



Veranda Learning Solutions Limited

(formerly Veranda Learning Solutions Private Limited)

(formerly Andromeda Edutech Private Limited)

30th May 2023

**To
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001**

Scrip Code: 543514

Dear Sir / Madam,

**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

Sub: Secretarial Compliance Report for the year ended 31st March,2023.

Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please find enclosed herewith the Annual Secretarial Compliance Report issued by Mr. IB Harikrishna, Practicing Company Secretary of M/S IBH & CO (M No:5829) (CP No:5302) Secretarial Auditor of the Company for the financial year ended 31st March,2023.

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

**Thanks & Regards
For Veranda Learning Solutions Limited**

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

contact@verandalearning.com

www.verandalearning.com

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34, Thirumalai Road, T.Nagar,
Chennai, Tamil Nadu-600017

CIN: L74999TN2018PLC125880



**SECRETARIAL COMPLIANCE REPORT
OF
VERANDA LEARNING SOLUTIONS LIMITED
(CIN: L74999TN2018PLC125880)
Regd. Office Address: Old No: 54, New No: 34, Thirumalai Pillai Road,
T. Nagar, Chennai - 600017**

*[as per the Regulation 24(A) of SEBI (LODR) Regulations, 2015 as amended from
time to time]*

We, IBH & Co, Practising Company Secretaries have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **VERANDA LEARNING SOLUTIONS LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at Old No: 54, New No: 34, Thirumalai Pillai Road, T. Nagar, Chennai - 600017. The secretarial review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we, hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, IBH & Co, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. **VERANDA LEARNING SOLUTIONS LIMITED**
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 in respect of compliance with the provisions of:

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

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





- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable during the year under review)**;
- (e) Securities and Exchange Board of India (Share based employee benefits and Sweat Equity) Regulations, 2021
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable during the year under review)**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations 2018;

and circulars/ guidelines issued thereunder;

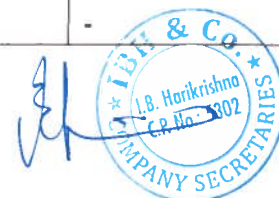
We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sl No	Particulars	Compliance Status (Yes/NO/NA)	Observations / Remarks by PCS
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	-
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are• adopted with the approval of board of directors of the listed entities	Yes Yes	-
3	Maintenance and disclosures on Website: <ul style="list-style-type: none">• The Listed entity is maintaining	Yes	-





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





	approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	In one instance, the Audit Committee has subsequently ratified the transaction with Related Party
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	As on the end of the review period, the Company has implemented Structured Digital Database (SDD) for handling unpublished price-sensitive information as mentioned in the Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015. However, the Company had not maintained the Structured Digital Database (SDD) for the quarter ended September 2022 and December 2022. The completely functional SDD was put in place on 01 st February, 2023.
11	Actions taken by SEBI or Stock Exchange(s), if any:		



	No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder except as provided under separate paragraph herein (**)	NA	No action was Taken / required to be taken
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	NA	

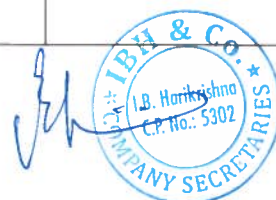
Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sl No	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing / re-appointing an auditor		
	i) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	
	ii) If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
	iii) If the auditor has signed the limited review/ audit report for the first three	NA	





	quarters of a financial year, the auditor before such resignation, has issued the limited review/audit report for the last quarter of such financial year as well as the audit report for such financial year		
2	Other conditions relating to resignation of Statutory Auditor		
	i) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	
	a) In case of any concern with the management of the listed entity / material subsidiary such as non-availability of information / non-co-operation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	
	b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of	NA	





	<p>information / explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>		
3	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	None	

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The Additional Disclosures of Annual Secretarial Compliance Report as below:

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

Sl No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Maintenance of Structured Digital Database (SDD) Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	The Company has failed to implement SDD within the due date.	-	-	The Company has failed to implement SDD within the due date.	-	The Company has not maintained the Structured Digital Database (SDD) for handling unpublished price-sensitive information as mentioned in the Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	The Company has implemented SDD from 01 st February 2023 in compliance of the regulation.	-



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

Sl No	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										






Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For IBH & Co.,
Company Secretaries
FRN: S2011KR152500

Place: Chennai
Date: 06.05.2023


CS I B Harikrishna
Company Secretary
Membership No.: 5829
C.P. No: 5302
PR No.: 1281/2021
UDIN: F005829E000266606

