

August 11, 2025

BSE Limited Dept of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip Code: 543514	National Stock Exchange of India Limited The Listing Department, Exchange Plaza, Bandra Kurla Complex, Mumbai – 400 051 Symbol: VERANDA
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Dear Sir/Madam,

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

Please find enclosed the disclosures received from Mr. Kalpathi S Aghoram, Mr. Kalpathi S Ganesh and Mr. Kalpathi S Suresh ("the Promoters") of the Company in relation to the release of encumbrances as per Regulation 31(2) of the Takeover Regulations.

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

**Thanking you,
For Veranda Learning Solutions Limited**

SWAMINADHAN
BALASUNDHARAM

Digitally signed by
SWAMINADHAN
BALASUNDHARAM
Date: 2025.08.11 15:00:56 +05'30'

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

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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%	Catalyst Trusteeship Limited (as the common security trustee)		
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%	Catalyst Trusteeship Limited (as the common security trustee)		

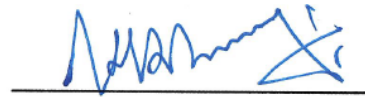
Name of the promoter(s) or PACs with him(**)	Promoter holding in the target company (1)			Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares (creation [(2)-(3)] / release [(2)-(3)] / invocation [(1)-(2)])	
	Number of 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%	Catalyst Trusteeship Limited (as the common security trustee)		
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.

#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