

February 17, 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 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-principle 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 at their meeting held on February 17, 2025 has allotted 15,58,352 Equity Shares at an issue price of Rs. 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.45,50,38,784/- (Rupees Forty Five Crores Fifty Lakhs Thirty Eight Thousand Seven Hundred and Eighty Four Only) by way of Preferential Issue for Consideration other than Cash. (i.e. being consideration for acquisition of 6,500 equity shares of Rs. 10/- each of Navkar Digital Institute Private Limited ("Navkar Digital")), on preferential basis by way of private placement.

As a result, 6,500 equity shares of ₹10 each, representing 65% of the paid-up equity share capital of Navkar Digital Institute Private Limited ("Navkar Digital"), have been acquired by the Company. Consequently, Navkar Digital has become a subsidiary of Veranda Learning Solutions Limited ("VLS").

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	7,13,82,595	71,38,25,950
Post allotment paid up share capital	7,29,40,947	72,94,09,470

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	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.	15,58,352 (Fifteen Lakhs Fifty-Eight Thousand Three Hundred and Fifty-Two) fully paid up equity shares of the Company having a face value of Rs.10/- (Rupees Ten Only) each at an issue price of Rs. 292/- (Rupees Two Hundred and Ninety-Two Only) per equity share including a premium of Rs. 282/- (Rupees Two Hundred and Eighty-Two Only) per equity share, aggregating to not exceeding Rs. 45,50,38,784/- (Rupees Forty-Five Crores Fifty Lakhs Thirty-Eight Thousand Seven Hundred and Eighty-Four Only) (i.e. being consideration for acquisition of 6,500 equity shares of Rs. 10/- each of Navkar Digital Institute Private Limited ("Navkar Digital"))
In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):		
i	Name of the Investors	Enclosed as Annexure II
ii.	Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles),	15,58,352 Equity Shares at a price of Rs. 292 /- each having a face value of Rs.10/- for Consideration other than cash aggregating to not exceeding Rs. 45,50,38,784/- (Rupees Forty-Five Crores Fifty Lakhs Thirty-Eight Thousand Seven Hundred and Eighty-Four Only)
iii.	No. of Investors	04 (Four)
iv.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	Not Applicable

Annexure II

Sr. No.	Name of the Allottees	Category of Investor	No. of Equity shares of Navkar Digital acquired	Maximum Number of Equity Shares to be issued and allotted	Amount including Share Premium (in Rs.)
1	Hiteshkumar Indulal Shah	Non- Promoter (Individual)	2,000	4,79,493	14,00,11,956
2	Sweta Hiteshkumar Shah	Non- Promoter (Individual)	2,000	4,79,493	14,00,11,956
3	Aagam Hitesh Shah	Non- Promoter (Individual)	500	1,19,873	3,50,02,916
4	Kokilaben Indulal Shah	Non- Promoter (Individual)	2000	4,79,493	14,00,11,956
Total			6,500	15,58,352	45,50,38,784