

March 26, 2026

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 001 E-mail: corp.relations@bseindia.com Scrip Code: 543514	National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla-Complex, Bandra (East) Mumbai – 400 051 Email: takeover@nse.co.in Symbol: VERANDA
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Dear Sir/Madam,

Sub: Disclosure under Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”)

Pursuant to Regulation 31 of the Takeover Regulations, please find enclosed the disclosure received from Mr. Kalpathi S. Aghoram, Mr. Kalpathi S. Ganesh, and Mr. Kalpathi S. Suresh (collectively, the “Promoters”) regarding the creation of a pledge over the shares held by them.

The pledge has been created as security for:

- (i) financial facilities availed by the Company from City Union Bank Limited; and
- (ii) financial facilities availed/to be availed by Veranda XL Learning Solutions Private Limited, a wholly owned subsidiary of the Company, from RBL Bank Limited.

**Thanks & Regards,
For Veranda Learning Solutions Limited**

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BALASUNDHARAM
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BALASUNDHARAM
Date: 2026.03.26 13:54:35
+05'30'

**S. Balasundharam
Company Secretary & Compliance Officer
(M. No: ACS-11114)**

To

1. BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001
E-mail: corp.relations@bseindia.com

2. National Stock Exchange of India Limited

Exchange Plaza,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051
Email: takeover@nse.co.in

3. Veranda Learning Solutions Limited

G.R. Complex First floor No.807- 808,
Anna Salai, Nandanam, Chennai -600035
E-mail: secretarial@verandalearning.com

Dear Sir/ Madam,

Subject: Disclosure under Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

Pursuant to Regulation 31 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, we, Kalpathi S. Aghoram, Kalpathi S. Ganesh, and Kalpathi S. Suresh (hereinafter collectively referred to as the "Promoters") of Veranda Learning Solutions Limited, hereby make the requisite disclosure in respect of creation of pledge over the shares.

Kindly take the above on record.

Thanking you,

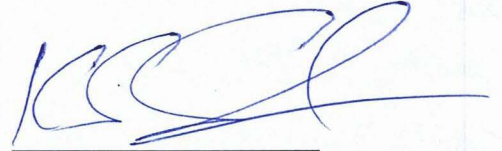
Yours faithfully



Kalpathi S Aghoram



Kalpathi S Ganesh



Kalpathi S Suresh

Date: March 26, 2026

Place: Chennai

Disclosure by the Promoters to the stock exchanges and to the Target Company for encumbrance of shares/ invocation of Encumbrance/ Release of Encumbrance, in terms of Regulations 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	
Name of the Target Company (TC)	Veranda Learning Solutions Limited ("VLS")
Names of the stock exchanges where the shares of the target company are listed	BSE Limited and National Stock Exchange of India Limited
Date of reporting	March 26, 2026
Names of the promoters or PAC on whose shares encumbrance has been created/ released/ invoked	Mr. Kalpathi S Aghoram Mr. Kalpathi S Ganesh Mr. Kalpathi S Suresh
Details of the creation/ invocation /release of encumbrance:	

Name of the promoter(s) or PACs with him(**)	Promoter holding in the target company (1)			Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)]/ release {(2)-(3)} / invocation {(1)-(3)} }	
	Number of Shares	% of total share capital	% w.r.t diluted share capital (*)	Number of shares	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ release / invocation of encumbrance	Type of encumbrance (pledge/ lien / non disposal undertaking / others)	Reasons for encumbrance	Number of shares	% of share capital	Name of the entity in whose favour shares encumbered	Number of shares	% of total share capital
Mr. Kalpathi S Aghoram	1,06,29,553	11.10	10.90	25,00,000	2.61	creation	20/03/2026	Pledge	Please refer to <u>Note 1</u> below	5,00,000	0.52%	RBL Bank Limited	33,00,000	3.45%
						creation	20/03/2026	Pledge	Please refer to <u>Note 2</u> below	3,00,000	0.31%	Please refer to <u>Note 3</u> below		
Mr. Kalpathi S Ganesh	1,06,28,049	11.10	10.90	25,00,000	2.61	creation	20/03/2026	Pledge	Please refer to <u>Note 1</u> below	5,00,000	0.52%	RBL Bank Limited	33,00,000	3.45%
						creation	20/03/2026	Pledge	Please refer to <u>Note 2</u> below	3,00,000	0.31%	Please refer to <u>Note 3</u> below		
Mr. Kalpathi S Suresh	1,06,12,048	11.09	10.88	25,00,000	2.61	creation	20/03/2026	Pledge	Please refer to <u>Note 1</u> below	5,00,000	0.52%	RBL Bank Limited	33,00,000	3.45%
						creation	20/03/2026	Pledge	Please refer to <u>Note 2</u> below	3,00,000	0.31%	Please refer to <u>Note 3</u> below		
Total	3,18,69,650	33.29 %	32.68 %	75,00,000	7.83 %	-	-	-	-	24,00,000	2.49%	-	99,00,000	10.34%

(**) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

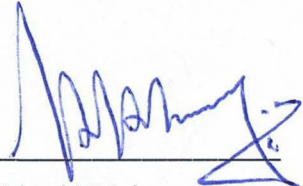
(*) Total share capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Note 1: Pledge of 5,00,000 equity shares by each promoter in favor of RBL Bank Limited as security for financial facilities availed/ to be availed by Veranda XL Learning Solutions Private Limited.

Note 2: Pledge of 3,00,000 equity shares by each promoter in favor of SBI Cap Trustee Company Limited (acting on behalf of City Union Bank Limited) as security for financial facilities availed by Veranda Learning Solutions Limited

Note 3: SBI Cap Trustee Company Limited acting as the security trustee on behalf of City Union Bank Limited

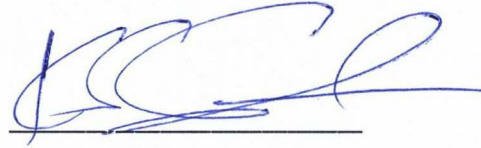
Accordingly, the Promoters are submitting this disclosure under Regulation 31 of the SEBI SAST Regulations to report the creation of pledge.



Kalpathi S Aghoram



Kalpathi S Ganesh



Kalpathi S Suresh

Date: March 26, 2026

Place: Chennai