

9th January 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
---	--

Dear Sir/ Madam,

Sub: Proceedings of the 3rd Extra Ordinary General Meeting held on Thursday 9th January 2025

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

Pursuant to Regulation 30 of the Listing Regulations, we are submitting herewith the proceedings of the 3rd Extra Ordinary General Meeting ("EGM") of the Company held on Thursday, 9th January 2025, 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 at <https://www.verandalearning.com/web/index.php/general-meeting>.

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

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

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

✉ contact@verandalearning.com

🌐 www.verandalearning.com

☎ +91 44 4690 1007

G.R. Complex First floor No.807-

808, Anna Salai, Nandanam,

Chennai -600 035

CIN: L74999TN2018PLC125880



Proceedings of the 3rd Extra Ordinary General Meeting

A. Date, time, and venue of the 3rd Extra Ordinary General Meeting ("Meeting/EGM"):

The 3rd Extra Ordinary General Meeting (EGM) of the Members of Veranda Learning Solutions Limited was held on **Thursday, 9th January 2025, at 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 3rd Extra Ordinary 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 and informed that Ms Kalpathi A Archana could not be present due to her other commitments. He introduced the Key Managerial Personnel: Ms. Saradha Govindarajan, CFO and Mr. S. Balasundharam, CS &CO. 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 convening of the Extra Ordinary General Meeting through VC, 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 EGM.
- With the consent of the members, the Chairman took the Notice of the 3rd Extra Ordinary General Meeting ("EGM Notice and Corrigendum to EGM Notice") as read.

- The Items considered at the Extra Ordinary General Meeting (EGM) are as follows:-

Special Business		
1.	To approve the issuance of Equity Shares for cash consideration on Preferential Basis to investors	Special Resolution
2.	To approve the issuance of Equity Shares for consideration other than cash on Preferential Basis (Veranda Administrative Learning Solutions Private Limited)	Special Resolution
3.	To approve the issuance of Equity Shares for consideration other than cash on Preferential Basis (BB Publication Private Limited)	Special Resolution
4.	To approve the issuance of Equity Shares for consideration other than cash on Preferential Basis (Navkar Digital Institute Private Limited)	Special Resolution
5.	Issue of Convertible Warrants on Preferential Basis to the Promoters and Certain Identified Non-Promoters	Special Resolution
6.	To approve Material Related Party Transactions of Subsidiaries of the Company	Ordinary Resolution

- The Speaker Shareholder who had registered to attend the EGM did not log into the platform/event.
- 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 transacted at the Extra Ordinary General Meeting through the e-voting portal of Central Depository Services Limited (CDSL) from **09.00 A.M on 6th January 2025 and ended at 5.00 PM on 8th January 2025** and the said facility was also operational at the Meeting for the members who were attended 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 EGM.
- The Chairman informed the Members that the consolidated results of remote e-voting and the voting during the EGM would be intimated to the Stock Exchanges within two working days from the conclusion of the EGM. The same would also be posted on the website of the Company, BSE, NSE and CDSL.

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

This is for your information and records.

**Thanking you
For Veranda Learning Solutions Limited**

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