



Veranda Learning Solutions Limited

CIN: L74999TN2018PLC125880

Registered Office: G.R Complex, First floor, No.807-808, Anna Salai,
Nandanam, Chennai - 600035

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Email id: secretarial@verandalearning.com

NOTICE OF THE 8TH ANNUAL GENERAL MEETING

Notice is hereby given that the Eighth Annual General Meeting (AGM) of the members of Veranda Learning Solutions Limited (the Company) will be held on **Thursday, the 6th day of August, 2026, at 11.30 A.M (IST)** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of Board of Directors and Auditors thereon, and (b) the Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of Auditors thereon, and if thought fit, to pass the following resolutions as an **Ordinary Resolution**:
 - "RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted.
 - RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, and the report of Auditors thereon, as circulated to the Members, be and are hereby approved and adopted."
- To appoint Ms. Kalpathi A Archana (DIN: 05331133) who retires by rotation as a director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provision of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Kalpathi A Archana (DIN: 05331133), who retires

by rotation at this Annual General meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

- To appoint M/s. Suresh Surana & Associates LLP, Chartered Accountants (FRN: 121750W/W100010) as Statutory Auditors of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time and any other applicable law for the time being in force (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. Suresh Surana & Associates LLP, Chartered Accountants, (Firm Registration No. 121750W/W100010), as the Statutory Auditors of the Company for a term of 05 (five) consecutive years, who shall hold office from the conclusion of this 8th Annual General Meeting till the conclusion of the 13th Annual General Meeting).

"RESOLVED FURTHER THAT the Board of Directors, on the recommendation of Audit Committee be and are hereby authorised to finalise and fix the remuneration of the Statutory Auditors as may be mutually agreed and to do all such acts, deeds, matters and things as may be necessary, incidental or ancillary to the foregoing resolution."



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"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

- To approve the re-appointment of Mr. Kalpathi S Suresh (DIN: 00526480) as the Chairman & Managing Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act & rules framed thereunder and as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Articles of Association of the Company, Nomination and Remuneration Policy of the Company and such other approvals, permissions and sanctions, as may be required, on the recommendation of Nomination & Remuneration Committee and Board of Directors, approval of the members of the Company be and is hereby accorded for the

re-appointment and terms of re-appointment including remuneration of Mr. Kalpathi S Suresh (DIN: 00526480), as the Chairman & Managing Director of the Company, for a further period of 3 (three) years with effect from October 28, 2026 to October 27, 2029 (both days inclusive), not liable to retire by rotation, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as set out in the explanatory statement annexed to this Annual General meeting notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure of his re-appointment, within the overall limits of section 197 of the Act with liberty to the Board (which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board of Directors and Mr. Kalpathi S Suresh."

"RESOLVED FURTHER THAT the Board of Directors (which terms shall be deemed to include any committee of the Board constituted to exercise its powers, including powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

For **Veranda Learning Solutions Limited**

S. Balasundharam

Company Secretary & Compliance Officer
Membership No A11114

Date: July 14, 2026
Place: Chennai

NOTICE OF THE 8TH ANNUAL GENERAL MEETING (CONTD.)**Notes:**

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, ("the Act") setting out material facts concerning the business with respect to Item Nos. 3 to 4 forms part of this Notice.
2. Additional information for Items 2 & 4 as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Clause 1.2.5 of the Secretarial Standards -2 ("SS-2") is annexed to the Notice.
3. Ministry of Corporate Affairs ("MCA") has various circulars issued from time to time (the latest circular being circular dated September 22, 2025) ("MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM). without the physical presence of the members for the meeting at a common venue. In compliance with the provisions of the Act, MCA Circulars and SEBI Listing Regulations, the AGM is being held through VC/OAVM on **Thursday, August 06, 2026 at 11.30 A.M (IST)**. The deemed venue of In compliance the AGM shall be the registered office of the Company.

The procedure for joining the AGM through VC/OAVM is mentioned in the Notice and also available at the Company's website <https://www.verandalearning.com/web/index.php>
4. Since the AGM is being conducted through VC/OAVM, physical attendance of Members has been dispensed with and in accordance with the requirements of Regulation 44(4) of SEBI Listing Regulations, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode.

The route map, proxy form as well as the attendance slip are therefore, not annexed to this Notice.
5. Members shall have the option to vote electronically ("e-Voting") either before the AGM ("remote e-Voting") or during the AGM. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, SS-2, Regulation

44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-Voting and e-Voting during the AGM in respect of the business to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-Voting and e-Voting during the AGM.

6. The Board has appointed Mr. S. Sandeep, Managing Partner of M/s. S. Sandeep & Associates, (Membership No.: FCS 5853/CP No. 5987) issued by the Institute of Company Secretaries of India (ICSI), (ID: S. Sandeep), as the scrutinizer for scrutinizing the entire voting process i.e., remote e-Voting and e-Voting during the AGM to ensure that the process is carried out in a fair and transparent manner.

Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the AGM and while the AGM is in progress by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on CDSL e-Voting website at www.evotingindia.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. Institutional Investors who are Members of the Company, are encouraged to attend the AGM and vote.

7. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.
8. Members attending the AGM through VC/OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-Voting, may vote during the AGM through e-Voting for the business specified in the Notice. The Members who have exercised their right to vote by remote e-Voting may attend the AGM but cannot vote again.

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9. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of Members/list of beneficial owners maintained by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited (CDSL) (NSDL and CDSL collectively referred as "Depositories") as on the Cut-Off date i.e., Thursday, July 30, 2026 ("**Cut-Off date**").
10. A person, whose name is recorded in the Register of Members/list of beneficial owners maintained by the Depositories as on the Cut-Off date shall only be entitled to avail the facility of remote e-Voting or e-Voting during the AGM.
11. Any person who becomes a Member of the Company after sending of the Annual Report ("the Report") and holding shares as on the Cut-Off date shall also follow the procedure stated herein.

A person who is not a Member as on the Cut-Off date should treat this Notice for information purposes only.
12. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the Cut-Off date, will be entitled to vote at the Meeting.
13. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to sandeep@sandeep-cs.in with a copy marked to Registrar and Share Transfer Agent (RTA) at mohan.a@kfintech.com.
14. In line with MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/RTA/Depositories.
15. A Member can request for a physical copy of the Report by sending an e-mail to the Company at secretarial@verandalearning.com mentioning their Folio No./DP ID and Client ID. Members may note that the Report (including the Notice) will

also be available on the website of the Company at <https://www.verandalearning.com/web/index.php/general-meeting>, the website of the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also disseminated on the website of CDSL (agency providing the remote E-voting facility and E-voting during the AGM) at www.evotingindia.com

In terms of Regulations 36 of the SEBI Listing Regulations, a letter providing the weblink, including the exact path where the complete details of the Annual report are available has been sent to the Members who have not registered their e-mail address with the DPs/Company/RTA.

For the purpose of receiving the Notice of the AGM and the Report through electronic mode in case the e-mail address is not registered with the respective DPs/Company/RTA, Members may register the e-mail addresses by sending an e-mail to the Company at secretarial@verandalearning.com.

Members who have not yet registered their e-mail addresses are requested to register the e-mail address with their concerned DPs by submitting Form ISR-1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/Reports and other communications electronically to their e-mail address in future.

16. The Certificate issued by the Secretarial Auditor pursuant to Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Register of Directors and Key Managerial Personnel under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or statement will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to secretarial@verandalearning.com.
17. The voting results of the Annual General Meeting

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will be declared and communicated to the Stock Exchanges and would also be displayed on the Company's website at www.verandalearning.com and will also be available in website of Central Depository Services (India) Limited (CDSL) www.evotingindia.com.

AGM-CALENDER	
Particulars	Date
Cut - Off date for Eligibility of Voting for the AGM	Thursday, July 30, 2026
Remote e-Voting Period	Monday, August 03, 2026 at 09:00 A.M (IST) and will end on Wednesday, August 05, 2026 at 05:00 P.M (IST)
Date & Time of AGM	Thursday, August 06, 2026, at 11:30 A.M (IST)

18. Any person holding shares in dematerialized form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the Cut-off date, i.e., Thursday, July 30, 2026, may obtain the login ID and password by sending a request to evoting@cdsl.co.in. However, if he/she is already registered with NSDL for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote. In case of individual shareholders holding securities in DEMAT mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the Cut-off date i.e., Thursday, July 30, 2026, they may follow steps mentioned in the Notice under 'Instructions for e-voting'.

Instructions to shareholders for e-Voting and joining meeting through VC/OVAM are as under:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The remote e-voting period begins on Monday, August 03, 2026, at 09:00 A.M (IST) and will end on Wednesday, August 05, 2026, at 05:00 P.M (IST). During this period, Members holding shares either in physical form or in dematerialized form,

as on the Cut-off date i.e., Thursday, July 30, 2026 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	- Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. - After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdEasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Type of shareholders	Login Method
	4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant Veranda Learning Solutions Limited on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@verandalearning.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 04 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 04 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) by email to **Company/RTA**.
- For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**.
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

NOTICE OF THE 8TH ANNUAL GENERAL MEETING (CONTD.)**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No: 3****To appoint M/s. Suresh Surana & Associates LLP, Chartered Accountants (FRN: 121750W/W100010) as Statutory Auditors of the Company**

Members of the Company at the Annual General Meeting held on October 29, 2021, approved the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Firm Registration Number: 008072S as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of 3rd Annual General Meeting ("AGM") till the conclusion of the 8th AGM. Deloitte Haskins & Sells will complete their present term on conclusion of this AGM.

The Audit Committee considered various parameters like its own size of operations, the audit firm's capabilities, ability to work in diverse businesses, industry experience, technical skills, geographical presence, audit team, clientele, etc. and considered M/s. Suresh Surana & Associates LLP, Chartered

Accountants (Firm Registration No. 121750W/W100010) to be suitable for appointment as statutory auditors.

The Board of Directors ("Board") of the Company at their meeting held on May 30, 2026, on recommendations of the Audit Committee, considered and subject to the approval of the Members at the ensuing Annual General Meeting approved the appointment of M/s. Suresh Surana & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company who shall hold office from the conclusion of the ensuing 8th AGM until the conclusion of 13th AGM on such terms and conditions as determined by the Board from time to time.

M/s. Suresh Surana & Associates LLP have confirmed that their appointment, if made, will be within the limit specified under the Companies Act, 2013 (the "Act"). They have also confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Pursuant to Regulation 36 (5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the following details are mentioned below for the information of Members:

Proposed audit fee payable to auditor	The Board, on the recommendation of the Audit Committee, has approved a fee of Rs. 25 Lakhs exclusive of applicable taxes and out-of-pocket expenses, as may be incurred, for the financial year 2026-27 for scope of work related to the standalone and consolidated financial statements of Veranda Learning Solutions Limited. The fee for the next 4 financial years, i.e., 2027-28 to 2030-31 be finalised in subsequent years based on the recommendations of the Audit Committee and approved by the Board.
Terms of appointment	M/s. Suresh Surana & Associates LLP, will continue as Statutory Auditors for one term of five years i.e. from the conclusion of 8 th AGM till the conclusion of 13 th AGM.
Material change in fee payable along with rationale for such change.	There is no material change in the audit fee payable, considering the reduced size and scale of the Company pursuant to the divestment of the Vocational Segment, the Composite Scheme of Arrangement, which provides for the demerger of the Commerce Segment, and the restructuring of the Government Test Preparation and Academics Segments. Further, upon the Scheme becoming effective, the subsidiaries pertaining to the Commerce Segment will cease to be subsidiaries of the Company and will become subsidiaries of J.K Shah Commerce Education Limited (Resulting Company). Consequently, the scope of the statutory audit will be significantly reduced. Accordingly, the proposed audit fee is commensurate with the revised size, operations, and audit scope of the Company.

NOTICE OF THE 8TH ANNUAL GENERAL MEETING (CONTD.)

Basis of recommendation and auditor credentials	The Audit Committee and the Board based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Companies Act, 2013, recommends the appointment of M/s. Suresh Surana & Associates LLP as Statutory Auditors of the Company. Profile Suresh Surana & Associates LLP is an Indian limited liability partnership firm registered with the Institute of Chartered Accountants of India (ICAI) having offices across 14 key cities in India. The audit firm has a valid peer review certificate. The Firm primarily provides audit and assurance services, tax and advisory services, to its clients. The Firm's Audit and Assurance practice has significant experience across various industries, markets and geographies.
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None of the directors/key managerial personnel of the Company and their relatives are concerned or interested in this resolution.

The Board recommends passing of the Ordinary Resolution as set out in item No. 3 of this Notice for the approval of members.

Item No: 4

To approve the re-appointment of Mr. Kalpathi S Suresh (DIN: 00526480) as Chairman & Managing Director of the Company

Mr. Kalpathi S Suresh, was appointed as Executive Director & Chairman by the Board of Directors, at their meeting held on October 28, 2021, for a period of five years with effect from October 28, 2021 to October 27, 2026, not liable to retire by rotation. Subsequently, at the Annual General Meeting of the Company held on October 29, 2021, the Members had approved the appointment and terms of remuneration of Mr. Kalpathi S Suresh as Executive Director & Chairman of the Company.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors at their meeting held on May 30, 2026, has approved the re-appointment and terms of re-appointment (including remuneration) of Mr. Kalpathi S Suresh as Chairman & Managing Director of the Company for a further period of three (3) years commencing from October 28, 2026 upto October 27, 2029 subject to approval of the Members of the Company.

The Audit Committee has approved the terms and conditions of his re-appointment, as he being key managerial personnel, is a related party.

The Company has received notice under Section 160 of the Act from a member proposing candidature of Mr. Kalpathi S Suresh as a Chairman & Managing Director of the Company. Mr. Kalpathi S Suresh is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor

debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation.

Brief profile of Mr. Kalpathi S Suresh is as follows:

Mr. Kalpathi S. Suresh has been serving as the Executive Director and Chairman of the Company since October 2021. With over two decades of experience in business strategy and management, he plays a pivotal role in driving the Company's strategic direction, identifying growth opportunities, and strengthening client relationships through focused business developnt and client onboarding initiatives. Throughout his tenure, he has provided visionary leadership and has been instrumental in the Company's growth and transformation. Under his guidance, the Company has achieved several significant milestones, reflecting its continued expansion, operational excellence, and long-term value creation.

He holds a Bachelor of Technology degree in electrical engineering from Indian Institute of Technology, Madras and a Master of Science degree in electrical engineering from Clemson University.

The key terms and conditions of Mr. Kalpathi S Suresh's re-appointment as Chairman & Managing Director are as follows:

1. Tenure of Re-appointment

The re-appointment as Chairman & Managing Director is for a period of 3 years with effect from October 28, 2026 to October 27, 2029 (both days inclusive).

2. Nature of Duties

The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may

NOTICE OF THE 8TH ANNUAL GENERAL MEETING (CONTD.)

be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries.

3. Proposed Remuneration:

- Annual remuneration of Rs.12 Lakhs to Rs. 1 Crore.
- Benefits, Perquisites & Allowances: In addition to the remuneration (a) above, Mr. Kalpathi S Suresh, shall also be eligible for Medical Coverage, Duty Meals, Telephone/Mobile and Fuel Expense & Vehicle Maintenance, as per the Company's Policy.

4. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Kalpathi S Suresh, the Company has no profits or its profits are inadequate, the Company will pay remuneration, Benefits, Perquisites and Allowances, as specified above as Minimum Remuneration or any modification(s) thereto with liberty to the Board of Directors to revise the minimum remuneration within the aforesaid limits.

In addition to the perquisites and benefits stated above, Company shall bear/reimburse expenses incurred by Mr. Kalpathi S Suresh for travelling, boarding and lodging during business trips which shall not be considered as perquisites.

5. Insurance:

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of re-appointment, subject to the terms of such policy in force from time to time

6. Other Terms of re-appointment:

According to the Company's policy, employment of Mr. Kalpathi S Suresh may be terminated by either party giving three months' notice in writing or the Company providing three months' remuneration in lieu of notice.

Mr. Kalpathi S Suresh has provided his consent for re-appointment as Chairman & Managing Director of the Company. He has also confirmed that he is not debarred from holding the office of

Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

Mr. Kalpathi S Suresh confirmed that he satisfies all the conditions set out under Section 196(3) and in Part -I of Schedule V to the Act, for being eligible for re-appointment as Chairman & Managing Director of the Company and he is not disqualified from being a Director in terms of Section 164 of the Act.

The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder:**1. General information:**

- Nature of industry-** The Company is engaged in the business of diversified education providing end-to-end solutions across the education spectrum, from K-12 schooling to professional upskilling.
- Date or expected date of commencement of commercial production-** The Company was incorporated on November 20, 2018, and has been in the business of providing education since its inception.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus-** Not Applicable
- Financial performance based on given indicators-**

(₹ In Lakhs)		
Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Total Income	8,235.56	9,800.18
Total Expenses	2,545.29	6,073.20
EBITDA	5,690.27	3,726.98
Exceptional items (Loss)	(1,078.33)	-

NOTICE OF THE 8TH ANNUAL GENERAL MEETING (CONTD.)

(₹ In Lakhs)		
Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit/(loss) before tax	340.10	(600.49)
Less: Current Tax	383.07	491.25
Deferred Tax	50.28	(707.20)
Profit/(loss) after tax	(93.25)	(384.54)
Earnings Per Share		
Basic	(0.10)	(0.54)
Diluted	(0.10)	(0.54)

- e) **Foreign investments or collaborations, if any:** Veranda Learning Solutions North America Inc (A wholly owned subsidiary of Veranda Learning Solutions Ltd).

2. Information about the Appointee:

a) **Background details:**

Mr. Kalpathi S Suresh is an active venture capitalist, angel investor and businessman. He started his entrepreneurial journey in 1991 with SSI Ltd, one of India's leading IT training firms, with a bold initiative to launch high-end short-term IT training courses—a concept unheard of in the Indian market. Mr. Kalpathi S Suresh, has been credited with successfully completing India's largest cross-border acquisition in the early 2000s. He was also instrumental in SSI Ltd being the first software company to list on the London Stock Exchange. An active alumnus of IIT Madras (BTEE – 1986), Mr. Kalpathi S Suresh is often an invited speaker at IIT Madras, in a number of societies and large corporations to talk on entrepreneurship.

As the IIT Alumni Club president, Mr. Kalpathi S Suresh played a stellar role in developing the IIT Alumni Club into a globally present facility for all IITians under the aegis of Pan IIT.

b) **Past remuneration:**

(₹ In Lakhs)			
Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Total Remuneration	11.37	27.87	11.37

c) **Recognition or Awards:**

Mr. Kalpathi S Suresh, was a finalist at the Ernst & Young Entrepreneur of the Year Award for India in 1999. Mr. Kalpathi S Suresh, is an avid runner and a Six Star finisher, having completed the London, New York, Berlin, Chicago, Tokyo and Boston marathon.

d) **Job profile and his suitability:**

Mr. Kalpathi S Suresh, holds a bachelor's of technology degree in electrical engineering from Indian Institute of Technology, Madras and a master's of science degree in electrical engineering from Clemson University. He is currently associated with AGS Entertainment Private Limited since 2003 and AGS Entertainment Network Private Limited since 2008, in the capacity of Director. He has been associated with our Company since October 28, 2021. He has over two decades of experience in business strategy and management. He looks after various functions in our Company while focusing on pursuing strategic business opportunities and client on-boarding. He has been associated with the Company since September 7, 2020, in the capacity of Non-executive Director and since October 28, 2021, in the capacity of Chairman and Executive Director.

e) **Remuneration proposed:**

As detailed in the Explanatory Statement

f) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

The remuneration is comparable with the Industry standards considering the nature of operations, profile and the position of the person. Taking into

NOTICE OF THE 8TH ANNUAL GENERAL MEETING (CONTD.)

account the turnover of the Company and the experience and responsibilities of Mr. Kalpathi S Suresh, the total remuneration paid to him is reasonable and is in line with remuneration prevailing in the industry.

g) **Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any:**

Except the amount of interest @9.75 % p.a. on the unsecured loan provided by him to the Company, receiving remuneration as Chairman & Managing Director, holding 1,02,12,048 shares as on March 31, 2026 in the Company, Mr. Kalpathi S Suresh does not have any pecuniary relationship directly or indirectly with the Company. He is the brother of Mr. Kalpathi S Aghoram and Mr. Kalpathi S Ganesh and the uncle of Ms. Kalpathi A Archana, Non-Executive directors of the Company. He is also one of the Promoters of the Company.

3. Other information:

a) **Reasons of loss or inadequate profits:**

The Company has an inadequate profit due to investment in marketing activities for expansion and corporate costs incurred and transaction cost on acquisition which are one time in nature.

b) **Steps taken or proposed to be taken for improvement:**

The Company is making necessary efforts to maintain its leadership and improve its performance by aggressively implementing its strategies and cost reduction initiatives along with revenue enhancement initiatives. By expanding scale of operations and by improving operating efficiencies.

c) **Expected increase in productivity and profits in measurable terms:**

The Company has achieved its first full-year profit after tax positive performance since its listing on a consolidated basis as of March 2026. This reflects a substantial improvement in operational efficiency, productivity and profitability resulting from the strategic initiatives implemented by the management. The Company expects to sustain this improved performance and continue its focus on enhancing operational and financial outcomes.

4. Disclosures

The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013 are disclosed in the Corporate Governance report to the extent applicable.

In terms of Section (II)(B)(ii) of Section II of Schedule V to the Act, the Company confirms that it has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditors.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read Schedule V to the Act, as amended, and based on the recommendations of the Board and the NRC, approval of the Members is being sought for re-appointment and terms of remuneration of Mr. Kalpathi S Suresh as Chairman & Managing Director of the Company as set above. The terms and conditions of his re-appointment, shall be open for inspection by the Members during the normal business hours on any working day (except Saturday) and during the AGM. Any person who wishes to inspect may write to the Company at secretarial@verandallearning.com.

NOTICE OF THE 8TH ANNUAL GENERAL MEETING (CONTD.)

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V to the Act, read with Regulation 17 of the SEBI Listing Regulations, the terms of re-appointment and remuneration of Chairman & Managing Director, as specified above are now being placed before the Members for their approval by way of a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives is concerned or

interested in the said Resolution, except Mr. Kalpathi S Suresh, Mr Kalpathi S Aghoram, Mr Kalpathi S Ganesh, Ms Kalpathi A Archana and their relatives, to the extent of their respective shareholding, if any, in the Company.

The Board recommends passing of the Special Resolution as set out in item No. 4 of this Notice for the approval of members.

For **Veranda Learning Solutions Limited**

S. Balasundharam

Company Secretary & Compliance Officer
Membership No A11114

Date: July 14, 2026
Place: Chennai

NOTICE OF THE 8TH ANNUAL GENERAL MEETING (CONTD.)

ANNEXURE TO THE NOTICE DATED JULY 14, 2026

Additional Information on Director recommended for Re-appointment as required under Regulation 36 of SEBI Listing Regulations and applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

S. No	Details	Particulars	Particulars
1.	Name of the Director	Ms. Kalpathi A Archana	Mr. Kalpathi S Suresh
2.	Designation	Non-Executive Non Independent Director	Chairman & Managing Director
3.	Age	42 Years	61 Years
4.	DIN	05331133	00526480
5.	Qualification	She holds a Bachelor degree of Engineering in Computer Science and Engineering from Anna University and a Master degree of Science from State University of New York at Buffalo. She has also completed investing in Alternative Investment Program from Yale School of Management.	Please refer to Explanatory Statements
6.	Experience (Including a brief resume and expertise in specific functional areas)	She has over two decades of experience in Business Strategy and Management. She is an expert in Finance and Wealth Management, Leadership, Strategy, Diversity, Global Business, Risk Management and Sustainability	Please refer to Explanatory Statements
7.	Terms and Conditions of Reappointment	Appointed as the Non-Executive Non Independent Director, liable to retire by rotation	Please refer to Explanatory Statements
8.	Date of First Appointment on the Board	September 21, 2021	September 07, 2020
9.	Remuneration last drawn	Nil	Please refer to Explanatory Statements and Corporate Governance Report which part of the Annual Report for FY 2025-26
10.	Remuneration sought to be paid	Nil	Please refer to Explanatory Statements
11.	Shareholding in the Company as on March 31,2026 (Including Beneficial Ownership, if any.)	Shares: 100000 Percentage: 0.10	Shares: 10212048 Percentage:10.62
12.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Ms. Kalpathi A. Archana is the daughter of Mr. Kalpathi S. Aghoram and the niece of Mr. Kalpathi S. Ganesh and Mr. Kalpathi S. Suresh, who are Directors of the Company. She is not related to any of the Key Managerial Personnel of the Company.	Mr. Kalpathi S. Suresh is the brother of Mr. Kalpathi S. Aghoram and Mr. Kalpathi S. Ganesh, and the uncle of Ms. Kalpathi A. Archana, who are Directors of the Company. He is not related to any of the Key Managerial Personnel of the Company.
13.	Number of Meetings of the Board attended during the year	7 Meetings	10 Meetings
14.	Directorships of other Boards, including Listed Entities as on March 31,2026.	1. Tripleone Developments Private Limited 2. AGS Entertainment Network Private Limited 3. AGS Entertainment Private Limited 4. Leonne Hill Property Developments Private Limited 5. Minitglobe Entertainment Private Limited 6. Nodi Entertainment Private Limited	1. Kalpathi Investments Private Limited 2. AGS Entertainment Network Private Limited 3. AGS Entertainment Private Limited 4. Yuva Active Advocacy Forum 5. Minitglobe Entertainment Private Limited 6. Nodi Entertainment Private Limited
15.	Membership/Chairmanship of Committees of other Boards, including Listed Entities	Nil	Nil
16.	Listed Entities from which the person has resigned in the past three years	Nil	Nil