

**March 28, 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>
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Dear Sir/Madam,

**Sub: Disclosure under Regulation 30 of the SEBI (LODR) Regulations, 2015 -Merger of Subsidiaries of Veranda Learning Solutions Limited ("the Company")**

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015 this is to inform that Merger between Sreedhar CCE Learning Solutions Private Limited, ("Transferor Company"), (Stepdown Subsidiary of the Company and wholly owned subsidiary of the Transferee Company) and Veranda Race Learning Solutions Private Limited, ("Transferee Company") Wholly Owned Subsidiary of the Company has been approved by the Audit Committee of the Company and the Board of Directors of the Transferor and Transferee Company.

The details as required under Listing Regulations is 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**

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Chennai -600 035


CIN: L74999TN2018PLC125880

### **Annexure -A**

<b>Details of events that needs to be provided</b>	<b>Information of such event(s)</b>
Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<p><b>(a) Name of the entities</b></p> <p><b>Transferor Company:</b> Sreedhar CCE Learning Solutions Private Limited</p> <p><b>Transferee Company:</b> Veranda Race Learning Solutions Private Limited</p> <p><b>(b) Details of Merger</b></p> <p>Merger between Sreedhar CCE Learning Solutions Private Limited, ("Transferor Company"), (Stepdown Subsidiary of the Company and wholly owned subsidiary of the Transferee Company) and Veranda Race Learning Solutions Private Limited, ("Transferee Company") Wholly Owned Subsidiary of the Company.</p> <p><b>(c) Turnover/Revenue for December 31, 2024</b></p> <p><b>Transferor Company:</b> Sreedhar CCE Learning Solutions Private Limited – Rs. 3,093.99 (In Lakhs)</p> <p><b>Transferee Company:</b> Veranda Race Learning Solutions Private Limited Rs. 6,662.09 (In Lakhs)</p>
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	The Transferor Company is a wholly-owned subsidiary of the Transferee Company. The proposed merger does not fall within the purview of the related party transaction under Section 188 of the Companies Act, 2013 and the same is subject to the sanction of the Regional Director, Chennai. Further, pursuant to Regulation 23(5)(b) of the SEBI (LODR) Regulations, the related party transaction

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	provisions are not applicable to the proposed Scheme.
Area of business of the entity(ies)	<p><b>Sreedhar CCE Learning Solutions Private Limited</b></p> <p>The Transferor Company is engaged in the business of providing educational services in the field of competitive exams training ("Business of the Transferor Company").</p> <p><b>Veranda Race Learning Solutions Private Limited</b></p> <p>The Transferee Company is engaged in the business of providing educational services in the field of competitive exams training ("Business of the Transferor Company").</p>
Rationale for amalgamation/ merger	To rationalize and 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</p> <p>There is no cash consideration or issue of shares involved under the scheme of merger.</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 since no shares shall be allotted.



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