

Veranda

VERANDA LEARNING SOLUTIONS LIMITED

Registered Office: Old No 54, New No 34, Thirumalai Pillai Road, T. Nagar, Chennai – 600017, Tamil Nadu, India.

Website: www.verandalearning.com; **Tel No.:** +91 44 42967777;

Email: anantharamakrishnan.m@verandalearning.com

CORRIGENDUM TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

Veranda Learning Solutions Limited (“**Company**”) has issued a Notice dated September 14, 2022 for convening the Extra-Ordinary General Meeting (“**EGM**”) of its members of the Company which is scheduled to be held on Thursday, October 06, 2022 at 11.00 A.M. through Video Conferencing (“**VC**”)/Other Audio Visual Means (“**OAVM**”). The Notice of the EGM (“**EGM Notice**”) has been dispatched to the Shareholders of the Company in due compliance with the provisions of the Companies Act, 2013 read with rules and regulations made thereunder and other statutory provisions, if any, to the extent applicable. This Corrigendum to EGM Notice (“**Corrigendum**”) is being issued to give notice to amend/ include additional details as mentioned herein and pursuant to the provisions of SEBI ICDR Regulations:

1. In the Notice of EGM, Item No. 1, for Issue of Equity Shares on Preferential Basis to Non-Promoters the table containing the list of allottees at Page No. 2, 3 and 4 of the EGM Notice should be substituted and read as given in point no 3 of this Corrigendum.
2. In the Point D of Explanatory Statement for Item No. 1 and Item No 2 (The price at which the allotment is proposed and basis on which the price has been arrived at:) the following para shall be added after 3rd para on Page 24 and Page 36 respectively.

The valuation of the same is also in compliance with article 11 (1) (C) of the Articles of Association of the Company and is duly certified by FCA Payal Gada, a Registered Valuer (Reg. No. IBBI/RV/06/2019/11170) vide valuation report dated September 14, 2022.

3. In the Point I of Explanatory Statement for Item No. 1, (i.e. The identity of the proposed allottees, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees) on page no. 25, 26 27, 28, 29, 30, 31 and 32 of the EGM Notice, should be substituted and read as under:

Sr.No	Name of the Proposed Allottees (*)	Ultimate beneficial owners	Category	Pre-Preferential Issue		Preferential Issue of Equity Shares (Present Issue)	Post Preferential Issue	
				No of Shares held	% of Holding		No of Shares held	% of Holding (**)
1	Pawan Kumar Garg	Not Applicable	Non-Promoter	11,010	0.02%	50,000	61,010	0.09%
2	Ami Hemang Shah	Not Applicable	Non-Promoter	0	0.00%	15,000	15,000	0.02%
3	India Equity Fund 1	Bhavya Jain	Non-Promoter	1,12,555	0.20%	1,00,000	2,12,555	0.33%



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4	Chhattisgarh Investments Limited	Kamal Kishore Sarda, Umar Sarda, Veena Sarda	Non-Promoter	0	0.00%	1,75,000	1,75,000	0.27%
5	Brijesh Thakkar	Not Applicable	Non-Promoter	0	0.00%	50,000	50,000	0.08%
6	Pinky Raheja	Not Applicable	Non-Promoter	0	0.00%	40,000	40,000	0.06%
7	Pawan Kumar Gupta	Not Applicable	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.15%
8	Chelladurai Rajeswari	Not Applicable	Non-Promoter	0	0.00%	5,00,000	5,00,000	0.76%
9	Vinod Natubhai Patel	Not Applicable	Non-Promoter	0	0.00%	25,000	25,000	0.04%
10	Nandi Cylinders Private Limited	Yogesh Sanghvi	Non-Promoter	0	0.00%	2,00,000	2,00,000	0.31%
11	Kurugod Setra Mayurnath	Not Applicable	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.15%
12	Yash Poddar	Not Applicable	Non-Promoter	0	0.00%	1,60,000	1,60,000	0.24%
13	Karan Bhatia	Not Applicable	Non-Promoter	0	0.00%	40,000	40,000	0.06%
14	Radhey Shyam Poddar And Sons	Balkrishan Poddar	Non-Promoter	100	0.00%	25,000	25,100	0.04%
15	V G Raajendran	Not Applicable	Non-Promoter	0	0.00%	35,000	35,000	0.05%
16	Zenith Multi Trading DMCC	Hari Shankar Tibrewala	Non-Promoter	0	0.00%	10,00,000	10,00,000	1.53%
17	Campbell Advertising Private Limited	Ashish Begwani, Ayesha Begwani	Non-Promoter	0	0.00%	40,000	40,000	0.06%
18	Sachin Shetty	Not Applicable	Non-Promoter	0	0.00%	15,000	15,000	0.02%
19	Mohit Ramgopal Agrawal	Not Applicable	Non-Promoter	0	0.00%	33,000	33,000	0.05%
20	Anita Jaideep Sampat	Not Applicable	Non-Promoter	0	0.00%	33,000	33,000	0.05%
21	Vidhi Mahendrakumar Kankaria	Not Applicable	Non-Promoter	0	0.00%	70,000	70,000	0.11%
22	Sanjeev Venkatesh Arthy	Not Applicable	Non-Promoter	0	0.00%	2,00,000	2,00,000	0.31%
23	L Mahesh Kumar Porwal	Not Applicable	Non-Promoter	0	0.00%	15,000	15,000	0.02%
24	Arvind Kanji Chheda	Not Applicable	Non-Promoter	0	0.00%	50,000	50,000	0.08%
25	Ranjan Arvind Chheda	Not Applicable	Non-Promoter	0	0.00%	50,000	50,000	0.08%
26	Hiral Arvind Chheda	Not Applicable	Non-Promoter	0	0.00%	50,000	50,000	0.08%
27	Mili Sameer Joshi	Not Applicable	Non-Promoter	0	0.00%	16,000	16,000	0.02%
28	Tejas Anil Dharod	Not Applicable	Non-Promoter	0	0.00%	16,000	16,000	0.02%
29	Juhi Kanishk Patel	Not Applicable	Non-Promoter	0	0.00%	16,000	16,000	0.02%
30	D Prakash Devi	Not Applicable	Non-Promoter	1,000	0.00%	16,250	17,250	0.03%
31	Pratik Madhukar Sheth	Not Applicable	Non-Promoter	0	0.00%	33,000	33,000	0.05%
32	Nilang Kishore Jain HUF	Nilang Kishore Jain	Non-Promoter	0	0.00%	6,500	6,500	0.01%
33	Jiten Prataprai Mathuria	Not Applicable	Non-Promoter	19,113	0.03%	32,468	51,581	0.08%
34	Anjali Sangtani	Not Applicable	Non-Promoter	0	0.00%	5,000	5,000	0.01%
35	Siya Sharan Katta	Not Applicable	Non-Promoter	0	0.00%	2,500	2,500	0.00%
36	Namrata Natinkumar Shah	Not Applicable	Non-Promoter	1,570	0.00%	5,000	6,570	0.01%



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37	Adheesh Kabra	Not Applicable	Non-Promoter	0	0.00%	50,000	50,000	0.08%
38	Komalay Finance Private Limited (Formerly known as Nanuan Finance Private Limited)	Malay R Bhow, Viral M Bhow	Non-Promoter	0	0.00%	1,50,000	1,50,000	0.23%
39	Naman Mittal	Not Applicable	Non-Promoter	0	0.00%	3,000	3,000	0.00%
40	Sudhanshu Sharma	Not Applicable	Non-Promoter	0	0.00%	2,000	2,000	0.00%
41	Mandira Sarvesh Sanghi	Not Applicable	Non-Promoter	0	0.00%	4,000	4,000	0.01%
42	Rupali Pratik Sanghi	Not Applicable	Non-Promoter	0	0.00%	4,000	4,000	0.01%
43	Apoorva M. Khandelwal	Not Applicable	Non-Promoter	0	0.00%	3,000	3,000	0.00%
44	Shah Mukeshkumar L	Not Applicable	Non-Promoter	0	0.00%	15,000	15,000	0.02%
45	Suresh Pareek	Not Applicable	Non-Promoter	0	0.00%	2,500	2,500	0.00%
46	Priyanka G Seth	Not Applicable	Non-Promoter	0	0.00%	10,000	10,000	0.02%
47	Parikh Kalpana Prakashbhai	Not Applicable	Non-Promoter	0	0.00%	5,000	5,000	0.01%
48	Madhu Devi	Not Applicable	Non-Promoter	0	0.00%	6,500	6,500	0.01%
49	Ashish Choudhary	Not Applicable	Non-Promoter	0	0.00%	6,500	6,500	0.01%
50	Axita Exports Private Limited	Nitinbhai Govindbhai Patel, Kushal Nitinbhai Patel	Non-Promoter	0	0.00%	50,000	50,000	0.08%
51	Nikhil Tyagi	Not Applicable	Non-Promoter	2,000	0.00%	4,000	6,000	0.01%
52	Vinod Kumar Jain HUF	Vinod Kumar Jain	Non-Promoter	0	0.00%	2,500	2,500	0.00%
53	Chirag Rajnikant Shah	Not Applicable	Non-Promoter	0	0.00%	10,000	10,000	0.02%
54	Deepika Gupta	Not Applicable	Non-Promoter	0	0.00%	2,500	2,500	0.00%
55	Vinit B Shah	Not Applicable	Non-Promoter	300	0.00%	5,000	5,300	0.01%
56	Saurabh Jain	Not Applicable	Non-Promoter	0	0.00%	2,500	2,500	0.00%
57	Shah Deven M	Not Applicable	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.15%
58	Parmar Developers And Properties Private Limited	Maneesh Parmar, Rakhi	Non-Promoter	0	0.00%	3,00,000	3,00,000	0.46%
59	Jinay R Jain	Not Applicable	Non-Promoter	0	0.00%	1,50,000	1,50,000	0.23%
60	Maneesh Parmar	Not Applicable	Non-Promoter	0	0.00%	2,50,000	2,50,000	0.38%
61	Basanti Jain	Not Applicable	Non-Promoter	0	0.00%	65,000	65,000	0.10%
62	Vansilal Jugraj Jain	Not Applicable	Non-Promoter	0	0.00%	2,00,000	2,00,000	0.31%
63	Nikhil Pravin Chandan	Not Applicable	Non-Promoter	34,000	0.06%	35,000	69,000	0.11%
64	Paulomi Ketan Doshi	Not Applicable	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.15%
65	Vidhi Chaitanya Mehta	Not Applicable	Non-Promoter	0	0.00%	1,30,000	1,30,000	0.20%
66	Aniket Metals Private Limited	Anup N Shah, Nachiket A Shah, Harsha A Shah	Non-Promoter	0	0.00%	66,000	66,000	0.10%
67	Shivani Nachiket Shah	Not Applicable	Non-Promoter	0	0.00%	33,000	33,000	0.05%



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68	Sangeeta Sunil Jhaveri	Not Applicable	Non-Promoter	7,500	0.01%	33,000	40,500	0.06%
69	Ayushmat Limited	Zenaida Santos Ocleasa	Non-Promoter	0	0.00%	50,000	50,000	0.08%
70	Suresh Bhatia HUF	Suresh Bhatia	Non-Promoter	0	0.00%	2,50,000	2,50,000	0.38%
71	LKP Finance Limited	Mahendra Vasantrao Doshi	Non-Promoter	0	0.00%	33,000	33,000	0.05%
72	Shah Urvi Jigneshbhai	Not Applicable	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.15%
73	Choice Strategic Advisors LLP	Kamal Poddar, Arun Kumar Poddar	Non-Promoter	0	0.00%	1,00,000	1,00,000	0.15%
74	Vimal Kumar Srisrimal, Monisha Nitin, Rupali Jatin	Not Applicable	Non-Promoter	20,000	0.04%	10,000	30,000	0.05%
75	Nirmal Nahar	Not Applicable	Non-Promoter	10,000	0.02%	10,000	20,000	0.03%
76	Hemant Kumar Nahar	Not Applicable	Non-Promoter	10,000	0.02%	5,000	15,000	0.02%
77	Bhawarlal Lalithchand Nahar	Not Applicable	Non-Promoter	10,000	0.02%	10,000	20,000	0.03%
78	Manish Kumar Jain	Not Applicable	Non-Promoter	0	0.00%	50,000	50,000	0.08%
79	F3 Advisors Private Limited	Paresh Rasiklal Shah, Avni Paresh Shah	Non-Promoter	0	0.00%	2,00,000	2,00,000	0.31%
80	APT Real Estates Private Limited	Ashish Singhania, Vivek Singhania	Non-Promoter	0	0.00%	3,35,000	3,35,000	0.51%
81	Suman Gandhi	Not Applicable	Non-Promoter	0	0.00%	25,000	25,000	0.04%
82	Yogesh Paras Bathia HUF	Yogesh Paras Bathia	Non-Promoter	0	0.00%	40,000	40,000	0.06%
83	Feny Yogesh Bathia	Not Applicable	Non-Promoter	0	0.00%	25,000	25,000	0.04%
84	APT Agrotech Industries Private Limited	Ashish Singhania, Vivek Singhania	Non-Promoter	0	0.00%	3,35,000	3,35,000	0.51%
85	Shradha Manish Mehta	Not Applicable	Non-Promoter	0	0.00%	50,000	50,000	0.08%
86	Incred Wealth and Investment Services Private Limited	Bhupinder Singh	Non-Promoter	0	0.00%	5,25,000	5,25,000	0.80%
87	Nariman Investment Holdings Private Limited	Ajay Jhalan	Non-Promoter	0	0.00%	3,30,000	3,30,000	0.50%
	Total			2,39,148	0.43%	76,02,718	78,41,866	11.99%

*Correction in the certain names have been carried out due to typographical errors and matched with their names as appearing on their respective PAN Card.

**Assuming full conversion of Warrants into Equity shares and shares issued through the notice.

We hereby inform that MI Lifestyle Marketing Global Private Limited, Nitin Kumar Aggarwal and Quant Capital Holdings Private Limited have sold Equity Shares of the Company after the date of Board Meeting and dispatch of EGM Notice.

Accordingly, the Company proposes to replace MI Lifestyle Marketing Global Private Limited and Nitin Kumar Aggarwal with Mohit Ramgopal Agrawal (33,000 Equity Shares) and Madhu Devi (6,500 Equity Shares) respectively and the name of Quant Capital Holdings Private Limited has been withdrawn. Consequently, the Issue of Equity Shares on Preferential Basis to Non-Promoters shall stand revised from 77,97,718 to 76,02,718 Equity Shares and number of proposed allottees stand revised from 88 to 87.



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4. In the Point S of Explanatory Statement for Item No. 2, (i.e. Other Disclosures) refer last para on page no. 39 of the EGM Notice, should be read as under:

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, other than Mr. Kalpathi S. Aghoram, Mr. Kalpathi S. Ganesh and Mr. Kalpathi S. Suresh who intend to subscribe to this issue and Ms. Kalpathi A Archana daughter of Mr. Kalpathi S. Aghoram are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

5. In the Explanatory Statement (Refer Annexure A) on page no. 46 of the EGM Notice, should be substituted and read as under:

Sr.No.	Category of Shareholders	Pre-Preferential Shareholding Pattern		Preferential Issue		Post Preferential Shareholding Pattern (Proposed)	
		No. of Equity Shares	% of holding	Equity Shares to be allotted	Convertible warrants to be allotted	No. of Equity Shares	% of holding (*)
A	Promoter and Promoter Group						
1	Indian						
a	Individuals/Hindu undivided Family						
	Kalpathi S. Aghoram	1,20,33,636	21.58%	0	6,66,667	1,27,00,303	19.43%
	Kalpathi S. Ganesh	1,20,32,132	21.57%	0	6,66,667	1,26,98,799	19.42%
	Kalpathi S. Suresh	1,20,31,632	21.57%	0	6,66,666	1,26,98,298	19.42%
	Venkatachalam Mahadevan	10,500	0.02%	0	0	10,500	0.02%
	Andal Aghoram	1,000	0.00%	0	0	1,000	0.00%
	Meenakshi Suresh	1,000	0.00%	0	0	1,000	0.00%
	Mahalakshmi Ganesh	1,000	0.00%	0	0	1,000	0.00%
	Kalpathi A Archana	1,00,000	0.18%	0	0	1,00,000	0.15%
	Kalpathi S Abhishek	1,00,000	0.18%	0	0	1,00,000	0.15%
	Kalpathi Aghoram Aishwarya	1,00,000	0.18%	0	0	1,00,000	0.15%
	Kalpathi G Ajith	2,00,000	0.36%	0	0	2,00,000	0.31%
	Abinaya K Suresh	1,00,000	0.18%	0	0	1,00,000	0.15%
b	Financial Institutions/Banks	0	0.00%	0	0	0	0.00%
c	Any Other (specify)	30,000	0.05%	0	0	30,000	0.05%
	Sub-Total (A)(1)	3,67,40,900	65.87%	0	20,00,000	3,87,40,900	59.26%
			0.00%				0.00%
2	Foreign		0.00%				0.00%
a	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0.00%	0	0	0	0.00%
b	Government	0	0.00%	0	0	0	0.00%
c	Institutions	0	0.00%	0	0	0	0.00%



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d	Foreign Portfolio Investor	0	0.00%	0	0	0	0.00%
e	Any Other (specify)	0	0.00%	0	0	0	0.00%
	Sub-Total (A)(2)	0	0.00%	0	0	0	0.00%
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	3,67,40,900	65.87%	0	20,00,000	3,87,40,900	59.26%
			0.00%				0.00%
	Public Shareholder		0.00%				0.00%
1	Institutions		0.00%				0.00%
a	Mutual Funds/	0	0.00%	0	0	0	0.00%
b	Venture Capital Funds	0	0.00%	0	0	0	0.00%
c	Alternate Investment Funds	1,12,555	0.20%	1,00,000	0	2,12,555	0.33%
d	Foreign Venture Capital Investors	0	0.00%	0	0	0	0.00%
e	Foreign Portfolio Investors	21,06,998	3.78%	0	0	21,06,998	3.22%
f	Financial Institutions/Banks	7,32,427	1.31%	0	0	7,32,427	1.12%
g	Insurance Companies	0	0.00%	0	0	0	0.00%
h	Provident Funds/Pension Funds	0	0.00%	0	0	0	0.00%
i	Any Other (specify)	0	0.00%	0	0	0	0.00%
	Sub-Total (B)(1)	29,51,980	5.29%	1,00,000	0	30,51,980	4.67%
			0.00%				0.00%
2	Central Government/State Government(s)/President of India	0	0.00%	0	0	0	0.00%
	Sub-Total (B)(2)	0	0.00%	0	0	0	0.00%
			0.00%				0.00%
3	Non-institutions		0.00%				0.00%
a	Individuals	1,08,95,409	19.53%	31,94,718	0	1,40,90,127	21.55%
b	NBFCs registered with RBI	0	0.00%	0	0	0	0.00%
c	Employee Trusts	0	0.00%	0	0	0	0.00%
d	Overseas Depositories (holding DRs) (balancing figure)	0	0.00%	0	0	0	0.00%
e	Any Other (specify)		0.00%				0.00%
	Hindu Undivided Family	11,79,006	2.11%	3,24,000	0	15,03,006	2.30%
	Trusts	0	0.00%	0	0	0	0.00%
	Non Resident Indians Non Repatriable	35,734	0.06%	0	0	35,734	0.05%
	Non Resident Indians	1,77,259	0.32%	0	0	1,77,259	0.27%
	LLP	0	0.00%	1,00,000	0	1,00,000	0.15%
	Clearing Member	1,49,550	0.27%	0	0	1,49,550	0.23%



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Bodies Corporate	36,45,681	6.54%	38,84,000	0	75,29,681	11.52%
Unclaimed or Suspense or Escrow Account	0	0.00%	0	0	0	0.00%
Sub-Total (B)(3)	1,60,82,639	28.83%	75,02,718	0	2,35,85,357	36.08%
Total Shareholding (B)(1)+(B)(2)+(B)(3)	1,90,34,619	34.13%	76,02,718	0	2,66,37,337	40.74%
Total shareholding (A+B)	5,57,75,519	100.00%	76,02,718	20,00,000	6,53,78,237	100.00%

(* Assuming full conversion of Warrants into Equity shares issued through this Notice.

This Corrigendum to the EGM Notice shall form an integral part of the EGM Notice, which has already been circulated to the Shareholders of the Company and on and from the date hereof, the Notice of EGM shall always be read in conjunction with this Corrigendum. All the defined terms used in the Corrigendum have same meaning as ascribed to them in the EGM Notice.

This Corrigendum is also being published in the Financial Express (National Daily Newspaper) and Makkal Kural (Regional Daily Newspaper) and will also be made available on website of both the stock exchanges i.e. BSE Ltd ("BSE") and National Stock Exchange of India Limited ("NSE") and on the website of the Company at <https://www.verandalearning.com/investor/GeneralMeeting/Notices/F.Y>

All other contents of the EGM Notice save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

By Order of the Board

For **Veranda Learning Solutions Limited**



M. Anantharamakrishnan

Company Secretary and Compliance Officer

Place: Chennai

Date: September 30, 2022

Registered Office:

**Old No 54, New No 34,
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