

7<sup>th</sup> November, 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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Dear Sir/ Madam,

**Sub: Proceedings of the 2<sup>nd</sup> Extra Ordinary General Meeting held on Thursday 7<sup>th</sup> November, 2024**

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

Pursuant to Regulation 30 of Listing Regulations, we are submitting herewith the proceedings of the 2nd Extra Ordinary General Meeting (“EGM”) of the Company held on Thursday, 7<sup>th</sup> November 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 on the website of your exchange.

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

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

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## **Proceedings of the 2<sup>nd</sup> Extra Ordinary General Meeting**

### **A. Date, time, and venue of the 2<sup>nd</sup> Extra Ordinary General Meeting (“Meeting/EGM”):**

The 2<sup>nd</sup> Extra Ordinary General Meeting (EGM) of the Members of Veranda Learning Solutions Limited was held on **Thursday, 7<sup>th</sup> November 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 2<sup>nd</sup> 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, along with 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 virtual Extra Ordinary 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 EGM.
- With the consent of the members, the Chairman took the Notice of the 2<sup>nd</sup> Extra Ordinary General Meeting (“EGM Notice”) as read.

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

Special Business		
1	Appointment of Prof. Jitendra Kantilal Shah (DIN: 01795017) as Non- Executive Non Independent Director of the Company	Ordinary Resolution
2.	Reappointment of Mr. Lakshminarayanan Seshadri (DIN: 01753098) as Non- Executive Independent Director of the Company	Special Resolution
3.	Reappointment of Mrs. Revathi Raghunathan (DIN: 01254043) as Non-Executive Independent Director of the Company	Special Resolution
4.	Reappointment of Mr. P.B Srinivasan (DIN: 09366225) as Non-Executive Independent Director of the Company	Special Resolution
5.	Appointment of Mr. Ashok Misra (DIN: 00006051) as Non-Executive Independent Director of the Company	Special Resolution
6.	Appointment of Ms. N Alamelu (DIN:07921583) as Non- Executive Independent Director of the Company	Special 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 am on 4<sup>th</sup> November 2024 and ended at 5.00 pm on 6<sup>th</sup> November 2024** 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.

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

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