Veranda Learning Solutions Limited
(formerly Veranda Learning Solutions Private Limited) (formerly Andromeda Edutech Private Limited)

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, G Block, Bandra-Kurla
Complex, Bandra (East), Mumbai – 400 051

With reference to above and further to our intimation to the stock exchange dated September 05, 2022 and pursuant to the SEBI Listing Regulations, we would like to inform you the Board of Directors of the Company in its meeting held today i.e., September 14, 2022 considered and approved the following:

1. To Issue and Allot 77,97,718 equity shares of face value of Rs. 10/- each fully paid-up ") to certain Non-Promoters entities, on a preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the " "), and other applicable laws, at a price of Rs. 307/- per Equity Share, subject to it being in compliance with the minimum issue price calculated in accordance with Regulation 164(1) of Chapter V for Preferential Issue under SEBI ICDR Regulations, subject to the approval of regulatory/ statutory authorities and the shareholders of the Company.

2. To Issue and Allot 20,00,000 Convertible Warrants ( ), each Warrant convertible into one (1) Equity Share to Promoters of the Company, on a preferential basis in accordance with Chapter V of the SEBI ICDR Regulations and other applicable laws, at a price of Rs. 307/- per Warrant, subject to it being in compliance with the minimum price calculated in accordance with Regulation 164 of Chapter V for Preferential Issue under SEBI ICDR Regulations, subject to the approval of regulatory/ statutory authorities and the shareholders of the Company.

   Above mentioned Para 1 and 2 are collectively referred to as the " " of the Company.

3. Approval for Related Party Transaction up to an aggregate limit of only subject to approval of shareholders at the ensuing Extra Ordinary General Meeting of the Company to be held on

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+91 44 4296 7777
34,Thirumalai Road, T.Nagar,
Chennai, Tamil Nadu-600017
CIN: U74999TN2018PLC125880

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4. The Board, in the aforesaid connection, approved the issue of Notice for convening an Extra Ordinary General Meeting (“ ”) of the shareholders of the Company to be held on , at 11:00 A.M. through video conferencing or other audio-visual means, to seek necessary approval of the shareholders for the proposed Preferential Issue.

The Information required to be submitted pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is annexed herewith as .

The aforesaid meeting commenced at . and concluded at

This is for your information and records.

M Ananthara makrishnan

Digitally signed by M Anantharamakrishnan
Date: 2022.09.14 20:55:43 +05'30'

as above.

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Disclosure of Event and Information pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular number CIR/CFD/CMD/4/2015 dated September 09, 2015.

1. Issuance of Securities

Sr. No.	Particulars of Securities	Details of Securities	
a)	Type of securities proposed to be issued	Equity Shares	Convertible Warrants
b)	Type of issuance	Preferential Issue in accordance with Chapter V of the SEBI ICDR Regulations and other applicable act/laws	Preferential Issue in accordance with Chapter V of the SEBI ICDR Regulations and other applicable act/laws
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Upto 77,97,718 Equity Shares at a price of Rs. 307/- per Equity Share in Cash, for an aggregate consideration of Rs. 2,39,38,99,426/-	Upto 20,00,000 Warrants at a price of Rs. 307/- per Warrant in Cash, for an aggregate consideration of Rs. 15,35,00,000/-
In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):			
i.	Name of Investors	Enclosed as **Annexure II**	Enclosed as **Annexure III**
ii.	Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	Not Applicable	Not Applicable
iii.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	Not Applicable	25% of the total consideration of the Warrants shall be payable at the time of application and the balance would be payable at the time of conversion of the Warrants into Equity Shares. Each Warrant is convertible into 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.

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Annexure-II

Sr. No.	Name of the Investors	Category of Investors	Type of Securities	No of Securities to be subscribed
1	Pawan Kumar Garg	Non-Promoter	Equity	50,000
2	Ami Hemang Shah	Non-Promoter	Equity	15,000
3	India Equity Fund 1	Non-Promoter	Equity	1,00,000
4	Chhattisgarh Investments Limited	Non-Promoter	Equity	1,75,000
5	Wow Investment	Non-Promoter	Equity	50,000
6	Pinki Raheja	Non-Promoter	Equity	40,000
7	Pawan Kumar Gupta	Non-Promoter	Equity	1,00,000
8	Chelladurai Rajeswari	Non-Promoter	Equity	5,00,000
9	Vinod Natubhai Patel	Non-Promoter	Equity	25,000
10	Nandi Cylinders Private Limited	Non-Promoter	Equity	2,00,000
11	Kurugodsetra Mayurnath	Non-Promoter	Equity	1,00,000
12	Yash Poddar	Non-Promoter	Equity	1,60,000
13	Karan Bhatia	Non-Promoter	Equity	40,000
14	Radhey Shyam Poddar And Sons HUF	Non-Promoter	Equity	25,000
15	V G Raajendran	Non-Promoter	Equity	35,000
16	Zenith Multi Trading Dmcc	Non-Promoter	Equity	10,00,000
17	Campbell Advertising Private Limited	Non-Promoter	Equity	40,000
18	Sachin Sadanand Shetty	Non-Promoter	Equity	15,000
19	Mi Lifestyle Marketing Global Private Limited	Non-Promoter	Equity	33,000
20	Anita Jaideep Sampat	Non-Promoter	Equity	33,000
21	Vidhi Mahendrakumar Kankaria	Non-Promoter	Equity	70,000
22	Sanjeev V A	Non-Promoter	Equity	2,00,000
23	Mahesh Kumar L	Non-Promoter	Equity	15,000
24	Arvind Kanji Chheda	Non-Promoter	Equity	50,000
25	Ranjan Arvind Chheda	Non-Promoter	Equity	50,000
26	Hiral Arvind Chheda	Non-Promoter	Equity	50,000
27	Mili Sameer Joshi	Non-Promoter	Equity	16,000
28	Tejas Anil Dharod	Non-Promoter	Equity	16,000
29	Juhi Kanishk Patel	Non-Promoter	Equity	16,000
30	D Prakash Devi	Non-Promoter	Equity	16,250
31	Pratik Madhukar Sheth	Non-Promoter	Equity	33,000
32	Nilang Jain HUF	Non-Promoter	Equity	6,500
33	Jiten Mathuria	Non-Promoter	Equity	32,468
34	Anjali Sangtani	Non-Promoter	Equity	5,000
35	Siya Sharan Katta	Non-Promoter	Equity	2,500
36	Namrata Natinkumar Shah	Non-Promoter	Equity	5,000
37	Adheesh Kabra	Non-Promoter	Equity	50,000
38	Komalay Finance Private Limited	Non-Promoter	Equity	1,50,000

39	Naman Mittal	Non-Promoter	Equity	3,000
40	Sushanshu Sharma	Non-Promoter	Equity	2,000
41	Mandira Sarvesh Sanghi	Non-Promoter	Equity	4,000
42	Rupali Pratik Sanghi	Non-Promoter	Equity	4,000
43	Apoorva Khandelwal	Non-Promoter	Equity	3,000
44	Shah Mukeshkumar	Non-Promoter	Equity	15,000
45	Suresh Pareek	Non-Promoter	Equity	2,500
46	Priyanka Gunajan Seth	Non-Promoter	Equity	10,000
47	Kalpana Prakashbhai Parikh	Non-Promoter	Equity	5,000
48	Nitin Kumar Aggarwal	Non-Promoter	Equity	6,500
49	Ashish Choudhary	Non-Promoter	Equity	6,500
50	Axita Exports Private Limited	Non-Promoter	Equity	50,000
51	Nikhil Tyagi	Non-Promoter	Equity	4,000
52	Vinod Kumar Jain HUF	Non-Promoter	Equity	2,500
53	Chirag Rajnikant Shah	Non-Promoter	Equity	10,000
54	Deepika Gupta	Non-Promoter	Equity	2,500
55	Vinit Shah	Non-Promoter	Equity	5,000
56	Saurabh Jain	Non-Promoter	Equity	2,500
57	Deven Mahendrakumar Shah	Non-Promoter	Equity	1,00,000
58	Parmar Developers and Properties Private Limited	Non-Promoter	Equity	3,00,000
59	Jinay R Jain	Non-Promoter	Equity	1,50,000
60	Maneesh Parmar	Non-Promoter	Equity	2,50,000
61	Basanti Jain	Non-Promoter	Equity	65,000
62	Vansilal Jugraj Jain	Non-Promoter	Equity	2,00,000
63	Navyug Global Investments	Non-Promoter	Equity	35,000
64	Pauloni Ketankumar Doshi	Non-Promoter	Equity	1,00,000
65	Vidhi Chaitanya Mehta	Non-Promoter	Equity	1,30,000
66	Aniket Metals Private Limited	Non-Promoter	Equity	66,000
67	Shivani Nachiket Shah	Non-Promoter	Equity	33,000
68	Sangeeta Sunil Jhaveri	Non-Promoter	Equity	33,000
69	Ayushmat Limited	Non-Promoter	Equity	50,000
70	Suresh Bhatia HUF	Non-Promoter	Equity	2,50,000
71	LKP Finance Limited	Non-Promoter	Equity	33,000
72	Urvi J Shah	Non-Promoter	Equity	1,00,000
73	Choice Strategic Advisors LLP	Non-Promoter	Equity	1,00,000
74	Vimal Kumar Srisrimal, Monisha Nitin, Rupali Jatin	Non-Promoter	Equity	10,000
75	Nirmal Nahar	Non-Promoter	Equity	10,000
76	Hemant Kumar Nahar	Non-Promoter	Equity	5,000
77	Bhawarlal Lalithchand Nahar	Non-Promoter	Equity	10,000
78	Manish Kumar Jain	Non-Promoter	Equity	50,000
79	F3 Advisors Private Limited	Non-Promoter	Equity	2,00,000
80	APT Real Estates Private Limited	Non-Promoter	Equity	3,35,000

81	Suman Gandhi	Non-Promoter	Equity	25,000
82	Yogesh Paras Bhathia HUF	Non-Promoter	Equity	40,000
83	Feny Bathia	Non-Promoter	Equity	25,000
84	Quant Capital Holdings Private Limited	Non-Promoter	Equity	1,95,000
85	APT Agrotech Industries Private Limited	Non-Promoter	Equity	3,35,000
86	Shradha Manish Mehta	Non-Promoter	Equity	50,000
87	Incred Wealth Private Limited	Non-Promoter	Equity	5,25,000
88	Nariman Investment Holdings Private Limited	Non-Promoter	Equity	3,30,000
	Total			**77,97,718**

Annexure-III

Sr. No.	Name of the Investors	Category of Investors	Type of Securities	No of Securities to be subscribed
1	Kalpathi S.Aghoram	Promoter	Convertible Warrants	6,66,667
2	Kalpathi S. Ganesh	Promoter	Convertible Warrants	6,66,667
3	Kalpathi S. Suresh	Promoter	Convertible Warrants	6,66,666
	Total			**20,00,000**