

August 14, 2025

To,
BSE Limited
Dept of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: 543514

Dear Sir/Madam,

Sub: Submission of Revised Disclosure under Regulation 31 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

We refer to your e-mail dated August 14, 2025, regarding the above-mentioned subject, wherein you sought revised filing of the disclosure submitted by Mr. Kalpathi S. Aghoram, Mr. Kalpathi S. Ganesh, and Mr. Kalpathi S. Suresh ("the Promoters") of the Company, dated August 11, 2025.

In this regard, we are submitting the revised disclosure from the Promoters, which now includes the names of the holders of the Non-Convertible Debentures on whose behalf the trustee is acting.

The same may please be taken on record and suitably disseminated.

Thanking you,
For Veranda Learning Solutions Limited

SWAMINADHAN Digitally signed by
SWAMINADHAN
BALASUNDHARAM BALASUNDHARAM
Date: 2025.08.14 23:15:04 +05'30'

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

✉ contact@verandalearning.com

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Anna Salai, Nandanam,

Chennai -600 035

CIN: L74999TN2018PLC125880

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 ("VLSL")
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	11/08/2025
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	1,28,29,553	13.71 %	13.43%	47,23,285	5.05%	NIL	NIL	NIL	NIL	NIL	NIL	N. A	47,23,285	5.05%
				81,06,268	8.66%	Release	08/08/2025	Non disposal undertaking ("NDU")	Release of NDU on full redemption of VXL debentures	81,06,268	8.66%	Please refer to the Note 1 below.		
Mr. Kalpathi S Ganesh	1,28,28,049	13.70 %	13.43%	47,23,285	5.05%	NIL	NIL	NIL	NIL	NIL	NIL	N.A	47,23,285	5.05%
				81,04,764	8.66%	Release	08/08/2025	Non disposal undertaking ("NDU")	Release of NDU on full redemption of VXL debentures	81,04,764	8.66%	Please refer to the Note 1 below.		

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 Suresh	1,28,12,048	13.69 %	13.41%	47,23,285	5.05%	NIL	NIL	NIL	NIL	NIL	NIL	N.A	47,23,285	5.05%
				80,88,763	8.64%	Release	08/08/2025	Non disposal undertaking ("NDU")	Release of NDU on full redemption of VXL debentures	80,88,763	8.64%	Please refer to the Note 1 below.		
Total	3,84,69,650	41.10 %	40.27 %	3,84,69,650	41.10%	-	-	-	-	2,42,99,795	25.96%	-	1,41,69,855	15.14 %

(**) 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: Catalyst Trusteeship Limited is acting as the common security trustee on behalf of BPEA Credit India Fund III – Scheme F and Scheme C, Pico Capital Pvt. Ltd., and Aarti Rahul Chhabria.

#We refer to our disclosure dated May 20, 2024, under regulation 31 of the takeover regulations, providing brief details on the pledge and encumbrance of shares made. In this regard, pursuant to the NOC dated August 08,2025 issued by Catalyst Trusteeship Limited (acting as the common security trustee) for the release of the NDU of the aforementioned shares, the current disclosure is being submitted.

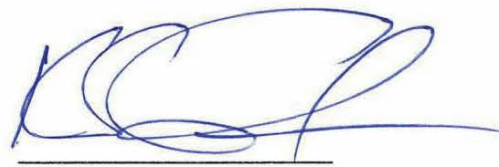
The Promoters are making this disclosure to comply with the Takeover Regulations.



Mr. Kalpathi S Aghoram



Mr. Kalpathi S Ganesh



Mr. Kalpathi S Suresh

Place: Chennai

Date: 11/08/2025