

**9<sup>th</sup> August, 2023**

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

**Sub: Intimation of 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, please find enclosed herewith Voting Results as per aforesaid regulation and the report of the Scrutinizer dated 7<sup>th</sup> August 2023.

The aforesaid information is also hosted on the website of the Company viz [www.verandalearning.com](http://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. Anantharamakrishnan  
Company Secretary & Compliance Officer  
M. No- ACS- 7187**

✉ [contact@verandalearning.com](mailto:contact@verandalearning.com)

🌐 [www.verandalearning.com](http://www.verandalearning.com)

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

CIN: L74999TN2018PLC125880



**CONSOLIDATED REPORT OF THE SCRUTINIZER**

*(Pursuant to Section 108 of the Companies Act, 2013) and Rule 21(2) 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 Old No. 54, New No. 34,  
Thirumalai Pillai Road, T. Nagar  
Chennai - 600 017

**1/2023-2024 EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS  
OF VERANDA LEARNING SOLUTIONS LIMITED HELD ON MONDAY, 07<sup>TH</sup>  
AUGUST, 2023 AT 11.00 AM AT OLD NO 54, NEW NO 34, THIRUMALAI PILLAI  
ROAD, T. NAGAR CHENNAI 600017 THROUGH VIDEO - CONFERENCING ("VC")/  
OTHER AUDIO-VISUAL MEANS ("OAVM")**

I, **CS K SRIDHAR**, 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 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 21(1) and Rule 21(2) 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 14<sup>th</sup> July 2023 of the EGM held on 07<sup>th</sup> August, 2023.

The management of the Company is responsible to ensure 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 will be entitled to vote on the resolution placed for approval of the shareholders was on 28<sup>th</sup> July, 2023, as per the EGM notice issued by the company.





3. As prescribed in the Rules, the e-voting facility was kept open for three days from Friday, 04<sup>th</sup> August, 2023 (9:00 AM IST) till Sunday, 06<sup>th</sup> August, 2023 (05.00 PM IST).
4. As on the cut-off date i.e. 28th July, 2023, there were 11,879 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 Monday, 07<sup>th</sup> August, 2023, at 11:30 AM 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 favor 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 A SPECIAL RESOLUTION**

**To consider and approve to offer, issue and allot Equity Shares on Preferential basis for consideration other than cash**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through Postal Ballot	Through e-voting	Through Postal Ballot	Through e-voting	Through Postal Ballot	Through e-voting
Number of Members voted	-	63	-	-	-	-
Number of Votes Cast by Members	-	3,87,50,429	-	-	-	-
% of total number of valid votes cast	-	100%	-	-	-	-

**CONSOLIDATED RESULT ON VOTING ITEM NO: 1**

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Item no. 1, as set out in the Notice of the EGM, is passed in favour of the resolution with requisite majority.





**ITEM NO. 2: AS A SPECIAL RESOLUTION**

**To alter the Object Clause of the Memorandum of Association of the Company**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through Postal Ballot	Through e-voting	Through Postal Ballot	Through e-voting	Through Postal Ballot	Through e-voting
Number of Members voted	-	63	-	-	-	-
Number of Votes Cast by Members	-	3,87,50,429	-	-	-	-
% of total number of valid votes cast	-	100%	-	-	-	-

**CONSOLIDATED RESULT ON VOTING ITEM NO: 2**

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Item no. 2 as set out in the Notice of the EGM, is passed in favour of the resolution with requisite majority.

**ITEM NO. 3: AS AN ORDINARY RESOLUTION**

**Approval of Material-Related Party Transactions**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through Postal Ballot	Through e-voting	Through Postal Ballot	Through e-voting	Through Postal Ballot	Through e-voting
Number of Members voted	-	51	-	-	-	-
Number of Votes Cast by Members	-	21,25,529	-	-	-	-
% of total number of valid votes cast	-	100%	-	-	-	-





**CONSOLIDATED RESULT ON VOTING ITEM NO: 3**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.3, as set out in the Notice of the EGM, is passed in favour of the resolution with requisite majority.

8. Based on the voting reported in the above table, all the resolutions are 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: 07/08/2023**

**CS K Sridhar  
Company Secretary  
Membership No.: F9939  
C.P. No: 12060  
UDIN: F009939E000756476  
FRN: S2015TN300300  
PR No.: 3233/2023**

[Home](#)[Validate](#)[Import XML](#)

### General information about company

Scrip code	543514
NSE Symbol	VERANDA
MSEI Symbol	NA
ISIN	INEOIQ001011
Name of the company	Veranda Learning Solutions Ltd
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	07-08-2023
Start time of the meeting	11:00 PM
End time of the meeting	11:27 PM

[Prev](#)[Next](#)

For Veranda Learning Solutions Limited

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Company Secretary and Compliance Officer

[Home](#)[Validate](#)

### Scrutinizer Details

Name of the Scrutinizer	K.Sridhar
Firms Name	K.Sridhar & Co
Qualification	CS
Membership Number	9939
Date of Board Meeting in which appointed	14-07-2023
Date of Issuance of Report to the company	07-08-2023

[Prev](#)[Next](#)

For Veranda Learning Solutions Limited

  
Company Secretary and Compliance Officer

[Home](#)[Validate](#)

Voting results	
Record date	28-07-2023
Total number of shareholders on record date	11879
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	4
b) Public	34
<b>No. of resolution passed in the meeting</b>	<b>3</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

[Prev](#)

For Veranda Learning Solutions Limited

A handwritten signature in blue ink, appearing to be "M. K. Srinivasan".

Company Secretary and Compliance Officer



Home

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve to offer, issue and allot Equity Shares on Preferential Basis for Consideration other than Cash.				
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		36624900	99.0708	36624900	0	100.0000	0.0000
	Poll	36968400	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	36968400	36624900	99.0708	36624900	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1808235	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1808235	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		2125529	9.3244	2125529	0	100.0000	0.0000
	Poll	22795416	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	22795416	2125529	9.3244	2125529	0	100.0000	0.0000
<b>Total</b>		61572051	38750429	62.9351	38750429	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



For Veranda Learning Solutions Limited

Company Secretary and Compliance Officer

Home

Validate

Resolution (2)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					To alter the Object Clause Of the Memorandum Of Association 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		36624900	99.0708	36624900	0	100.0000	0.0000
	Poll	36968400	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	36968400	36624900	99.0708	36624900	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1808235	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1808235	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		2125529	9.3244	2125529	0	100.0000	0.0000
	Poll	22795416	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	22795416	2125529	9.3244	2125529	0	100.0000	0.0000
<b>Total</b>		61572051	38750429	62.9351	38750429	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							No	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



For Veranda Learning Solutions Limited

*(Handwritten Signature)*

Company Secretary and Compliance Officer

Home

Validate

Resolution (3)								
Resolution required: (Ordinary / Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					Yes			
Description of resolution considered					Approval Of Material Related Party Transactions			
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		0	0.0000	0	0	0	0
	Poll	36968400	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	36968400	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1808235	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1808235	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		2125529	9.3244	2125529	0	100.0000	0.0000
	Poll	22795416	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	22795416	2125529	9.3244	2125529	0	100.0000	0.0000
<b>Total</b>		61572051	2125529	3.4521	2125529	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



For Veranda Learning Solutions Limited

*M. Nagarajan*

Company Secretary and Compliance Officer