



Veranda Learning Solutions Limited

(formerly Veranda Learning Solutions Private Limited)

(formerly Andromeda Edutech Private Limited)

7th August 2023

**To
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
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

Sir / Madam,

Sub: Intimation pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of the provisions of the regulation 30 read with Part-A of Schedule III of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 , this is to inform you that pursuant to the member's approval at the Extraordinary General meeting ("**EGM**") of Veranda Learning Solutions Limited (hereinafter referred as "The Company") held on **7th August, 2023**, the object clause of Memorandum of Association of the Company has been altered by way of inserting a new objects 3(a) 6, 3(a) 7 and 3(a) 8 after the existing object 3(a)5 to Clause 3 (a) and 3(b) 38, 3(b) 39, and 3(b)40 after the existing object 3(b)37 as detailed in the amended Memorandum of Association of the Company a Certified True Copy of which is filed herewith .

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**

Encl: as above (Altered MOA)

✉ contact@verandalearning.co

🌐 www.verandalearning.com

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34, Thirumalai Road, T.Nagar,
Chennai, Tamil Nadu-600017

CIN: L74999TN2018PLC125880

Table A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

1. *The Name of the Company is "VERANDA LEARNING SOLUTIONS LIMITED"
2. The Registered Office of the Company will be situated in the State of TAMILNADU.
3. (a) The objects to be pursued by the company on its incorporation are
 1. To carry on the business of providing management services to the education institutions whether in India or abroad like accounting, finance, human resources, training services, canteen, hostels, transportation, workshops of all professions and set up all support facilities and/or to act as advisors, consultants for setting up such institutes/classes and business as may be incidental or necessary.
 2. To carry on in India and anywhere else in the world, the business of providing all products and services, whether for curricular, co-curricular or extra-curricular activities, including management, advisory, administration, monitoring, supervisory, consulting, technology, education management, content, pedagogy, and organizational products/services to all educational institutions (including schools, colleges, training institutes, teaching establishments, establishments providing pre-primary, primary, secondary and higher secondary education, higher education, technical education, distance education and adult education, students, staff and related persons connected to educational institutions, and to establish promote, develop, manage, organize and conduct all educational establishments rendering services to such educational institutions by conducting general as also special courses for research and development of teaching methods, learning skills and enhancing education in areas of computers, sciences, languages, mathematics, engineering, medical, sports, arts and all other subjects of learning and imparting knowledge to students of all age groups in India and elsewhere in the world.
 3. To carry on in India and anywhere else in the world, the business of providing facilities to all educational institutions including supply of uniforms and educational material in all forms, provision, supply, maintenance of infrastructure facilities, career guidance and assistance in getting suitable opportunities for the students of the educational institutions, audit facilities, consulting, reporting, recruitment, training and development of all categories of manpower required by the educational institutions, support staff, services, transportation facilities, library, software, sports facilities, housekeeping, security, teaching aids, equipments, books, content, educational aids, educational

**Altered vide special resolution passed at the extra-ordinary general meeting of the company held on 25th August, 2020 for change of name of the company form "ANDROMEDA EDUTECH PRIVATE LIMITED" to "VERANDA LEARNING SOLUTIONS PRIVATE LIMITED"*

**Name change of the Company made vide Special Resolution passed at the extra-ordinary general meeting of the Company held on 30th September 2021, for conversion of the company into a Public Limited Company and subject to the approval of the Central Government or such other authorities.*

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For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer

material teaching and evaluation methods, as required for effective and efficient functioning of the educational institution and also owning, arranging, managing and providing, supplying and maintaining all supplies required by educational institutions, the students of the educational institutions including library, stationery, textbooks, uniforms, sports facilities and supplies relating to all sports, gymnasium requirements, sports-wear, equipments and any other supplies as may be required by the educational institutions and the persons connected to educational institutions, their staff, students and for their upkeep and maintenance, any other services as may be required by the educational institutions and the persons connected to educational institutions, their staff , students and for their upkeep and maintenance.

4. To carry on in India and anywhere else in the world, the business of promoting, establishing, developing, maintaining, organizing, undertaking, managing, operating, conducting and running all forms of educational, tutorial, counselling or guidance institutions or other institutions related thereto, including day care and primary care institutions, creche facilities, children support centres, institutions for imparting education, knowledge, skills, tutorial services, including technical, personality development, arts, crafts, management, vocational education / knowledge centres through schools, colleges , institutes, academy, training centres, universities or in any other forms and manner as permitted by the applicable law, and to establish, develop, provide, maintain and manage the mess, canteen, dining and drinking water facilities, dish washing facilities, kitchen staff and support, hostel facilities, maintenance of hostels for students, and teaching and nonteaching staff, guest houses for parents of students and visitors and maintain the facilities at the highest standards of quality.

5. To carry on in India anywhere else in the world, the business of providing books, content, educational aids, and other educational material and assisting schools, colleges and all other types of educational institutions in upgrading the content and curriculum, methods of teaching and evaluating, and to impart training to teachers and staff in schools, colleges, educational institutions whether in collaboration with any persons or otherwise , and to carry out research in the field of curriculum, content, methods of teaching, methods of evaluating, methods of all round development of students in all the subjects including computers, sports, extra-curricular and co-curricular activities and carry out all the activities in connection with the dissemination of knowledge/literature to the students, teachers and others interested, and the business of licensing, franchising, public relations, image management, publishing of books and literature, data processing, developing and implementing software solutions for systems and applications, development of portals, websites, online teaching and education solutions, consultancy, system analysis and design, market research, project design, human resource management, financial services management, logistics management, and security solutions and to provide technical, advisory, audit, consultancy, planning and training, quality processes, standardization and other services in respect of any such services and processes for all kinds of educational institutions and other similar allied or related sectors and fields.

#6. To carry on the business, whether in India or outside, to make, buy, sell, transfer, deal in and dispose of investments in group companies in the form of shares, preference shares, bonds, debentures, debt, loans, units of Infrastructure Investment Trusts (InvITs) as sponsor, or other securities and providing guarantees, other forms of collateral, or taking on other contingent liabilities, either for itself or on behalf of or for the benefit of, any group companies, including undertaking the business as a Core Investment Company, in accordance with the applicable

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For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer

guidelines prescribed by the Reserve Bank of India or any other relevant statutory authorities for core investment companies from time to time.

#7. To carry on the business of a Core Investment Company and undertake such actions as are permitted to be undertaken by a Core Investment Company, including invest in subsidiary companies, buy, sell, transfer, deal in and dispose of any shares, stocks, debentures, bonds, certificates, money market instruments, securities of any government or local authority whether perpetual or redeemable, investment in bonds or debentures issued by group companies, granting of loans to group companies, in accordance with the Guidelines issued by Reserve Bank of India for Core Investment Companies, from time to time.

#8. To carry on financial business, whether in India or outside, in the nature of investment in bank deposits, money market instruments (including money market mutual funds and liquid mutual funds), government securities, and to carry on such other activities, as may be permitted under the applicable guidelines prescribed by the Reserve Bank of India or any other relevant statutory authorities for Core Investment Companies from time to time.”

3.(b)Matters which are necessary for furtherance of the objects specified in clause 3(a) are

1. To enter into agreements and contracts with Indian or foreign individuals, Companies, Firms or other organizations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
2. To establish branches, offices, agencies anywhere in India or outside India for the purpose of enabling the company to carry on its business and to discontinue, if necessary at any time and reconstitute such branches, offices or agencies.
3. To invest, acquire, set up, or participate, directly or indirectly, in certain special purpose vehicles, companies and/or other entities whether having identical or similar objects as the Company whether situated in India or abroad.
4. Subject to the provisions of the Companies Act, 2013 to borrow or raise money by the issue or sale of any bonds, mortgages, debentures or debenture stocks of the Company, whether perpetual or otherwise and to deploy the money so raised to pursue any of the objects of the Company.
5. To open and operate current and deposit account with Banks.
6. To acquire and undertake the whole or any part of the business, assets and liabilities of any person(s) or company carrying on any business, and in any form whatsoever, which the Company is authorized to carry on.
7. To enter into partnership or any arrangements for sharing profits, union of interest, co-operations, joint venture, reciprocal concession or otherwise, with any person(s) or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on, enter into contract or otherwise, assist any such person or Company and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.

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For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer

#Altered vide special resolution passed at the extra-ordinary general meeting of the company held on 07th August, 2023 by inserting new clauses 3(a)6, 7 and 8.


8. To spend money on experimenting and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
9. To apply for, purchase or otherwise acquire any patents, invention, license, concessions, and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant license in respect or otherwise turn to account the property rights or information so acquired.
10. To enter into any arrangements with any Governments or any authorities, municipal, local or others which may seem conducive to the Company's objects or any of them and to obtain from any such Government or authorities, any rights, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
11. To grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for any national, charitable or benevolent objects, or for any exhibition or for any public, general or useful object subject to the provisions of the Companies Act, 2013.
12. To promote any company or companies for the purpose of acquiring the whole or any part of the business or property and undertaking any of the assets and liabilities of this company or undertaking any business operations which enhance the value of any property or business or operations of this Company and to place or guarantee the placing or under-write, subscribe for or otherwise acquire all or any part of the shares in or securities of any such company, firm, association or any other form of business organization.
13. To subscribe for, take, purchase or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this company for carrying on or capable of being carried on any business so as directly to benefit the company.
14. Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real estate and personal property and any rights and privileges attached thereto, which the Company may think necessary or convenient for the purpose of its business to construct, maintain and alter, take on hire, enter into agreement for developing any land and/or buildings or works necessary or convenient for the purposes of the Company.
15. To sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient for the purpose of its business.
16. Subject to the provisions of the Act, to invest and deal with the surplus monies of the Company, not immediately required, in such manner as may from time to time be determined.

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Company Secretary and Compliance Officer

17. To accumulate funds, invest, or otherwise employ monies belonging to or entrusted to the company upon securities and shares or without securities and upon such investments, upon such terms as can be thought proper and from time to time to vary such transactions and investments in such manner as may be thought fit.
18. To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Company's property both present and future, including its uncalled Capital, and to purchase, redeem or pay off any such securities, but the Company shall not do business of Banking as defined in the Banking Regulations Act, 1949.
19. To remunerate any person or company rendering services to this Company either by cash payment or by the allotment to him or them shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
20. To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
21. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Company.
22. To sell, manage exchange, dispose of, turn to account or otherwise, deal with all or any part of the property and rights of the Company.
23. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other company having objects altogether or in part similar to those of the Company.
24. Subject to the provisions of the Companies Act, 2013, to distribute among the members of the Company any property of the Company upon winding up in specie or kind or otherwise, and in particular any shares or debentures or securities of other companies belonging to this Company of which this Company may have the power of disposing.
25. To undertake, promote, encourage, initiate, assist and engage in all kinds of research and development work and to set up laboratories, purchase and acquire any instruments required for the same and/or give endowments, scholarships or any other assistance either monetary or otherwise to whomsoever for this purpose.
26. To undertake and execute any trust, the undertakings whereof may seem desirable either gratuitously or otherwise.
27. To advertise, exhibit, broadcast, and adopt means of making known the business activities of the company in any way as may be expedient including posting of bills in relation thereto and the issue of circulars, book pamphlets, exhibitions, demonstrations, and workshops.
28. To pay out of the funds of the company either in cash, fully paid shares or otherwise, all expenses of all parties incidental to the promotion, formation and registration of the Company and generally, all preliminary expenses of whatever nature.

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Company Secretary and Compliance Officer

29. To insure all or any of the assets, properties, undertakings, contracts, guarantees and obligations of the Company in any manner whatsoever, on such terms and conditions as may be reasonable.
30. To open and keep register or registers of members in any country or countries where it may deem advisable to do so and to allocate any number of shares in the company, to such members.
31. To create any Depreciation Fund, Reserve Fund, Insurance Fund, Sinking Fund or any other Special Fund whether for any depreciation or repairs, replacement, improving, extending or maintaining any of the properties of the Company or for any other purposes conducive to the interests of the Company.
32. To distribute as dividend or bonus among the members or otherwise and to apply, as the Company from time to time may think fit, any moneys received by way of premium on shares or debentures issued by the Company and any moneys received in respect of dividends accrued or forfeited shares and money's arising from the sale by the Company any of the forfeited shares.
33. To capitalize its free reserves and issue bonus shares.
34. To adopt such means of making known the business of the Company in any way as may seem expedient and in particular by advertising in the press by issue of circulars, pamphlets, demonstrations, and publication of books and periodicals.
35. To provide grants of money pensions, allowance, bonus or other payments, or be creating and from time to time subscribing or contributing to provident fund or other associations, institutions, funds or trust, and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendants and other assistance as the Company may think fit.
36. Subject to the provisions of Sections 73 and Section 179 of the Companies Act, 2013 rules made there under and direction issued by the Reserve Bank of India from time to time to borrow or raise money, or receive monies on deposit, interest or otherwise in such manner as the Company may think fit for the business of the Company including by issue of debentures perpetual or otherwise including debentures convertible into shares or perpetual annuities and on security of any such money borrowed, raised or received, to mortgage, pledge the assets of the company, present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale of the property except uncalled capital and other powers as may seem expedient and to purchase, redeem or pay off any such securities.
37. To carry on all kinds of agency business and to take part in the management, supervision or control of the business, or operations of any other company, association firm or person and in connection therewith to appoint and remunerate any Director, accountants and other experts or agents but not to act as Managers or Managing Agents for any other Company.
38. To give guarantee and to provide security to the payment of money unsecured or secured by or payable under, or in respect of promissory notes, debentures, stocks, contracts, mortgages, charges, obligations, instruments, securities of any company or of any authority,

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Company Secretary and Compliance Officer

supreme, municipal, local or otherwise or of any person whosoever, whether incorporated or not and to discharge any debt or other obligation of or binding upon this or any other company or person by mortgage or charge upon all or any part of the undertaking, property and rights of the Company (either present or future or both) including its uncalled capital or by the creation or issue of debentures, debenture stock or other securities or by any other means.

\$39. To invest in, lend and advance money, or give credit to its group companies on such terms as may seem expedient, and to realize, release or discharge any debt or obligation owed to the Company to carry out the objects of the company, subject to the provisions of the Reserve Bank of India Act, 1934 and other applicable laws.

\$40. To establish, or promote, or concur in establishing or promoting or investing in any group company for the purpose of acquiring all or any of the property, rights, and liabilities of the group company and to place or guarantee, the placing of, underwrite, subscribe for, or otherwise acquire, all or any part of the shares, debentures, debt, bonds, loans or other securities of any such other group company.”

4. The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any on the shares held by them.
5. # The Share Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 10/- each (Rupees Ten Only) each.
6. We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

Altered vide special resolution passed at the extra-ordinary general meeting of the company held on 4th September, 2020 to change the Authorized Capital of the Company from Rs. 10,00,000/- to Rs. 5,00,00,000/-

Altered vide special resolution passed at the extra-ordinary general meeting of the company held on 28th October, 2020 to change the Authorized Capital of the Company from Rs. 5,00,00,000/- to Rs. 7,00,00,000/-

Altered vide special resolution passed at the extra-ordinary general meeting of the company held on 15th March, 2021 to subdivide the existing 70,00,000 equity shares of Rs. 10/- each to 7,00,00,000 equity shares of Re. 1 each

Altered vide special resolution passed at the extra-ordinary general meeting of the company held on 15th March, 2021 to increase the Authorized Capital of the Company from Rs. 7,00,00,000/- to Rs. 25,00,00,000/-

Altered vide special resolution passed at the extra-ordinary general meeting of the company held on 26th July, 2021 to increase the Authorized Capital of the Company from Rs. 25,00,00,000/- to Rs. 55,00,00,000/-

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For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer

Altered vide special resolution passed at the extra-ordinary general meeting of the company held on 30th July, 2021 to consolidate the existing 55,00,00,000 equity shares of Re. 1/- each to 5,50,00,000 equity shares of Rs. 10 each

Altered vide special resolution passed at the extra-ordinary general meeting of the company held on 22nd September, 2021 to increase the Authorized Capital of the Company from Rs. 55,00,00,000/- to Rs. 60,00,00,000/-.

Altered vide special resolution passed at the extra-ordinary general meeting of the company held on 27th May 2022 to increase the Authorized Capital of the Company from Rs. 60,00,00,000/- to Rs. 100,00,00,000/-.

\$Altered vide special resolution passed at the extra-ordinary general meeting of the company held on 07th August, 2023 by inserting new clauses 3(b) 38, 39 and 40

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Company Secretary and Compliance Officer

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	M/s.Grasslands Agro Private Limited, a company incorporated under Companies Act, 1956 and having registered office at No.34, Thirumalai Road, T.Nagar, Chennai - 600017 represented by Koorapati Praveen Kumar S/o Koorapati Vasantha Krishnan Address : 42, Neelakanda Mehta Street, T.Nagar, Chennai - 600017 Occupation: Business Educational Qualification : Professional DOB: 10/01/1965 Nationality: India Place of Birth: Chennai PAN: AAGPP9160N Mail ID: praveen.kumar@kalpathiinvestments.com Mobile No: 9841037632	AAGPP9160N	500	Equity	KOORA PATI PRAVEE N KUMAR <small>Digitally signed by KOORAPATI PRAVEEN KUMAR DN: cn=Koorapati Praveen Kumar, o=Grasslands Agro Private Limited, email=praveen.kumar@kalpathiinvestments.com, c=IN</small>	15/11/18
2	M/s. Aditi Dairy And Agro Farms Private Limited, a company incorporated under Companies Act, 1956 and having registered office at No.34, Thirumalai Road, T.Nagar, Chennai - 600017 represented by Rangarajan S/o Ramabhadran Address : Flat 2D, River Heights Ceebros, No.315 Valluvarkottam High Road, Nungambakkam, Chennai - 600034 Occupation:Business Educational Qualification : Graduate DOB: 23/11/1963 Nationality: India Place of Birth: Chennai PAN: AARPR3008G Mail ID: rangarajan.ramabhadran@kalpathiinvestments.com Mobile No: 9841727327	AARPR3008G	500	Equity	RAN GAR AJAN <small>Digitally signed by RANGARAJAN DN: cn=Rangarajan, o=Aditi Dairy And Agro Farms Private Limited, email=rangarajan.ramabhadran@kalpathiinvestments.com, c=IN</small>	15/11/18
Total Shares taken			1,000.00	Equity		
Signed before e						
Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated		

ACS	CS K Sridhar S/o Karunakaran	No.44/38, Veerabadran Street, 1st Floor, Nungambakkam, Chennai - 600 034 Practicing Company Secretary CP No. 12060	32861	K SRID HAR <small>Digitally signed by K SRIDHAR Date 2018.11.15 16:04:44 +05'30'</small>	15/11/18
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For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer