

30.04.2024

To The Secretary BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 543514	To The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 Scrip Code: VERANDA
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Sir / Madam,

Sub: Disclosure under Regulation 7(2)(b) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Pursuant to Regulation 7(2)(b) of SEBI Prohibition of Insider Trading) Regulations, 2015, please find enclosed herewith the disclosure in Form – C as received from:

Mr. Kalpathi S Ganesh, Promoter / Non-Executive Director of Veranda Learning Solutions Limited;

Kindly take the same on record and display the same on the website of your exchange.

Thanks & Regards
For Veranda Learning Solutions Limited

M Anantharamkrishnan
Company Secretary & Compliance Officer
M. No: ACS-7187

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34, Thirumalai Road, T.Nagar,
Chennai, Tamil Nadu-600017

CIN: L74999TN2018PLC125880

Date: 30th April 2024

To
Veranda Learning Solutions Limited
34, Thirumalai Road, T.Nagar,
Chennai, Tamil Nadu-600017

Subject: Submission of Disclosure required under Regulation 7(2)(a) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Dear Sir / Madam

I hereby submit the disclosure as required under Regulation 7(2)(a) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, for the pledge of 172,126 equity shares in addition to the pledge of 36,91,159 equity shares of Veranda Learning Solutions Limited dated 26th March, 2024 for the purpose of securing the NCD's as detailed below pursuant to the Share Pledge Agreement Dated 25th March 2024.

- (a) up to 2,500 senior, secured, redeemable and unlisted non-convertible debentures of a nominal value of INR 1,00,000 each in one or more series and/or tranches aggregating to not more than INR 25,00,00,000 (Rupees Twenty Five Crores Only) along with an additional green shoe option to issue up to 10,000 senior, secured, redeemable and unlisted non-convertible debentures of a nominal value of INR 1,00,000 each, aggregating to not more than INR 100,00,00,000 (Rupees One Hundred Crores Only) issued by Veranda Learning Solutions Limited on a private placement basis in one or more series and/or tranches, aggregating, on the whole, to not more than INR 125,00,00,000 (Rupees One Hundred and Twenty Five Crores Only) ("**VLSL Debentures**");
- (b) up to 31,000 senior, secured, redeemable and unlisted non-convertible debentures of a nominal value of INR 1,00,000 each in one or more series and/or tranches issued by Veranda XL Learning Solutions Private Limited on a private placement basis, aggregating to not more than INR 310,00,00,000 (Rupees Three Hundred and Ten Crores Only); ("**Veranda XL Debentures**") and
- (c) up to 9,000 senior, secured, redeemable, unlisted and non-convertible debentures of a nominal value of INR 1,00,000 each in one or more series and/or tranches aggregating to not more than INR 90,00,00,000 (Rupees Ninety Crores Only) along with an additional green shoe option to issue up to 2,000 senior, secured, redeemable and unlisted non-convertible debentures of a nominal value of INR 1,00,000 each, aggregating to not more than INR 20,00,00,000 (Rupees Twenty Crore Only), in one or more series and/or tranches, issued by Veranda Race Learning Solutions Private Limited on a private placement basis, aggregating, on the whole, to not more than INR 110,00,00,000 (Rupees One Hundred and Ten Crores Only) ("**Veranda Race Debentures**").

The aforesaid pledge has been created on 26th April 2024. The details as required under Regulation 7(2) of the SEBI PIT Regulations is enclosed herewith as Annexure A.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking you

Yours faithfully

Mr. Kalpathi S Ganesh
Designation: Promoter and Non-Executive Director

Annexure A

FORM C

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]**

Name of the Company: Veranda Learning Solutions Limited

ISIN of the Company: INE0IQ001011

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Director s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/public/rights/preferential offer/off market/Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation / Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
Kalpathi S Ganesh AAIPG73 82H 0052645 1 No.18, Habibullah Road, T.Nagar, Chennai - 600017 9841061 638	Promoter/ Non-Executive Director	Equity Shares	1,28,28,049 18.00%	Equity Shares	1,72,126	3,09,48,254.80*	Pledge	Equity Shares	1,28,28,049 ¹ 18.00%	26.04.2024**	26.04.2024**	30.04.2024	Creation of Pledge	Pledge Created through NSDL

* on 26th April , 2024 the Value of Equity Shares Rs.179.80 i.e. Closing Price of Equity Shares Traded at BSE & Value of Equity Shares Rs. 180 i.e. Closing Price of Equity Shares Traded at NSE.

** Date of Creation of Pledge

¹ It is hereby clarified that there is no change in the number of shares held post disposal as only a pledge has been created over 1,72,126 shares on 26th April, 2024 in addition to the pledge of 36,91,159 shares created on 26th March, 2024 as on date of this disclosure.

Details of trading in derivatives on the securities of the company by promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulations 6(2).

Trading in derivatives (Specify type of Contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of Units (Contracts* lot Size)	Notional Value	Number of Units (Contracts* lot Size)	
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name: Kalpathi S Ganesh

Signature: _____

Designation: Promoter and Non-Executive Director

Date: 30th April, 2024

Place: Chennai