

March 12, 2026

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

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

In compliance with Regulation 30 of the SEBI Listing Regulations, the Company hereby informs that:

- 1. Transfer of Shareholding:** Veranda Administrative Learning Solutions Private Limited, a wholly-owned subsidiary of Veranda Learning Solutions Limited (**the Company**), has transferred 100% of its shareholding held in Neyyar Academy Private Limited and Neyyar Education Private Limited (step-down wholly-owned subsidiaries of the Company), to Veranda Race Learning Solutions Private Limited, a wholly-owned subsidiary of the Company, on March 11, 2026.
- 2. Merger Approval:** The Board of Directors of the concerned entities on March 11, 2026, have approved the merger of:
 - a) Veranda IAS Learning Solutions Private Limited (“Transferor Company-1”), wholly owned subsidiary of the Company,
 - b) Neyyar Academy Private Limited (“Transferor Company-2”), step-down wholly owned subsidiary of the Company, with
 - c) Veranda Race Learning Solutions Private Limited (“Transferee Company”), wholly owned subsidiary of the Company.

The above restructuring has been undertaken as part of the Company’s strategic initiative to reorganise and consolidate its Government Test Preparation segment, with the objective of improving operational efficiencies and enabling focused growth of the segment.

The details as required under Regulation 30 of the SEBI Listing Regulations, read with SEBI Circular No. HO/49/14/14(7)2025-CFPOD2/I/3762/2026 dated January 30, 2026, are provided as:

- **Annexure A** – pertaining to Transfer of Shareholding
- **Annexure B** – pertaining to Merger Approval

The aforesaid information is also hosted on the website of the Company viz. <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

Veranda Learning Solutions Limited

 G.R. Complex, First Floor, No. 807-808, Anna Salai, Nandanam, Chennai - 600 035

CIN: L74999TN2018PLC125880 [Email- secretarial@verandalearning.com](mailto:secretarial@verandalearning.com)

www.verandalearning.com Ph: +91 44 4690 1007

Annexure A

Particulars	Details
Details and reasons for restructuring	Veranda Administrative Learning Solutions Private Limited (wholly owned subsidiary of the Company) transferred its 100% shareholding held in Neyyar Academy Private Limited and Neyyar Education Private Limited (step-down wholly-owned subsidiaries of the Company) to Veranda Race Learning Solutions Private Limited (wholly- owned subsidiary of the Company), on March 11, 2026. The transaction has been undertaken with the intention of rationalizing and simplify the overall group structure.
Quantitative and / or qualitative effect of restructuring	Rationalization and simplification of the overall group structure.
Details of benefit, if any, to the promoter/promoter group/ group companies from such proposed restructuring	Not Applicable
Brief details of change in shareholding pattern (if any) of all entities	Internal restructuring through transfer of 100% shareholding held by Veranda Administrative Learning Solutions Private Limited (wholly owned subsidiary of the Company) in Neyyar Academy Private Limited and Neyyar Education Private Limited (step-down wholly-owned subsidiaries of the Company) to Veranda Race Learning Solutions Private Limited (wholly owned subsidiary of the Company).

Annexure B

Particulars	Details
<p>Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as size, turnover etc.</p>	<p>Name of the entities Transferor Companies:</p> <ol style="list-style-type: none"> 1. Veranda IAS Learning Solutions Private Limited (“Transferor Company-1”) Wholly-owned subsidiary of the Company 2. Neyyar Academy Private Limited (“Transferor Company-2”) – Step-down wholly-owned subsidiary of the Company <p>Transferee Company: Veranda Race Learning Solutions Private Limited – Wholly-owned subsidiary of the Company</p> <p>Details of Merger: Merger of Transferor Company-1 and Transferor Company-2 with Transferee Company.</p> <p>Turnover/ Revenue for nine months ended December 31, 2025</p> <p>Transferor Companies: Veranda IAS Learning Solutions Private Limited (“Transferor Company-1”) – Rs. 293.47 Lakhs</p> <p>Neyyar Academy Private Limited (“Transferor Company-2”) – Rs. 135.89 Lakhs</p> <p>Transferee Company: - Veranda Race Learning Solutions Private Limited – Rs. 7,483.23 Lakhs</p>
<p>Whether the transaction falls within related party transactions</p>	<p>The Transferor Companies are related to the Transferee Company.</p> <p>However, the Ministry of Corporate Affairs has clarified vide its General Circular No. 30/ 2014 dated July 17, 2014, those transactions arising out of Compromise, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 2013, will not fall within the purview of related party transactions in terms of Section 188 of the Companies Act, 2013.</p> <p>Further, pursuant to Regulation 23(5) of the SEBI Listing Regulations, the provisions relating to related party transactions are not applicable</p>

<p>Area of business of the entity(ies)</p>	<p>Veranda IAS Learning Solutions Private Limited: Comprehensive coaching for UPSC and TNPSC Group 1 exams through residential programs, online live classes, and test series.</p> <p>Neyyar Academy Private Limited: Engaged in the business of providing educational services in the field of competitive exams training</p> <p>Veranda Race Learning Solutions Private Limited: The Transferee Company is engaged in the business of providing educational services in the field of competitive exams training</p>
<p>Rationale for amalgamation/ merger</p>	<p>To rationalize and consolidate the group structure.</p>
<p>Cash consideration or share exchange ratio</p>	<p>Transferor Company-1 is wholly owned subsidiary of Veranda Learning Solutions Limited (“VLS”) and the transferee company shall issue shares to VLS as defined in the Scheme.</p> <p>The entire issued, subscribed and paid-up share capital of the Transferor Company- 2 is entirely held by the Transferee Company. Therefore, the entire issued, subscribed and paid-up share capital of the Transferor Company- 2, shall be cancelled without any further act or deed and upon the Scheme becoming effective.</p>
<p>Brief details of change in shareholding pattern (if any) of listed entity</p>	<p>There would be no change in the shareholding pattern of Veranda Learning Solutions Limited.</p>