

27<sup>th</sup> September, 2024

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

**Sub: Proceedings of the 6<sup>th</sup> Annual General Meeting held on Friday, September 27, 2024**

**Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the proceedings of the 6<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on **Friday, September 27, 2024, at 12.00 Noon** and concluded at **12.30 P.M.** through Video Conferencing (VC) / Other Audio Video Means (OAVM).

The aforesaid information is also hosted on the website of the Company viz **<https://www.verandalearning.com/web/index.php/general-meeting>**

Kindly take the same on record and display the same on the website of your exchange.

**Thanks & Regards**  
**For Veranda Learning Solutions Limited**

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

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CIN: L74999TN2018PLC125880

**Proceedings of the 6th Annual General Meeting****A. Date, time, and venue of the 6th Annual General Meeting (“Meeting/AGM”):**

The 6th Annual General Meeting (AGM) of the Members of Veranda Learning Solutions Limited was held on **Friday, September 27, 2024**, from **12.00 Noon**, through Video Conferencing (“VC”) and concluded at **12.30 P.M.**

**B. Proceedings in brief:**

- The Company Secretary & Compliance Officer (CS & CO) welcomed all the members to the 6<sup>th</sup> Annual General Meeting. He invited Mr. Kalpathi S Suresh, Chairman Cum Executive Director of the Company, to preside over and conduct the proceedings of the meeting.
- Mr. Kalpathi S Suresh, Chairman Cum Executive Director of the Company, occupied the Chair. The requisite quorum being present, he called the meeting to order.
- The Chairman introduced all the Directors present, along with Key Managerial Personnel : Ms Saradha, CFO and Mr. S Balasundharam, CS &CO. He also introduced Senior Management members: Mr. Aditya Malik, Group Chief Operating officer, Mr. Vivek Sapre, Chief Human Relationship officer. The Chairman noted that other senior management personnel also joined from their respective locations.
- The representatives of Statutory Auditors and Secretarial Auditors of the Company were also present at the meeting.
- The Chairman confirmed that the convening of the virtual Annual General Meeting was in compliance with the circulars issued by the Ministry of Corporate Affairs (“MCA), the Securities and Exchange Board of India (SEBI). He also stated that the company had engaged the services of Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting and e-voting during the AGM.
- With the consent of the members, the Chairman took the Notice of the 6th Annual General Meeting (“AGM Notice”) as read.
- The Items considered at the Annual General Meeting (AGM) are as follows: -

<b>Sl. No</b>	<b>Ordinary Business</b>	<b>Type of Resolution</b>
1.	To receive, consider and adopt (a) the Audited Standalone Financial Statement of the Company for the Financial Year Ended March 31, 2024, together with the Reports of Board of Directors and Auditors thereon, and (b) the Audited Consolidated Financial Statement of the Company for the Financial Year Ended March 31, 2024, and the Report of Auditors thereon	Ordinary Resolution
2.	To appoint Mr. Kalpathi S Aghoram (DIN: 00526585) who retires by rotation as a Director being eligible offers himself for reappointment.	Ordinary Resolution

Special Business		
3.	To approve Material Related Party Transactions of the Company	Ordinary Resolution
4.	To approve Material Related Party Transactions of Subsidiaries Company	Ordinary Resolution
5.	To approve the borrowing limit by way of issuance of non-convertible debentures/bonds/ other instruments upto Rs. 1000 crores	Special Resolution
6.	Approval for payment of remuneration to related party for holding the office or place of profit	Ordinary Resolution
7.	Approval for providing loans under Section 185 of the Companies Act, 2013	Special Resolution

- The Speaker Shareholder who had registered to attend the AGM did not log into the platform/event.
- The Auditor's Report on the standalone and consolidated financial statements, signed by the Statutory Auditors M/s. Deloitte Haskins & Sells, did not contain any qualifications, observations, or comments on financial transactions or matters that adversely affected the functioning of the company.
- The secretarial auditor's report, signed by M/s. IBH & Co, Practicing Company Secretaries, contained observations. However, the observations did not adversely affect the functioning of the company. The observations made by the secretarial auditors and the Board's comments formed part of the Director's Report.
- The Chairman further informed the Members that pursuant to the provisions of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the remote e- voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting through the e-voting portal of Central Depository Services Limited (CDSL) from **09.00 am on Tuesday, September 24, 2024 to 5.00 pm on Thursday, September 26, 2024** and the said facility was also operational at the Meeting for the members who were attending the Meeting and have not already cast their vote(s) through remote e-voting.
- Mr. K Sridhar, Practicing Company Secretary, appointed as Scrutinizer for the remote e-voting, also acted as a Scrutinizer for the E-voting conducted at the AGM.
- The Chairman informed the Members that the consolidated results of remote e-voting and the voting during the AGM would be intimated to the Stock Exchanges within two working days from the conclusion of the AGM. The same would also be posted on the website of the Company, BSE, NSE and CDSL.



Veranda Learning Solutions Limited

At the end, the Chairman thanked the Members present and other stakeholders who have supported the AGM activities and thereafter concluded the meeting at 12.30 P.M. (IST).

This is for your information and records.

**Thanks & Regards**  
**For Veranda Learning Solutions Limited**

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