



Veranda Learning Solutions Limited

20.05.2024

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 disclosures in Form – C as received from:

Mr. Kalpathi S Aghoram, Promoter / Non-Executive Director and Vice-Chairman of Veranda Learning Solutions Limited.

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

Mr. Kalpathi S Suresh, Promoter/Executive Director Cum Chairman 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

✉ contact@verandalearning.com

🌐 www.verandalearning.com

☎ +91 44 4296 7777

G.R. Complex First floor No.807-
808, Anna Salai, Nandanam,
Chennai -600 035

CIN: L74999TN2018PLC125880

Date: 17th May, 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 6,60,000 equity shares for the purpose of securing the NCD's as detailed below pursuant to the Share Pledge Agreement Dated 25th March 2024, in addition to: (i) the pledge of 36,91,159 equity shares of Veranda Learning Solutions Limited dated 26th March, 2024; (ii) 1,72,126 equity shares pledged 29th April, 2024; and (iii) 2,00,000 number of equity shares pledged 2nd May 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) issued by Veranda Learning Solutions Limited 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) to be 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) issued by Veranda Race Learning Solutions Private Limited 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, to be 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 15th May 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

A handwritten signature in blue ink, appearing to read 'Kalpathi S Aghoram', is written over a horizontal line. The signature is stylized and somewhat cursive.

Mr. Kalpathi S Aghoram

Designation: Promoter / Non-Executive Director and Vice-Chairman

**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: INE01Q001011

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/Directors/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 entitlements etc.)	No. and % of share holding	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding				
Kalpathi S Aghoram AAFPA58 50K No.18, Habibulla h Road, T.Nagar, Chennai - 600017 98410616 38	Promoter/Non-Executive Director & Vice-Chairman	Equity Shares	1,28,29,553	Equity Shares	6,60,000	Equity Shares	1,28,29,553 ¹	15.05.2024 ^{**}	17.05.2024	Creation of Pledge	Pledge Created through NSDL
			18.00%				18.00%	15.05.2024 ^{**}			

* on 15th May 2024 the Value of Equity Shares Rs. 169.50 i.e. Closing Price of Equity Shares Traded at BSE & Value of Equity Shares Rs.169.75 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 6,60,000 shares on 15th May 2024 in addition to: (i) the pledge of 36,91,159 equity shares of Veranda Learning Solutions Limited dated 26th March, 2024; (ii) 1,72,126 shares pledged on 29th April, 2024; and (iii) 2,00,000 number of shares pledged on 2nd May 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)						
Type of Contract	Contract Specifications	Buy		Sell		Exchange on which the trade was executed
		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 Aghoram

Signature: 

Designation: Promoter / Non-Executive Director and Vice-Chairman

Date: 17/05/2024

Place: Chennai

Date: 17thMay, 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 6,60,000 equity shares for the purpose of securing the NCD's as detailed below pursuant to the Share Pledge Agreement Dated 25th March 2024, in addition to: (i) the pledge of 36,91,159 equity shares of Veranda Learning Solutions Limited dated 26th March, 2024; (ii) 1,72,126 equity shares pledged on 26th April, 2024; and (iii) 2,00,000 equity shares pledged on 6th May 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) issued by Veranda Learning Solutions Limited 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) to be 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) issued by Veranda Race Learning Solutions Private Limited 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, to be 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 15th May 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: INE01Q001011

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/Directors/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 From To		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 entitlements etc.)	Value	No	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				
Kalpathi S Ganesh AAIPG738 2H 00526451 No.18, Habibullah Road, T.Nagar, Chennai - 600017 9841061638	Promoter/ Non-Executive Director	Equity Shares	1,28,28,049 18.00%	Equity Shares	11,18,70,000*	6,60,000	Pledge	Equity Shares	1,28,28,049 ¹ 18.00%	15.05.2024** 15.05.2024**	17.05.2024	Creation of Pledge	Pledge Created through NSDL

* On 15th May 2024 the Value of Equity Shares Rs.169.50 i.e. Closing Price of Equity Shares Traded at BSE & Value of Equity Shares Rs.169.75 i.e. Closing Price of Equity Shares Traded at NSE.

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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).

Type of Contract	Contract Specifications	Buy		Sell		Exchange on which the trade was executed
		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: 17/05/2024
Place: Chennai**

Date: 17th May 2024

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

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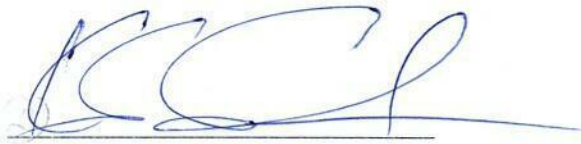
basis, aggregating, on the whole, to not more than INR 110,00,00,000 (Rupees One Hundred and Ten Crores Only) ("**Veranda Race Debentures**").

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Thanking you

Yours faithfully

A handwritten signature in blue ink, consisting of stylized, overlapping loops and a long horizontal stroke at the end, positioned above a thin horizontal line.

Mr. Kalpathi S Suresh

Designation: Promoter/Executive Director Cum Chairman

Annexure A

Form C

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

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		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 entitlements etc.)	No	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation / Others please specify)	From				To
Kalpathi S Suresh AAVPS72 29L 00526480 No.18, Habibulla h Road, T.Nagar, Chennai - 600017 98410780 16	Promoter/ Executive Director Cum Chairman	Equity Shares	1,28,12,048 17.98%	Equity Shares	6,60,000	11,18,70,000 ¹	Pledge	15.05.2024 ^{**}	15.05.2024 ^{**}	17.05.2024	Creation of Pledge	Pledge Created through NSDL

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

Name: Kalpathi S Suresh

Signature: Kalpathi S Suresh
Designation: Promoter/ Executive Director Cum Chairman

Date: 17.05.2024
Place: Chennai