar-25	EQ	1,45,950	3,08,69,446
19-Mar-25	EQ	3,01,958	6,49,06,071
18-Mar-25	EQ	4,96,493	9,73,81,114
17-Mar-25	EQ	1,99,199	3,85,84,182
13-Mar-25	EQ	1,95,265	3,97,03,604
Total		2,38,81,744	5,34,53,97,454
90 Trading Days Volume Weighted Average Price			223.83

b. Comparable Companies Method

I have carried out analysis of listed comparable companies in the Education Industry like Addictive Learn, CP Capital, CL Educate, Global Education etc. with respect to the size of operations, capacity, revenue, EBITDA, EBITDA Margins (%), etc. I have undertaken valuation of Veranda Learning Solutions as per EV/Revenue multiple of listed comparable companies.

I have analysed the EV/Revenue multiple of the Company vis-à-vis comparable companies. To arrive at valuation of the Company as CCM Method I have considered the EV/Revenue multiple of 3.41x is considered to arrive at Enterprise Valuation.

Veranda Learning Solutions Limited- Valuation of Equity

The Enterprise Value so arrived is adjusted for Debt Outstanding, and other adjustments including Cash & Cash equivalents, other surplus assets etc. as on 31st March 2025 to arrive at Equity Valuation.

Audited Financial results of Veranda Learning Solutions Limited for the year ended on 31st March 2025 were made available to me for comparison purposes.

Name	BSE Code	NSE Code	Market Capitalization	Sales	EV/Revenue
Addictive Learn		LAWSIKHO	231.88	73.86	3.14
CL Educate	533260	CAREERP	434.55	336.28	1.29
CP Capital	540403	CLEDUCATE	447.3	109.02	4.10
Global Education		GLOBAL	273.39	74.25	3.68
Median			353.97	91.64	3.41

Rationale for selecting above companies for comparison:

Above entities selected for comparison are not exact comparable and have been selected as they are operating in the education sector. Companies having revenues between 50 crores to 500 crores were filtered from data extracted from Screener.in under the education sector. The filter selected has been intentionally stretched to cover as many companies as possible. Only 4 companies were found within this range. They are not exact, identical comparable and method has been used to satisfy requirements of regulatory exchanges (NSE, BSE) of using all three approaches of Valuation.

Valuation as per EV/Revenue Multiple

Reference	Particulars	Unit	Value
A	Market Capitalisation/Revenue Multiple-CCMM	Number	3.41
B	Less: Discount for Losses incurred	Percentage	0.34
C	Adjusted multiple	Number	3.07
D	Revenue 24-25	Rs. In Crores	470.87
E-C*D	Enterprise Value	Rs. In Crores	1,445.40
F	Less: Debt as on 31st March 2025	Rs. In Crores	513.34
		Rs. In Crores	932.06
G	Add: Cash	Rs. In Crores	75.73
H=E-F+G	Equity Value	Rs. In Crores	1,007.79
I	Number of shares	Number	7,43,96,248
J-H/I	Value per share	INR	135.46

CONCLUSION OF VALUE

Veranda Learning Solutions Limited- Valuation of Equity

Based on the foregoing and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, I report that, in my assessment, the floor price for preferential allotment of equity share as on the valuation date is Rs. 247.65 (Rupees Two Hundred and Forty-Seven point Six-Five paisa only) per equity share

Valuation Summary

Valuation Approach	Valuation Method	Value per share (Amt in Rs)	Weight	Weighted Value	Date of Valuation
Market Approach	Market Price-Regulation 164(1)	247.65	100%	247.65	25-Jul-25
	Comparable company Method*	135.46	0%	0.00	31-Mar-25
Income Approach	Discounted cash flow method	160.53	0%	0.00	25-Jul-25
Asset Approach	Net Asset Value	71.57	0%	0.00	25-Jul-25
Weighted Average Value per share			100%	247.65	
Relative Fair Value Per share (In Rs.)		247.65			

* Number of shares considered are 7,43,96,248 as on 31st March 2025

Valuation Approach	Method	Reasons
Market Approach	Market Price-Regulation 164(1)	Law of large numbers states that the average of the results obtained from a large number of independent samples converges to the true value. Multiple traders, multiple trading lots are in a better position to decide true value of Equity without bias. On this basis, 100% weightage has been accorded to Method under Regulation 164(1) of SEBI (ICDR) Regulations, 2018. Subjectivity present in other methods is based on certain assumptions which is not free of bias.
	Comparable company Method	Zero weightage accorded due to non availability of exact, identical comparable companies.
Income Approach	Discounted cash flow method	Zero weightage accorded due to unpredictability of future projections in the light of uncertain Geo-Political events.
Asset Approach	Net Asset Value	The value arrived at under this approach is based on the value per share of the underlying net assets and liabilities of the company, either on book value basis, replacement cost basis or reproduction cost basis. This approach is mainly used in case where the firm is to be liquidated, i.e., in case where the assets base dominates the earnings capability. This method has been used only for arithmetical purposes and since the entity is not contemplating liquidation, zero percent weightage has been accorded to it.

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Veranda Learning Solutions Limited- Valuation of Equity**SCOPE, LIMITATIONS AND EXCLUSIONS**

I have relied upon the information, data, explanation and representations given to me by the Management including financial information, significant transactions and events occurring subsequent to the balance sheet date. I have assumed such representations to be reliable and my conclusions are dependent on such information being complete and accurate in all material respects.

I have not carried out a due diligence or audit of Transaction Undertaking for the purpose of opining on the share entitlement ratio nor have I independently investigated or otherwise verified the data provided. my work was not designed to verify the accuracy or reliability of the information provided to us and nothing in this report should be taken to imply that I have conducted procedures, audits or investigations in an attempt to verify or confirm any of the information supplied to us.

My review and analysis has been limited to the above-mentioned procedures and my analysis is subject to this limitation. My reliance and use of this information provided by the management should not be constructed as expression of my opinion on it and I do not and will not accept any responsibility or liability for any inaccuracy in it.

The exercise of valuation is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single share entitlement ratio. While I have provided my opinion of the Share Entitlement Ratio based on the information available to us and within the scope and constraints of my engagement, others may have a different opinion as to the same.

This Report is furnished solely for purpose of arriving at Fair value of Company for purposes of Preferential Allotment. The Company shall not use this report for any other purpose other than stated above. This valuation report is valid only as on the Valuation date. The fee for the engagement is not contingent upon the results reported.

My work does not constitute an audit or certification of the subject Company's financial. Accordingly, I am unable to and do not express any opinion on the accuracy of information referred to in this report. I assume no responsibility for any errors in the information submitted by the management and their impact on the present exercise.

This Valuation report is issued on the understanding that the subject Company has drawn my attention to all the relevant matters, of which it was aware, concerning the Company's financial projection and business which may have an impact on my Report.

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations, and that the Companies will be managed in a competent and responsible manner Further, this Report has given no consideration to matters of a legal nature including issue of legal title and compliance with local laws, and litigation and other contingent liabilities that are not disclosed in the audited/unaudited balance sheet of the Companies. my conclusion of value assumes that the assets and liabilities of the Companies, reflected in their respective latest balance sheets remain intact as of the Report date.

Veranda Learning Solutions Limited- Valuation of Equity

I am an eligible Registered Valuer as per Rule 3 of Registered Valuer and Valuation Rules registered with ICAIRVO (Institute of Chartered Accountants of India-Registered Valuer)

Neither of my employees nor myself have any financial interest in the company.

A valuation of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on and the information made available to us as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it and I do not assume any obligation to update, revise or reaffirm this report.

The valuation of companies and assets is made based on the available facts and circumstances and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Although every scientific method has been employed in systematically arriving at the value, there is no indisputable single value and the estimate of the value is normally expressed as falling within a likely range.

To comply with the client request, I have provided a single value for the overall Fair Market Value of the assets of company.

I consider the valuation to be reasonable based on the information available, others may place a different value.

The actual market price achieved may be higher or lower than my estimate of value (or range of value) depending upon the circumstances of the transaction (for example the competitive bidding environment), the nature of the business (for example the purchaser's perception of potential synergies).

The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved. Accordingly, my valuation conclusion will not necessarily be the price at which actual transaction will take place.

Where I have relied on data, opinions or estimates from external sources (believe it to be reliable), reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context. No procedures have been performed to verify accuracy and completeness of information

My responsibility is only to the authority/client that has appointed me under the terms of the engagement letters. I will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall I be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the client or companies, their directors, employees or agents.

I have made certain assumptions in relation to facts, conditions or situations affecting the subject of, or approach to, this exercise that has not been verified as part of the engagement rather, treated as "a supposition taken to be true". If any of these assumptions prove to be incorrect, then my estimate on value will need to be revised.

I express no opinion as to how closely the actual results will correspond to those projected/forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management.

In the absence of a statement to the contrary, I have assumed that no hazardous conditions or materials exist which could affect the subject business or the assets. I am not qualified to establish the absence of such conditions or materials, nor do I assume the responsibility for discovering the same. my valuation takes no such liabilities into

Veranda Learning Solutions Limited- Valuation of Equity

account, except as they have been reported to the RV by the client or by an environmental consultant of the client, and then only to the extent that the liability was reported to us in an actual or estimated amount.

I have assumed that the business continues normally without any disruptions due to statutory or other external/internal occurrences. In any extreme situation if the value has to be defended in any court, it will be a separate assignment which will be chargeable based on the work involved.

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VALUERS CREDENTIALS

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Vandana Sankhala

Chartered Accountant

Registered Valuer, IBBI

Certified Valuator and Analyst-NACVA

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