

16th October 2024

To The Secretary BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 543514	To The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 Scrip Code: VERANDA
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Sir/Madam,

Sub: Notice of Extra-Ordinary General Meeting ("EGM") 2024-25

This is to inform you that an Extra-Ordinary General Meeting ("EGM") of the Company is scheduled to be held on **Thursday, November 07, 2024 at 12.00 Noon.** through Video Conferencing ('VC') facility or other audio-visual means ('OAVM'), in accordance with the Circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Company has provided the facility to vote by electronic means (remote e-voting as well as Evoting on the date of EGM) on the resolutions as set out in the EGM Notice. The remote e-voting shall commence on Monday, November 04, 2024 from 9:00 A.M.(IST) and shall end on Wednesday, November 06, 2024 to 05:00 P.M (IST).

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, please find enclosed Notice convening the EGM of the Company on the above said date. The EGM Notice along with Explanatory Statement was also sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrars and Transfer Agent/Depositories as per the said Regulation.

EGM Notice is available on the website of the Company at i.e. <https://www.verandalearning.com/web/index.php/general-meeting>.

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

Thanks & Regards,
For Veranda Learning Solutions Limited

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

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808, Anna Salai, Nandanam,
Chennai -600 035

CIN: L74999TN2018PLC125880

02/2024-25 NOTICE TO THE SHAREHOLDERS

Notice is hereby given that an Extra-Ordinary General Meeting of the Company will be held on **Thursday, 07TH November, 2024 at 12:00 Noon IST** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS:

1. Appointment of Prof. Jitendra Kantilal Shah (DIN: 01795017) as Non- Executive Non Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Prof. Jitendra Kantilal Shah (DIN: 01795017), who was appointed by the Board of Directors based on the recommendation of the Nomination & Remuneration Committee, as an Additional Director (Non-Executive Non Independent), with effect from 15th October, 2024 under Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Key Managerial person(s)/ Authorized 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.”

2. Reappointment of Mr. Lakshminarayanan Seshadri (DIN: 01753098) as Non- Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, based on the approval and recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors, Mr. Lakshminarayanan Seshadri (DIN: 01753098), who holds office as Non-Executive Independent Director up to October 28 2024, be and is hereby reappointed as Non-Executive Independent Director, not liable to retire by rotation, for a second term of 5 (Five) years from November 07, 2024 up to November 06, 2029.

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“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Key Managerial Person(s)/ Authorized 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.”

3. Reappointment of Mrs. Revathi Raghunathan (DIN: 01254043) as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, based on the approval and recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors, Mrs. Revathi Raghunathan (DIN: 01254043), who holds office as Non-Executive Independent Director up to October 28 2024, be and is hereby reappointed as Non- Executive Independent Director, not liable to retire by rotation, for a second term of 5 (Five) years from November 07, 2024 up to November 06, 2029.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized 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.”

4. Reappointment of Mr. P.B Srinivasan (DIN: 09366225) as Non- Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, based on the approval and recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors, Mr. P.B Srinivasan (DIN: 09366225), who holds office as Non-Executive Independent Director up to October 28, 2024, be and is hereby reappointed as Non- Executive Independent Director, not liable to retire by rotation, for a second term of 5 (Five) years from November 07, 2024 up to November 06, 2029.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized 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

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this resolution.”

5. Appointment of Mr. Ashok Misra(DIN: 00006051) as Non- Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (“ the Act”) read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17, 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘ Listing Regulations’), as amended, and the Articles of Association of the Company, Mr. Ashok Misra, (DIN: 00006051), who has attained the age of 77 years, who was appointed as an Additional Director (Non-Executive Independent) of the Company, with effect from October 15 2024, under Section 161 of the Act and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed, as an Non Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing October 15, 2024 up to October 14, 2029 (both days inclusive).”

“RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

6. Appointment of Ms. N Alamelu (DIN:07921583) as Non- Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (“ the Act”) read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘ Listing Regulations’), as amended, and the Articles of Association of the Company, Ms. N Alamelu, (DIN: 07921583) who was appointed as an Additional Director (Non-Executive Independent) of the Company, with effect from October 15 2024, under Section 161 of the Act and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing her candidature for the office of Director of the Company, being so eligible, be and is hereby appointed, as

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Veranda Learning Solutions Limited

an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing October 15, 2024 up to October 14, 2029 (both days inclusive).”

“RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.

**(By order of the Board)
For Veranda Learning Solutions Limited**

**Sd/-
S.Balasundharam
Company Secretary & Compliance Officer
ACS:11114**

**Place: Chennai
Date: October 15, 2024**

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I. General Instructions & Information:

1. The Ministry of Corporate Affairs vide its Circular No 09/2024 dated September 19, 2024 read with Circular No. 09/2023 dated September 25, 2023, read with Circular No.11/2022 dated December 28, 2022 read with Circular No. 02/2022 dated May 05, 2022 read with Circular No. 21/2021 dated December 14, 2021 read with Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020, Circular No.14/2020 dated April 08, 2020 allows conducting of Extra-ordinary General Meetings of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue till September 30, 2025. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI Circulars, the EGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the EGM through VC / OAVM only. The deemed venue for the EGM shall be the Registered office of the Company.
2. Since the EGM is being conducted through VC / OAVM, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. The Members can join the EGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC / OAVM will be made available for 1000 members on 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 EGM without restriction on account of first come first served basis.
4. 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 etc., authorizing its representative to attend the EGM 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 **sridhark@akshayacs.com** with a copy marked to Registrar and Share Transfer Agent (RTA) at mohan.a@kfintech.com.
5. In compliance with the aforesaid MCA Circulars and SEBI Circulars , Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on Friday, October 11, 2024. Members may note that the Notice will also be available on the Company's website www.verandalearning.com and 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, and on the website of Central Depository Services (India) Limited www.evotingindia.com.

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6. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members holding shares in electronic form are requested to advise change of their address to their Depository Participants. Members are also advised not to leave their demat account(s) dormant for a long period. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant of securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form to their Depositories.
10. The consent letters, disclosure in Form MBP-1, declaration of independence, draft letter of appointments, etc., will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM, i.e. November 07 2024. Members seeking to inspect such documents can send an email to secretarial@verandalearning.com.
11. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Central Depository Services (India) Limited (CDSL), on all the resolutions set forth in this Notice. Members holding shares in dematerialized form, as on Friday, November 01 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter. Those Members, who are present in the EGM through VC / OAVM facility and have not cast 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 during the EGM.
12. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
13. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date Friday, November 01, 2024. Members whose names appear on the Register of Members / List of Beneficial Owners as on Cut-off date i.e Friday, November 01, 2024 will be considered for the purpose of availing Remote e-Voting or Vote in the Extra-Ordinary General Meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

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14. The board has appointed Mr. K. Sridhar, Practising Company Secretary, holding certificate of practice (Membership No: 9939/CP No.12060) issued by the Institute of Company Secretaries of India (ICSI) as the Scrutinizer (ID: K. Sridhar) to Scrutinize the e-Voting process in a fair and transparent manner.
15. The Scrutiniser shall, immediately after the conclusion of voting at Extra-Ordinary general meeting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 2 working days of conclusion of the meeting submit the report to the Chairman / Company Secretary of the Company.
16. The voting results of the Extra-Ordinary General Meeting 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 available in website of Central Depository Services (India) Limited (CDSL) www.evotingindia.com.

EGM-CALENDER		
S.No	Particulars	Date
1	Cut off date for Eligibility of Voting for the EGM	Friday, November 01, 2024
2	Remote E-Voting Period	Monday, November 04, 2024 at 09:00 A.M. and will end on Wednesday, November 06, 2024 at 05:00 P.M
3	Date & Time of EGM	Thursday, November 07, 2024 at 12:00 Noon

II. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING 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 voting period begins on Monday, November 04, 2024 at 09:00 a.m. and ends on Wednesday, November 06, 2024 at 05:00 p.m. During this period shareholders of the Company, holding shares in dematerialized form, as on the cut-off date i.e. Friday, November 01, 2024 may cast their vote electronically. The 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.

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(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. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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.

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

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.

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

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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1. 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. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 3. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) 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.nsd.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

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	<p>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.</p> <p>2) 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</p> <p>3) 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</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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.

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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 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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.
- 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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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.

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- (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.
- (ii) **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.

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- 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.
- 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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. 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.
3. 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 EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before November 04, 2024 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 EGM but have queries may send their queries on or before November 04, 2024 mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied by the company suitably by email.

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8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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.

1. 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 email id.**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

1. **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 EGM & 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 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (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 22 55 33.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No: 01

Appointment of Mr. Jitendra Kantilal Shah (DIN: 01795017) as Non- Executive Non Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”) pursuant to Section 161 of the Companies Act, 2013 (“the Act”) the Board has approved the appointment of Prof. Jitendra Kantilal Shah (DIN: 01795017) as an Additional Director (Non-Executive Non-Independent) of the Company with effect from October 15, 2024, liable to retire by rotation.

Further, in terms of Regulation 17(1C) of the SEBI (LODR) Regulations, 2015 as amended from time to time, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the Listing Regulations.

Prof. Jitendra Kantilal Shah, has given his consent to act as a Director of the Company pursuant to Section 152 of Act. The Company has received a Notice under Section 160 of the Act from a Member signifying his candidature as a Director of the Company. Prof. Jitendra Kantilal Shah, has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by the SEBI.

Brief profile of Prof. Jitendra Kantilal Shah, is as under:

Prof. Jitendra Kantilal Shah, the founder of JK Shah Classes, has been a pioneering force in the field of education for over 40 years. His institution, JK Shah Classes, has successfully coached aspirants for CA, CS, CMA, and CFA qualifications, shaping the careers of thousands of professionals across India. He is a Fellow Member of the Institute of Chartered Accountants of India with over 38 years of proven industry experience.

Additional information in respect of Prof. Jitendra Kantilal Shah, pursuant to the Listing Regulations and the SS- 2, is provided in the Annexure to this Notice.

The Board is of the view that the association of Prof. Jitendra Kantilal Shah, and the rich experience and the vast knowledge he brings with him would benefit the Company. He also possesses requisite skills, expertise and competencies, particularly in the edtech industry across the globe.

Prof. Jitendra Kantilal Shah, shall be entitled to sitting fees for attending the meetings of the Board and its committees.

The Board of Directors recommends passing of the ordinary resolution no. 1 of this Notice, for the appointment of Prof. Jitendra Kantilal Shah, as a Director of the Company liable to retire by rotation, for the approval of the Members.

Except Prof. Jitendra Kantilal Shah and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the resolution as set out in the Items No. 1 of this Notice.

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Item No: 02,03 & 04

Reappointment of Mr. Lakshminarayanan Seshadri, Mrs. Revathi Raghunathan and Mr. P.B. Srinivasan, as Non- Executive Independent Director of the Company

Mr. Lakshminarayanan Seshadri (DIN: 01753098), Mrs. Revathi Raghunathan (DIN: 01254043) and Mr. P.B Srinivasan (DIN: 09366225), were appointed as Independent Directors on the Board of your Company pursuant to the provisions of section 149 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the Shareholders at the 03rd Annual General Meeting of the Company held on October 29, 2021. They hold office as Independent Directors of the Company up to October 28, 2024 (“first term”).

The Nomination and Remuneration Committee (“NRC”) at its Meeting held on October 15, 2024 on the basis of performance evaluation of Independent Directors and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by Mr. Lakshminarayanan Seshadri, Mrs. Revathi Raghunathan and Mr. P.B Srinivasan during their tenure, has recommended to the Board that their continued association as Independent Directors of the Company would be beneficial to the Company. The performance evaluation of Independent Directors was based on various criteria, inter-alia, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company’s business, understanding of industry and global trends etc.

Mr. Lakshminarayanan Seshadri, Mrs. Revathi Raghunathan and Mr. P.B Srinivasan, possess the core skills/expertise/competencies identified in the Company’s’ business and sectors for it to function effectively.

Based on the above and the performance evaluation of Independent Directors, the Board of Directors on October 15, 2024 recommended the re-appointment of Mr. Lakshminarayanan Seshadri, Mrs. Revathi Raghunathan and Mr. P.B Srinivasan as Independent Directors of the Company, not liable to retire by rotation, to hold office for a second term as under:

Sl. No	Name of the Director	Period of Second Term
1	Mr. Lakshminarayanan Seshadri	Five consecutive years commencing from November 07, 2024 to November 06, 2029 (both days inclusive)
2	Mrs. Revathi Raghunathan	
3	Mr. P.B Srinivasan	

The Company has received notices in writing from a Member under section 160 of the Act, proposing the candidature of Mr. Lakshminarayanan Seshadri, Mrs. Revathi Raghunathan and Mr. P.B Srinivasan, for the office of Directors of the Company.

In the opinion of the Board, the proposed appointee(s) satisfies the conditions specified in the Companies Act 2013 and rules made thereunder for their appointment as an Independent Director of the Company; They are not debarred from holding the office of Director by virtue of any SEBI order and they is independent of the management. There were no other pecuniary relationships or transactions with the non-executive Independent Directors visà- vis the Company except payment of sitting fee.

The Board considers that the association of the Independent Directors would be of immense benefit to the Company considering their expertise and rich knowledge.

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Additional information in respect of Mr. S. Lakshminarayanan, Mrs. Revathi Raghunathan and Mr. P.B. Srinivasan, pursuant to the Listing Regulations and the SS- 2, is provided in the Annexure to this Notice.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Mr. Lakshminarayanan Seshadri, Mrs. Revathi Raghunathan and Mr. P.B Srinivasan, as Non-Executive Independent Directors requires approval of members of the Company by passing a special resolution.

Mr. Lakshminarayanan Seshadri is interested in the resolution set out at Item No.02 of the Notice regarding his re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Mrs. Revathi Raghunathan is interested in the resolution set out at Item No.03 of the Notice regarding her re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Mr. P.B Srinivasan is interested in the resolution set out at Item No.04 of the Notice regarding his re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolutions set out at Item No. No.02,03&04 of the Notice for approval by the Members.

Item No: 05

Appointment of Prof. Ashok Misra (DIN: 00006051) as Non- Executive Independent Director of the Company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (“**Board**”) on October 15, 2024 has appointed Prof. Ashok Misra (DIN: **00006051**) as Additional Director (Non-Executive, Independent) of the Company for a first term of 05 (Five) years effective from October 15 2024, up to October 14 2029, not liable to retire by rotation, subject to approval of the Members of the Company.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, (“Amendment Regulations, 2018”), inter alia, provides that “no listed Company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect”. Therefore, the approval of members by way of a special resolution is required for the appointment of Prof. Ashok Misra, who has attained the age of 77 years as Non- Executive Independent Director of the Company for a term of five consecutive years.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three

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months from the date of appointment, whichever is earlier.

Accordingly, approval of the Members is sought to comply with the SEBI Listing Regulations.

The Company has received from Prof. Ashok Misra (i) consent in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. He does not hold any equity shares of the Company.

The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Prof. Ashok Misra, for the office of Director of the Company.

Brief Profile of Prof. Ashok Misra, is as follows:

Prof. Ashok Misra is the Founder President of IIT Alumni Centre, Bengaluru. He is an Honorary Professor at IISc and JNCASR both at Bangalore and Adjunct Professor at the University of Massachusetts, Amherst, USA. Earlier he was Director IIT Bombay; Chairman-India Intellectual Ventures and at IIT Delhi, at IIT Delhi and Monsanto Chemical Company. He is an Independent Director on the Boards Kirloskar Electric Company and Higher Education Financing Agency. Earlier he was an Independent Director on the Boards of Reliance Industries Ltd., Jubilant Pharmova Ltd., Jubilant Pharma, NTPC and RCF. He has held several responsibilities with Ministry of Education, including Chairman of the Standing Committee, IIT Council and Chairman IIT Roorkee. He was a Visiting Fellow, Trinity College, University of Cambridge. He is a Fellow of National Academy of Sciences India and was its President from 2006-08; a Fellow of the Indian National Academy of Engineering; Founder President of the Polymer Processing Academy and member of several professional societies.

The Board is of the view that the association of Prof. Ashok Misra, and the rich experience and the vast knowledge he brings with him would benefit the Company. He also possesses requisite skills, expertise and competencies, particularly in the edtech industry across the globe.

Prof. Ashok Misra, shall be entitled to sitting fees for attending the meetings of the Board and its committees.

In the opinion of the Board, Prof. Ashok Misra, satisfies the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as an Independent Director of the Company; He is not debarred from holding the office of Director by virtue of any SEBI order and he is independent of the management.

Additional information in respect of Prof. Ashok Misra, pursuant to the Listing Regulations and the SS- 2, is provided in the Annexure to this Notice.

The Board recommends passing of the Special Resolution as set out in Items no. 5 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge he brings with him would benefit the Company.

Prof. Ashok Misra, is deemed to be interested in the resolution relating to his appointment. None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in the Items No.5 of this Notice.

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Item No: 06

Appointment of Ms. N Alamelu (DIN:07921583) as Non- Executive Independent Director of the Company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (“**Board**”) on October 15, 2024 has appointed Ms. N Alamelu (DIN: 07921583) as Additional Director (Non-Executive, Independent) of the Company for a first term of 05 (Five) years effective from October 15 2024, up to October 14 2029, not liable to retire by rotation, subject to approval of the Members of the Company.

Further, in terms of Regulation 17(1C) of the SEBI (LODR) Regulations, 2015 as amended from time to time, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the Listing Regulations.

The Company has received from Ms. N Alamelu (i) consent in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. He does not hold any equity shares of the Company.

Ms. N Alamelu, has given her consent to act as a Director of the Company pursuant to Section 152 of Act. The Company has received a Notice under Section 160 of the Act from a Member signifying her candidature as a Director of the Company. Ms. N Alamelu, has further confirmed that she is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by the SEBI.

Brief profile of Ms. N Alamelu, is as under:

She is a Fellow member of the Institute of Chartered Accountants of India, an Associate Cost and Management Accountant , and an Associate Company Secretary. She has wide experience in the field of Accounts, Finance, Audit and other functional areas of accounting. Additionally, she holds certification in International Financial Reporting Standards(IFRS) from ACCA Global, UK and holds a Post Graduate Diploma in International Business. She is also a Registered Valuer for Assets class Securities /Financial Assets and a Registered GST Practitioner

Additional information in respect of Ms. N Alamelu, pursuant to the Listing Regulations and the SS- 2, is provided in the Annexure to this Notice.

The Board is of the view that the association of Ms.N Alamelu, and the rich experience and the vast knowledge he brings with him would benefit the Company. She also possess requisite skills, expertise and competencies in accounts, finance, international taxation, regulatory matters and business leadership.

Ms. N. Alamelu, shall be entitled to sitting fees for attending the meetings of the Board and its committees.

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Veranda Learning Solutions Limited

The Board of Directors recommends passing of a special resolution no. 6 of this Notice, for the appointment of Ms. N Alamelu, as Non- Executive Independent Director of the Company for a term of 5 (Five) consecutive years commencing from October 15, 2024 to October 14, 2029 not liable to retire by rotation, for the approval of the Members.

Except Ms. N. Alamelu, and her relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the resolution as set out in the Items No. 6 of this Notice.

**(By order of the Board)
For Veranda Learning Solutions Limited**

**Sd/-
S.Balasundharam
Company Secretary & Compliance Officer
ACS:11114**

**Place: Chennai
Date: October 15, 2024**

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Annexure to the Notice

Additional Information on Directors as required under Regulation 36 of the Listing Regulations and applicable Secretarial Standards recommended for Reappointment issued by the Institute of Company Secretaries of India.

Prof. Jitendra Kantilal Shah (DIN: 01795017)

Details	Particulars
Name of the Director	Prof. Jitendra Kantilal Shah
Age	64 years
Qualification	Fellow member of the Institute of Chartered Accountants of India
Experience (Including a brief resume and expertise in specific functional areas)	He is the founder of JK Shah Classes, has been a pioneering force in the field of education for over 40 years. His institution, JK Shah Classes, has successfully coached aspirants for CA, CS, CMA, and CFA qualifications, shaping the careers of thousands of professionals across India. He is a Fellow Member of the Institute of Chartered Accountants of India with over 38 years of proven industry experience
Terms and Conditions of appointment	As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto
Date of First Appointment on the Board	October 15,2024
Remuneration last drawn	N.A.
Shareholding in the Company (Including Beneficial Ownership, if any.)	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
Number of Meetings of the Board attended during the year	NA
Directorships of other Boards, including Listed Entities	1) Veranda XL Learning Solutions Private Limited 2) Value Learnings Private Limited
Membership/ Chairmanship of Committees of other Boards, including Listed Entities	Member of Audit Committee of Veranda XL Learning Solutions Private Limited
Listed Entities from which the person has resigned in the past three years	Not applicable

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Mr. Lakshminarayanan Seshadri (DIN: 01753098)

Details	Particulars
Name of the Director	Mr. Lakshminarayanan Seshadri
Age	62 years
Qualification	Fellow member of the Institute of Chartered Accountants of India, associate Member of the Institute of Company Secretaries of India and a qualified Cost and Management accountant from the Institute of Cost and Works Accountants of India
Experience (Including a brief resume and expertise in specific functional areas)	He held very senior positions in the industry, including CFO of a leading IT Education and Software Services firm and Director - Finance of leading Facility Management Services Company. He has over three decades of hands on experience in various industries and handled various assignments in finance, accounting, audit, corporate taxation and company secretarial matters, including issue management, credit rating and resource mobilisation. Has a keen interest in Environmental, Social and Governance (ESG), Sustainability, Carbon Markets and related areas.
Terms and Conditions of Re-appointment	As per the resolution in Item no.2 of this Notice read with the explanatory statement thereto
Date of First Appointment on the Board	October 28,2021
Remuneration last drawn	8.70 Lakhs*
Shareholding in the Company (Including Beneficial Ownership, if any.)	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
Number of Meetings of the Board attended during the year	9 out of 9 meetings
Directorships of other Boards, including Listed Entities	<ol style="list-style-type: none"> 1 Sheenlac Paints Limited 2 Brain4ce Education Solutions Private Limited 3 Tapasya Educational Institutions Private Limited 4 Smartbridge Educational Services Private Limited 5 Veranda XL Learning Solutions Private Limited
Membership/ Chairmanship of Committees of other Boards, including Listed Entities	<p>Sheenlac Paints Limited- Chairman of Audit Committee, Member of Nomination & Remuneration Committee, Member of CSR committee</p> <p>Chairman of NRC Committee and member of Audit committee and stakeholder relationship committee of Veranda Learning Solutions Limited.</p> <p>Chairman of the Audit Committee and member of Nomination and Remuneration Committee of Veranda XL</p>

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	Learning Solutions Private Limited.
Listed Entities from which the person has resigned in the past three years	Not applicable

*Sitting Fees

Mrs. Revathi Raghunathan (DIN: 01254043)

Details	Particulars
Name of the Director	Mrs. Revathi Raghunathan
Age	58 years
Qualification	Fellow member of the Institute of Chartered Accountants of India. She is also an Insolvency Professional registered with the Insolvency and Bankruptcy Board of India.
Experience (Including a brief resume and expertise in specific functional areas)	Mrs. Revathi S. Raghunathan is a Non-Executive Independent Director of our Company. She is a fellow member of the Institute of Chartered Accountants of India. She is also an Insolvency Professional registered with the Insolvency and Bankruptcy Board of India. She has also obtained a Certificate for a course on Forensic Accounting and Fraud Detection from the Institute of Chartered Accountants of India. She is also a Certified Information Systems Auditor registered as a member of the Information systems and Audit Control Association. She is also a member of the Institute of Directors. Presently, she is a partner at A. Raghunathan and Co. LLP.
Terms and Conditions of Re-appointment	As per the resolution in Item no.3 of this Notice read with the explanatory statement thereto
Date of First Appointment on the Board	October 28,2021
Remuneration last drawn	7.10 lakhs*
Shareholding in the Company (Including Beneficial Ownership, if any.)	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
Number of Meetings of the Board attended during the year	9 out of 9 meetings
Directorships of other Boards, including Listed Entities	<ol style="list-style-type: none"> 1. FAT Rhino Stay Private Limited 2. Akshaya Business Solutions Private Limited 3. Veranda IAS Learning Solutions Private Limited 4. Veranda Administrative Learning Solutions Private Limited 5. W.S. Industries (India) Limited 6. Six Phrase Edutech Private Limited 7. Malladi Drugs and Pharmaceuticals Limited
Membership/ Chairmanship	Member of Audit Committee, Nomination & Remuneration

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of Committees of other Boards, including Listed Entities	Committee and Stakeholders Relationship Committees of W.S. Industries (India) Limited Chairperson of Audit Committee and member of Nomination and remuneration committee and stakeholder relationship committee of Veranda Learning Solutions Limited.
Listed Entities from which the person has resigned in the past three years	Not applicable

* Sitting Fees

Mr. P.B Srinivasan (DIN: 09366225)

Details	Particulars
Name of the Director	Mr. P.B Srinivasan
Age	61 years
Qualification	Fellow member of the Institute of Chartered Accountants of India. He holds a bachelor's degree in commerce
Experience (Including a brief resume and expertise in specific functional areas)	Mr. P. B. Srinivasan is a Non-Executive Independent Director of our Company. He is a fellow member of the Institute of Chartered Accountants of India. He holds a bachelor's degree in commerce from A. M. Jain College, Chennai. Presently, he is a partner at P. B. Vijayaraghavan & Co. For the last 20 years he has been incharge of audit of listed companies and public sector companies, Banks and also non-profit organisations of large magnitude. He had been a member of the Study Group of Professional Development Committee of SIRC of ICAI for the Study Circle series 'Branch Audit of Banks – An Approach' and was a co-opted member of the Information Technology Committee of the ICAI. Additionally, he was a co-opted member of the Society of Auditors, a premier and the India's first professional body for Chartered Accountants. He is interested in sports and is an avid cricketer and a golfer.
Terms and Conditions of Re-appointment	As per the resolution in Item no.4 of this Notice read with the explanatory statement thereto
Date of First Appointment on the Board	October 28,2021
Remuneration last drawn	7.50 Lakhs
Shareholding in the Company (Including Beneficial Ownership, if any.)	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
Number of Meetings of the Board attended during the	9 out of 9 meetings

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year	
Directorships of other Boards, including Listed Entities	<ol style="list-style-type: none"> 1. Veranda XL Learning Solutions Private Limited 2. Veranda Race Learning Solutions Private Limited 3. Veranda Management Learning Solutions Private Limited 4. Veranda K-12 Learning Solutions Private Limited 5. P.B. Vijayaraghavan & Co, Chartered Accountant (Partner)
Membership/ Chairmanship of Committees of other Boards, including Listed Entities	<p>Chairman of the Stakeholder Relationship Committee, Member of Audit Committee and Nomination & Remuneration Committee of Veranda Learning Solutions Limited</p> <p>Chairman of Nomination and Remuneration Committee and member of Audit committee of Veranda XL Learning Solutions Private Limited</p>
Listed Entities from which the person has resigned in the past three years	Not applicable

* Sitting fee

Prof . Ashok Misra (DIN: 00006051)

Details	Particulars
Name of the Director	Prof. Ashok Misra
Age	77 years
Qualification	<p>B.Tech. Chemical Engineering, from Indian Institute of Technology, Kanpur</p> <p>M.S. Chemical Engineering, from Tufts University, Medford, MA, USA</p> <p>M.S. Polymer Science & Engineering, from University of Massachusetts, Amherst, USA</p> <p>Ph.D. in Polymer Science & Engineering, University of Massachusetts, Amherst, USA</p>
Experience (Including a brief resume and expertise in specific functional areas)	<p>Prof. Ashok Misra, brings a unique blend of academic and industry expertise to Veranda's board. A former Director of IIT Bombay, Prof. Misra currently serves as a Distinguished Professor at the Indian Institute of Science (IISc), Bengaluru. Throughout his distinguished career, he has served on the boards of several prestigious institutions, including IIT Roorkee, IIT Delhi among others. In addition to his contributions to academia, Prof. Misra has held board positions in leading industries, including Reliance Industries Limited, National Thermal</p>

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	Power Corporation (NTPC), and continues to be on the board of Kirloskar Electric. He is having dual experience in academia and industry positions
Terms and Conditions of Re-appointment	As per the resolution in Item no.5 of this Notice read with the explanatory statement thereto
Date of First Appointment on the Board	October 15, 2024
Remuneration last drawn	NIL
Shareholding in the Company (Including Beneficial Ownership, if any.)	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A.
Number of Meetings of the Board attended during the year	N.A.
Directorships of other Boards, including Listed Entities	<ol style="list-style-type: none"> 1. Kirloskar Electric Company Limited 2. Kelbuzz Trading Private Limited 3. Higher Education Financing Agency 4. Kesvik Developers Private Limited 5. SKG Terra Promenade Private Limited
Membership/ Chairmanship of Committees of other Boards, including Listed Entities	NIL
Listed Entities from which the person has resigned in the past three years	Jubilant Pharmova Limited

Ms. N.Alamelu (DIN: 07921583)

Details	Particulars
Name of the Director	Ms. N. Alamelu
Age	49 years
Qualification	Fellow member of the Institute of Chartered Accountants of India, an Associate Cost and Management Accountant , and an Associate Company Secretary
Experience (Including a brief resume and expertise in specific functional areas)	She has wide experience in the field of Accounts, Finance, Audit and other functional areas of accounting. Additionally, she holds certification in International Financial Reporting Standards(IFRS) from ACCA Global, UK and holds a Post Graduate Diploma in International Business. She is also a Registered Valuer for Assets class Securities /Financial Assets and a Registered GST Practitioner.
Terms and Conditions of Re-	As per the resolution in Item no.6 of this Notice read with

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appointment	the explanatory statement thereto
Date of First Appointment on the Board	October 15, 2024
Remuneration last drawn	N.A.
Shareholding in the Company (Including Beneficial Ownership, if any.)	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
Number of Meetings of the Board attended during the year	NIL
Directorships of other Boards, including Listed Entities	NIL
Membership/ Chairmanship of Committees of other Boards, including Listed Entities	NIL
Listed Entities from which the person has resigned in the past three years	NIL

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