

**August 25, 2025**

<b>BSE Limited</b> Dept of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, <b>Mumbai – 400001</b>	<b>National Stock Exchange of India Limited</b> The Listing Department, Exchange Plaza, Bandra Kurla Complex, <b>Mumbai – 400051</b>
<b>Scrip Code: 543514</b>	<b>Symbol: VERANDA</b>

**Dear Sir/ Madam,**

**Sub: Proceedings of the [02/2025-26] Extra Ordinary General Meeting held on Monday 25<sup>th</sup> August 2025**

**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 Extra Ordinary General Meeting of the Company held on Monday, 25<sup>th</sup> August 2025 at 12:00 Noon 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.

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

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

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CIN: L74999TN2018PLC125880

## **Proceedings of the [02/2025-26] Extra Ordinary General Meeting**

### **A. Date and time of the Extra Ordinary General Meeting (“Meeting/EGM”):**

The EGM of the Members of Veranda Learning Solutions Limited was held on **Monday 25<sup>th</sup> August 2025 at 12:00 Noon** through Video Conferencing (VC)/ Other Audio Video Means (OAVM) and concluded at **12.25 P.M.**

### **B. Proceedings in brief:**

- The Company Secretary & Compliance Officer (CS & CO) welcomed all the members to the EGM. Since Mr. Kalpathi S. Suresh, Chairman of the Company is unable to attend the Meeting due to pre-occupation, the Board members present, elected Mrs. Revathi S. Raghunathan as Chairperson of the EGM to conduct the proceedings.

- Mrs. Revathi S. Raghunathan, occupied the Chair. The requisite quorum being present, she called the meeting to order, welcomed all the Members.

- The Chairperson informed the name(s) of the Directors present at the Meeting and the name(s) of the Directors who could not be present due to prior commitments. Mr. S. P. Mohasin Khan, CFO and Mr. S. Balasundharam, CS & CO and other senior management personnel attended from their respective locations.

- The representatives of the Scrutinizer and Statutory Auditor were also present at the meeting.

- The Chairperson 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).

- Chairperson 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.

- Chairperson informed on the EGM Notice and the Corrigendum to the EGM notice circulation to the Members of the Company.

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

<b>Item No</b>	<b>Particular</b>	<b>Resolution Type</b>
1.	TO APPROVE THE ISSUANCE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH ON PREFERENTIAL BASIS (VERANDA XL LEARNING SOLUTIONS PRIVATE LIMITED)	Special Resolution
2.	TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY	Ordinary Resolution
3.	TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS OF SUBSIDIARIES OF THE COMPANY	Ordinary Resolution

- The Speaker Shareholder(s) who had registered to attend the EGM did not log into the platform/event.
- The Chairperson further informed the Members that the Company had provided the e- voting facility to the Members of the Company in respect of businesses transacted at the EGM through the e-voting portal of Central Depository Services Limited (CDSL) from **09.00 am on 22<sup>nd</sup> August 2025 and ended at 5.00 pm on 24<sup>th</sup> August 2025** in compliance with Companies Act 2013 and the rules made thereunder 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 e-voting.
- Mr. S. Sandeep, Practicing Company Secretary, appointed as Scrutinizer for the e- voting, also acted as a Scrutinizer for the E-voting conducted at the EGM.
- The Chairperson informed the Members that the consolidated results of 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 Chairperson thanked the Members present and other stakeholders who have supported the EGM activities and thereafter the EGM concluded at **12.25 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)**