

26<sup>th</sup> April 2024

<b>To</b> <b>The Secretary</b> <b>BSE Limited</b> <b>Phiroze Jeejeebhoy Towers,</b> <b>Dalal Street,</b> <b>Mumbai - 400 001</b>  <b>Scrip Code: 543514</b>	<b>To</b> <b>The Manager,</b> <b>Listing Department,</b> <b>National Stock Exchange of India Limited</b> <b>Exchange Plaza, C-1, G Block, Bandra-</b> <b>Kurla Complex, Bandra (East), Mumbai -</b> <b>400 051</b>  <b>Scrip Code: VERANDA</b>
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Sir / Madam,

**Sub: Allotment of Equity Shares pursuant to Conversion of Equity Warrants**

**Ref : Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as Amended**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that upon receipt of an amount aggregating to Rs. 46,05,00,000 (Rupees Forty Sixty Crore Five Lakh only) as "Warrant Exercise Price" and duly signed application forms from the below listed warrant holders as per the terms of issue of Warrants, the Allotment Committee of the Company, has on 26<sup>th</sup> April, 2024, considered and approved the allotment of 20,00,000 (Twenty Lakh) Equity Shares of Re. 10/- each, upon conversion of such number of Warrants, as per the details given in **Annexure-I**.

Pursuant to present conversion, the issued, subscribed and paid-up Equity share capital of the Company stands increased to Rs. 71,27,34,960 consisting of 712,73,496 equity shares of Re. 10 each.

The new equity shares so allotted, shall rank pari passu with the existing equity shares of the Company.

Details relating to preferential issue of warrants as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 1/P/CIR/2023/123 dated 13th July, 2023 ("SEBI Circular"), are provided in **Annexure-II**.

The above information will also be available on the website of VLS at [www.verandalearning.com](http://www.verandalearning.com).

Kindly take the same on record and display the same on the website of your exchange.

**Thanks & Regards,**  
**For Veranda Learning Solutions Limited**

**M Anantharamakrishnan**  
**Company Secretary & Compliance Officer**  
**M. No: ACS-7187**

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Chennai, Tamil Nadu 600 017

CIN: L74999TN2018PLC125880

## Annexure-I

Name of the Allottee(s)	No. of Warrants allotted	No. of Warrants held before conversion	No. of Warrants applied for conversion	No. of Equity Shares Allotted	Amount received being 75% of the Issue price per warrant (in Rs.)	No. of Warrants pending for conversion
Kalpathi S Aghoram	6,66,667	6,66,667	6,66,667	6,66,667	Rs.15,35,00,076.75	NIL
Kalpathi S Ganesh	6,66,667	6,66,667	6,66,667	6,66,667	Rs.15,35,00,076.75	NIL
Kalpathi S Suresh	6,66,666	6,66,666	6,66,666	6,66,666	Rs. 15,34,99,846.50	NIL

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**Annexure-II**

The details relating to Preferential issue of Convertible warrants as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI circular dated 13th July 2023 are as under:

Sl. No	Particulars	Remarks
1	Type of securities proposed to be issued (viz. equity shares, convertible securities etc.).	Equity Shares pursuant to conversion of Convertible Equity Warrants.
2	Type of issuance (further public offering, rights issue, depository receipts (ADRI/GDR), qualified institutions placement, preferential allotment etc.);	Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("ICDR Regulations") and other applicable laws.
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Allotment of 20,00,000 (Twenty Lakh) Equity Shares of face value of Rs. 10/- each at issue price of Rs. 307/- per share upon conversion of 20,00,000 warrants upon receipt of balance amount "Warrant Exercise Price" i.e. Rs. 307 per Warrants aggregating to Rs. 46,05,00,000/- (Rupees Forty Sixty Crore Five Lakh only) (i.e 75% of the Exercise of the Warrants).  The Promoter have paid 25% of the exercise price at the time of the Warrant Allotment i.e 28.10.2022.
4	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Nil
In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):		
<b>A</b>	Names of investors	<b>As per annexure - I</b>

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<b>B</b>	post allotment of securities-outcome of the subscription: Issue price/allotted price (in case of convertibles)	post allotment of securities-outcome of the subscription: Issue price/allotted price (in case of convertibles) Issue price: Rs. 307.00 Warrants had been allotted on 28 <sup>th</sup> October 2022, carrying a right to subscribe to one Equity Share per warrant. Number of Allottee(s): 3 (Three)
<b>C</b>	In case of convertibles, intimation on conversion of securities or on lapse of the tenure of the instrument.	Not Applicable
<b>D</b>	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable

An amount equivalent to 25% of the issue price of the Warrants has been paid on the date of allotment of the Warrants. The balance 75% of the issue price of the Warrants was paid at the time of allotment of the Equity Shares pursuant to the exercise of the conversion right by the warrant holder.

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