

September 05, 2025

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

Dear Sir/Madam,

Sub: Outcome of the Meeting of Board of Directors of the Company held on September 05, 2025

The Board of Directors of the Company at the meeting held, today, i.e. Friday, September 05, 2025, has *inter alia* considered and approved the following.

1. To explore options for divestment of Vocational segment of the company, comprising of Brain4ce Education Solutions Private Limited, Veranda Management Learning Solutions Private Limited (Wholly Owned Subsidiaries) and Six Phrase Edutech Private Limited (held through the Company's wholly owned subsidiary, Veranda Administrative Learning Solutions Private Limited), in any manner whatsoever.

The above is in line with the recommendations/approval of the Restructuring Committee and the Audit Committee, as discussed in their respective meetings held today, i.e. Friday, September 05, 2025. The Company will seek prior approval from the shareholders for the proposed divestment.

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** to this letter.

This step is in line with Veranda's broader strategy of consolidating and creating value from its focus on 4 key verticals: Academic, government test prep, commerce and vocational domains. A copy of the press release is enclosed as **Annexure B** to this letter.

2. The 7th Annual General Meeting of the Company is proposed to be held on Monday, September 29, 2025 through Video Conference or Other Audio Visual Means.

The Board Meeting Commenced at 12:00 P.M. (IST) and concluded at 01:25 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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CIN: L74999TN2018PLC125880

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 Note 1 below.
Date on which the agreement for sale has been entered into	Will be updated based on progress
The expected date of completion of sale/disposal;	Will be updated based on progress
consideration received from such sale/disposal	Will be updated based on progress
Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	Will be updated based on progress
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; therefore, approval of the members is being sought
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.	Will be updated based on progress

Note 1:

Name of the Entity	Particulars (F.Y 2024-2025)	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

Veranda Learning announces plans for divestment of vocational vertical

In advanced stage to file scheme for demerger of its Commerce Vertical

Veranda Learning Solutions Limited, a listed enterprise offering end-to-end education solutions, announced that its Restructuring Committee, Audit Committee and Board has recommended and approved a proposal to divest its vocational training vertical, comprising Brain4ce Education Solutions Private Limited, Veranda Management Learning Solutions Private Limited and Six Phrase Edutech Private Limited.

This step is in line with Veranda's broader strategy of consolidating and creating value from its focus on 4 key verticals: Academic, government test prep, commerce and vocational domains. The company had recently announced its intent to demerge its commerce vertical, and this proposed divestment now marks another significant milestone in its journey towards streamlining its operations, sharpening business priorities and creating value.

Through this restructuring, Veranda is working towards allowing its divested businesses to independently unlock value as a large, profitable, debt-free and market leading entities. In particular, Veranda is looking to collaborate with partners in India who have strong and established affiliations with universities worldwide, thereby enabling greater reach, scale, and innovation in the higher education and skilling ecosystem.

Commenting on the development, Mr. Suresh Kalpathi, Executive Director and Chairman, Veranda Learning Solutions, said: "The decision to divest the vocational vertical reflects Veranda's commitment to evaluating opportunities that enhance long-term shareholder value and ensure that each business line is optimally positioned for growth. The move allows the company to focus resources and investments on areas where it has built strong market presence and growth potential, while enabling its divested verticals to explore opportunities better suited to their strengths."

As part of its ongoing restructuring approach, Veranda Learning continues to actively assess divestment opportunities with the objective of building a stronger, more focused enterprise aligned to the evolving needs of the education sector.

About Veranda Learning

Established in 2018 by the Kalpathi AGS Group, Veranda Learning Solutions Limited has rapidly evolved into a prominent, publicly listed education company. With a strong presence in schools, colleges, test preparation, study abroad, and software upskilling, Veranda has expanded its nationwide reach and impact. The company integrates advanced technology, robust processes, and innovative methodologies to offer high-quality, personalized learning experiences. Committed to driving student success and academic excellence, Veranda employs a multi-modal delivery system supported by a disciplined and comprehensive learning framework.

For more information, please visit www.verandalearning.com

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