

To

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| <p>1. BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001
E-mail: corp.relations@bseindia.com</p> | <p>2. National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051
Email: takeover@nse.co.in</p> |
| <p>3. Veranda Learning Solutions Limited
G.R. Complex First floor No.807- 808, Anna
Salai, Nandanam, Chennai -600035
E-mail: secretarial@verandalearning.com</p> | |

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")

In compliance with 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 ("the Promoters") of Veranda Learning Solutions Limited, hereby submit the requisite disclosure in respect of a covenant which is in the nature of 'encumbrance' (as defined in the Takeover Regulation).

Kindly take the above on record.

Thanking you,

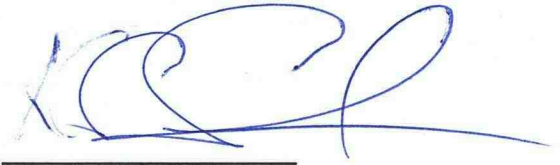
Yours faithfully



Mr. Kalpathi S Aghoram



Mr. Kalpathi S Ganesh



Mr. Kalpathi S Suresh

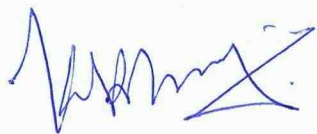
Place: Chennai
Date: 11/09/2025

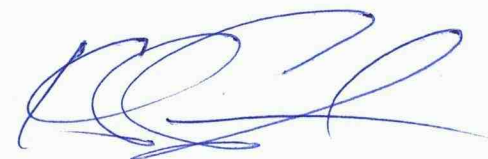
Disclosure by the Promoters to the stock exchanges and to the Target Company for encumbrance of shares/ invocation of Encumbrance/ Release of Encumbrance, in terms of Regulations 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	
Name of the Target Company (TC)	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	11/09/2025
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	1,06,29,553	11.36%	11.12%	21,55,172	2.30%	Creation	03/09/2025	others	Please refer to Note 1 below	84,74,381	9.05%	Please refer to Note 2 below.	1,06,29,553	11.36%
Mr. Kalpathi S Ganesh	1,06,28,049	11.35%	11.12%	21,55,172	2.30%	Creation	03/09/2025	others	Please refer to Note 1 below	84,72,877	9.05%	Please refer to Note 2 below.	1,06,28,049	11.35%
Mr. Kalpathi S Suresh	1,06,12,048	11.34%	11.11%	21,55,172	2.30%	Creation	03/09/2025	others	Please refer to Note 1 below	84,56,876	9.03%	Please refer to Note 2 below.	1,06,12,048	11.34%
Total	3,18,69,650	34.05%	33.35%	64,65,516	6.91%	-	-	-	-	2,54,04,134	27.14%	-	3,18,69,650	34.05%

(**) 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.

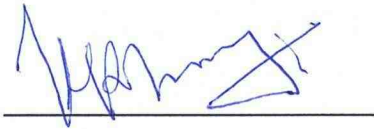




Note 1: On September 03, 2025, pursuant to an amendment to the debenture trust deeds executed by Veranda Learning Solutions Limited ("VLSL") and Veranda Race Learning Solutions Private Limited ("Race") and their respective debenture trustee, the Promoters have agreed to own at least 34.05% of the share capital of VLSL. Such covenant is in the nature of 'encumbrance' (as defined in the Takeover Regulation) is being disclosed. For further details, please refer to our earlier disclosure dated May 20, 2024.

Note2: 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.

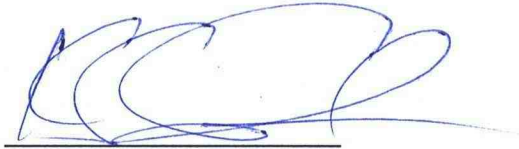
The Promoters are making this disclosure to comply with the Takeover Regulations.



Mr. Kalpathi S Aghoram



Mr. Kalpathi S Ganesh



Mr. Kalpathi S Suresh

Place: Chennai

Date: 11/09/2025