

March 19, 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
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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 (“SEBI Listing Regulations”)

This is with reference to our letter dated September 11, 2025 informing about the decision of the Board of Directors of Veranda Learning Solutions Limited approving the Composite Scheme of Arrangement among:

- Veranda Learning Solutions Limited (“Demerged Company” / “Amalgamated Company”/ “VLS”),
- Veranda XL Learning Private Limited (“Amalgamating Company”/ “VXLS”), and
- J.K. Shah Commerce Education Limited (“Resulting Company”/ “JSCCEL”),

and their respective shareholders and creditors, pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“the Scheme”) and subject to receipt of applicable regulatory and other approvals and other correspondences in this regard.

We would like to inform you that the Hon’ble NCLT, Chennai Bench, vide its order dated March 18, 2026, (“Order”) (uploaded on the website of the Hon’ble NCLT at around 06:00 P.M. (I.S.T) on March 19, 2026), has inter alia:

- Directed that the meeting of the Equity Shareholders of VLS be convened on Friday, April 24, 2026 at 11:00 am (IST) for the purpose of considering, and if thought fit, approving the proposed Scheme, through video conferencing.
- Dispensed with the requirement to convene and hold a meeting of the Secured Creditor, Unsecured Creditors and warrant holders of VLS for the purpose of considering, and if thought fit, approving the proposed Scheme.
- Dispensed with the requirement to convene and hold meetings of the Equity Shareholders of VXLS, for the purpose of considering, and if thought fit, approving the proposed Scheme.
- Dispensed with the requirement to convene and hold a meeting of the Secured Creditor and Unsecured Creditors of VXLS for the purpose of considering, and if thought fit, approving the proposed Scheme.
- Dispensed with the requirement to convene and hold meetings of the Equity Shareholders of JSCCEL, for the purpose of considering, and if thought fit, approving the proposed Scheme.
- Dispensed with the requirement to convene and hold a meeting of the Unsecured Creditors of JSCCEL for the purpose of considering, and if thought fit, approving the proposed Scheme.

A certified copy of the Order is awaited. The Scheme remains subject to applicable regulatory and other approvals.

Veranda Learning Solutions Limited

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The aforesaid information is also hosted on the website of the Company viz. <https://www.verandalearning.com/web/index.php/stock-exchange-intimations>

You are requested to kindly take the above information on record

**Thanks & Regards,
For Veranda Learning Solutions Limited**

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