Veranda

Veranda Learning Solutions Limited

September 22, 2026

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**

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 read with Regulation 30A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to Regulation 30 and Regulation 30A read with Clause 5A of Para A of Part A of Schedule III of the SEBI Listing Regulations, and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-PoD2/I/3762/2026 dated January 30, 2026, we wish to inform you that the Company has received intimation from its Promoters — Mr. Kalpathi S. Aghoram, Mr. Kalpathi S. Ganesh, and Mr. Kalpathi S. Suresh — regarding execution of an unattested pledge agreement dated September 21, 2026 with Authum Investment & Infrastructure Limited ("Lender"), for creation of a pledge over equity shares of Veranda Learning Solutions Limited ("Company" or "VLS") held by them, as security for credit facilities availed by them in their personal capacity.

The Company is not a party to the said Unattested Pledge Agreement. The requisite details, as required under the aforesaid SEBI Master Circular read with the SEBI Listing Regulations, are set out in **Annexure** below.

Date of occurrence of event/information	September 22, 2026
Time of occurrence of event/information	5.44 P.M (I.S.T)

The aforesaid information is also hosted on the website of the Company viz. https://www.verandalearning.com/web/index.php/stock-exchange-intimations

Thanks & Regards,
For Veranda Learning Solutions Limited

S BALASUNDHARAM Digitally signed by S BALASUNDHARAM Date: 2026.09.22 17:54:31 +05'30'

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

Veranda Learning Solutions Limited
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www.verandalearning.com **Ph:** +91 44 4690 1007

Annexure

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>a) if the listed entity is a party to the agreement,
i. details of the counterparties (including name and relationship with the listed entity);</td><td>No, the listed entity i.e. Veranda Learning Solutions Limited (“VLS/the Company”) is not a party to the Unattested Pledge Agreement dated September 21, 2026.</td></tr>
<tr><td>b) if listed entity is not a party to the agreement,
i. name of the party entering into such an agreement and the relationship with the listed entity;
ii. details of the counterparties to the agreement (including name and relationship with the listed entity);</td><td>The following are parties to the Unattested Pledge Agreement.
<table>
<tr><th>Name of the Party/Counter party</th><th>Relationship with VLS</th></tr>
<tr><td>Mr. Kalpathi S Aghoram (Pledgor 1)</td><td>Promoter cum Non-Executive Director & Vice Chairman</td></tr>
<tr><td>Mr. Kalpathi S Ganesh (Pledgor 2)</td><td>Promoter cum Non-Executive Director</td></tr>
<tr><td>Mr. Kalpathi S Suresh (Pledgor 3)</td><td>Promoter cum Executive Director & Chairman</td></tr>
<tr><td>Authum Investment & Infrastructure Limited (“Lender”)</td><td>significant shareholder of the Company, holding 10.8% of the paid-up equity share capital as on September 18,2026, and is therefore a 'related party' under Regulation 2(1)(zb) of the SEBI Listing Regulations read with Section 2(76) of the Companies Act, 2013.</td></tr>
</table></td></tr>
<tr><td>iii. date of entering into the agreement.</td><td>September 21, 2026.</td></tr>
<tr><td>c) purpose of entering into the agreement;</td><td>INR 111 crores (Rupees One Hundred and Eleven Crores only) availed by the Promoters in their personal capacity from the Lender, by way of creation of a first-ranking and exclusive pledge over certain equity shares of VLS held by the Promoters.</td></tr>
<tr><td>d) shareholding, if any, in the entity with whom the agreement is executed;</td><td>Neither VLS nor promoters of the Company hold shares in Authum Investment & Infrastructure Limited.</td></tr>
<tr><td>e) significant terms of the agreement (in brief);</td><td>The Unattested Pledge Agreement creates a first-ranking and exclusive pledge in favour of the Lender over certain equity shares of VLS held by the Promoters as security for the credit facilities availed by them. The Unattested Pledge Agreement contains customary provisions relating to maintenance of the agreed security cover, including an obligation on the pledgors to provide additional security and/or undertake other remedial measures in accordance with the transaction documents in the event of a shortfall in the required security cover.</td></tr>
<tr><td>f) extent and the nature of impact on management or control of the listed entity;</td><td>The execution of the Unattested Pledge Agreement does not, by itself, have any impact on the management or control of the Company. As is customary in financing arrangements involving a pledge of shares, invocation or enforcement of the pledge by the Lender upon the occurrence of events specified in the relevant transaction</td></tr>
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	documents may have a consequential impact on the shareholding pattern of the Company However, such impact would arise only in the event of enforcement in accordance with the agreed terms.
g) details and quantification of the restriction or liability imposed upon the listed entity;	Not applicable
h) whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	Please refer to our response to paragraphs (b)(i) and (b)(ii) above
i) whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	Not Applicable. The Unattested Pledge Agreement is a transaction between the Promoters (in their personal capacity) and the Lender. VLS is not a party to the said agreement.
j) in case of issuance of shares to the parties, details of issue price, class of shares issued;	Not Applicable
k) any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	Not Applicable
l) in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier);	Not Applicable