

September 29, 2025

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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Dear Sir/ Madam,

Sub: Summary of the Proceedings of the 7th Annual General Meeting of Veranda Learning Solutions Limited

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

Pursuant to Regulation 30 of Listing Regulations, we are submitting herewith the summary of proceedings of the 7th Annual General Meeting (AGM) of the Company held on Monday, September 29, 2025, at 11.30 A.M and concluded at 12.05 P.M through Video Conferencing (VC) / Other Audio Video Means (OAVM).

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

The aforesaid information is also hosted on the website of the Company viz <https://www.verandalearning.com/web/index.php/general-meeting>

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

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

✉ contact@verandalearning.com

🌐 www.verandalearning.com

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G.R. Complex First floor No.807-808,
Anna Salai, Nandanam,

Chennai -600 035

CIN: L74999TN2018PLC125880

Summary of Proceedings of the 7th Annual General Meeting

The 7th AGM of the Members of Veranda Learning Solutions Limited was held on **Monday, September 29, 2025**, at 11:30 A.M and concluded at 12.05 P.M through Video Conferencing (VC) / Other Audio Video Means (OAVM). The meeting was held in compliance with the applicable General Circulars issued by the Ministry of Corporate Affairs (MCA) under the Companies Act, 2013 and circulars issued by the Securities and Exchange Board of India (SEBI).

Company Secretary & Compliance Officer (CS & CO) of the Company welcomed all the members to the 7th AGM of the Company and invited Mr. Kalpathi S Suresh, Chairman and Executive Director of the Company to preside over and conduct the proceedings of the meeting.

Mr. Kalpathi S Suresh, Chairman and Executive Director of the Company, occupied the Chair. The requisite quorum being present, he called the meeting to order.

The Chairman welcomed all to the AGM, introduced all the Directors present, Mr. S P Mohasin Khan, Chief Financial Officer and Mr. S Balasundharam, CS & CO.

The representatives of Statutory Auditors and Secretarial Auditors of the Company and the Scrutinizer were also present at the meeting.

The Chairman informed that the AGM is being held through VC in accordance with the applicable circulars issued by MCA and SEBI. He further informed that the Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection 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 confirmed that the Statutory Auditor's Report and the Secretarial Auditor's Report did not have any qualifications and the same can be taken as read.

The Chairman then addressed the members, highlighted the Company's journey, plans and thanked everyone for their continued support.

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With the consent of the members, the Chairman took the Notice of the 7th AGM

The Items considered at the AGM are as follows: -

S. No	Details of the Agenda	Type of Resolution
Ordinary Business		
1	To receive, consider and adopt (a) the Audited Standalone Financial Statement of the Company for the Financial Year Ended March 31, 2025, together with the Reports of Board of Directors and Auditors thereon, and (b) the Consolidated Financial Statement of the Company for the Financial Year Ended March 31, 2025, together with the Report of Auditors thereon.	Ordinary
2	To appoint Mr. Kalpathi S Ganesh (DIN: 00526451) who retires by rotation as a director	Ordinary
Special Business		
3	To appoint and fix the remuneration of Secretarial Auditors	Ordinary
4	To approve the borrowing limit by way of issuance of Non-Convertible Debentures / bonds/ other instruments upto Rs. 50 Crores	Special
5	To approve the waiver for recovery of excess managerial remuneration paid to Mr. Kalpathi S Suresh, Executive Director and Chairman for the Financial Year 2024- 25	Special
6	To approve the sale, dilution and divestment of shareholding of Company in Brain4ce Education Solutions Private Limited, Veranda Management Learning Solutions Private Limited and Six Phrase Edutech Private Limited, each being a Subsidiary of Company and / or cessation of control in the Subsidiaries by the Company	Special
7	To approve the material related party transactions between Veranda Learning Solutions Limited and its related parties	Ordinary
8	To approve the material related party transactions between Veranda Race Learning Solutions Private Limited and its related parties	Ordinary

The Chairman further informed the Members that the Company had provided the remote e- voting facility through the e-voting portal of CDSL from 09.00 A.M on Friday, September 26, 2025 to 05.00 PM on Sunday, September 28, 2025 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. S Sandeep, Practicing Company Secretary, was appointed as Scrutinizer for the remote e-voting, also acted as a Scrutinizer for the e-voting conducted at the AGM.

The Chairman informed the Members that the consolidated results of remote e-voting and the voting during the AGM would be intimated to the Stock Exchanges within two working days from the conclusion of the AGM and the same would also be posted on the website of the Company, BSE, NSE and CDSL.

The Speaker shareholder was invited to share his views / queries and the same was addressed by the Chairman.

At the end, the Chairman thanked the Members present and other stakeholders who have supported the AGM activities and thereafter concluded the meeting at 12.05 P.M.

The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. The voting results of the AGM along with the Scrutinizer's Report shall be intimated to the Stock Exchanges.

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

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

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