



Veranda Learning Solutions Limited

28th August, 2023

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

Sir / Madam,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) read with Clause 5 of Para B of Part A of 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 intimation dated 26 August 2023. In compliance with Regulation 30(3) read with Clause 5 of Para B of Part A of Schedule III of the SEBI Listing Regulations and the SEBI Circular, Veranda Learning Solutions Limited (“Company”) is hereby disclosing details of the share pledge agreement dated 28 August 2023 (“SPA”) issued 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”) being availed by Veranda Administrative Learning Solutions Private Limited (“VALSPL”), a subsidiary company. Under the SPA, the Company has pledged its entire shareholding in VALSPL consisting of 100% of the paid-up share capital of VALSPL consisting of 14,17,32,639 equity shares having a face value of Rs. 10/- each (“VALSPL Shares”).
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 Anantharamkrishnan
Company Secretary & Compliance Officer
M. No: ACS-7187**

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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 ”) being availed by Veranda Administrative Learning Solutions Private Limited (“ VALSPL ”), a 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) being 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 this share pledge agreement, the Company has pledged its entire shareholding in VALSPL consisting of 100% of the paid-up share capital of VALSPL consisting of 14,17,32,639 equity shares having a face value of Rs. 10/- each (“ VALSPL Shares ”) 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 VALSPL 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”	Yes
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)	<p>In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):</p> <ul style="list-style-type: none"> (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