

30<sup>th</sup> May 2024

<b>To</b> <b>The Secretary</b> <b>BSE Limited</b> <b>Phiroze Jeejeebhoy Towers,</b> <b>Dalal Street,</b> <b>Mumbai - 400 001</b>  <b>Scrip Code: 543514</b>	<b>To</b> <b>The Manager,</b> <b>Listing Department,</b> <b>National Stock Exchange of India</b> <b>Limited</b> <b>Exchange Plaza, C-1, G Block, Bandra-</b> <b>Kurla Complex, Bandra (East), Mumbai –</b> <b>400 051</b>  <b>Scrip Code: VERANDA</b>
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**Sir / Madam,**

**Sub: Secretarial Compliance Report for the year ended 31st March,2024.**

Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please find enclosed herewith the Annual Secretarial Compliance Report issued by Mr. IB Harikrishna, Practicing Company Secretary of M/S IBH & CO (M No:5829) (CP No:5302) and Secretarial Auditor of the Company for the financial year ended 31st March,2024.

This information will also be hosted on the Company's website at [www.verandalearning.com](http://www.verandalearning.com).

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

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

**M Anantharamakrishnan**  
**Company Secretary & Compliance Officer**  
**M. No: ACS-7187**

✉ [contact@verandalearning.com](mailto:contact@verandalearning.com)

🌐 [www.verandalearning.com](http://www.verandalearning.com)

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G.R. Complex First floor No.807-  
808, Anna Salai, Nandanam,  
Chennai -600 035

CIN: L74999TN2018PLC125880



**SECRETARIAL COMPLIANCE REPORT OF**

**M/S. VERANDA LEARNING SOLUTIONS LIMITED**  
**CIN: L74999TN2018PLC125880**

**Regd. Office Address: G. R. Complex, First Floor, No. 807-808, Anna Salai,  
Nandanam, Chennai – 600035**

[As per the regulation 24(A) of SEBI (LODR) Regulations, 2015 as amended from  
time to time]

**Secretarial Compliance Report of M/s. Veranda Learning Solutions Limited for  
the financial year ended 31<sup>st</sup> March, 2024**

We IBH & Co, Practicing Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by M/s. **Veranda Learning Solutions Limited** ("the Listed Entity"),
- b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended 31<sup>st</sup> March, 2024 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (LODR) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- f) other regulations as applicable.

and circulars/ guidelines issued thereunder;  
*and based on the above examination, we hereby report that, during the Review  
Period:*



(a)(\*\*) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement / (Regulations / guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practising Company Secretary (PCS)	Management Response	Remarks
1.	Implementation of Structural Digital Database ("SDD")	Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Details regarding the sharing of UPSI have not been recorded in the SDD	NA	NA	There were a few instances where the UPSI has not been entered in the SDD maintained by the Company.	NA	There were a few instances where the UPSI has been shared by the Company through a dedicated email instead of sharing the same through SDD.	Since this was the first year after the implementation of SDD, there were instances where the Company has shared the UPSI through a dedicated email. However, the Company has already taken corrective actions to comply with the requirements.	



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the Secretarial compliance report for the year ended 31 <sup>st</sup> March, 2023	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Company had not maintained the Structured Database (SDD) for handling unpublished price-sensitive information as mentioned in Regulation 5 of SEBI (Prohibition of Insider Trading) Regulations, 2015, for the quarter ended September 2022 and December 2022.	The Company has implemented the Structured Digital Data base from 1 <sup>st</sup> February, 2023 in compliance with SEBI(Prohibition of Insider Trading) Regulations, 2015.	3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	The Company has not maintained SDD during the Quarter 2 & 3. The Company has implemented SDD from 1 <sup>st</sup> February 2023. Penalty Imposed: Nil	The Company has already implemented SDD from 1 <sup>st</sup> February 2023.	Since, the company has implemented SDD from 1 <sup>st</sup> February 2023, we have no further comments in this regard.





**IBH & Co**

Company Secretaries

We hereby report that, during the review period, the compliance status of the listed entity with the following requirements:

# 44/38, Veerabadran Street, 1<sup>st</sup> Floor,  
Nungambakkam, Chennai - 600034.

Tel: 044 - 2825 4526

E-mail: hari@akshayacs.com

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	The Company has complied with the requirements of SS 1 and SS 2, respectively in respect of meetings of the Board and its Committees and General meeting of members as per section 118(1) of Companies Act 2013 except video recordings for 3 (three) Board Meetings and 1 (one) Committee Meeting held during Quarter 4 were not available for our review due to technical issues faced by the Company as explained by the management. In this regard, the proceedings of the above meetings were duly circulated and confirmed by all the attendees of the respective meeting and duly signed by the Chairman.
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li><li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations / circulars / guidelines issued by SEBI.</li></ul>	Yes	
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"><li>The listed entity is maintaining a functional website.</li><li>Timely dissemination of the</li></ul>	Yes	





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	<p>documents/information under a separate section on the website.</p> <ul style="list-style-type: none"><li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the</li></ul>		
4.	<p>Disqualification of Director(s):</p> <p>None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	Yes	
5.	<p>Details related to subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	Yes	
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p>Related Party Transactions:</p>	Yes	







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	<p>(a) The listed entity has obtained prior approval of audit committee for all related party transactions;</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the Transactions were subsequently approved / ratified / rejected by the audit committee.</p>		
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	No	Refer to our comment above in Table - A
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	NA	There are no actions taken by SEBI or Stock exchanges during the review period.
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p>	NA	No Resignation of statutory auditors from the listed entity or its material subsidiaries





	In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		happened during the review period.
13.	Additional non-compliances, if any: No additional non-compliances observed for any SEBI regulation / circular / guidance note, etc., except as reported above.	NA	No additional non-compliances were observed for any SEBI regulation / circular / guidance note, etc., during the review period.

**Assumptions & limitations of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For IBH & Co.,  
Company Secretaries  
FRN: S2011KR152500**



**Place: Chennai  
Date: 28/05/2024**

**CS I B Harikrishna  
Company Secretary  
Membership No.: 5829  
C.P. No: 5302  
PR No.: 1281/2021  
UDIN: F005829F000459436**