

May 27, 2026

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: Annual Secretarial Compliance Report for the financial year ended March 31, 2026

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the relevant Circular(s) issued by SEBI / Exchanges from time to time, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2026 issued by M/s S Sandeep & Associates, Practicing Company Secretaries .

Kindly take the same on record and display the same on the website of your exchange. This information will also be available on the Company's website at <https://www.verandalearning.com/web/index.php/corporate>

Thanks & Regards
For Veranda Learning Solutions Limited

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





ANNUAL SECRETARIAL COMPLIANCE REPORT OF VERANDA LEARNING SOLUTIONS LIMITED (CIN: L74999TN2018PLC125880) FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

(Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Master Circular HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026.)

We, S Sandeep & Associates, Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by **VERANDA LEARNING SOLUTIONS LIMITED (CIN: L74999TN2018PLC125880)** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the year ended March 31, 2026 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include :-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations");
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the review period.**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;



[Handwritten signature]



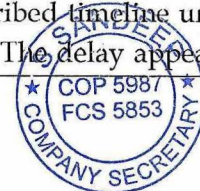
S.SANDEEP & ASSOCIATES
COMPANY SECRETARIES

- vi. Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **Not applicable during the review period**
- vii. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- viii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client to the extent of securities issued;
- ix. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	1
Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Schedule XIX Para (2) of SEBI (ICDR) Regulations, 2018 relating to listing of securities pursuant to preferential allotment.
Regulation/Circular No.	Schedule XIX Para (2) of SEBI (ICDR) Regulations, 2018.
Deviations	There was a delay in filing the listing applications for equity shares allotted on a preferential basis pursuant to the allotments made on February 19, 2025, and February 21, 2025. As required under the applicable provisions, the listing application was required to be submitted within 20 days from the date of allotment. However, the applications were submitted on March 14, 2025, resulting in delays of 3 days and 1 day, respectively.
Action Taken By	BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE")
Type of Action	Fine
Details of Violation	Delay in submission of listing applications for equity shares issued on a preferential basis in respect of allotments dated February 19, 2025, and February 21, 2025. The listing applications were filed on March 14, 2025, resulting in delays of 3 days and 1 day, respectively.
Fine Amount	INR 80,000 each by NSE and BSE (excluding GST)
Observations/Remarks of the Practicing Company Secretary	It is observed that the Company submitted the listing applications for equity shares allotted on a preferential basis in respect of allotments made on February 19, 2025, and February 21, 2025, with delays of 3 days and 1 day, respectively, as against the prescribed timeline under the applicable regulatory provisions. The delay appears to be



[Handwritten signature]



S.SANDEEP & ASSOCIATES
COMPANY SECRETARIES

	procedural in nature and the applications were subsequently filed on March 14, 2025.
Management Response	The delay in filing the listing applications was inadvertent and occurred due to administrative and procedural timelines in collating and processing the requisite documentation. The Company subsequently filed the applications on March 14, 2025 and has since strengthened its internal compliance monitoring mechanisms to ensure timely filings and adherence to applicable regulatory timelines going forward.
Remarks	The Company has duly paid the fine levied by BSE and NSE on April 4, 2025, and April 7, 2025 respectively and has completed all requisite compliance formalities in relation thereto.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	1
Observations/ Remarks of the Practicing Company Secretary in the previous reports	The Company had appointed Mr. Ashok Misra without obtaining prior approval of the shareholders by way of a Special Resolution under Regulation 17(1A) of the SEBI (LODR) Regulations, 2015. However, the Company has subsequently obtained the shareholders' approval through a special resolution passed at the general meeting held on 07 th November 2024.
Observations made in the Secretarial Compliance report for the year ended	March 31, 2025
Compliance Requirement (Regulations/circulars/guidelines including specific clause)	As per Regulation 17(1A) of SEBI (LODR) Regulations, 2015, a listed company cannot appoint or continue a non-executive director aged 75 years or above unless a special resolution is passed with a justification provided in the explanatory statement.
Details of violation/ Deviations and actions taken/penalty imposed, if any, on the listed entity	Since the appointment of Mr. Ashok Misra was made without the requisite prior approval of the shareholders by way of a special resolution, the stock exchanges have taken note of the same as being non-compliant with the provisions of Regulation 17(1A) of the SEBI (LODR) Regulations, 2015 and fine of Rs.46,000 each was levied by BSE and NSE.



[Handwritten signature]

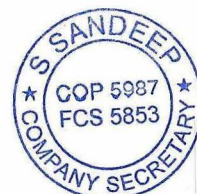


S.SANDEEP & ASSOCIATES
COMPANY SECRETARIES

Remedial actions, if any, taken by the listed entity Action Taken By	The Company ensured compliance by obtaining shareholders' approval through Special Resolution on November 07, 2024 within the prescribed timeline under applicable provisions of SEBI (LODR) Regulations, 2015, and relied upon relevant SAT rulings supporting that prior shareholders' approval was not mandatory in such cases. Further, the fines levied by the Stock Exchanges were paid under protest on March 18, 2025, without prejudice to the Company's rights and contentions.
Comments of the PCS on the actions taken by the listed entity	Since, the company has already taken Corrective action, we have no further comments in this regard.

We hereby further report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	NIL
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and has been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	NIL





S.SANDEEP & ASSOCIATES
COMPANY SECRETARIES

3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/ information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes	NIL
4.	<u>Disqualification of Director:</u> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	NIL
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> <ul style="list-style-type: none">a) Identification of material subsidiary companiesb) Disclosure requirement of material as well as other subsidiaries	Yes Yes	NIL
6.	<u>Preservation of Documents:</u> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	NIL
7.	<u>Performance Evaluation:</u> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.</p>	Yes	NIL
8.	<u>Related Party Transactions:</u>		

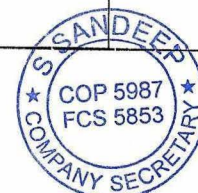


[Handwritten signature]



S.SANDEEP & ASSOCIATES
COMPANY SECRETARIES

	<p>a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes	NIL
		Yes	No instances of rejection by the Audit Committee were observed. Transactions requiring post-facto approval were subsequently ratified by the Audit Committee.
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	NIL
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	NIL
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.</p>	Yes	Please refer Point no. (a) on page no. 2 of this report.



[Handwritten signature]



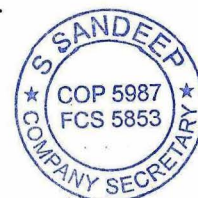
S.SANDEEP & ASSOCIATES
COMPANY SECRETARIES

12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have</p>	Yes	<p>Statutory Auditor of BB Virtuals Private Limited, a material subsidiary of the Company, resigned on 04.11.2025.</p> <p>Complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations.</p>
13	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above</p>	Yes	NIL

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.





S.SANDEEP & ASSOCIATES
COMPANY SECRETARIES

3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For S Sandeep & Associates



S Sandeep
Managing Partner

FCS No.: 5853

COP No.: 5987

PR No: 6526/2025

UDIN: F005853H000430497

Place: Chennai
Date: 21/05/2026