

March 03, 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 and Equity Shares 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 Monday, March 03, 2025, has approved the allotment of 1,55,763 (One Lakh Fifty Five Thousand Seven Hundred and Sixty Three) Convertible Warrants ("Warrants") to person 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 and Twenty-One Only) per Warrant including a Premium of Rs. 311/- (Rupees Three Hundred and Eleven Only) at an aggregate consideration not exceeding Rs. 4,99,99,923 (Rupees Four crores Ninety-Nine Lakhs Ninety Nine Thousand Nine Hundred and Twenty-Three 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 on the exercise of the Warrant(s).

✉ contact@verandalearning.com

🌐 www.verandalearning.com

☎ +91 44 4690 1007

G.R. Complex First floor No.807-

808, Anna Salai, Nandanam,

Chennai -600 035

CIN: L74999TN2018PLC125880

Further, we hereby inform you that the allotment committee on Monday, March 03, 2025, has approved the allotment of 1,71,233 (One Lakh Seventy-One Thousand Two Hundred and Thirty-Three) fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at an Issue Price of 292/- (Rupees Two Hundred and Ninety-Two Only) including a premium of Rs. 282/- (Rupees Two Hundred and Eighty-Two Only) per Equity Share for an amount aggregating to Rs. 5,00,00,036 /- (Rupees Five Crores and Thirty-Six Only) on preferential basis, by way of private placement.

The details of pre and post allotment paid-up equity share capital of the Company are as follows:

Particulars	No. of Equity Shares	Amount (in Rs.)
Pre-allotment paid up share capital	742,25,015	74,22,50,150
Post allotment paid up share capital	743,96,248	74,39,62,480

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

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 ") and Equity Shares
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.	<p>1,55,763 (One Lakh Fifty Five Thousand Seven Hundred and Sixty Three) Convertible Warrants ("Warrants") to person 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 and Twenty-One Only) per Warrant including a Premium of Rs. 311/- (Rupees Three Hundred and Eleven Only) at an aggregate consideration not exceeding Rs. 4,99,99,923 (Rupees Four Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Twenty Three 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).</p> <p>1,71,233 (One Lakh Seventy-One Thousand Two Hundred and Thirty-Three) fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at an Issue Price of 292/- (Rupees Two Hundred and Ninety-Two Only) including a premium of Rs. 282/- (Rupees Two Hundred and Eighty-Two Only) per Equity Share for an amount aggregating to Rs. 5,00,00,036 /- (Rupees Five Crores and Thirty-Six Only).</p>
In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):		
i	Name of the Investor	Annexure II
ii.	Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles),	<p>1,55,763 (One Lakh Fifty Five Thousand Seven Hundred and Sixty Three) Convertible Warrants ("Warrants") to person 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 and Twenty-One Only) per Warrant including a Premium of Rs. 311/- (Rupees Three Hundred and Eleven Only) at an aggregate consideration not exceeding Rs. 4,99,99,923 (Rupees Four Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Twenty Three 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 on the exercise of the Warrant(s).</p>

		1,71,233 (One Lakh Seventy-One Thousand Two Hundred and Thirty-Three) Equity Shares face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 292/- (Rupees Two Hundred and Ninety-Two Only) (including a premium of Rs. 282/-only) per Equity Share for an amount aggregating to Rs. 5,00,00,036 /- (Rupees Five Crores and Thirty-Six Only).
iii.	No. of Investor	01 (One)
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 allottee 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 Allottee	Category	No. of Warrants and Equity Shares Allotted	Consideration Amount (25% of the total consideration) (Rs.)
1.	Goodday Enterprises LLP	Non-Promoter Body Corporate	1,55,763 (Warrants)	1,24,99,980.75
Sr. No.	Name of the Allottee	Category	No. of Equity Shares Allotted	Consideration Amount (Rs.)
1.	Goodday Enterprises LLP	Non-Promoter Body Corporate	1,71,233 (Equity Shares)	5,00,00,036