



VERANDA LEARNING SOLUTIONS LIMITED

CIN: L74999TN2018PLC125880

Registered Office: G.R. Complex, First Floor, No. 807-808, Anna Salai Nandanam, Chennai – 600035

Website: www.verandalearning.com; **Phone:** 044 4690 1007

Email: secretarial@verandalearning.com

ADDENDUM TO THE NOTICE OF THE 7th ANNUAL GENERAL MEETING OF THE MEMBERS OF VERANDA LEARNING SOLUTIONS LIMITED TO BE HELD ON MONDAY, SEPTEMBER 29, 2025, AT 11.30 A.M (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM").

Veranda Learning Solutions Limited ("the Company") had issued a Notice dated September 06, 2025, convening the Annual General Meeting ("AGM") of its members, scheduled to be held on Monday, September 29, 2025, at 11:30 A.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

The said AGM Notice was dispatched to the members of the Company in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, and other applicable statutory requirements.

With reference to Item No. 6 of the AGM Notice, the Board of Directors, at its meeting held on September 25, 2025, approved the sale, dilution and divestment of Vocational Education vertical to SNVA Edutech Limited (CIN U80100DL2009PLC195637) [SNVA]. In this regard, the following additional details are submitted for the consideration of the Members.

The Company has entered into definitive agreements for the sale, dilution and divestment of its Vocational Education vertical comprising of:

- Brain4ce Education Solutions Private Limited (Wholly Owned Subsidiary);
- Veranda Management Learning Solutions Private Limited (Wholly Owned Subsidiary); and
- Six Phrase Edutech Private Limited (Step-down Subsidiary held through Veranda Administrative Learning Solutions Private Limited),

for a total consideration of Rs. 390.11 Crores (Rupees Three Hundred Ninety Crores and Eleven Lakhs only).

The consideration will be settled by SNVA through the issuance of its equity shares, pursuant to which Veranda Learning Solutions Limited, together with Veranda

Administrative Learning Solutions Private Limited, will hold collectively 50% equity stake in SNVA.

Further, the sale, dilution and divestment will be effective upon receipt of shareholder's approval and all other approvals that may be /are required.

This Addendum shall form an integral part of the AGM Notice dated September 06, 2025. Accordingly, the AGM Notice shall always be read together with this Addendum.

The Link to access the Addendum is also being published in the Financial Express (National Daily Newspaper) and Makkal Kural (Regional Daily Newspaper) and the Addendum will also be made available on website of both the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited, on the website of the Company at <https://www.verandalearning.com/web/index.php/general-meeting> and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.

By Order of the Board
For Veranda Learning Solutions Limited

Sd/-
S. Balasundharam
Company Secretary and Compliance Officer
Membership No: ACS 11114

Date: September 25, 2025
Place: Chennai

**REGISTERED OFFICE:
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