

30<sup>th</sup> April, 2024

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

**Dear Sir/Madam,**

In Compliance with Regulation 29 of SEBI (Substantial Acquisition of Shares and Takeover) Regulations) 2011, by promoter of the Company. Please find the attached disclosure relating to the conversion of warrants into 6,66,667 Equity Shares of the Company held by Mr. Kalpathi S Ganesh, Promoter/Non-Executive Director of the Company.

The aforesaid information is also hosted on the website of the Company viz [www.verandalearning.com](http://www.verandalearning.com).

Request you to kindly take the same on record.

**Thanking you,**

**For Veranda Learning Solutions Limited**

**M. Anantharamkrishnan**  
**Company Secretary & Compliance Officer**

✉ [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-600017

CIN: U74999TN2018PLC125880

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

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 Ganesh		
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	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable(*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the acquisition under consideration, holding of :</b>			
a) Shares carrying voting rights	1,21,61,382	17.57%	17.08%
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)	6,66,667	NA	0.94%
<b>Total (a+b+c+d)</b>	<b>1,28,28,049</b>	<b>17.57%</b>	<b>18.02%</b>
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold (Warrants Converted into Equity Shares)	6,66,667	0.96%	0.94%
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
<b>Total (a+b+c+d)</b>	<b>6,66,667</b>	<b>0.96%</b>	<b>0.94%</b>

<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	1,28,28,049	18.54%	18.02%
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	NA	NA	NA
<b>Total (a+b+c+d)</b>	<b>1,28,28,049</b>	<b>18.54%</b>	<b>18.02%</b>
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Preferential Allotment – (Exercise of Warrants held by Mr. Kalpathi S Ganesh)		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	26/04/2024		
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	7,11,97,546 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: 30<sup>th</sup> April 2024

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