

August 05, 2025

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

Pursuant to Regulation 30 of the SEBI Listing Regulations this is to inform you that a Scheme of amalgamation between Veranda K-12 Learning Solutions Private Limited, ("Transferor Company"), (Stepdown Subsidiary of the Company and Wholly Owned Subsidiary of the Transferee Company) and Veranda Administrative Learning Solutions Private Limited, ("Transferee Company") (Wholly Owned Subsidiary of the Company) has been approved by the Board of Directors of the Transferor and Transferee Companies at their respective meetings held on August 04, 2025.

The details required under SEBI Listing Regulations are enclosed as Annexure A.

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

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

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

✉ contact@verandalearning.com

🌐 www.verandalearning.com

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808, Anna Salai, Nandanam,
Chennai -600 035

CIN: L74999TN2018PLC125880

Annexure -A

Particulars	Information Disclosed
Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p>(a) Name of the entities</p> <p>Transferor Company: Veranda K-12 Learning Solutions Private Limited (Stepdown Subsidiary of the Company and wholly owned subsidiary of the Transferee Company)</p> <p>Transferee Company: Veranda Administrative Learning Solutions Private Limited (Wholly Owned Subsidiary of the Company)</p> <p>(b) Details of Merger Scheme of amalgamation between Veranda K-12 Learning Solutions Private Limited, ("Transferor Company"), (Stepdown Subsidiary of the Company and wholly owned subsidiary of the Transferee Company) and Veranda Administrative Learning Solutions Private Limited, ("Transferee Company") Wholly Owned Subsidiary of the Company.</p> <p>(c) Net worth of the Transferor Company: Rs.1,525.96 Lakhs of FY 2024-25 Net worth of the Transferee Company: Rs. 7,523.90 Lakhs of FY 2024-25</p> <p>(d) Turnover of the Transferor Company: Rs. 2,847.80 Lakhs of FY2024-25 Turnover of Transferee Company: Rs. 72.00 Lakhs of FY 2024-25</p>
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>The Transferor Company is a direct wholly owned subsidiary of the Transferee Company and hence both companies are related party to each other.</p> <p>However, the Ministry of Corporate Affairs has clarified vide its General Circular No. 30/ 2014 dated July 17, 2014 those transactions arising out of Compromise, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act 2013, will not fall within the purview of related party transaction in terms of Section 188 of the Companies Act, 2013.</p> <p>Further, pursuant to Regulation 23(5) of the SEBI Listing Regulations, the provisions relating to related party transactions are not applicable.</p>

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Area of business of the entity(ies)	<p>The Transferor Company is engaged in the business of providing educational infrastructure services ("Business of the Transferor Company").</p> <p>The Transferee Company is engaged in the business of imparting education in all fields ("Business of the Transferee Company").</p>
Rationale for amalgamation/merger	To consolidate the group structure.
In case of cash consideration – amount or otherwise share exchange ratio	<p>The Transferor Company is a Wholly owned subsidiary of the Transferee Company, and the Transferee Company is a Wholly owned subsidiary of Veranda Learning Solutions Limited ("the Company").</p> <p>There is no cash consideration or issue of shares involved under the scheme of amalgamation.</p>
Brief details of change in shareholding pattern (if any) of listed entity	There would be no change in the shareholding pattern of Veranda Learning Solutions Limited ("the Company").

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