

April 27, 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Please find enclosed a copy of the press release titled “Veranda Learning shareholders approve demerger of Commerce Vertical” 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

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



Veranda Learning shareholders approve demerger of Commerce Vertical

Chennai: Veranda Learning Solutions, a listed education company, has announced that its equity shareholders have approved the Composite Scheme of Arrangement at a meeting convened pursuant to the directions of the Hon'ble National Company Law Tribunal (NCLT), Chennai Bench.

The meeting was held via Video Conferencing/Other Audio Visual Means and the resolution was passed with the requisite statutory majority, reflecting strong shareholder support for the proposed restructuring.

The approved Scheme provides for the demerger of Veranda's commerce vertical into J.K.Shah Commerce Education Limited, enabling the business to operate as an independent, focused entity. The move is aimed at simplifying the group structure, sharpening strategic focus across verticals, and unlocking long-term value for shareholders, while also paving the way for a potential separate listing of the commerce entity.

Commenting on the development, Mr. Suresh Kalpathi, Chairman & Executive Director, Veranda Learning Solutions, said: "This is a key step in our strategy to build focused, high-growth education businesses. By creating an independent commerce entity, we are enabling sharper execution, greater agility, and sustained value creation for our shareholders."

Prof. J.K. Shah, Founder, J.K. Shah Classes, added: "This marks the beginning of a new phase for commerce education. As a dedicated entity, we are well positioned to scale, deepen academic excellence, and expand access to high-quality learning for students across the country."

The meeting was chaired by an NCLT-appointed Chairperson, with the voting process conducted through remote e-voting and e-voting during the meeting, ensuring transparent and broad-based shareholders participation through a fully digital format.

With shareholder approval now secured, the scheme will proceed to the next stage of regulatory approvals, including final sanction from the Hon'ble NCLT and other applicable authorities.

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