

February 27, 2025

To The Secretary BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort 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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Sub: Intimation of Allotment of Convertible Warrants pursuant to the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and applicable provisions of the Companies Act, 2013 and the rules made thereunder (the "Preferential Issue")

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations")

Dear Sir/Madam,

This is with reference to the In-principal approval granted by your good offices vide BSE letter No. LOD/PREF/AM/FIP/1820/2024-25 dated February 17, 2025, and NSE Letter No. NSE/LIST/45919 dated February 17, 2025.

Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the allotment committee on Thursday, February 27, 2025, has approved the allotment of 6,23,054 (Six Lakhs Twenty Three Thousand and Fifty Four) Convertible Warrants ("**Warrants**") to persons belonging to Non-Promoter Category and each Warrant is convertible into one Equity Share at any time within 18 months from the date of allotment, as per SEBI (ICDR) Regulations for cash on preferential issue basis at a Price of Rs. 321/- (Rupees Three Hundred Twenty-One Only) per Warrant including a Premium of Rs. 311/- (Rupees Three Hundred Eleven Only) at an aggregate consideration not exceeding Rs. 20,00,00,334 (Rupees Twenty crores Three Hundred and Thirty-Four Only) of which Twenty Five percent (25%) of the Warrant Issue Price being paid and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).



Veranda Learning Solutions Limited

The requisite details as required in terms of SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are provided at **Annexure I**.

Kindly take the same on record and display the same on the website of your exchange. This information will also be available 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

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Annexure I
Information as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Issuance of Securities:

Sr. No.	Particulars of Securities	Details of Securities
a)	Type of securities	Convertible Warrants (" Warrants ")
b)	Type of issuance	Preferential Issue in accordance with Chapter V of the SEBI ICDR Regulations and other applicable law
c)	Total number of securities issued or the total amount for which the securities will be issued.	6,23,054 (Six Lakhs Twenty-Three Thousand and Fifty Four) Convertible Warrants (" Warrants ") to persons belonging to Non-Promoter Category and each Warrant is convertible into one Equity Share at any time within 18 months from the date of allotment, as per SEBI (ICDR) Regulations for cash on preferential issue basis at a Price of Rs. 321/- (Rupees Three Hundred Twenty-One Only) per Warrant including a Premium of Rs. 311/- (Rupees Three Hundred Eleven Only) at an aggregate consideration not exceeding Rs. 20,00,00,334 (Rupees Twenty crores Three Hundred and Thirty-Four Only) of which Twenty Five percent (25%) of the Warrant Issue Price being paid and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):		
i	Name of the Investors	Annexure II
ii.	Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles),	6,23,054 (Six Lakhs Twenty-Three Thousand and Fifty Four) Convertible Warrants (" Warrants ") to persons belonging to Non-Promoter Category and each Warrant is convertible into one Equity Share at any time within 18 months from the date of allotment, as per SEBI (ICDR) Regulations for cash on preferential issue basis at a Price of Rs. 321/- (Rupees Three Hundred Twenty-One Only) per Warrant including a Premium of Rs. 311/- (Rupees Three Hundred Eleven Only) at an aggregate consideration not exceeding Rs. 20,00,00,334 (Rupees Twenty crores Three Hundred and Thirty-Four Only) of which Twenty Five percent (25%) of the Warrant Issue Price being paid and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s)..
iii.	No. of Investors	02 (Two)
iv.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	25% of the total consideration towards respective Warrants are paid by the respective allottees prior to the allotment and the balance shall be payable on or before conversion of the Warrants into Equity Shares. Each Warrant is convertible into one (1) Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches, as the case may be and on such other terms and conditions as applicable.

Annexure -II

Sr. No.	Name of the Allottees	Category	No. of Warrants Allotted	Consideration Amount (25% of the total consideration) (Rs.)
1.	Jitendra Kantilal Shah	Non- Promoter Individual	3,11,527	2,50,00,041.75
2.	Sreedhar Muppala	Non- Promoter Individual	3,11,527	2,50,00,041.75
Total			6,23,054	5,00,00,083.50