ANNEXURE - 2

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To
The Members,
VERANDA LEARNING SOLUTIONS LIMITED
G.R Complex, First floor,
No. 807 – 808, Anna Salai,
Nandanam, Chennai - 600035.

1. We, Sandeep & Associates, Practicing Company Secretaries, Secretarial Auditor of **VERANDA LEARNING SOLUTIONS LIMITED** (CIN: L74999TN2018PLC125880) ("the Company"), having its registered office at, G.R Complex, First floor, No. 807 – 808, Anna Salai, Nandanam, Chennai – 600035, as part of our audit for the financial year ended March 31, 2026, have examined the books of accounts and other relevant records maintained by the Company in the usual course of its business for the limited purpose of certifying that the Veranda Learning Solutions Limited - Employee Stock Option Plan 2022 ("ESOP Scheme"), as amended, have been prepared and implemented in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as amended) (referred to as "SEBI Regulations").

Management's Responsibility

2. The responsibility for the preparation and implementation of the ESOP Scheme and its compliance with the relevant laws and regulations including SEBI Regulations, other generally accepted accounting principles and relevant approvals and resolutions passed by the Shareholders is that of the Board of Directors of the Company.

3. The Management of the Company is responsible for collecting, collating and validating data and designing, implementing and monitoring of internal controls suitable for ensuring compliance with the SEBI Regulations as set out in paragraph 2 above, in respect of the ESOP Scheme.

Secretarial Auditor's Responsibility

4. Our responsibility is to express reasonable assurance and form an opinion based on examination of the books of accounts, financial statements and other relevant records of the Company as to whether the ESOP Scheme has been prepared and implemented in accordance with the SEBI Regulations.

5. Our examination does not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid ESOP Scheme.

Opinion

6. On the basis of our examination as referred above and the information and explanations provided to us by the Management of the Company, we are of the opinion that during the financial year 2025-26, the ESOP Scheme has been prepared and implemented in accordance with the SEBI Regulations and the related resolutions passed by the Shareholders of the Company.

Restriction on Use

7. This certificate is issued at the request of the Company to place the same before the shareholders of the Company during the ensuing Annual General Meeting

8. This certificate is solely intended for the above mentioned purpose of the Company and is not to be used, referred to or distributed for any purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Sandeep & Associates**

Mr. S Sandeep
FCS 5853; COP 5987
UDIN: F005853H000669373
PR: 6256/2025

Date: June 23, 2026
Place: Chennai