

Ref No : 8045/STCL/DISC/ST/2025-26/697

Date : March 24, 2026

To

BSE Limited Phiroze Jeebhoy Towers, Dalal Street, Mumbai – 400 001	NSE Limited Exchange Plaza C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051	Veranda Learning Solutions Limited G.R Complex, First floor, No .807-808, Anna Salai, Nandanam, Chennai 600 035
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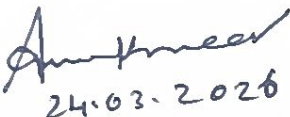
Dear Sir,

Sub: Disclosures under Regulation 29 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- Veranda Learning Solutions Limited

Please find attached the Disclosures which are required to be made under Regulation 29 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of pledge of the shares of Veranda Learning Solutions Limited pledged in our favour in our capacity as Share Pledge Trustee for the benefit of City Union Bank Limited as Lender.

You are requested to take note of the same on your records.

Yours faithfully,
For SBICAP Trustee Company Limited

K 
24.03.2026
Authorized Signatory



SBICAP Trustee Company Ltd.

Branch Office : CCGRO Building, 3rd Floor, 34, College Road, Nungambakkam, Chennai - 600 006.

✉ helpdesk@sbicaptrustee.com

Registered & Corporate Office : 4th Floor, Mistry Bhavan, 122, Dinshaw Vachha Road, Churchgate, Mumbai, Pin - 400 020.

☎ +91 22 4302 5566 / +91 22 4302 5555 ✉ corporate@sbicaptrustee.com CIN : U65991MH2005PLC158386

UDYAM REGISTRATION NUMBER (SMALL ENTERPRISE Under MSME Act, 2006) - UDYAM-MH-19-0111411

🌐 www.sbicaptrustee.com

A Group Company of SBI

**Disclosures under Regulation 29 (1) of SEBI (Substantial Acquisition of
Shares and Takeovers) Regulations, 2011**

Part-A - Details of the Acquisition

Name of the Target Company (TC)	Veranda Learning Solutions Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	SBICAP Trustee Company Limited		
Whether the acquirer belongs to Promoter / Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange & National Stock Exchange		
Details of the acquisition 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 acquirer along with PACs of:			
a) Shares carrying voting rights			
b) Shares in the nature of encumbrance (pledge/ lien/ nondisposal undertaking/ others)	b) 36,00,000	b) 3.76%	b) 3.69%
c) Voting rights (VR) otherwise than by shares			
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)			
e) Total (a+b+c+d)	e) 36,00,000	e) 3.76%	e) 3.69%



Details of acquisition a) Shares carrying voting rights acquired b) VRs acquired otherwise than by equity shares 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 d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/others) e) Total (a+b+c+/-d)	d) 9,00,000 e) 9,00,000	d) 0.94% e) 0.94%	d) 0.92% e) 0.92%
After the acquisition, holding of acquirer along with PACs of: a) Shares carrying voting rights b) VRs otherwise than by equity shares 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) after acquisition d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/others) e) Total (a+b+c+d)	d) 45,00,000 e) 45,00,000	d) 4.70% e) 4.70%	d) 4.61% e) 4.61%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer / encumbrance, etc.)	Pledge of Equity Shares		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity Shares		
Date of acquisition of / date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	20.03.2026		



Equity share capital / total voting capital of the TC before the said acquisition	9,57,31,679 equity shares of Rs.10/- each aggregating Rs. 95,73,16,790 (as per BSE shareholding pattern as on dated 31-12-2025)
Equity share capital/ total voting capital of the TC after the said acquisition	9,57,31,679 equity shares of Rs.10/- each aggregating Rs. 95,73,16,790 (as per BSE shareholding pattern as on dated 31-12-2025)
Total diluted share/voting capital of the TC after the said acquisition	9,75,29,663 equity shares of Rs.10/- each aggregating Rs. 97,52,96,630 (as per BSE shareholding pattern as on dated 31-12-2025)

For SBICAP Trustee Company Limited

K *Amrutesh*
24.03.2026
Authorized Signatory



Place : Chennai

Date : 24.03.2026

Part-B*****Name of the Target Company : VERANDA LEARNING SOLUTIONS LIMITED**

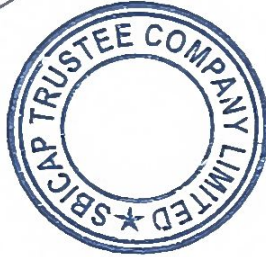
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
SBICAP Trustee Company Limited	No	

Signature of the acquirer / seller / Authorised Signatory

For SBICAP Trustee Company Limited**Authorized Signatory**

Place: Chennai

Date: 24.03.2026



Note: .

(*) 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.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.