



Veranda Learning Solutions Limited
(formerly Veranda Learning Solutions Private Limited)
(formerly Andromeda Edutech Private Limited)

Date: October 06, 2022

To

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Bandra Kurla Complex,
Bandra (East), Mumbai-400 051

Scrip Code: 543514

Scrip Code: VERANDA

Sub: Proceedings of the Extra-Ordinary General Meeting held on Thursday, October 06, 2022

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

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing gist of proceedings of the Extra-Ordinary General Meeting (“**EGM**”) of the Company held on Thursday, October 06, 2022 at 11.00 a.m. and concluded at 11.37 a.m. through Video Conferencing (VC) / Other Audio Video Means (OAVM) at the registered office of the Company.

This is for your information and records

Yours Faithfully

For Veranda Learning Solutions Limited

M.Anantharamkrishnan
Company Secretary & Compliance Officer
ACS-A7187

Encl: as above

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Gist of Proceedings of the Extra-Ordinary General Meeting of the Company

A. Date, time and venue of the Extra-Ordinary General Meeting (“Meeting/EGM”):

The Extra-Ordinary General Meeting (EGM) of the Members of Veranda Learning Solutions Limited was held on Thursday, October 06, 2022 at 11.00 am through Video Conferencing (“VC”) and concluded at 11.37 am.

B. Proceedings in brief:

Members Present through Video Conferencing: 34

Directors Present through Video Conferencing: 6

- M.Anantharamakrishnan, Company Secretary & Compliance Officer of the company welcomed all the members to the Extra-Ordinary General Meeting of the company.
- M.Anantharamakrishnan, invited Mr.Kalpathi S Suresh, Chairman cum Executive Director of the meeting to preside over and conduct the proceedings of the meeting.
- Mr.Kalpathi S Suresh, Chairman Cum Executive Director of the Company, occupied the Chair and on being satisfied that sufficient quorum was present at the meeting, ordered for commencement of the proceedings.
- The Chairman welcomed the members present and thanked all the members for joining the meeting.
- The Chairman confirmed that the convening of the virtual Extra-Ordinary General Meeting was in compliance of the circulars issued by the Ministry of Corporate Affairs (MCA), Government of India and the Securities and Exchange Board of India (SEBI) and that the company has appointed Central Depository Services (India) Limited (CDSL) to conduct the voting by way of remote e-voting and e-voting during the EGM.
- The Chairman informed that the agreements with respect to related party transactions are available for inspection during the meeting in digital form through the e-voting platform of CDSL.
- The Chairman welcomed and introduced the Board of Directors.
- The Chairman acknowledged the presence of J.Bharathi, Practising Company Secretary, Scrutinizer for the EGM to verify and validate the voting results.
- With the permission of the members, the chairman proceeded with the Meeting.

- With the permission of the members, the Chairman took the Notice of the Extra-Ordinary General Meeting and Corrigendum to EGM Notice as read. The Items considered at the Extra-Ordinary General Meeting (EGM) are as follows:-

Sl.No.	Special Business	Type of Resolution
1.	Issue of Equity Shares on Preferential Basis to Non-Promoters as modified by the Corrigendum Notice dated 30th September 2022.	Special Resolution
2.	Issue of Convertible Warrants on Preferential Basis to Persons Belonging to Promoter Category.	Special Resolution
3.	Approval of Material Related Party Transactions.	Special Resolution

- 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 extended the remote e-voting facility to the Members of the Company in respect of businesses to be transacted at the Extra-Ordinary General Meeting through the e-voting portal of Central Depository Services Limited (CDSL) from Monday, October 03, 2022 at 09.00 am to Wednesday, October 05, 2022 at 5.00 pm., 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.
- The Chairman informed Ms. Bharathi. J, Practicing Company Secretary, appointed as Scrutinizer for the remote e-voting, will also act as Scrutinizer for the E-voting conducted at the EGM.
- Mr.M.Anantharamakrishnan, Company Secretary & Compliance Officer of the Company confirmed that no request has come from any shareholders to speak at the meeting.
- Thereafter, the Chairman announced for voting to be taken electronically (e-voting) and requested Ms. Bharathi. J, Practising Company Secretary, the Scrutiniser for the orderly conduct of the voting.

C. Voting by members:

- The Company had provided remote e-voting facility to its members to cast votes electronically on the resolutions set out in the Notice and the Corrigendum to EGM Notice.
- The facility to vote at the meeting through electronic voting system was also made available to the members who participated in the meeting and had not cast their votes through remote e-voting.



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D. Result of voting (remote e-voting and voting at the meeting through electronic voting system)

All the resolutions set out in the Notice and Corrigendum to EGM Notice have been passed with requisite majority.

Notes:

- The Company will separately intimate the voting results (remote e-voting and voting at the meeting through electronic voting system) to Stock Exchanges and also upload on the website of the Company.
- This document does not constitute minutes of the proceedings of the Extra-Ordinary General Meeting of the Company.

For Veranda Learning Solutions Limited

M. Anantharamakrishnan
Company Secretary & Compliance Officer
ACS-A7187