

Date: 30th September 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 4th Annual General Meeting held on Friday, September 30, 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 submitting herewith the proceedings of the 4th Annual General Meeting ("AGM") of the Company (enclosed herewith as Annexure) held on Friday, September 30, 2022 at 11.00 a.m. and concluded at 11.50 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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34, Thirumalai Road, T. Nagar,
Chennai, Tamil Nadu-600017

CIN: U74999TN2018PLC125880

Annexure

Proceedings of the 4th Annual General Meeting

The 4th Annual General Meeting (AGM) of the Members of Veranda Learning Solutions Limited was held on Friday, September 30, 2022 at 11.00 am through Video Conferencing (“VC”) and concluded at 11.50 am.

Members Present through Video Conferencing: 30

Directors Present through Video Conferencing: 7

- M.Anantharamakrishnan, Company Secretary & Compliance Officer of the company welcomed all the members to the 4th Annual General Meeting of the company.
- M.Anantharamakrishnan, invited Mr.Kalpathi S Suresh, Executive Director Cum Chairman to act as the Chairman of the meeting and to preside over and conduct the proceedings of the meeting.
- Mr.Kalpathi S Suresh, Executive Director Cum Chairman 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 welcomed and introduced the Board of Directors and Chief Financial Officer of the Company.
- The Chairman welcomed and acknowledged the presence of Mr.Ravi Seshadri from M/s.Deloitte Haskins and Sells, Chennai, Chartered Accountants, Statutory Auditors and J,Bharathi from J.Bharathi, Practising Company Secretary, Scrutinizer for the AGM to verify and validate the voting results.
- The Chairman confirmed that the convening of the virtual Annual 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 AGM.

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- The Chairman informed that the draft amended scheme of Veranda Learning Solutions Limited – Employee Stock Option Plan 2022 (“ESOP Scheme”) is available for inspection during the meeting in digital form through the e-voting platform of CDSL.
- 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 4th Annual General Meeting as read. The Items considered at the 4th Annual General Meeting (AGM) are as follows:-

Sl.No.	Ordinary Business	Type of Resolution
1.	To Receive, Consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 the Reports of the Board of Directors and Auditors thereon	Ordinary Resolution
2.	To Consider the re-appointment of Mr. Kalpathi S Ganesh as Director, who retires by rotation and being eligible for re-appointment.	Ordinary Resolution
	Special Business	
3.	To Grant of employee stock options to the employees of associate company(ies) of the company under ‘veranda learning solutions limited- employee stock option plan 2022	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 Annual General Meeting through the e-voting portal of Central Depository Services Limited (CDSL) from Tuesday, September 27, 2022 at 9.00 am to Thursday to September 29, 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.

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- 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 AGM.
- Mr. Rahul Kumar Paliwal who had registered himself as speaker shareholder was absent for 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.
- The Chairman announced that the e-voting results along with the consolidated Scrutiniser's Report shall be informed to Stock Exchanges and also be placed on the website of the Company, CDSL and Stock Exchanges. The meeting concluded 11.50 A.M. after being open for 15 minutes for e-voting to be completed.

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