Veranda Learning Solutions Limited

August 24, 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Please find enclosed a copy of the press release titled "**Veranda Learning Receives NCLT Approval for Commerce Vertical Demerger**" for your reference.

Kindly take the same on record and display 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/stock-exchange-intimations

Thanks & Regards
For Veranda Learning Solutions Limited

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

Veranda Learning Receives NCLT Approval for Commerce Vertical Demerger

J.K. Shah Commerce Education Limited to emerge as an independently listed commerce education company

Chennai: Veranda Learning Solutions Limited (NSE: VERANDA | BSE: 543514) announced that the Hon'ble National Company Law Tribunal (NCLT), Chennai Bench - I, has sanctioned the Composite Scheme of Arrangement involving Veranda Learning Solutions Limited, Veranda XL Learning Solutions Private Limited and J.K. Shah Commerce Education Limited (JSCEL), paving the way for the demerger of the Company's Commerce vertical into JSCEL which will seek listing.

The NCLT approval marks a significant milestone in the Company's Veranda 2.0 strategy of creating focused, independently managed education businesses with sharper strategic focus, greater operational agility and enhanced long-term value creation for shareholders. With this approval, and subject to completion of the implementation steps under the sanctioned Scheme, applicable regulatory filings and other customary approvals, the Company has entered the execution phase of the demerger. The process is expected to be completed within the prescribed statutory timelines, including determination of the Record Date, share allotment and listing of J.K. Shah Commerce Education Limited.

Upon the Scheme becoming effective, J.K. Shah Commerce Education Limited will house Veranda Learning's entire Commerce education business, bringing together leading brands including J.K. Shah Classes, BB Virtuals, Navkar Digital Institute, Tapasya College of Commerce and Logic School of Management under a single, focused platform. As an independent listed company, J.K. Shah Commerce Education Limited will be well-positioned to pursue accelerated growth, strengthen its market leadership and create long-term value for all stakeholders.

Commenting on the development, Suresh Kalpathi, Executive Director and Chairman, Veranda Learning Solutions Limited, said: "The NCLT's approval is a significant milestone in our journey to build focused, category-leading education businesses. The Commerce vertical has evolved into one of India's strongest professional education platforms, and this demerger will enable it to pursue its next phase of growth as an independent company. Our teams are fully geared to execute the Scheme within the prescribed timelines, and we believe this restructuring will unlock significant long-term value for all stakeholders."

Veranda Learning's Commerce vertical is one of India's leading professional commerce education platforms, offering coaching for CA, CS, CMA, ACCA, CPA and other finance and accounting qualifications through classroom, hybrid and online learning models, with a strong track record of producing All India Rank holders. The Company will announce the Record Date, share entitlement, share allotment schedule and listing timeline of J.K. Shah Commerce Education Limited through appropriate regulatory disclosures in due course.

Safe Harbour

This press release contains certain forward-looking statements regarding our plans, strategies, intentions, and beliefs concerning our business and the markets in which we operate. We assume no obligation to update these statements as circumstances change. There are risks and uncertainties that could cause actual events to differ materially from these forward-looking statements. Readers and investors are advised to exercise caution in taking an investment decision based on the above press release.

About Veranda Learning Solutions

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