

22nd November, 2023

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| BSE Limited Dept of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 Scrip Code: 543514 | National Stock Exchange of India Limited The Listing Department, Exchange Plaza, Bandra Kurla Complex, Mumbai - 400 051 Symbol : VERANDA |
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Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/Madam,

In Compliance with Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 of the Company, please find the attached disclosure relating to the acquisition of 36,250 Equity Shares of the Company in the Open Market by Mr. Kalpathi S Suresh, Promoter/Executive Director Cum Chairman of the Company.

The aforesaid information is also hosted on the website of the Company viz www.verandalearning.com.

Request you to kindly take the same on record.

Thanking you,

For Veranda Learning Solutions Limited

M. Anantharamakrishnan
Company Secretary & Compliance Officer

✉ contact@verandalearning.com

🌐 www.verandalearning.com

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34, Thirumalai Road, T.Nagar,

Chennai, Tamil Nadu-600017

CIN: L74999TN2018PLC125880

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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|--|------------------------------------|---|---|
| Name of the Target Company (TC) | VERANDA LEARNING SOLUTIONS LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Kalpathi S Suresh | | |
| Whether the acquirer belongs to Promoter/Promoter group | Promoter | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Ltd. & NSE Ltd. | | |
| Details of the acquisition / disposal as follows | Number | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of : | | | |
| a) Shares carrying voting rights | 1,20,97,132 | 17.48% | 16.99% |
| b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others) | NA | NA | NA |
| c) Voting rights (VR) otherwise than by shares | NA | NA | NA |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) | 6,66,666 | NA | 0.94% |
| Total (a+b+c+d) | 1,27,63,798 | 17.48% | 17.93% |
| Details of acquisition/sale | | | |
| a) Shares carrying voting rights acquired/sold | 36,250 | 0.05% | 0.05% |
| b) VRs acquired /sold otherwise than by shares | NA | NA | NA |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | NA | NA | NA |
| d) Shares encumbered / invoked/released by the acquirer | NA | NA | NA |
| Total (a+b+c+d) | 36,250 | 0.05% | 0.05% |



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|--|---|---------------|---------------|
| After the acquisition/sale, holding of: | | | |
| a) Shares carrying voting rights | 1,21,33,382 | 17.53% | 17.04% |
| b) Shares encumbered with the acquirer | NA | NA | NA |
| c) VRs otherwise than by shares | NA | NA | NA |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | 6,66,666 | NA | 0.94% |
| Total (a+b+c+d) | 1,28,00,048 | 17.53% | 17.98% |
| Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | Open market (National Stock Exchange of India Limited) | | |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | 21/11/2023 | | |
| Equity share capital / total voting capital of the TC before the said acquisition / sale | 6,91,97,546 Equity Shares of Rs. 10/- each | | |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale | 6,91,97,546 Equity Shares of Rs. 10/- each | | |
| Total diluted share/voting capital of the TC after the said acquisition | 7,11,97,546 Equity Shares of Rs. 10/- each | | |

(* Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer / seller / Authorised Signatory

Place: Chennai

Date: 22nd November 2023
