

<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: Outcome of the Meeting of Board of Directors of Veranda Learning Solutions Limited ("the Company") held on September 25, 2025**

This is to inform you that the Board of Directors of the Company at its meeting held today, i.e. Thursday, September 25, 2025, has *inter alia* approved the following.

1. Strategic Divestment of Vocational Segment and Consequent Acquisition of 50% Stake in SNVA Edutech Limited

As part of its strategic realignment in the vocational education space, the Company has approved the divestment of its entire Vocational segment — comprising Brain4ce Education Solutions Private Limited and Veranda Management Learning Solutions Private Limited (wholly owned subsidiaries), and Six Phrase Edutech Private Limited (held through its wholly owned subsidiary, Veranda Administrative Learning Solutions Private Limited) — to SNVA Edutech Limited (SNVA), for a consideration other than cash, subject to shareholders' approval at the forthcoming Annual General Meeting.

In consideration for the transfer of these entities, SNVA will allot equity shares to Veranda Learning Solutions Limited and Veranda Administrative Learning Solutions Private Limited, resulting in the Company and its subsidiary collectively holding a 50% equity stake in SNVA Edutech Limited.

Through this, Veranda is working towards allowing its divested businesses along with SNVA to independently unlock value as a large, profitable and market leading entities. Further, this strategic move enables the Company to participate meaningfully in the future growth and direction of SNVA, while unlocking value from its existing vocational education assets.

This partnership creates a uniquely global education platform combining Veranda's strong Indian market and domestic capabilities with SNVA's international footprint. The combined entity will integrate skilling, vocational and higher education operations across India, the USA, UK, France, Italy, Malta, Switzerland and Singapore, positioning itself differently from any competitor.

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The details in this regard, pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are enclosed as **Annexure A** for divestment and **Annexure B** for acquisition to this letter.

2. Addendum to the AGM Notice

The addendum to the Notice of the Annual General Meeting dated September 06, 2025, in relation to Item No. 6, to incorporate additional details pertaining to the said item.

3. Authorization for Conversion of Outstanding Loans Extended to Brain4ce Education Solutions Private Limited

The conversion of outstanding loans into equity shares in its wholly owned subsidiary, Brain4ce Education Solutions Private Limited ("Brain4ce").

It is important to note that this transaction does not involve any fresh infusion of capital by the Company.

The details in this regard, pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are enclosed as **Annexure C** to this letter.

The Board Meeting Commenced at 3.00 P.M. (IST) and concluded at 4.00 P.M (IST).

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/board-meetings>

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

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

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**Annexure A**

Information to be provided	Details
The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year;	Detailed in <b>Note 1</b> below.
Date on which the agreement for sale has been entered into	September 25,2025 The sale will be effective upon closing of the transaction, which will take place only after receipt of shareholder approval.
The expected date of completion of sale/disposal	On or before October 31,2025
consideration received from such sale/disposal	<p>INR 390.11 crores to be discharged by SNVA Edutech Limited by issuance of its equity shares, pursuant to which Veranda Learning Solutions Limited, together with Veranda Administrative Learning Solutions Private Limited, will hold a 50% equity stake in SNVA Edutech Limited.</p> <p>Since the consideration for the disposal is in the form of equity shares of SNVA Edutech Limited, pursuant to which Veranda Learning Solutions Limited, along with Veranda Administrative Learning Solutions Private Limited, will hold 50% equity stake in SNVA Edutech Limited, the requisite details pertaining to the acquisition are disclosed in Annexure B to this letter.</p>
Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	<p>SNVA Edutech Limited is engaged in the providing Education services, Training and Business support services. The Company caters both domestic and international markets. The services includes providing online education, training, certification courses and counselling to students for pursuing higher education in multi discipline.</p> <p>SNVA Edutech Limited does not belong to promoter/ promoter group/group companies.</p>

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whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Not applicable
Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	Yes, the divestment is not part of any Scheme of Arrangement. The provisions of Regulation 37A are applicable; The approval of the members is being sought at the ensuing Annual General Meeting of the Company.
Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not applicable

**Note 1:**

Name of the Entity	Particulars	Amount(Rs.)	% to Veranda Learning Solutions Ltd consolidated
Brain4ce Education Solutions Private Limited	Turnover / Income	70,72,35,862.78	15.02%
	Net worth	-88,39,00,587.80	-34.40%
Veranda Management Learning Solutions Private Limited	Turnover / Income	30,06,35,901.61	6.38%
	Net worth	-32,09,76,632.27	-12.49%
Six Phrase Edutech Private Limited	Turnover / Income	12,13,15,123.43	2.58%
	Net worth	58,19,71,004.96	22.65%

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**Annexure – B**

<b>Information to be provided</b>	<b>Details</b>
<p>Name of the target entity, details in brief such as size, turnover etc</p>	<p><b>Name of Target :</b> SNVA Edutech Limited</p> <p><b>Details of the Target :</b> SNVA Edutech Limited is domiciled in India existing since 3rd November 2009. The Company is engaged in the providing Education services, Training and Business support services. The Company caters both domestic and international markets. The services includes providing online education, training, certification courses and counselling to students for pursuing higher education in multi discipline.</p> <p><b>Assets size of the Target:</b> FY 2024-25 INR 2,079.27 Lakhs</p> <p><b>Turnover of the Target:</b> FY 2024-25 INR 3,326.76 lakhs</p>
<p>Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”</p>	<p>The acquisition of shares does not fall under related party transactions as per provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The promoter / promoter group / group companies of Veranda Learning Solutions Limited have no interest in the said acquisition.</p>
<p>Industry to which the entity being acquired belongs</p>	<p>Engaged in the professional upskilling and training sector.</p>
<p>Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)</p>	<p>This transaction is a key milestone in the Veranda 2.0 strategy, designed to sharpen business priorities, focus resources on high-growth verticals, and create long-term shareholder value. The combined entity will integrate vocational, skilling, and higher education businesses across India, the US, the UK, the UAE, France, Germany, and Italy, positioning itself as a diversified and globally scalable education platform</p>

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	Combines Veranda's strong domestic brands and university partnerships with SNVA's global university network and enterprise reach.
Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
Indicative time period for completion of the acquisition	On or before October 31,2025.
Nature of Consideration - whether cash consideration or share swap or any other form and details of the same	Consideration by way of share swap
Cost of acquisition and/or the price at which the shares are acquired	Cost of Acquisition is INR 390.11 Crores by way of share swap
Percentage of shareholding / control acquired and / or number of shares acquired;	SNVA Edutech Limited will issue of its equity shares, pursuant to which Veranda Learning Solutions Limited, together with Veranda Administrative Learning Solutions Private Limited, will hold a 50% equity stake in SNVA Edutech Limited.
Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p><b>Brief Background:</b> The Company is engaged in the providing Education services, Training and Business support services. The Company caters both domestic and international markets. The services includes providing online education, training, certification courses and counselling to students for pursuing higher education in multi discipline.</p> <p><b>Line of business :</b> Education industry</p> <p><b>Date of incorporation:</b> 03/11/2009</p> <p><b>Turnover of last 3 years of</b>  FY 2022-23: INR 1,516.78 lakhs  FY 2023-24: INR 2,229.79 lakhs  FY 2024-25: INR 3,326.76 lakhs</p> <p><b>Country in which the acquired entity has presence:</b> India</p>

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**Annexure – C**

<b>Information to be provided</b>	<b>Details</b>
Name of the target entity, details in brief such as size, turnover, etc.	<p>i) <b>Name of Target:</b> Brain4ce Education Solutions Private Limited ("Brain4ce")</p> <p>ii) <b>Details of the Target:</b> Engaged in the professional upskilling and training sector.</p> <p>iii) <b>Assets size of the Target:</b> INR 3,564.09 lakhs (FY 2024-25)</p> <p>iv) <b>Turnover of the Target:</b> INR 7,072.35 lakhs (FY 2024-25)</p>
<p>Whether the acquisition would fall within related party transaction(s)?</p> <p>Whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?</p> <p>If yes, nature of interest and details thereof and whether the same is done at "arm's length"</p>	<p>Not Applicable.</p> <p>Brain4ce is a wholly owned subsidiary of the Company.</p> <p>The promoter/promoter group/group companies of the company have no interest in the said acquisition.</p>
Industry to which the entity being acquired belongs.	Brain4ce is engaged in the professional upskilling and training sector.
Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p><u>Object:</u> To strengthen the capital structure, improve profitability and facilitate business growth.</p> <p><u>Impact:</u> Not applicable. There is no fresh infusion of capital.</p>
Brief details of any governmental or regulatory approvals required for the acquisition	Not applicable
Indicative time period for completion of the acquisition	On or before September 29,2025
Consideration - whether cash consideration or share swap or any other;	The existing outstanding loan (including interest) is now converted into equity
Cost of acquisition and/or the price at which the shares are acquired.;	Not Applicable

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<p>Percentage of shareholding / control acquired and / or number of shares acquired.</p>	<p>Brain4ce is a wholly owned subsidiary of the Company. No. of shares to be allotted post conversion of loan: 5,99,718</p>
<p>Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)</p>	<p><b>Brief background:</b> Brain4ce provides academic learning, professional skilling, and corporate training services in high-demand technology domains, including Full Stack Web Development, CISSP, AI/ML, and Cloud Computing</p> <p><b>Line of business:</b> Education Industry</p> <p><b>Date of incorporation:</b> 13/05/2011</p> <p><b>Turnover of the last 3 years:</b>  FY 2022-23: INR 8,043.53 lakhs  FY 2023-24: INR 8,760.65 lakhs  FY 2024-25: INR 7,072.35 lakhs</p> <p><b>Country in which the acquired entity has presence:</b> India</p>

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