

8th November 2024

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: Intimation of e-Voting Results and Scrutinizer Report under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration), Rules 2014, we are enclosing herewith the e-Voting Results of the business(es) transacted at the Extraordinary General Meeting (EGM) held on November 7, 2024 along with the Consolidated Scrutinizer's Report dated November 8, 2024.

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

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

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

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

Encl:a/a

✉ contact@verandalearning.com

🌐 www.verandalearning.com

☎ +91 44 4296 7777

G.R. Complex First floor No.807-
808, Anna Salai, Nandanam,
Chennai -600 035

CIN: L74999TN2018PLC125880



K SRIDHAR & Co

Company Secretaries

44/38, Veerabadran Street, 1st Floor,
Nungambakkam, Chennai - 600034.

Tel: 044 - 2825 4525

E-mail: cs.ksridhar@outlook.com

CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013) and Rule 20 of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman of the Extra Ordinary General Meeting of
VERANDA LEARNING SOLUTIONS LIMITED
Having Registered Office at: G.R Complex, First floor,
No. 807-808, Anna Salai, Nandanam, Chennai - 600035

**EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
VERANDA LEARNING SOLUTIONS LIMITED HELD ON THURSDAY, 07th
NOVEMBER, 2024 AT 12:00 NOON IST THROUGH VIDEO CONFERENCING
("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM")**

I, **CS Sridhar K**, Practicing Company Secretary, was appointed as Scrutinizer by the Board of Directors of **M/s. VERANDA LEARNING SOLUTIONS LIMITED (L74999TN2018PLC125880)** ("the Company") for the purpose of scrutinizing the voting by remote e-voting as mentioned in the EGM Notice & corrigendum to the EGM notice issued by the Company and also placed on the Company's website pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ('Rules') and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, in respect of resolutions contained in the Notice dated 15th October, 2024 and corrigendum to the notice dated 24th October, 2024 of the EGM held on 07th November, 2024.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and Rules relating to e-voting for the resolution contained in the Notice. My responsibility as a Scrutinizer is restricted to ensure that the voting process through e-voting is conducted in a fair and transparent manner and to make a Consolidated Scrutinizer Report of the votes cast 'For' 'or' 'Against' the resolutions contained in the Notice.

Report on Scrutiny:

1. The Company has entered into an arrangement with Central Depository Services (India) Ltd ("CDSL"), an Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting.
2. The cut-off date for the purposes of identifying the shareholders who are entitled to vote on the resolution placed for approval of the shareholders is 01st November, 2024, as per the EGM notice and corrigendum to the EGM notice issued by the company.





3. As prescribed in the Rules, the e-voting facility was kept open for three days from Monday, 04th November, 2024 (9:00 A.M. IST) till Wednesday, 06th November, 2024 (05:00 P.M. IST).
4. As on the cut-off date i.e. 01st November, 2024, there were 11,197 Shareholders as per the BENPOS Report issued by the RTA, i.e., M/s. KFIN Technologies Limited.
5. CDSL, the agency, was responsible for providing the e-voting platform and maintaining the portal and providing access to members, including facilitating members to cast their votes.
6. On Thursday, 07th November, 2024, at 12:30 PM after the conclusion of the EGM, the votes cast through e-voting were unblocked by me on the CDSL e-voting portal.
7. The total votes cast in favour or against all the resolutions proposed in the EGM Notice are as under:

CONSOLIDATED REPORT ON RESULT OF VOTING, THROUGH ELECTRONIC MEANS i.e., REMOTE E-VOTING IS AS UNDER:

ITEM NO. 1: AS AN ORDINARY RESOLUTION

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

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through e-voting at venue	Through remote e-voting	Through e-voting at venue	Through remote e-voting	Through e-voting at venue	Through remote e-voting
Number of Members voted	4	65	-	1	-	-
Number of Votes Cast by Members	4	3,90,74,114	-	1	-	-
% of total number of valid votes cast	0%	100%	-	0%	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 1

I report that the Ordinary Resolution with regard to Item No. 1, as set out in the Notice of the EGM is passed with requisite majority.



**ITEM NO. 2: AS A SPECIAL RESOLUTION****Reappointment of Mr. Lakshminarayanan Seshadri (DIN: 01753098) as Non - Executive Independent Director of the Company.**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through e-voting at venue	Through remote e-voting	Through e-voting at venue	Through remote e-voting	Through e-voting at venue	Through remote e-voting
Number of Members voted	4	66	-	-	-	-
Number of Votes Cast by Members	4	3,90,74,115	-	-	-	-
% of total number of valid votes cast	0%	100%	-	-	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 2

I report that the Special Resolution with regard to Item No. 2, as set out in the Notice of the EGM is passed unanimously.

ITEM NO. 3: AS A SPECIAL RESOLUTION**Reappointment of Mrs. Revathi Raghunathan (DIN: 01254043) as Non - Executive Independent Director of the Company.**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through e-voting at venue	Through remote e-voting	Through e-voting at venue	Through remote e-voting	Through e-voting at venue	Through remote e-voting
Number of Members voted	4	66	-	-	-	-
Number of Votes Cast by Members	4	3,90,74,115	-	-	-	-
% of total number of valid votes cast	0%	100%	-	-	-	-





K SRIDHAR & Co

Company Secretaries

44/38, Veerabadran Street, 1st Floor,
Nungambakkam, Chennai - 600034.

Tel: 044 - 2825 4525

E-mail: cs.ksridhar@outlook.com

CONSOLIDATED RESULT ON VOTING ITEM NO: 3

I report that the Special Resolution with regard to Item No. 3, as set out in the Notice of the EGM is passed unanimously.

ITEM NO. 4: AS A SPECIAL RESOLUTION

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

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through e-voting at venue	Through remote e-voting	Through e-voting at venue	Through remote e-voting	Through e-voting at venue	Through remote e-voting
Number of Members voted	4	66	-	-	-	-
Number of Votes Cast by Members	4	3,90,74,115	-	-	-	-
% of total number of valid votes cast	0%	100%	-	-	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

I report that the Special Resolution with regard to Item No. 4, as set out in the Notice of the EGM is passed unanimously.





ITEM NO. 5: AS A SPECIAL RESOLUTION

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

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through e-voting at venue	Through remote e-voting	Through e-voting at venue	Through remote e-voting	Through e-voting at venue	Through remote e-voting
Number of Members voted	4	66	-	-	-	-
Number of Votes Cast by Members	4	3,90,74,115	-	-	-	-
% of total number of valid votes cast	0%	100%	-	-	-	-

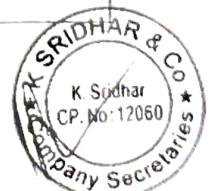
CONSOLIDATED RESULT ON VOTING ITEM NO: 5

I report that the Special Resolution with regard to Item No. 5, as set out in the Notice of the EGM is passed unanimously.

ITEM NO. 6: AS A SPECIAL RESOLUTION

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

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through e-voting at venue	Through remote e-voting	Through e-voting at venue	Through remote e-voting	Through e-voting at venue	Through remote e-voting
Number of Members voted	4	66	-	-	-	-
Number of Votes Cast by Members	4	3,90,74,115	-	-	-	-
% of total number of valid votes cast	0%	100%	-	-	-	-





K SRIDHAR & Co

Company Secretaries

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CONSOLIDATED RESULT ON VOTING ITEM NO: 6

I report that the Special Resolution with regard to Item No. 6, as set out in the Notice of the EGM is passed unanimously.

8. Based on the voting reported in the above table, all the resolutions are passed unanimously except the item no. 1 which was passed with requisite majority. I request the Chairman of the EGM to announce the results accordingly.
9. The said report is based on relevant records, including documents and information made available to me by the CDSL E-Voting platform and by the Company through electronic medium.
10. All the relevant electronic records of remote e-voting and e-voting during the EGM are under my safe custody until the Chairman considers, approves and signs the minutes of the EGM, and the same shall be handed over thereafter to the Company Secretary of the Company for safe keeping.

Thanking You,

**For K Sridhar & Co.,
Company Secretaries**



Place: Chennai
Date: 08/11/2024

**CS K Sridhar
Company Secretary
Membership No.: F9939
C.P. No: 12060
FRN: S2015TN300300
PR No.: 3233/2023
UDIN: F009939F001967433**

Counter Signed
For Veranda Learning Solutions Limited


Company Secretary and Compliance Officer

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General information about company

Scrip code	543514
NSE Symbol	VERANDA
MSEI Symbol	NA
ISIN	INE0IQ001011
Name of the company	Veranda Learning Solutions Limited
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	07-11-2024
Start time of the meeting	12:00 PM
End time of the meeting	12:30 PM

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For Veranda Learning Solutions Limited

Company Secretary and Compliance Officer

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Scrutinizer Details

Name of the Scrutinizer

K.Sridhar

Firms Name

K.Sridhar & Co

Qualification

CS

Membership Number

F9939

Date of Board Meeting in which appointed

15-10-2024

Date of Issuance of Report to the company

08-11-2024

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For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer

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Voting results

Record date	01-11-2024
Total number of shareholders on record date	11197
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	36
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	Add Notes

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For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer

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Resolution (1)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

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

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		38672650	98.8847	38672650	0	100.0000	0.0000
	Poll	39108850	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	39108850	38672650	98.8847	38672650	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1021772	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1021772	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		401469	1.2846	401468	1	99.9998	0.0002
	Poll	31251973	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	31251973	401469	1.2846	401468	1	99.9998	0.0002
	Total	71382595	39074119	54.7390	39074118	1	100.0000	0.0000
Whether resolution is Pass or Not.								
Yes								
Disclosure of notes on resolution								
Add Notes								

For Veranda Learning Solutions Limited

Company Secretary and Compliance Officer

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Validate

Resolution (2)

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

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

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		38672650	98.8847	38672650	0	100.0000	0.0000
	Poll	39108850	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	39108850	38672650	98.8847	38672650	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1021772	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1021772	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		401469	1.2846	401469	0	100.0000	0.0000
	Poll	31251973	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	31251973	401469	1.2846	401469	0	100.0000	0.0000
	Total	71382595	39074119	54.7390	39074119	0	100.0000	0.0000

Whether resolution is Pass or Not.

Yes

Disclosure of notes on resolution

Add Notes

For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer

Resolution (3)

Resolution required: (Ordinary / Special)

Special
No

Whether promoter/promoter group are interested in the agenda/resolution?

Description of resolution considered

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

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		38672650	98.8847	38672650	0	100.0000	0.0000
	Poll	39108850	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	39108850	38672650	98.8847	38672650	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1021772	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1021772	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		401469	1.2846	401469	0	100.0000	0.0000
	Poll	31251973	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	31251973	401469	1.2846	401469	0	100.0000	0.0000
	Total	71382595	39074119	54.7390	39074119	0	100.0000	0.0000

Whether resolution is Pass or Not.

Yes

Disclosure of notes on resolution

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For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer

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Validate

Resolution (4)

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

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

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		38672650	98.8847	38672650	0	100.0000	0.0000
	Poll	39108850	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	39108850	38672650	98.8847	38672650	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1021772	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1021772	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		401469	1.2846	401469	0	100.0000	0.0000
	Poll	31251973	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	31251973	401469	1.2846	401469	0	100.0000	0.0000
	Total	71382595	39074119	54.7390	39074119	0	100.0000	0.0000

Whether resolution is Pass or Not.

Yes

Disclosure of notes on resolution

Add Notes

For Veranda Learning Solutions Limited

Company Secretary and Compliance Officer

J. K. Reddy

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Validate

Resolution (5)

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

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

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		38672650	98.8847	38672650	0	100.0000	0.0000
	Poll	39108850	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	39108850	38672650	98.8847	38672650	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1021772	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1021772	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		401469	1.2846	401469	0	100.0000	0.0000
	Poll	31251973	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	31251973	401469	1.2846	401469	0	100.0000	0.0000
	Total	71382595	39074119	54.7390	39074119	0	100.0000	0.0000

Whether resolution is Pass or Not.

Yes

Disclosure of notes on resolution

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For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer

[Home](#)[Validate](#)**Resolution (6)**

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

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

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		38672650	98.8847	38672650	0	100.0000	0.0000
	Poll	39108850	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	39108850	38672650	98.8847	38672650	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1021772	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1021772	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		401469	1.2846	401469	0	100.0000	0.0000
	Poll	31251973	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	31251973	401469	1.2846	401469	0	100.0000	0.0000
	Total	71382595	39074119	54.7390	39074119	0	100.0000	0.0000

Whether resolution is Pass or Not.

Yes

Disclosure of notes on resolution

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For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer