

September 10, 2025

To The Secretary BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai - 400 001 Scrip Code: 543514	To The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 Scrip Code: 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").

We refer to our earlier communication dated July 28, 2025, wherein the Board of Directors of the Company approved the acquisition of the remaining 24% equity stake held by an existing shareholder in Veranda XL Learning Solutions Private Limited ("VXL"). This acquisition was executed through a combination of cash consideration and a share swap.

In this regard, we wish to inform you that the Company has successfully completed the acquisition of a 24% equity stake in VXL today, i.e., September 10, 2025, as outlined below;

A. Acquisition of 12% Equity Stake in VXL through share swap.

This is with reference to the In-principle approval granted by your good offices vide BSE letter No. LOD/PREF/KD/FIP/824/2025-26 dated September 05, 2025 and NSE Letter No. Ref: NSE/LIST/50059 dated September 05, 2025

Pursuant to the provisions of the SEBI Listing Regulations, we wish to inform you that the Allotment Committee of the Company, at its meeting held today i.e. September 10, 2025, has approved the allotment of 20,16,124 (Twenty Lakh Sixteen Thousand One Hundred Twenty-Four) fully paid up equity shares of the Company having a face value of Rs.10/- (Rupees Ten Only) each at an issue price of Rs. 248/- (Rupees Two Hundred and Forty-Eight Only) per equity share including a premium of Rs. 238/- (Rupees Two Hundred and Thirty-Eight Only) per equity share, aggregating to not exceeding Rs. 49,99,98,752/- (Rupees Forty-Nine Crores Ninety-Nine Lakhs Ninety-Eight Thousand Seven Hundred and Fifty-Two Only) by way of Preferential Issue for consideration other than cash (i.e.) being consideration for acquisition of 9,49,485 (Nine Lakhs Forty-Nine Thousand Four Hundred and Eighty-Five) (i.e. constituting 12% Equity Share Capital of VXL) equity shares of Rs. 10/- each of VXL.

The details of pre and post allotment paid-up equity share capital of the Company are as follows:

Particulars	No. of Equity Shares	Amount (in Rs.)
Pre-allotment paid up share capital	9,36,02,271	93,60,22,710
Post allotment paid up share capital	9,56,18,395	95,61,83,950

The Equity Shares allotted shall be locked in as per the applicable provisions of Chapter V of the SEBI ICDR Regulations.

The requisite details as required in terms of SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are provided as **Annexure I**.

The meeting of the Committee commenced at 6.00 P.M. and concluded at 6.30 P.M.

B. Acquisition of 12% Equity Stake in VXL through Cash Consideration

Further, we wish to inform you that the company has completed the acquisition of the remaining 12% equity stake in VXL through cash consideration, comprising 9,49,485 fully paid-up equity shares of ₹10/- each, representing 12% of the equity share capital of VXL.

As a result of the above, the Company now holds 100% of the fully diluted equity share capital of VXL, which has become a wholly owned subsidiary of the Company.

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>

Thanks & Regards
For Veranda Learning Solutions Limited

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

Annexure I

Sr. No.	Particulars of Securities	Details of Securities
a)	Type of securities	Equity Shares
b)	Type of issuance	Preferential Issue for consideration other than cash in accordance with Chapter V of the SEBI ICDR Regulations and other applicable law
c)	Total number of securities issued or the total amount for which the securities will be issued.	20,16,124 (Twenty Lakh Sixteen Thousand One Hundred Twenty-Four) fully paid up equity shares of the Company having a face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 248/- (Rupees Two Hundred and Forty-Eight Only) per equity share including a premium of Rs. 238/- (Rupees Two Hundred and Thirty-Eight Only) per equity share, aggregating to not exceeding Rs. 49,99,98,752/- (Rupees Forty-Nine Crores Ninety-Nine Lakhs Ninety-Eight Thousand Seven Hundred and Fifty-Two Only) by way of Preferential Issue for consideration other than cash (i.e.) being consideration for acquisition of 9,49,485 (Nine Lakhs Forty-Nine Thousand Four Hundred and Eighty-Five) equity shares of Rs. 10/- each of VXL.
In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):		
i	Name of the Investors	Mr. Jitendra Kantilal Shah
ii.	Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles)	20,16,124 (Twenty Lakh Sixteen Thousand One Hundred Twenty-Four) fully paid-up equity shares of the Company having a face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 248/- (Rupees Two Hundred and Forty-Eight Only) per equity share including a premium of Rs. 238/- (Rupees Two Hundred and Thirty-Eight Only) per equity share, aggregating to not exceeding Rs. 49,99,98,752/- (Rupees Forty-Nine Crores Ninety-Nine Lakhs Ninety-Eight Thousand Seven Hundred and Fifty-Two Only)
iii.	No. of Investors	01 (One)
iv.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	Not Applicable