

15th October 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 Symbol: VERANDA

Dear Sir/Madam,

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Intimation regarding Appointment of Non-Executive Non-Independent Director, Non-Executive Independent Directors, re-appointment of Non-Executive Independent Directors and Intimation of completion of tenure of Independent Director of the Company

Pursuant to Regulation 30 read with Schedule III, Part A, Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that, based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company approved the appointment of :-

- Prof. Jitendra Kantilal Shah, as an Additional Non-Executive Non-Independent Director.
- Prof. Ashok Misra and Ms. N. Alamelu as an Additional Non-Executive Independent Directors of the Company for a term of five consecutive years.

Further, the Board based on the recommendation of the NRC, approved the re-appointment of the existing Independent Directors, Mr. S. Lakshminarayanan, Mrs. Revathi S. Raghunathan, and Mr. P. B. Srinivasan, as Non-Executive Independent Directors for a second term of five years, subject to the approval of the shareholders in the ensuing General meeting.

We would like to inform you that Mr. K.Ullas Kamath, will be completing the first term of Independent Director on 28th October 2024. Considering his other commitments, he has expressed not to seek re-appointment for a second term, as an Independent Director of the Company. As a result, he will cease to be a Non-Executive Independent Director of the Company, upon completion of his first term of appointment i.e 28th October 2024 and as a member of the Committees, wherever appointed.

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No: SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are mentioned in **Annexure -1, Annexure-2 & Annexure -3**

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

Chennai -600 035

CIN: L74999TN2018PLC125880

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

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

Thanks & Regards
For Veranda Learning Solutions Limited

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

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Annexure -1

S. No	Disclosure Requirements	Particulars
1	Reason for Change viz Appointment	<p>Appointment of: -</p> <ol style="list-style-type: none"> 1. Prof. Jitendra Kantilal Shah, (DIN: 01795017) as an Additional Non-Executive Non-Independent Director of the Company. 2. Prof. Ashok Misra, (DIN: 00006051) as an Additional Non-Executive Independent Director and 3. Ms. N. Alamelu, (DIN: 07921583) as an Additional Non-Executive Independent Director of the Company.
2	Date of Appointment	With effect from 15th October 2024
3	Brief Profile (in case of Appointment)	<p><u>Prof. Jitendra Kantilal Shah:</u> Prof. Jitendra Kantilal Shah, the founder of JK Shah Classes, has been a pioneering force in the field of education for over 40 years. His institution, JK Shah Classes, has successfully coached aspirants for CA, CS, CMA, and CFA qualifications, shaping the careers of thousands of professionals across India. He is a Fellow Member of the Institute of Chartered Accountants of India with over 38 years of proven industry experience</p> <p><u>Prof. Ashok Misra</u> Prof. Ashok Misra, brings a unique blend of academic and industry expertise to Veranda's board. A former Director of IIT Bombay, Prof. Misra currently serves as a Distinguished Professor at the Indian Institute of Science (IISc), Bengaluru. Throughout his distinguished career, he has served on the boards of several prestigious institutions, including IIT Roorkee, IIT Delhi among others. In addition to his contributions to academia, Prof. Misra has held board positions in leading industries, including Reliance Industries Limited, National Thermal Power Corporation (NTPC), and continues to be on the board of Kirloskar Electric. His dual experience in academia and industry positions him as a pivotal figure in guiding Veranda's future.</p> <p><u>Ms. N. Alamelu</u> She is a Fellow member of the Institute of Chartered Accountants of India, an Associate Cost and</p>

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		Management Accountant , and an Associate Company Secretary. She has wide experience in the field of Accounts, Finance, Audit and other functional areas of accounting. Additionally, she holds certification in International Financial Reporting Standards(IFRS) from ACCA Global, UK and holds a Post Graduate Diploma in International Business. She is also a Registered Valuer for Assets class Securities /Financial Assets and a Registered GST Practitioner.
4	Disclosure of relationships between directors (in case of appointment of a director).	<ol style="list-style-type: none"> 1. Prof. Jitendra Kantilal Shah 2. Prof. Ashok Misra and 3. Ms. N. Alamelu are not related to any Directors of the company as defined under Section 2(77) of the Companies Act, 2013.
5	Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018	Prof. Jitendra Kantilal Shah, Prof. Ashok Misra, and Ms. N. Alamelu, are not debarred from holding the office of director pursuant to any SEBI order or any other statutory authority.

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S. No	Disclosure Requirements	Particulars
1	Reason for Change viz Re-appointment	Re-appointment of existing Non- Executive Independent Directors of the Company.
2	Date of Re-Appointment	Mr. S. Lakshminarayanan, Mrs. Revathi S Raghunathan and Mr. P. B. Srinivasan, re-appointed as Non- Executive Independent Directors of the Company for a term of 5 (Five) Consecutive years, subject to the approval of the members at the ensuing general meeting .This will be their second term.
3	Brief Profile (in case of Re-appointment)	<p><u>Mr. S. Lakshminarayanan :</u> He holds a bachelor's degree in commerce from the University of Madras. He is a fellow member of the Institute of Chartered Accountants of India, associate Member of the Institute of Company Secretaries of India and a qualified Cost and Management accountant from the Institute of Cost and Works Accountants of India. He is also a Registered Valuer in Securities or Financial Assets, Certified Social Auditor and has done various certificate courses in Forensic Accounting and Fraud Detection, BRSR, Carbon Markets, Green House Gas (GHG) Accounting, and Sustainable Finance, among others. He held very senior positions in the industry, including CFO of a leading IT Education and Software Services firm and Director - Finance of leading Facility Management Services Company. He has over three decades of hands on experience in various industries and handled various assignments in finance, accounting, audit, corporate taxation and company secretarial matters, including issue management, credit rating and resource mobilization.</p> <p><u>Mrs. Revathi S. Raghunathan:</u> She is a fellow member of the Institute of Chartered Accountants of India. She is also an Insolvency Professional registered with the Insolvency and Bankruptcy Board of India. She has also obtained a Certificate for a course on Forensic Accounting and Fraud Detection from the Institute of Chartered Accountants of India. She is also a Certified Information Systems Auditor registered as a member of the Information systems and Audit Control Association. She is also a member of the Institute of Directors.</p> <p><u>Mr. P.B.Srinivasan :</u> He is a fellow member of the Institute of Chartered Accountants of India. He holds a bachelor's degree in commerce from A. M. Jain College, Chennai. Presently, he is a partner at P. B. Vijayaraghavan & Co. For the last 20 years he has been in charge of audit of listed companies and public sector companies, Banks and also non-profit organizations of large magnitude. He had been a member of the Study Group of Professional Development Committee of SIRC</p>

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		of ICAI for the Study Circle series 'Branch Audit of Banks – An Approach' and was a co-opted member of the Information Technology Committee of the ICAI. Additionally, he was a co-opted member of the Society of Auditors, a premier and the India's first professional body for Chartered Accountants.
4	Disclosure of relationships between directors (in case of Re-appointment of a director).	Mr. S. Lakshminarayanan, Mrs. Revathi S. Raghunathan and Mr. P.B. Srinivasan, are not related to any Directors of the company as defined under Section 2(77) of the Companies Act, 2013
5	Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/ 24, dated June 20, 2018	Mr. S. Lakshminarayanan, Mrs. Revathi S. Raghunathan and Mr. P. B. Srinivasan, are not debarred from holding the office of director pursuant to any SEBI order or any other statutory authority.

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Annexure-3

S. No	Disclosure Requirements	Particulars
1	Reason for change viz., appointment, re- appointment, resignation, removal, death, cessation or otherwise	Cessation of Mr. K. Ullas Kamath, (DIN: 00506681) as a Non- Executive Independent Director of the Company and as a member of the Committees, wherever appointed with effect from 28 th October, 2024 due to completion of his first term of 3(Three) years.
2	Date of /cessation (as applicable);	28 th October, 2024.
3	Brief Profile (in case of Appointment)	Not Applicable
4	Disclosure of relationships between directors (in case of Re-appointment of a director).	Not applicable

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