

To,

Date: 07.06.2025

BSE Limited
P.J. Towers, Dalal Street
Mumbai - 400001

Dear Sir/Madam,

Sub: Outcome of Board Meeting held on 07.06.2025

Ref: Company's letters dated 30.05.2025 and 04.06.2025

Unit: Variman Global Enterprises Limited (Scrip Code 540570)

With reference to the subject cited, this is to inform the Exchange that at the meeting of the Board of Directors of Variman Global Enterprises Limited held on Saturday, 07.06.2025 at 6:30 P.M. at the registered office of the Company situated at 1-2-217/10, 3rd & 4th Floor Gagan Mahal, Domalguda, Hyderabad, 500029 - Telangana, the following were, inter-alia, considered and approved:

1. Increase in the Authorised Share Capital of the Company from Rs. 27,00,00,000 (Rupees Twenty-Seven Crores Only) divided into 27,00,00,000 (Twenty-Seven Crores) equity shares of Re. 1/- each to Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores) equity shares of Re. 1/- each, subject to the approval of shareholders.
2. Acquisition of 7,600 Equity Shares of Rs. 10/- each (i.e., 76% stake) in Cultnerds IT Solutions Private Limited ("CSPL"/ "Target Company 1") on swap basis through preferential allotment by issue of upto 32,37,600 Equity Shares of Re. 1/- each of Variman Global Enterprises Limited at an issue price of Rs. 10.50/- (including premium of Rs. 9.50/- each) each for consideration other than cash subject to the approval of the shareholders in the ensuing Extra Ordinary General Meeting of the Company and receipt of applicable regulatory approvals. **Details are enclosed as Annexure 1**
3. Acquisition of balance stake i.e., 2,50,000 equity Shares of Rs. 10/- each (i.e., approx. 16.67% stake) in Straton Business Solutions Private Limited ("SBSPL"/ "Target Company 2") on swap basis through preferential allotment by issue of upto 5,00,000 Equity Shares of Re. 1/- each of Variman Global Enterprises Limited at an issue price of Rs. 10.50/- each (including premium of Rs. 9.50/- each) for consideration other than cash subject to the approval of shareholders in the ensuing Extra Ordinary General Meeting of the Company and receipt of applicable regulatory approvals. **Details are enclosed as Annexure 2**

Post-acquisition of the balance stake in Straton Business Solutions Private Limited, it will become a wholly owned subsidiary of Variman Global Enterprises Limited.

4. Issuance of upto 50,00,000 options to Eligible Employees of the Company under "VGEL Employee Stock Options Scheme — 2025" in terms of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and subject to approval of the shareholders and/ or such other regulatory/ statutory approvals as may be necessary. **Details are enclosed as Annexure 3.**



5. The Board of Directors have recommended for the Listing on the Main Board of AFRINEX Exchange.
6. Extra Ordinary General Meeting of the shareholders will be held on Saturday, 05.07.2025 through video conferencing or other audio visual means.

The meeting concluded at **07: 30 p.m.**

Thanking you.

Yours sincerely,

For Variman Global Enterprises Limited



D. Sirish
Managing Director
DIN: 01999844

Encl: as above



SIRISH
DAYATA

Digitally signed
by SIRISH
DAYATA
Date: 2025.06.07
19:58:51 +05'30'

Annexure 1

Disclosure as per SEBI (LODR) Regulations, 2015 read with SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are given as under:

S. No.	Particulars	Description												
1.	Type of securities proposed to be issued	Equity Shares												
2.	Type of issuance	Preferential allotment												
3.	Total number of securities Proposed to be issued or the total amount for which the securities will be issued (approximately)	Upto 32,37,600 Equity Shares at an issue price of Rs. 10.50/- per equity share to the non-promoters on swap basis as per valuation done by the Registered Valuer. The present issue is for consideration other than cash, i.e., through swap of shares. The Share Swap is in the ratio of 1:426 i.e., for every 1 (one) Equity Share of face value of Rs. 10/- each held by the Shareholder(s) in Cultnerds IT Solutions Private Limited, 426 (Four Hundred and Twenty-Six) Equity Shares of Variman Global Enterprises Limited of face value of Re.1/- each aggregating upto 32,37,600 equity shares will be allotted.												
Additional information in case of preferential issue:														
A.	Name of the Investors	Enclosed below												
B.	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	<table border="1"> <thead> <tr> <th>S.no.</th> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Outcome of the Subscription</td> <td>Post allotment, the promoters will hold 5,45,69,559 Equity shares (27.52%) and public will hold 14,37,49,041 (72.48%) Equity shares of post issue capital. (post allotment shares includes proposed allotment to the shareholders of both Straton Business Solutions private Limited and Cultnerds IT solutions Private Limited).</td> </tr> <tr> <td>2</td> <td>Issue price</td> <td>Rs. 10.50/- per share</td> </tr> <tr> <td>3</td> <td>Number of investors</td> <td>3</td> </tr> </tbody> </table>	S.no.	Particulars	Details	1	Outcome of the Subscription	Post allotment, the promoters will hold 5,45,69,559 Equity shares (27.52%) and public will hold 14,37,49,041 (72.48%) Equity shares of post issue capital. (post allotment shares includes proposed allotment to the shareholders of both Straton Business Solutions private Limited and Cultnerds IT solutions Private Limited).	2	Issue price	Rs. 10.50/- per share	3	Number of investors	3
S.no.	Particulars	Details												
1	Outcome of the Subscription	Post allotment, the promoters will hold 5,45,69,559 Equity shares (27.52%) and public will hold 14,37,49,041 (72.48%) Equity shares of post issue capital. (post allotment shares includes proposed allotment to the shareholders of both Straton Business Solutions private Limited and Cultnerds IT solutions Private Limited).												
2	Issue price	Rs. 10.50/- per share												
3	Number of investors	3												
E.	In case of convertibles - Intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable												
F.	Any cancellation or termination of proposal	Not Applicable												




	for issuance of securities including reasons thereof.	
--	---	--

S.no.	Names of the Proposed Allottees	No of Equity Shares proposed to be issued
A.	Public Category (Non-Promoter Category)	
1.	Prabhala Anjaneya Rishi Bharadwaj	10,68,408
2.	Pradyumna MK	10,68,408
3.	Surekha Vemuri	11,00,784
	Total (A)	32,37,600




Disclosure as per SEBI (LODR) Regulations, 2015 read with SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are given as under:

Sr. No.	Particulars	Disclosure
(a)	Name of the target entity, details in brief such as size, turnover, etc	<p>Name of the Target Company: Cultnerds IT Solutions Private Limited (“CISPL”/ “Target Company 1”).</p> <p>Cultnerds IT Solutions Private Limited is an unlisted Private company, incorporated on 03.11.2021 registered in Telangana with the Registrar of Companies, Telangana bearing CIN U72900TG2021PTC156640 and having registered office at B-303, 3rd Floor, The Platina, Jayabheri Enclave, Gachibowli, Gachibowli, K.V. Rangareddy, Seri Lingampally, Telangana-500032.</p> <p>Authorized Share Capital of CISPL: INR 10,00,000 (Indian Rupees Ten Lakhs Only) consisting of 1,00,000 (One Lakh) equity shares of face value of Rs. 10 each.</p> <p>Total issued, paid-up and subscribed share capital of CISPL: INR 1,00,000 (Indian Rupees One Lakh only) consisting of 10,000 fully paid-up equity shares of face value of Rs.10 each.</p> <p>CISPL has established itself as a leading Digital Marketing and IT Services company with clients in the Real Estate, Media, Hospitality and other sectors. With a team size of more than 30 professionals, the company has successfully executed more than 100 projects over the course of its operation and generated revenue of more than INR 12 crores.</p> <p>See point (j) below for details of Turnover</p>
(b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and	No




	whether the same is done at “arm’s length	
(c)	Industry to which the entity being acquired belongs	Information technology
(d)	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	To obtain inorganic growth Post-acquisition, Variman Global Enterprises Limited will hold 76% of the total paid up capital of Cultnerds It Solutions Private Limited.
(e)	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
(f)	Indicative time period for completion of the acquisition	Within 12 months from the date of Members approval in the Extra Ordinary General Meeting subject to the approval from concerned statutory Authorities.
(g)	Consideration - whether cash consideration or share swap or any other form and details of the same;	Swapping of shares i.e., Other than Cash Consideration. Variman Global Enterprises Limited will allot up to 32,37,600 Equity Shares of Re. 1/- each at an issue price of Rs. 10.50/- per share (including premium of Rs. 9.50/- per share) for acquisition of 7600 Equity Shares of Rs. 10/- each i.e., 76.00% stake in CISPL.
(h)	Cost of acquisition and/or the price at which the shares are acquired	The total consideration shall be Rs. 3,39,94,800/-. Acquisition is done on swap basis and there is no cash outflow, Valuation report from the registered valuer is obtained and also available on the website of the Company.
(i)	Percentage of shareholding / control acquired and / or number of shares acquired	Variman Global Enterprises Limited will acquire 76% stake in CISPL by virtue of this transaction. Post transaction, Variman Global Enterprises Limited shall become the Holding Company of the CISPL upon acquisition of the above said shares. (as elaborated in point (g) of this Annexure)

(j)	<p>Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)</p>	<p>a.) Brief Background and date of Incorporation: Cultnerds It Solutions Private Limited, incorporated under the Companies Act, 2013 (CIN: U72900TG2021PTC156640) on 03.11.2021 and is having its Registered Office at B-303, 3rd Floor, The Platina, Jayabheri Enclave, Gachibowli, Gachibowli, K.V.Rangareddy, Seri Lingampally, Telangana, India, 500032.</p> <p>Cultnerds IT Solutions Private Limited (“CISPL”) has established established itself as a leading Digital Marketing and IT Services company with clients in the Real Estate, Media, Hospitality and other sectors. With a team size of more than 30 professionals, the company has successfully executed more than 100 projects over the course of its operation and generated revenue of more than INR 12 Crore.</p> <p>b.) Brief details of Turnover for last 3 years:</p> <table border="1" data-bbox="570 721 1416 866"> <thead> <tr> <th>Financial Year</th> <th>Turnover (Amt in Rs.)</th> </tr> </thead> <tbody> <tr> <td>FY 2023-24</td> <td>Rs. 12,16,98,258</td> </tr> <tr> <td>FY 2022-23</td> <td>Rs. 8,35,52,890</td> </tr> <tr> <td>FY 2021-22</td> <td>Rs. 4,78,64,393</td> </tr> </tbody> </table> <p>c.) CISPL has its presence only in India.</p> <p>d.) Any other significant information: Nil</p>	Financial Year	Turnover (Amt in Rs.)	FY 2023-24	Rs. 12,16,98,258	FY 2022-23	Rs. 8,35,52,890	FY 2021-22	Rs. 4,78,64,393
Financial Year	Turnover (Amt in Rs.)									
FY 2023-24	Rs. 12,16,98,258									
FY 2022-23	Rs. 8,35,52,890									
FY 2021-22	Rs. 4,78,64,393									




Annexure 2

Disclosure as per SEBI (LODR) Regulations, 2015 read with SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are given as under:

S. No.	Particulars	Description												
1.	Type of securities proposed to be issued	Equity Shares												
2.	Type of issuance	Preferential allotment												
3.	Total number of securities Proposed to be issued or the total amount for which the securities will be issued (approximately)	Upto 5,00,000 Equity Shares at an issue price of Rs. 10.50/- per equity share to the non-promoter on swap basis as per valuation done by the Registered Valuer. The present issue is for consideration other than cash, i.e., through swap of shares. The Share Swap is in the ratio of 1: 2 i.e., for every 1 (one) Equity Share of face value of Rs. 10/- each held by the Shareholder(s) in Straton Business Solutions Private Limited, 2 (Two) Equity Shares of Variman Global Enterprises Limited of face value of Re.1/- each.												
Additional information in case of preferential issue:														
A.	Name of the Investors	Enclosed below												
B.	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	<table border="1"> <thead> <tr> <th>S.no.</th> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Outcome of the Subscription</td> <td>Post allotment, the promoters will hold 5,45,69,559 Equity shares (27.52%) and public will hold 14,37,49,041 (72.48%) Equity shares of post issue capital. (post allotment shares includes proposed allotment to the shareholders of both Straton Business Solutions private Limited and Cultnerds IT solutions Private Limited).</td> </tr> <tr> <td>2</td> <td>Issue price</td> <td>Rs. 10.50/- per share</td> </tr> <tr> <td>3</td> <td>Number of investors</td> <td>1</td> </tr> </tbody> </table>	S.no.	Particulars	Details	1	Outcome of the Subscription	Post allotment, the promoters will hold 5,45,69,559 Equity shares (27.52%) and public will hold 14,37,49,041 (72.48%) Equity shares of post issue capital. (post allotment shares includes proposed allotment to the shareholders of both Straton Business Solutions private Limited and Cultnerds IT solutions Private Limited).	2	Issue price	Rs. 10.50/- per share	3	Number of investors	1
S.no.	Particulars	Details												
1	Outcome of the Subscription	Post allotment, the promoters will hold 5,45,69,559 Equity shares (27.52%) and public will hold 14,37,49,041 (72.48%) Equity shares of post issue capital. (post allotment shares includes proposed allotment to the shareholders of both Straton Business Solutions private Limited and Cultnerds IT solutions Private Limited).												
2	Issue price	Rs. 10.50/- per share												
3	Number of investors	1												
E.	In case of convertibles - Intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable												
F.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable												






S.no.	Names of the Proposed Allottees	No of Equity Shares proposed to be issued
A.	Public Category (Non-Promoter Category)	
1.	Narayana Rao Kakarla	5,00,000
	Total (A)	5,00,000

Disclosure as per SEBI (LODR) Regulations, 2015 read with SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are given as under:

Sr. No.	Particulars	Disclosure
(a)	Name of the target entity, details in brief such as size, turnover, etc	<p>Name of the Target Company: Straton Business Solutions Private Limited (“SBSPL”/ “Target Company 2”).</p> <p>Straton Business Solutions Private Limited is an unlisted private company, incorporated on 28.08.2013 registered in Telangana with the Registrar of Companies, Telangana bearing CIN U15122TG2013PTC089719 and having registered office at 1-2-217/10 Gagan Mahal, Domalguda, Hyderabad, Telangana-500029</p> <p>Authorized Share Capital of the SBSPL: INR 1,50,00,000 (Indian Rupees One Crore Fifty Lakhs Only) consisting of 15,00,000 (Fifteen Lakhs) equity shares of face value of Rs.10 each.</p> <p>Total issued, paid-up and subscribed share capital of the SBSPL: INR 1,50,00,000 (Indian Rupees One Crore Fifty Lakhs Only) consisting of 15,00,000 (Fifteen Lakhs) equity shares of face value of Rs.10 each.</p> <p>The SBSPL has established itself as a leading distributor of Hindustan Unilever and Hp for consumer division</p> <p>See point (j) below for details of Turnover</p>
(b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length	No
(c)	Industry to which the entity being	FMCG & IT




	acquired belongs	
(d)	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	To obtain inorganic growth Post-acquisition, Variman Global Enterprises Limited will hold 100% of the total paid up capital of Straton Business Solutions Private Limited.
(e)	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
(f)	Indicative time period for completion of the acquisition	Within 12 months from the date of Members approval in the Extra Ordinary General Meeting subject to the approval from concerned statutory Authorities.
(g)	Consideration - whether cash consideration or share swap or any other form and details of the same;	Swapping of shares i.e., Other than Cash Consideration. Variman Global Enterprises Limited will allot up to 5,00,000 Equity Shares of Re. 1/- each at an issue price of Rs. 10.50/- per share (including premium of Rs. 9.50/- per share) for acquisition of 2,50,000 Equity Shares of Rs. 10/- each i.e., approx. 16.67% stake in SBSPL.
(h)	Cost of acquisition and/or the price at which the shares are acquired	The total consideration shall be Rs. 52,50,000/-. Preferential Issue of up to 5,00,000 Equity Shares of Re. 1/- each at an issue price of Rs. 10.50/- (including a premium of Rs. 9.50/- per Equity Share) Acquisition is done on swap basis and there is no cash outflow, Valuation report from the registered valuer is obtained and also available on the website of the Company.
(i)	Percentage of shareholding / control acquired and / or number of shares acquired	Variman Global Enterprises Limited will acquire approx. 16.67% stake in SBSPL by virtue of this transaction. Post transaction, Variman Global Enterprises Limited will hold 100% stake in SBSPL and SBSPL shall become Wholly owned Subsidiary of Variman Global Enterprises Limited. (as elaborated in point (g) of this Annexure)
		 

(j)	<p>Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)</p>	<p>a.) Brief Background and date of Incorporation: Straton Business Solutions Private Limited, incorporated under the Companies Act, 2013 (CIN: U15122TG2013PTC089719) on 28/08/2013 and is having its Registered Office at 1-2-217/10 Gagan Mahal, Domalguda, Hyderabad, Hyderabad, Telangana-500029.</p> <p>Straton Business Solutions Private Limited (“SBSPL”) has established itself as leading Distributor of Hindustan Unilever Ltd and HP for Consumer Division</p> <p>b.) Brief details of Turnover for last 3 years:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Financial Year</th> <th style="text-align: right;">Turnover (Amt in Rs.)</th> </tr> </thead> <tbody> <tr> <td>FY 2023-24</td> <td style="text-align: right;">36,92,54,437</td> </tr> <tr> <td>FY 2022-23</td> <td style="text-align: right;">30,95,24,347</td> </tr> <tr> <td>FY 2021-22</td> <td style="text-align: right;">27,06,90,089</td> </tr> </tbody> </table> <p>c.) SBSPL has its presence only in India.</p> <p>d.) Any other significant information: Nil</p>	Financial Year	Turnover (Amt in Rs.)	FY 2023-24	36,92,54,437	FY 2022-23	30,95,24,347	FY 2021-22	27,06,90,089
Financial Year	Turnover (Amt in Rs.)									
FY 2023-24	36,92,54,437									
FY 2022-23	30,95,24,347									
FY 2021-22	27,06,90,089									




Disclosure as per SEBI (LODR) Regulations, 2015 read with SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are given as under:

Sr. No.	Particulars	Disclosure
1.	brief details of options granted	<p>Currently, no grants are being made under this Plan since the Plan is subject to approval of Shareholders.</p> <p>However, on the recommendation of the Nomination and Remuneration Committee (“Committee”), the Board of Directors of the Company have approved the formulation of ‘Employee Stock Option Plan 2025’</p> <p>(“VGEL ESOP 2025”), with the authority to grant not exceeding 50,00,000 (Fifty Lakhs only) employee stock options to such eligible Employees of the Company as may be determined by the Committee in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 50,00,000 (Fifty Lakhs only) equity shares of face value of Re. 1/- (Rupee One Only) each fully paid-up, subject to approval of the shareholders of the Company and such other regulatory/statutory approvals as may be necessary.</p>
2.	whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable);	Yes, the Plan is in the compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
3.	total number of shares covered by these options	Upto 50,00,000 (Fifty Lakhs only) equity shares of face value of Re. 1/- (Rupee One Only) each fully paid-up
4.	pricing formula;	Options may be granted at an Exercise Price equal to the Market Price per Share or a discounted price as determined by the NRC; provided such Exercise Price shall not be less than the Par Value or Face Value per Share (INR 1) on the grant date or such other minimum price required by Applicable Laws.
5.	options vested;	Not Applicable at this stage
6.	time within which option may be exercised	The exercise period for vested Options shall be a maximum of 5 (Five) years commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Committee at time of Grant. All the Vested Options can be exercised by the Option Grantee at one time or at various points of time within the exercise period.
7.	options exercised	Not Applicable at this stage




8.	money realized by exercise of options	Not Applicable at this stage
9.	the total number of shares arising as a result of exercise of option	Not Applicable at this stage
10.	options lapsed;	Not Applicable at this stage
11.	variation of terms of options;	Not Applicable at this stage
12.	brief details of significant terms	All the Options granted on any date shall vest not earlier than the minimum vesting period of 1 (one) year and not later than 5 (five) years from the date of grant. Other details will be disclosed in the notice of Extra Ordinary General Meeting.
13.	subsequent changes or cancellation or exercise of such options	Not Applicable at this stage
14.	diluted earnings per share pursuant to issue of equity shares on exercise of options.	Not Applicable at this stage