Veranda

Veranda Learning Solutions Limited

April 24, 2026

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**

Dear Sir/Madam,

Sub: Proceedings of the Meeting of the Equity Shareholders of the Company convened as per the directions of the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT")

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a summary of proceedings of Meeting of the Equity Shareholders of the Company held on April 24, 2026 through Video Conference ("VC") / Other Audio Visual Means ("OAVM"), pursuant to the directions of the Hon'ble NCLT, Chennai Bench vide Order dated March 18,2026.

The resolution as set out in the Notice for the aforesaid meeting has been approved by the shareholders of the Company with requisite majority.

The aforesaid information is also hosted on the website of the Company viz. https://www.verandalearning.com/web/index.php/composite-scheme-arrangement

You are requested to kindly take the above information on record.

Thanks & Regards,
For Veranda Learning Solutions Limited

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

SUMMARY OF PROCEEDINGS OF THE MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY CONVENED AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL CHENNAI BENCH, VIDE ITS ORDER DATED MARCH 18, 2026

The Meeting of the Equity Shareholders of Veranda Learning Solutions Limited ("the Company") convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT"), was held on Friday, April 24, 2026, at 11:00 A.M. (I.S.T) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") ("Meeting"). The Meeting was conducted in compliance with the provisions of the Companies Act, 2013 ('the Act'), read with the applicable general circulars issued by the Ministry of Corporate Affairs for holding general meetings through VC/OAVM, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2').

As directed by the Hon'ble NCLT, Mr. Anil Sharma, Advocate, chaired the proceedings of the Meeting and Ms. Vinita Varshini, Scrutinizer was present at the meeting through VC.

Mr. Kalpathi S Suresh, Chairman & Executive Director of the Company, welcomed the shareholders to the Meeting and requested Mr. Anil Sharma to commence the proceedings of the Meeting.

Mr. Anil Sharma welcomed the members present at the meeting of the Equity Shareholders of Veranda Learning Solutions Limited, convened in accordance with the directions of the Hon'ble NCLT, Chennai Bench. He stated that the purpose of the meeting was to consider and, if deemed appropriate, approve the Composite Scheme of Arrangement among Veranda Learning Solutions Limited, Veranda XL Learning Solutions Private Limited and J.K. Shah Commerce Education Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

The requisite quorum being present, the Chairman called the Meeting to order.

The Chairman informed the members that the Company had made all necessary arrangements to enable their seamless participation and voting at the meeting. The Company had engaged Central Depository Services (India) Limited (CDSL) to provide facilities for remote e-voting, participation through video conferencing, and e-voting during the meeting. Additionally, a live webcast of the proceedings was made available, allowing members to view the meeting remotely by logging into CDSL's e-voting platform. Members requiring any assistance during the meeting, whether technical or otherwise, were advised to contact the helpline numbers specified in the notice of the meeting.

The Chairman then invited the Company Secretary to introduce the directors, and other officials present at the meeting, and to give a brief the e-voting process and the conduct of the meeting.

At the request of the Chairman, Mr. S Balasundharam, Company Secretary introduced and welcomed the Board of Directors and other officials who participated in the meeting through Video Conferencing.

The representatives of the Company's Statutory Auditors and Secretarial Auditors were also present at the Meeting through VC.

Mr. S. Balasundharam informed the members about the e-voting process in accordance with the provisions of the Companies Act, 2013 and applicable SEBI Regulations. He stated that remote e-voting facility was provided through the CDSL platform from 9:00 A.M. on Monday, 20th April, 2026 to 5:00 P.M. on Thursday, 23rd April, 2026. Members who had not exercised their vote through remote e-voting were given the opportunity to vote during the meeting through the CDSL e-voting system. He further requested members to refer to the instructions provided in the notice for participation and voting through video conferencing.

He informed that members were kept on mute by default to ensure smooth conduct of the meeting and that the proceedings were being recorded.

He further outlined the flow of the meeting, stating that Mr. Kalpathi S. Suresh would brief the members on the salient features of the scheme, followed by the discussion and Q&A session.

Thereafter, Mr. Kalpathi S. Suresh briefly explained the rationale of the proposed demerger and the strategic benefits of creating a separate entity for the Commerce vertical, highlighting its expected focus, scalability, and value creation potential.

Following the explanation, the Chairman invited members for their comments and queries. However, as no registered speaker shareholders participated, the discussion was concluded.

The Chairman thereafter thanked the members and stakeholders for their participation and support and declared the meeting closed at 11:30 A.M., being 15 minutes after the closure of the e-voting facility, which was kept open for 15 minutes post conclusion of the meeting.

Thanking you,
For Veranda Learning Solutions Limited

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