

22<sup>nd</sup> March, 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-Kurla</b> <b>Complex, <u>Bandra (East), Mumbai – 400 051</u></b>  <b>Scrip Code: VERANDA</b>
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Sir/Madam,

**Sub: Submission of copies of Newspaper Advertisement for Notice of 2<sup>nd</sup> Extra-Ordinary General Meeting (EGM)**

Pursuant to Regulation 30 and Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a copy of newspaper publication with regard to Notice of **2<sup>nd</sup> Extra-Ordinary General Meeting** of the company and e-voting information as published in the Newspapers of Financial Express (National Daily Newspaper) and Makkal Kural (Daily Newspaper of the region).

The same has been made available on the Company's Website 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**

✉ [contact@verandalearning.com](mailto:contact@verandalearning.com)

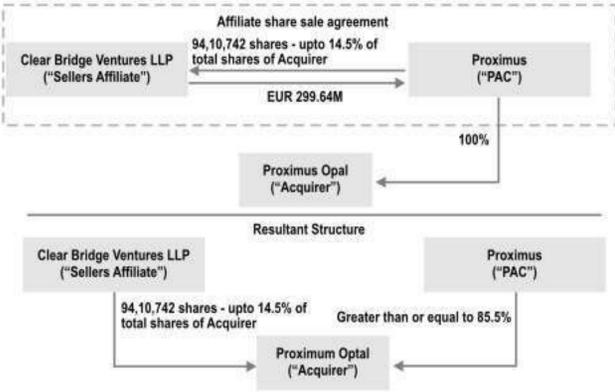
🌐 [www.verandalearning.com](http://www.verandalearning.com)

☎ +91 44 4296 7777

📍 34, Thirumalai Road, T Nagar,  
Chennai, Tamil Nadu 600 017  
CIN: L74999TN2018PLC125880

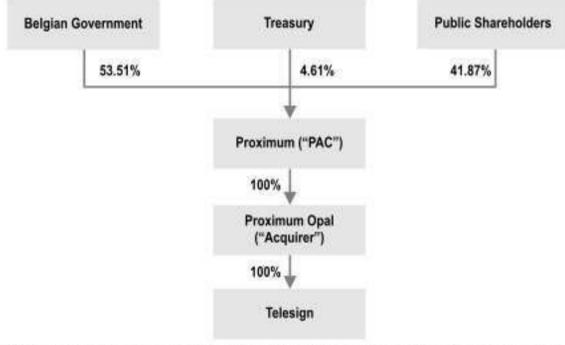
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"Please find a pictorial representation of the 'Affiliate Share Agreement' below:"



10.6 The Letter of Offer has been updated to clarify that other than the employee stock options as set out in paragraph 10(i) of Section III (B) (Details of the proposed Offer) on page 30 of the Letter of Offer, there are no: (a) partly paid-up Equity Shares; and/or (b) outstanding convertible securities which are convertible into Equity Shares (including depositary receipts and partly or fully convertible debentures); and/or (c) warrants issued by the Target Company; and/or (d) Equity Shares of the Target Company which are forfeited or kept in abeyance or locked-in; and/or (e) Equity Shares with differential voting rights; and/or (f) Equity Shares held by promoters that are pledged or otherwise encumbered. Paragraph 6 of Section I(E) (Details of the Open Offer) of the DPS stands accordingly amended.

10.7 The Letter of Offer has been updated to include the details of Telesign Group held by the Acquirer. Please refer to paragraph 3, 6 and 7 of Section IV(A) (Details of Proximus Opal) on pages 33 and 34 of the Letter of Offer, for further details. Further, a pictorial representation of the structure of the Acquirer has been included as Paragraph 8 of Section IV(A) (Details of Proximus Opal) on page 34 and 35. Paragraph 3 of Section I (A) the DPS stands accordingly stands amended.



10.8 The Letter of Offer has been updated to additionally include the key financial information of the Acquirer based on its annual audited consolidated financial statements as on and for the financial year ended on 31 March 2023 and unaudited limited review consolidated financials for the nine months period ended 30 September 2023 instead of 31 March 2023. Please refer to paragraph 18 of Section IV(A) (Details of Proximus Opal) on pages 36 and 37 of the Letter of Offer, for further details.

10.9 The Letter of Offer has been updated to reflect the change in shareholding of the PAC. Please refer to paragraph 6 of Section IV(B) (Details of Proximus) on page 38 of the Letter of Offer. Paragraph 6 of Section I(A) (Details of the Proximus Opal (Acquirer)) and Paragraphs 5 and 6 of Section I(B) (Details of the Proximus (PAC)) of the DPS and paragraph 3 of the PA stands accordingly amended.

10.10 The Letter of Offer has been updated to additionally include the key financial information of the PAC based on its annual audited consolidated financial statements as on and for the financial year ended on 31 March 2023 and unaudited limited review consolidated financials for the nine months period ended 30 September 2023 instead of 31 March 2023. Please refer to paragraph 17 of Section IV(B) (Details of Proximus) on pages 44 to 46 of the Letter of Offer, for further details.

10.11 The Letter of Offer has been updated to additionally include the key financial information of the Target Company based on its annual audited consolidated financial statements as on and for the financial year ended on 31 March 2023 and unaudited limited review consolidated financials for the six months period ended 30 September 2023. Please refer to paragraph 16 of Section VI (Background of the Target Company) on pages 52 to 54 of the Letter of Offer, for further details.

10.12 The pre and post Offer shareholding pattern of the Target Company and related information has been updated as on 31 December 2023 and including allotment of 1,67,500 shares pursuant to employee stock option plan on 16 February 2024. Please refer to paragraphs 17 of Section VI (Background of the Target Company) on page 54 of the Letter of Offer, for further details. Paragraph 1 of Section III (Shareholding and Acquisition Details) of the DPS stands accordingly amended.

10.13 The Letter of Offer has been updated to include additional details of the Commitment Letter. Please refer to paragraphs 4 of Section VII(B) (Financial Arrangements) on page 59 of the Letter of Offer, for further details. Section V (Financial Arrangements) of the DPS stands accordingly amended.

10.14 The Letter of Offer has been updated to delete the references to lock in of 56,85,715 (fifty six lakhs eighty five thousand seven hundred and fifteen) Equity Shares each held by Sandipkumar Chandrakant Gupta and Rajdipkumar Chandrakant Gupta as the aforementioned Equity Shares are no longer locked-in, i.e., the lock-in expired on 16 September 2023. In view of the aforementioned, (i) paragraph 10 of Section III(B) (Details of the proposed Offer) on page 26 of the DLoF; (ii) notes 3 to paragraphs 1, paragraph 11 of Section V (Details of the Sellers) on pages 42 and 44 respectively of the DLoF; and (iii) paragraph 7 of Section VIII(A) (Operational Terms and Conditions) on page 53 of the DLoF stands amended. Notes 1 and 3 to paragraph 1 of Section I(C) (Details of Sellers), paragraph 8(ii) of Section I(D) (Details of Route Mobile Limited), paragraph 6(ii) of Section I(E) (Details of the Open Offer) of the DPS and note 3 to paragraph 4.1 of the PA stands accordingly amended.

10.15 The Letter of Offer has been updated to include that the documents will be available for inspection to the Public Shareholders electronically during the Tendering Period. Please refer to Section XI (Documents for Inspection) on pages 87 and 88 of the Letter of Offer, for further details.

#### 11. Revised schedule of activities:

Part VII (Tentative Schedule of Activity) of the Detailed Public Statement has been amended and the revised schedule of activities pertaining to the Open Offer is set out below:

No.	Name of Activity	Original Schedule of Activities (Day and Date) <sup>a</sup> (as disclosed in the DLoF)	Revised Schedule of Activities (Day and Date) <sup>a</sup>
1.	Issue of Public Announcement.	Monday, 17 July 2023	Monday, 17 July 2023
2.	Publication of the DPS in newspapers	Monday, 24 July 2023	Monday, 24 July 2023
3.	Last date for filing of the Draft Letter of Offer with SEBI	Monday, 31 July 2023	Monday, 31 July 2023
4.	Last date for public announcement for competing offer(s)	Monday, 14 August 2023	Monday, 14 August 2023 <sup>b</sup>
5.	Last date for receipt of comments from SEBI on the Draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Open Offer)	Wednesday, 23 August 2023	Thursday, 1 February 2024 <sup>c</sup>
6.	Identified Date <sup>d</sup>	Friday, 25 August 2023	Tuesday, 12 March 2024
7.	Last date for dispatch of the Letter of Offer to the Public Shareholders whose names appear on the register of members on the Identified Date and to Stock Exchanges and Target Company and Registrar to issue a dispatch completion certificate	Friday, 1 September 2023	Tuesday, 19 March 2024
8.	Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the Public Shareholders for this Open Offer	Wednesday, 6 September 2023	Friday, 22 March 2024
9.	Last date for upward revision of the Offer Price and/or the Offer Size	Wednesday, 6 September 2023	Monday, 25 March 2024
10.	Date of publication of Open Offer opening public announcement, in the newspapers in which the DPS has been published	Thursday, 7 September 2023	Friday, 22 March 2024 <sup>e</sup>
11.	Date of commencement of the Tendering Period	Friday, 8 September 2023	Wednesday, 27 March 2024
12.	Date of closure of the Tendering Period	Friday, 22 September 2023	Friday, 12 April 2024
13.	Last date of communicating the rejection/acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders	Tuesday, 10 October 2023	Monday, 29 April 2024
14.	Last date for publication of post Open Offer public announcement in the newspapers in which the DPS has been published	Tuesday, 17 October 2023	Tuesday, 7 May 2024

#### Notes:

@ There has been no competing offer.

\*\* Actual date of receipt of SEBI's final observations on the DLoF.

# The original schedule of activities was indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and was subject to receipt of relevant approvals from various statutory/regulatory authorities.

## Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.

\* Date falling on the 10th Working Day prior to the commencement of the Tendering Period. The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be sent. All the Public Shareholders (registered or unregistered) are eligible to participate in this Open Offer at any time prior to the closure of the Tendering Period.

@@ In terms of Regulation 18(7) of the SEBI (SAST) Regulations, the Acquirer is required to issue an advertisement, 1 (one) Working Day before the commencement of Tendering Period, in all the newspapers in which the DPS was published. On account of 25 March 2024 and 26 March 2024 being public holidays in India, the newspapers in which the DPS was published are not expected to have nation-wide circulation and therefore, Open Offer opening public announcement is being published on 22 March 2024, being the Working Day before the commencement of the Tendering Period i.e., 27 March 2024.

12. The Acquirer, the PAC and their respective directors accept full responsibility for the information contained in this Pre-Offer Advertisement cum Corrigendum (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company and/or the Seller) and also for the obligations of the Acquirer and the PAC laid down in the SEBI (SAST) Regulations in respect of the Open Offer. The Acquirer and the PAC will be severally and jointly responsible for ensuring compliance with the SEBI (SAST) Regulations.

13. This Pre-Offer Advertisement cum Corrigendum is expected to be available on SEBI's website (www.sebi.gov.in).

#### Issued on behalf of the Acquirer and the PAC by the Manager

### Morgan Stanley

Morgan Stanley India Company Private Limited  
Address: 18F, Tower 2, One World Center,  
Plot 841, Senapati Bapat Marg, Lower Parel,  
Mumbai - 400013, India  
Contact Person: Ankit Garg  
Tel. No.: +91 22 6118 1000  
Fax No.: +91 22 6118 1011  
Email: ankit.garg@morganstanley.com  
SEBI Registration Number: INM000011203  
Validity Period: Permanent Registration

#### Registrar to the Open Offer

### KFINTECH

KFin Technologies Limited  
Address: Selenium, Tower B, Plot No-31 and 32, Financial District,  
Nanakramguda, Serilingampally, Hyderabad,  
Rangareddy - 500 032, Telangana, India  
Contact Person: M. Murali Krishna  
Tel No.: +91 40 6716 2222/18003094001  
Fax No.: +91 40 6716 1563  
E-mail: rml.openoffer@kfinetech.com  
Investor Grievance E-mail: einward.ris@kfinetech.com  
SEBI Registration Number: INR000000221  
Validity Period: Permanent Registration

#### Issued by the Manager to the Open Offer

#### For and on behalf of the Acquirer and PAC

Proximus Opal (Acquirer)

Proximus (PAC)

Place: Belgium

Date: 20 March 2024

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Adfactors 642

## infoedge

### INFO EDGE (INDIA) LIMITED

CIN: L74899DL1995PLC068021 | Regd. Office: GF-12A, 94, Meghdoot Building, Nehru Place, New Delhi-19  
Corp. Office: B-8, Sector-132, Noida-201304 (Uttar Pradesh) | Tel: 0120-3082000; Fax: 0120-3082095  
Website: www.infoedge.in; Email: investors@naukri.com

#### NOTICE OF POSTAL BALLOT & REMOTE E-VOTING TO MEMBERS

Members of Info Edge (India) Ltd., ("the Company") are hereby informed that pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 (including any statutory modification or re-enactment thereof), the Company hereby seeks your approval through Postal Ballot process by way of Remote E-voting in respect of the special resolution as set out in the Postal Ballot Notice dated February 13, 2024, circulated to the members for re-appointment of Ms. Geeta Mathur (DIN: 02139552) as an Independent Director of the Company.

Pursuant to the circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA") dated September 25, 2023, read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars"), the Company has duly sent Postal Ballot Notice on March 21, 2024, by e-mail only to the Members on their registered e-mail addresses, seeking their consent on the resolution set out in the Postal Ballot Notice. The said Postal Ballot Notice is also available on the Company's website at <http://www.infoedge.in/> and on the website of Link Intime India Pvt. Ltd. ("LinkIntime") at <https://instavote.linkintime.co.in>.

Mr. Rupesh Agarwal, Managing Partner, M/s. Chandrasekaran Associates, Company Secretaries, failing him, Mr. Shashikant Tiwari, Partner, M/s. Chandrasekaran Associates, Company Secretaries, failing him, Mr. Lakhan Gupta, Partner, M/s. Chandrasekaran Associates, Company Secretaries has been appointed as the Scrutinizer for conducting the Postal Ballot through Remote E-voting process in a fair and transparent manner.

The Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Friday, March 15, 2024 may exercise their votes electronically and provide their assent or dissent on the resolution as set out in the Postal Ballot Notice and a person who is not a member as on cut-off date should treat this Notice for information purpose only. The Company is providing the facility to the Members to exercise the right to vote by electronic means through E-voting platform provided by LinkIntime.

Remote E-Voting period commences on Friday, March 22, 2024 (at 9:00 A.M. IST) and ends on Saturday, April 20, 2024 (at 5:00 P.M. IST) both days inclusive. Remote E-voting module shall be disabled by LinkIntime after 5:00 P.M. IST on Saturday, April 20, 2024. Remote E-voting shall not be allowed beyond the date and time mentioned above.

Once the vote has been casted by a Member, he/she shall not be allowed to change it subsequently. The detailed procedure/instructions for Remote E-voting are contained in the Postal Ballot Notice.

In terms of the MCA Circulars, the Company has sent Postal Ballot Notice in electronic form only and physical copy of the Postal Ballot Notice and form has not been sent to the shareholders for the Postal Ballot process. Accordingly, the communication of the assent or dissent of the members would take place through the Remote E-voting system only.

Members who have not yet registered their e-mail address are requested to register the same in respect of shares held by them in electronic form with the Depository through their Depository Participant and in respect of shares held in physical form by clicking the link: [https://liiplweb.linkintime.co.in/EmailReg/E-mail\\_Register.html](https://liiplweb.linkintime.co.in/EmailReg/E-mail_Register.html) and follow the registration process as guided therein. The Members of the Company holding Shares of the Company in dematerialized form and who have not registered their e-mail addresses may also temporarily get their e-mail addresses registered with Link Intime India Pvt. Ltd. by clicking the link: [https://liiplweb.linkintime.co.in/EmailReg/Email\\_Register.html](https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html) and follow the registration process as guided therein. The detailed registration process forms part of the Postal Ballot Notice.

In case of any queries, shareholder may write to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), under Help section or call on Tel no.: 022-49186000. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants/the Company's Registrar & Transfer Agent i.e. LinkIntime.

Any Member having any grievance pertaining to the Postal Ballot/Remote E-voting processes or who have not received Postal Ballot Notice may write to Ms. Jaya Bhatia, Company Secretary at [investors@naukri.com](mailto:investors@naukri.com) or contact at +91 120 3082000. The Postal Ballot Notice can also be downloaded from the Company's website: [www.infoedge.in](http://www.infoedge.in) or <https://instavote.linkintime.co.in>, the website of LinkIntime.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at <https://instavote.linkintime.co.in>, or contact LinkIntime by e-mail at [enquiries@linkintime.co.in](mailto:enquiries@linkintime.co.in) or call on: 022 - 49186000.

The results of the Postal Ballot will be declared at the Registered Office/Corporate Office of the Company on or before Tuesday, April 23, 2024, and also be displayed on the website of the Company i.e. <http://www.infoedge.in/> and the website of LinkIntime i.e. <https://instavote.linkintime.co.in>. The results will also be intimated to the Stock Exchanges where the Company's shares are listed.

By Order of the Board of Directors  
For Info Edge (India) Limited

Jaya Bhatia  
Company Secretary & Compliance Officer  
Membership No. A33211

Date: March 21, 2024  
Place: Noida

## Veranda

### VERANDA LEARNING SOLUTIONS LIMITED

(CIN: L74999TN2018PLC125880)

Regd Office: Old No 54, New No 34, Thirumalai Pillai Road, T. Nagar, Chennai – 600 017

#### NOTICE OF 2<sup>ND</sup> EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that 2<sup>nd</sup> Extra Ordinary General Meeting ("EGM") of the members of Veranda Learning Solutions Limited ("the Company") will be held on **Monday, 15th April 2024 at 11.00 A.M. through Video Conference VC/Other Audio Visual Means (OAVM)** to transact the special business as set out in the Notice of EGM, in compliance with the applicable provisions of the Companies Act, 2013 ("Act"). The Ministry of Corporate Affairs ("MCA") vide its circular dated September 25, 2023, read with previous circulars in this regard have permitted the holding of the EGM through VC / OAVM mode and The Securities & Exchange Board of India ("SEBI") vide its circular dated January 05, 2023.

In Compliance with the above circulars, electronic copy of EGM Notice of 2nd EGM for the financial year 2023-24 will be sent only to the shareholders whose email addresses are registered with the Company/Depository Participant(s). These documents are available and can be downloaded from the Company's website [www.verandalearning.com](http://www.verandalearning.com), website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

#### Manner of Casting vote(s) through e-voting:

The Members are provided with the facility to cast their votes on all resolutions set forth in the Notice of the EGM through Remote e-voting or e-voting system at the EGM provided by CDSL.

All the members are informed that:

- The Cut-off date to determine the eligibility to vote by electronic means or at the EGM is **Friday, 05th April, 2024.**
- Remote e-voting shall commence on **Friday, 12th April 2024 From 9:00 A.M.(IST) and ends on Sunday, 14th April 2024 at 05:00 P.M (IST)** after which e-voting platform shall be disabled by CDSL.
- Members who shall be present at the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
- Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.
- Any Person, who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company and holds shares as of the cut-off date; may obtain the login ID and password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting their votes.

#### Manner of registering/uploading email address:

If you have not registered your email address with the Company/Depository you may please follow the below instructions for obtaining the login details for e-voting.

- In case shares are held in Demat mode, Please contact the Depository Participant (DP) and register your email address in your demat account, as per the process advised by your DP.
- Please keep your updated email ID registered with the Company/Depository Participant to receive timely communication.

#### Joining the EGM through VC/OAVM:

The Members will be provided with the facility to attend the EGM through VC/OAVM through CDSL e-voting system. The detailed instructions and steps to be followed for attending the EGM are explained in the Notice of the EGM.

The Company has appointed Mr. K Sridhar, Practising Company Secretary, as the scrutinizer to scrutinize both the Remote e-voting process and e-voting at the EGM in a fair and transparent Manner.

In case of any queries or grievances relating to electronic voting, members may contact to Mr. Rakesh Dalvi, Senior Manager (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800225533.

For Veranda Learning Solutions Limited  
Sd/-  
M. Anantharamkrishnan  
Company Secretary & Compliance Officer

Place: Chennai  
Date: March 21, 2024

