



Veranda Learning Solutions Limited

20th September, 2023

To
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

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: 543514

Scrip Code: VERANDA

Sir / Madam,

Sub: Intimation under Regulation 30 (9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) read with Schedule III of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 (“SEBI Circular”).

1. We refer to our earlier intimations dated 22 August 2023 & 28 August 2023 In compliance with Regulation 30(9) read with Schedule III of the SEBI Listing Regulations and the SEBI Circular, Veranda Learning Solutions Limited (“Company”) is hereby disclosing details of the shares pledged by Veranda Administrative Learning Solutions Private Limited (“VALSPL”), a wholly owned subsidiary company pursuant to unattested deed of pledge dated 28 August 2023 (“SPA”) in favour of Catalyst Trusteeship Limited (“Security Trustee”) acting for the benefit of the lender, Piramal Enterprises Limited (“PEL”) in respect of financial facility (“Facility”) availed by VALSPL . Under the unattested deed of pledge , the VALSPL has pledged its entire shareholding in the target companies as detailed in **Annexure -02** .
2. Please note that the details as mentioned above, and as required under the SEBI Circular, are being furnished in **Annexure 1**, attached hereto.
3. Kindly take the same on record and display the same on the website of your exchange.
4. This information will also be hosted on the Company’s website at www.verandalearning.com.

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

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

✉ contact@verandalearning.com

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CIN: L74999TN2018PLC125880

Annexure 1

S.No.	Particulars	Details.
a)	Name(s) of parties with whom the agreement is entered	Catalyst Trusteeship Limited (acting as the security trustee for the benefit of the lender, Piramal Enterprises Limited) (“ Security Trustee ”)
b)	Purpose of entering into the agreement	Providing security for the financial facility (“ Facility ”) availed by Veranda Administrative Learning Solutions Private Limited (“VALSPL”), a wholly owned subsidiary company
c)	Size of agreement	The pledge is being created to secure a financial facility of Rs. 115,00,00,000 (Rupees One Hundred and Fifteen Crore) availed by VALSPL.
d)	Shareholding, if any, in the entity with whom the agreement is executed.	N.A.
e)	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	Under the share pledge agreement, VALSPL has pledged its entire shareholding in the target companies as detailed in Annexure -02 Under the share pledge agreement, in case of default by VALSPL in the repayment of the Facility to PEL, the Security Trustee has the right to invoke the pledge created over the target companies Shares.
f)	Whether, the said parties are related to promoter/promoter group/ group companies in anymanner. If yes, nature of relationship.	No.
g)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”	No
h)	In case of issuance of shares to the parties, details of issue price, class of shares issued	N.A.
i)	In case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan	N.A.
j)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	N.A.

S.No.	Particulars	Details.
k)	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): (i) name of parties to the agreement ; (ii) nature of the agreement; (iii) date of execution of the agreement; (iv) details of amendment and impact thereof or reasons of termination and impact thereof.	N.A

Annexure -02

S.No	Name of the Company	ISIN Number of the Pledged Shares	Quantity and Percentage of Pledged Shares
01	Educare Infrastructure Services Private Limited	INE0Q2W01010	Quantity: 38,988 Percentage: 76% of total fully paid up equity shares with a face of Rs. 10/- each.
02	Neyyar Academy Private Limited	INE0QBJ01015	Quantity: 10,083 Percentage: 76% of total fully paid up equity shares with a face of Rs. 10/- each.
03	Neyyar Education Private Limited	INE0QBK01013	Quantity: 8,174 Percentage: 76% of total fully paid up equity shares with a face of Rs. 10/- each.
04	Phire Learning Solutions Private Limited	INE0QOL01014	Quantity: 45,60,000 Percentage: 99.98% of total fully paid up equity shares with a face of Rs. 10/- each.
05	Six Phrase Edutech Private Limited	INE0Q1701012	Quantity: 49,00,000 Percentage: 98% of total fully paid up equity shares with a face of Rs. 10/- each.
06	Bassure Solutions Private Limited	INE0QE601012	Quantity: 30,426 Percentage: 86% of total fully paid up equity shares with a face of Rs. 10/- each.
07	Smartbridge Educational Services Private Limited	INE0QZP01011	Quantity: 526 Percentage: 5% of total fully paid up equity shares with a face of Rs. 10/- each.