August 31, 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: Intimation regarding receipt of Certified True Copy of the Order of the Hon'ble National Company Law Tribunal, Chennai Bench – I and implementation of the Composite Scheme of Arrangement

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In furtherance of our earlier intimation dated September 11, 2025 and our intimation dated August 21, 2026, wherein we had, inter alia, informed the Stock Exchanges regarding the sanction of the Composite Scheme of Arrangement amongst Veranda Learning Solutions Limited ("VLS" / "Company") ("Demerged Company" / "Amalgamated Company"), Veranda XL Learning Solutions Private Limited ("VXLS") ("Amalgamating Company") and J.K.Shah Commerce Education Limited ("JSCEL") ("Resulting Company"), and their respective shareholders and creditors ("Scheme"), we wish to inform you of the following developments:

1. Receipt of Certified True Copy of NCLT Order

VLS, VXLS and JSCEL have received the Certified True Copy of the order dated August 20, 2026 passed by the Hon'ble National Company Law Tribunal, Chennai Bench – I ("Hon'ble Tribunal"), sanctioning the Scheme on August 25, 2026.

2. Board approvals and effectiveness of the Scheme

The Boards of Directors of VLS, VXLS and JSCEL, by way of Circular Resolutions passed on August 31, 2026, inter alia:

a) took note of the receipt of the Certified True Copy of the order passed by the Hon'ble Tribunal sanctioning the Scheme;
b) approved the filing of the Certified True Copy of the order of the Hon'ble Tribunal sanctioning the Scheme, with the Registrar of Companies, Tamil Nadu, Chennai ("ROC") in e-Form INC-28; and
c) approved and/or took note of such other consequential actions as may be required for giving effect to the Scheme in accordance with its terms and applicable law.

Pursuant to the aforesaid approvals, VLS, VXLS and JSCEL have filed the Certified True Copy of the order of the Hon'ble Tribunal sanctioning the Scheme with the ROC in e-Form INC-28 on August 31, 2026.

As per the Scheme, "Effective Date" means the last date on which the certified copies of the order(s) obtained from the NCLT sanctioning this Scheme is filed by each of the Companies with the Registrar of Companies.

Since VLS, VXLS and JSCEL have each filed a Certified True Copy of the aforesaid order with the ROC on **August 31, 2026, such date shall be the Effective Date** of the Scheme.

3. First Appointed Date – Amalgamation of VXLS with VLS

As provided under the Scheme, the "First Appointed Date" means the Effective Date, being the date with effect from which the Amalgamation of the Amalgamating Company into and with the Amalgamated Company in terms of Part II of the Scheme shall take effect.

Accordingly, **August 31, 2026, being the Effective Date, is also the First Appointed Date** for the purpose of the Amalgamation of VXLS with and into VLS.

Consequently, with effect from August 31, 2026, the Amalgamation of VXLS with and into VLS shall take effect in accordance with Part II of the Scheme and VXLS shall stand dissolved without winding up.

Further, pursuant to the Amalgamation of VXLS with and into VLS with effect from the First Appointed Date, the authorised share capital of VXLS of **INR 37,50,00,000**, comprising **2,35,00,000 Equity Shares of INR 10 each and 1,40,00,000 Preference Shares of INR 10 each**, has been merged with and added to the authorised share capital of VLS of **INR 110,00,00,000**. Accordingly, the authorised share capital of VLS has increased to **INR 147,50,00,000**, comprising **13,35,00,000 Equity Shares of INR 10 each and 1,40,00,000 Preference Shares of INR 10 each**, in accordance with the Scheme and applicable provisions of the Companies Act, 2013.

4. Second Appointed Date – Demerger of Commerce Business

As provided under the Scheme, the "Second Appointed Date" means the business day immediately succeeding the First Appointed Date, being the date with effect from which the Demerger of the Demerged Undertaking from the Demerged Company into the Resulting Company in terms of Part III of the Scheme shall take effect.

Accordingly, **September 01, 2026, shall be the Second Appointed Date**, being the business day immediately succeeding the First Appointed Date.

With effect from **September 01, 2026**, the **Commerce Business i.e Demerged Undertaking of VLS shall stand transferred to and vested in JSCEL**, in accordance with Part III of the Scheme.

5. Change in subsidiaries pursuant to Scheme

Consequent to the Demerger of the Commerce Business, the following companies forming part of the Commerce Business shall, with effect from the **Second Appointed Date, i.e. September 01, 2026**, cease to be subsidiaries of VLS and shall become subsidiaries of JSCEL:

Sr. No	Name of the Company	Percentage of Shareholding transferred from VLS to JSCEL
1.	BB Publication Private Limited	51
2.	Navkar Digital Institute Private Limited	65
3.	Tapasya Educational Institutions Private Limited	51

The aforesaid change in the subsidiary structure shall take effect as a consequence of the transfer and vesting of the Commerce Business in JSCEL in accordance with the Scheme.

6. Share entitlement to eligible shareholders

In accordance with the Scheme, the eligible shareholders of VLS as on the Record Date shall be entitled to receive equity shares of JSCEL in the following entitlement ratio:

For every 1 (One) fully paid-up equity share of face value of INR 10 (Indian Rupees Ten) each held in the Demerged Company, 1 (One) fully paid-up equity share of face value of INR 10 (Indian Rupees Ten) in the Resulting Company.

In this regard, the Company shall separately intimate the "Record Date" for the purpose of determining the shareholders of the Company entitled to receive shares in JSCEL, the Resulting Company.

7. Summary of key dates

Particulars	Date
NCLT Order sanctioning the Scheme	August 20, 2026
Receipt of Certified True Copy of NCLT Order by VLS, VXLS and JSCEL	August 25,2026
Filing of Certified True Copy of NCLT Order in e-Form INC-28 by VLS, VXLS and JSCEL	August 31, 2026
Effective Date	August 31, 2026
First Appointed Date – Amalgamation of VXLS with VLS	August 31, 2026
Second Appointed Date – Demerger of Commerce Business from VLS into JSCEL	September 1, 2026

The aforesaid information is also hosted on the website of the Company viz. https://www.verandalearning.com/web/index.php/composite-scheme-arrangement

Thanks & Regards,
For Veranda Learning Solutions Limited

S BALASUNDHARAM
Digitally signed by S BALASUNDHARAM
Date: 2026.08.31 21:00:29 +05'30'

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