

29th September, 2023

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

Sub: Proceedings of the 5th Annual General Meeting held on Friday, September 29, 2023

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 submitting herewith the proceedings of the 5th Annual General Meeting ("AGM") of the Company held on **Friday, September 29, 2023, at 12.00 Noon** and concluded at **12.35. P.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

✉ contact@verandalearning.com

🌐 www.verandalearning.com

☎ +91 44 4296 7777

34, Thirumalai Road, T. Nagar,

Chennai, Tamil Nadu-600017

CIN: L74999TN2018PLC125880

Proceedings of the 5th Annual General Meeting

A. Date, time, and venue of the 5th Annual General Meeting (“Meeting/AGM”):

The 5th Annual General Meeting (AGM) of the Members of Veranda Learning Solutions Limited was held on **Friday, September 29, 2023**, through Video Conferencing (“VC”) and concluded at **12.35.P.M.**

B. Proceedings in brief:

Members Present through Video Conferencing: 38

Directors Present through Video Conferencing: 7

- Mr. M. Anantharamakrishnan, Company Secretary & Compliance Officer of the company welcomed all the members to the 5th Annual General Meeting of the company.
- Mr. 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 Chairman of Audit Commmittee and Chairman of Stakeholder Relationship Committee, other Board of Director’s and Chief Financial Officer of the Company.
- The Chairman welcomed and acknowledged the presence of Mr. Ravi Seshadri, Ms. Ananthi Amarnath and Mr. E. Krishna Prakash from M/s. Deloitte Haskins and Sells, Chartered Accountants, Statutory Auditors and Mr. K Sridhar, Practicing Company Secretary, Scrutinizer for the AGM to verify and validate the voting results.
- The Chairman confirmed that the convening of the virtual Annual 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 AGM.
- The Chairman informed that the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, were available electronically for inspection by the members during the AGM for inspection in digital form through the e-voting platform of CDSL.
- 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 5th Annual General Meeting (“AGM Notice”) as read and informed the members that after the dispatch of Annual Report for the F.Y 2022-23 certain inadvertent errors were noticed in the Annual Report which was rectified and reported through corrigendum to BSE Limited and National Stock Exchange of India Limited on September 26, 2023.
- The Items considered at the Annual General Meeting (AGM) are as follows: -

Sl.No	Ordinary Business	Type of Resolution
1.	Adoption of Audited Financial Statements of the Company	Ordinary Resolution
2.	Re-appointment of Ms. Kalpathi A Archana, (DIN: 05331133) as a Director of the Company	Ordinary Resolution
Special Business		
3.	Creation of Security, Lease and Encumbrance on Properties and Assets of the Company	Special Resolution
4.	To Increase the Borrowing Limits from Rs. 1000 Crores to Rs. Rs. 2000 Crores in excess of the aggregate of the paid up capital and free reserves and securities premium of the Company.	Special Resolution
5.	To approve the borrowing limit by way of issuance of non-convertible debentures/bonds/ other instruments upto Rs. 1000 crores.	Special Resolution
6.	To Increase the limits to give loans / guarantees, provide security and to make investments in securities upto Rs. 2000 Crores under Section 186 of the Companies Act, 2013	Special Resolution
7.	Approval of Material Related Party Transaction	Ordinary 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 Annual General Meeting through the e-voting portal of Central Depository Services Limited (CDSL) from **09.00 am on Tuesday, September 26, 2023 to 5.00 pm on Thursday, September 28, 2023** 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.
- Mr. K Sridhar, Practicing Company Secretary, appointed as Scrutinizer for the remote e-voting, also acted as a Scrutinizer for the E-voting conducted at the AGM.
- 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 AGM 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 voting system)

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

- 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.
- The Chairman announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the Company, CDSL and Stock Exchanges. The meeting concluded at 12.35 P.M. after being open for 15 minutes for e-voting to be completed.
- This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.