

15<sup>th</sup> December 2024

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

**Sub: Disclosure under Regulations and 30(3) read with Clause 5 of Para B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 Dated: July 13, 2023**

Pursuant to Regulation 30(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) read with Clause 5 of Para B of Part A, we hereby inform you that Veranda Learning Solutions Limited (“**Company**”) has amended the debenture trust deed with Axis Trustee Services Limited (acting as the debenture trustee).

The details as required under the Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD- PoD-1/P/CIR/2023/123 Dated: July 13, 2023 are enclosed as “**Annexure-A**”.

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

This information will as well be hosted on the Company’s website at <https://www.verandalearning.com/web/index.php/stock-exchange-intimations>.

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

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

✉ [contact@verandalearning.com](mailto:contact@verandalearning.com)

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

CIN: L74999TN2018PLC125880

## **ANNEXURE – A**

**Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof:**

| <b>Sl. No.</b> | <b>Brief Particulars</b>  | <b>Remarks</b>   |
|----------------|---|--|
| 1.             | Name(s) of parties with whom the agreement is entered;  | Veranda Learning Solutions Limited and Axis Trustee Services Limited   |
| 2.             | Purpose of entering into the agreement  | Pursuant to the Amendment Acceptance Letters; the unlisted-Non Convertible Debenture Holders and the Company have agreed to mutually revise, inter alia, i.e interest rate and tenure in relation to the unlisted, Non-convertible Debentures together with the matters connected therewith and/or incidental thereto. |
| 3.             | Size of agreement   | As the unlisted, NCDs are already issued, the same is not applicable   |
| 4.             | Shareholding, if any, in the entity with whom the agreement is executed   | Not Applicable   |
| 5.             | 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.                             | Not Applicable   |
| 6.             | Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;  | Not Applicable   |
| 7.             | Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";  | Not Applicable   |
| 8.             | In case of issuance of shares to the parties, details of issue price, class of shares issued  | Not Applicable   |
| 9.             | 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 | Not Applicable   |

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| 10. | 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;  | Not Applicable   |
| 11. | <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"> <li>i. Name of parties to the agreement ;</li> <li>ii. Nature of the agreement;</li> <li>iii. Date of execution of the agreement;</li> <li>iv. Details of amendment and impact thereof or reasons of termination and impact thereof.</li> </ul> | <ul style="list-style-type: none"> <li>i. Veranda Learning Solutions Limited and Axis Trustee Services Limited</li> <li>ii. Supplemental Deed</li> <li>iii. December 15, 2024</li> <li>iv. Pursuant to the Amendment Acceptance Letters; the unlisted- Non convertible Debenture Holders and the Company have agreed to mutually revise, inter alia, , i.e interest rate and tenure in relation to the unlisted Non convertible Debentures together with the matters connected therewith and/or incidental thereto.</li> </ul> |

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