

15<sup>th</sup> April 2024

<b>BSE Limited</b> Dept of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, <b>Mumbai - 400 001</b>  <b>Scrip Code: 543514</b>	<b>National Stock Exchange of India Limited</b> The Listing Department, Exchange Plaza, Bandra Kurla Complex, <b>Mumbai - 400 051</b>  <b>Symbol : VERANDA</b>
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**Sir/ Madam,**

**Sub: Proceedings of the Extra-Ordinary General Meeting held on Monday, April 15, 2024**

**Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing gist of proceedings of the Extra-Ordinary General Meeting ("EGM") of the Company held on **Monday, April 15, 2024**, at **11.00 A.M.** and concluded at **11.30 A.M.** through Video Conferencing (VC) / Other Audio Video Means (OAVM) at the registered office of the Company.

The aforesaid information is also hosted on the website of the Company viz **www.verandalearning.com**.

Kindly take the same on record and display the same on the website of your exchange.

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

**M. Anantharamkrishnan  
Company Secretary & Compliance Officer  
M. No- ACS- 7187**

**Encl: as above**

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CIN: L74999TN2018PLC125880

## **Gist of Proceedings of the Extra-Ordinary General Meeting of the Company**

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

The Extra-Ordinary General Meeting (EGM) of the Members of Veranda Learning Solutions Limited was held on **Monday, April 15, 2024, at 11.00 A.M.** through Video Conferencing (“VC”) and concluded at **11.30 A.M.**

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

**Members Present through Video Conferencing: 43**

**Directors Present through Video Conferencing: 6**

- ☐ M. Anantharamakrishnan, Company Secretary & Compliance Officer of the company welcomed all the members to the Extra-Ordinary General Meeting of the company.
- ☐ M. Anantharamakrishnan, invited Mr. Kalpathi S Suresh, Chairman cum Executive Director of the Company to preside over and conduct the proceedings of the meeting.
- ☐ Mr. Kalpathi S Suresh, Chairman Cum Executive Director 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 confirmed that the convening of the virtual Extra-Ordinary General Meeting was in compliance with 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 engaged the services of Central Depository Services (India) Limited (CDSL) to Provide the facility of remote e-voting and e-voting during the EGM.
- ☐ The Chairman informed that Sanction letter, Transaction Documents and Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the EGM for inspection in digital form through the e-voting platform of CDSL.

- ☒ The Chairman welcomed and introduced the Board of Directors.
- ☒ The Chairman acknowledged the presence of Mr. K Sridhar, Practicing Company Secretary, Scrutinizer for the EGM to verify and validate the voting results.
- ☒ 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 Extra-Ordinary General Meeting to (“**EGM Notice**”) as read. The Items considered at the Extra-Ordinary General Meeting (EGM) are as follows: -

Sl.No	Special Business	Type of Resolution
1.	To consider and approve the Material Related Party Transaction(s) between the Company, the Company’s subsidiaries and the Company’s step-down subsidiaries for issuance of guarantees and/or creation of security / encumbrance, to secure the senior, unlisted, redeemable, non-convertible debentures (“Debentures”) to be issued by the Company, Veranda Race Learning Solutions Private Limited (“Race”) and Veranda XL Learning Solutions Private Limited (“Veranda XL”)	Ordinary Resolution
2.	To consider and approve to dispose of the shares/control held in the present or future material subsidiaries of the company	Special Resolution
3.	To consider and approve to sale, disposal, leasing of assets exceeding 20% of the assets held in the present or future material subsidiaries of the company	Special Resolution
4.	To consider and approve material related party transaction between Veranda XL Learning Solutions Private Limited (Lender) and Veranda Administrative Learning Solutions Private Limited (Borrower)	Ordinary Resolution
5.	To approve creation of security, furnishing guarantees and to grant loan to any person in whom the director of the Company is interested pursuant to Section 185 of the Companies Act, 2013	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 provided the remote e- voting facility to the Members of the Company in respect of businesses to be transacted at the Extra-Ordinary General Meeting through the e-voting portal of Central Depository Services Limited (CDSL) from **09.00 am on Friday, April 12, 2024 to 5.00 pm on Sunday, April 14, 2024** 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.

- ☐ The Chairman informed that Mr. K Sridhar, Practicing Company Secretary, appointed as Scrutinizer for the remote e-voting, will also act as Scrutinizer for the E-voting conducted at the EGM.
- ☐ M Anantharamakrishnan, Company Secretary & Compliance Officer of the Company confirmed that no request has come from any shareholders to speak at the meeting.
- ☐ Thereafter, the Chairman announced for voting to be taken electronically (e-voting) and requested Mr. K Sridhar Practicing Company Secretary, the Scrutinizer to verify and validate the e-voting.

**C. Voting by members:**

- ☐ The Company had provided remote e-voting facility to its members to cast votes electronically on the resolutions set out in the EGM Notice.
- ☐ The facility to vote at the meeting through electronic voting system was also made available to the members who participated in the meeting and had not cast their votes through remote e-voting.

**D. Result of voting (remote e-voting and voting at the meeting through electronic votingsystem)**

All the resolutions set out in the EGM Notice have been passed with requisite majority.

**Notes:**

- The Company will separately intimate the voting results (remote e-voting and voting at the meeting through electronic voting system) to Stock Exchanges and also upload on the website of the Company.
- This document does not constitute minutes of the proceedings of the Extra-Ordinary General Meeting of the Company.

Kindly take the same on record and display the same on the website of your exchange.

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

**M. Anantharamakrishnan  
Company Secretary & Compliance Officer  
M. No- ACS- 7187**