

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 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”)

As per the Share Purchase Agreement dated March 27, 2026 (“SPA”) executed by and between Tuticorin Energy LLP (“Purchaser”), a member of Promoter Group and Mr. Kalpathi S Aghoram, Mr. Kalpathi S Ganesh, and Mr. Kalpathi S Suresh (hereinafter collectively referred to as the “Promoters” or “Sellers”), for acquisition of 12,00,000 equity shares of Veranda Learning Solutions Limited (“Target Company”), representing 1.25% of equity share capital of the Target Company (“Sale Shares”), by the Purchaser from the Sellers in the manner as detailed below:

S. No	Seller	No. of shares	%
1.	Mr. Kalpathi S Aghoram	4,00,000	0.42
2.	Mr. Kalpathi S Ganesh	4,00,000	0.42
3.	Mr. Kalpathi S Suresh	4,00,000	0.41
Total		12,00,000	1.25

The Purchaser is a member of the Promoter Group, and the Sellers are the Promoters of the Target Company.

Pursuant to the terms of the SPA, the Purchaser has acquired the Sale Shares from the Sellers on March 27, 2026 by way of inter-se transfers, as part of an internal restructuring exercise.

In this regard, please find enclosed herewith the disclosure under Regulation 29(2) of Takeover Regulations.

Kindly take the above on record.

Thanking you,

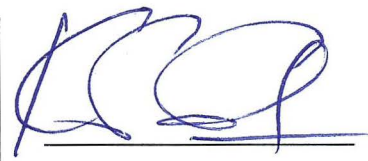
Yours faithfully



Kalpathi S Aghoram



Kalpathi S Ganesh



Kalpathi S Suresh

Date: March 30, 2026

Place: Chennai

Disclosures under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Veranda Learning Solutions Limited		
Name(s) of the sellers acquirer and Persons Acting in Concert (PAC) with the acquirer	Kalpathi S Aghoram Kalpathi S Ganesh Kalpathi S Suresh <i>The shareholding of the Sellers, along with other members of the promoter and promoter group is set out in Annexure 1.</i>		
Whether the seller / acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
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			
Kalpathi S Aghoram	73,29,553	7.66	7.52
Kalpathi S Ganesh	73,28,049	7.65	7.51
Kalpathi S Suresh	73,12,048	7.64	7.50
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
Kalpathi S Aghoram	33,00,000	3.45	3.38
Kalpathi S Ganesh	33,00,000	3.45	3.38
Kalpathi S Suresh	33,00,000	3.45	3.38
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
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)	NIL	NIL	NIL
e) Total (a+b+c+d)			
Kalpathi S Aghoram	1,06,29,553	11.10	10.90
Kalpathi S Ganesh	1,06,28,049	11.10	10.90
Kalpathi S Suresh	1,06,12,048	11.09	10.88
Total	3,18,69,650	33.29	32.68
Details of acquisition/sale			
a) Shares carrying voting rights acquired /sold			
Kalpathi S Aghoram	4,00,000	0.42	0.41
Kalpathi S Ganesh	4,00,000	0.42	0.41
Kalpathi S Suresh	4,00,000	0.41	0.41

b) VRs acquired /sold otherwise than by shares	NIL	NIL	NIL
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	NIL	NIL	NIL
d) Shares encumbered / invoked/released by the acquirer	NIL	NIL	NIL
e) Total (a+b+c+/-d)			
Kalpathi S Aghoram	4,00,000	0.42	0.41
Kalpathi S Ganesh	4,00,000	0.42	0.41
Kalpathi S Suresh	4,00,000	0.41	0.41
Total	12,00,000	1.25	1.23
After the acquisition/sale, holding of:			
a) Shares carrying voting rights			
Kalpathi S Aghoram	69,29,553	7.24	7.11
Kalpathi S Ganesh	69,28,049	7.24	7.10
Kalpathi S Suresh	69,12,048	7.22	7.09
b) Shares encumbered with the acquirer / Shares in the nature of encumbrance			
Kalpathi S Aghoram	33,00,000	3.45	3.38
Kalpathi S Ganesh	33,00,000	3.45	3.38
Kalpathi S Suresh	33,00,000	3.45	3.38
c) VRs otherwise than by shares	NIL	NIL	NIL
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	NIL	NIL	NIL
e) Total (a+b+c+d)			
Kalpathi S Aghoram	1,02,29,553	10.69	10.49
Kalpathi S Ganesh	1,02,28,049	10.68	10.49
Kalpathi S Suresh	1,02,12,048	10.67	10.47
Total	3,06,69,650	32.04	31.45
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	The transaction has been undertaken pursuant to inter-se transfers of shares among the Promoters and a member of Promoter Group of the Target Company through off-market transfer.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	March 27, 2026		
Equity share capital / total voting capital of the TC before the said acquisition / sale	9,57,31,679 Equity Shares of face value Rs.10 each		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	9,57,31,679 Equity Shares of face value Rs.10 each		
Total diluted share/voting capital of the TC after the said acquisition	9,75,29,663 Equity shares of face value 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.

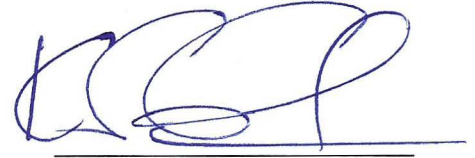
(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Kalpathi S Aghoram



Kalpathi S Ganesh



Kalpathi S Suresh

Date: March 30, 2026

Place: Chennai

Shareholding of the members of the Promoter and Promoter Group

Names of the members of the Promoter and Promoter Group	Pre-transaction shareholding in the Target Company*		Post-transaction shareholding in the Target Company	
	Number	% of total share capital	Number	% of total share capital
Acquirer				
TUTICORIN ENERGY LLP	0	0.00	1200000	1.25
Promoters/ Sellers				
KALPATHI S AGHORAM	10629553	11.10	10229553	10.69
KALPATHI S GANESH	10628049	11.10	10228049	10.68
KALPATHI S SURESH	10612048	11.09	10212048	10.67
Other members of the Promoter Group				
KALPATHI G AJITH	200000	0.21	200000	0.21
KALPATHI A. ARCHANA	100000	0.10	100000	0.10
KALPATHI S ABISHEK	100000	0.10	100000	0.10
KALPATHI AGHORAM AISHWARYA	100000	0.10	100000	0.10
ABINAYA K SURESH	100000	0.10	100000	0.10
MAHADEVAN VENKATACHALAM	5200	0.01	5200	0.01
ANDAL AGHORAM	1000	0.00	1000	0.00
MEENAKSHI SURESH	1000	0.00	1000	0.00
MAHALAKSHMI GANESH	1000	0.00	1000	0.00
VENKATACHALAM GIRIJA	0	0.00	0	0.00
KAMAKSHI	0	0.00	0	0.00
GANESAN NARAYANASWAMY	0	0.00	0	0.00
CHITRA KRISHNAN	0	0.00	0	0.00
CHITHKALA RAJARAMAN	0	0.00	0	0.00
KALPATHI G ADWAITH	0	0.00	0	0.00
TRIPLEONE DEVELOPMENTS PRIVATE LIMITED	30000	0.03	30000	0.03
KALPATHI INVESTMENTS PRIVATE LIMITED	0	0.00	0	0.00
KALPATHI AGS ENTERTAINMENT LLP	0	0.00	0	0.00
ADITI DAIRY AND AGRO FARMS PRIVATE LIMITED	0	0.00	0	0.00
GRASSLANDS AGRO PRIVATE LIMITED	0	0.00	0	0.00
DINDIGUL RENEWABLE ENERGY PRIVATE LIMITED	0	0.00	0	0.00
AGS ENTERTAINMENT PRIVATE LIMITED	0	0.00	0	0.00
YUVA ACTIVE ADVOCACY FORUM	0	0.00	0	0.00
AGS ENTERTAINMENT NETWORK PRIVATE LIMITED	0	0.00	0	0.00
MINITGLOBE ENTERTAINMENT PRIVATE LIMITED	0	0.00	0	0.00
NODI ENTERTAINMENT PRIVATE LIMITED	0	0.00	0	0.00
LEONNE HILL PROPERTY DEVELOPMENTS PRIVATE LIMITED	0	0.00	0	0.00
VERANDA CHILDREN'S EDUCATIONAL INSTITUTION PRIVATE LIMITED	0	0.00	0	0.00
REDPILL TECHNOLOGIES PRIVATE LIMITED	0	0.00	0	0.00
GIRIJAPAATI FOODS PRIVATE LIMITED	0	0.00	0	0.00
BELL AGRO FARMS LLP	0	0.00	0	0.00
KODAI VALLEY ORCHARDS PRIVATE LIMITED	0	0.00	0	0.00
SSI VENTURES PRIVATE LIMITED	0	0.00	0	0.00
BLUEMARINE EARTH RESOURCES LLP	0	0.00	0	0.00
KABINI EARTH RESOURCES LLP	0	0.00	0	0.00
MADURAI RENEWABLE ENERGY PRIVATE LIMITED	0	0.00	0	0.00
Total	32507850	33.96	32507850	33.96

*As per shareholding pattern for the quarter ended December 31, 2025.