

24th February 2023

To The Secretary BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 543514	To The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1, G Block, Bandra-Kurla Complex, <u>Bandra (East), Mumbai – 400 051</u> Scrip Code: VERANDA
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Dear Sir/Madam,

Sub: Submission of Voting Results along with Consolidated Scrutinizer Report of Postal ballot

Pursuant to Regulation 30, 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Notice of Postal Ballot dated January 23, 2023 to approve the following item, we are submitting herewith the voting results of the Postal Ballot conducted through remote e-voting together with the Scrutinizer's Report issued by Mr. K Sridhar, Practicing Company Secretaries (M No: FCS 9939) (CP No: 12060) the Scrutinizer. The remote e-voting process concluded on Thursday, February 23, 2023, at 5:00 p.m. (IST), post which the Scrutinizer has submitted his report on the result of the Postal Ballot.

Item No.1

Sl No	Businesses to be transacted through Postal Ballot	Resolution Type
1.	To appoint Mr. Varun Bajpai (DIN: 00058339) as a Non-Executive Independent Director of the company	Special

We hereby inform that the Members of the Company have duly passed the Special Resolution with requisite majority.

The same has been made available on the Company's Website at www.verandalearning.com.

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

Thanks & regards,
For Veranda Learning Solutions Limited

M Anantharamkrishnan
Company Secretary & Compliance Officer



CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 110 and 108 of the Companies Act, 2013) and Rule 20(4) and 22(5) of the Companies (Management and Administration) Rules, 2014)

To,
VERANDA LEARNING SOLUTIONS LIMITED
Having Registered Office at: Old No 54, New No 34, Thirumalai Road,
T. Nagar Chennai 600017.

REPORT ON POSTAL BALLOT VOTING AND ELECTRONIC VOTING OF VERANDA LEARNING SOLUTIONS LIMITED

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 Postal Ballot and through e-voting as mentioned in the Postal Ballot Notice issued by the Company and also placed on the Company's website pursuant to Section 110 read with section 108 of the Companies Act, 2013 (the Act) read with and Rule 20(4) and Rule 22(5) 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 Postal Ballot Notice dated 23rd January 2023.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting by Postal Ballot and e-voting for the resolution contained in the Notice. My responsibility as a scrutinizer is restricted to ensure that the voting process through Postal Ballot and 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 Kfin Technologies Limited ("KFIN") 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 13th January, 2023 as per Postal Ballot notice issued by the company.
3. As prescribed in the Rules, the postal ballot and e-voting facility was kept open for thirty days from Wednesday, 25th January, 2023 (9:00 AM IST) till Thursday 23rd February, 2023 (05.00 PM IST).





4. As on the cut-off date i.e. 13th January, 2023, there were 11,781 Shareholders as per the BENPOS Report issued by the RTA, i.e., M/s. KFIN Technologies Limited.
5. KFIN, 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, 23rd February, 2023 at 5.30 PM, the votes cast through e-voting were unblocked by me on the Kfin e-voting portal.
7. As on, end of working hours of 23rd February, 2023, I have not received any Physical postal ballots from the shareholders of the Company.
8. The total votes cast in favor or against all the resolutions proposed in the Postal Ballot Notice are as under:

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

ITEM NO. 1: AS A SPECIAL RESOLUTION

Appointment of Mr. Varun Bajpai (DIN: 00058339) as a Non Executive Independent Director

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	0	48	0	3	-	-
Number of Votes Cast by Members	0	3,64,68,978	0	452	-	-
% of total number of valid votes cast	0	99.99%	0	0.01%	-	-

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 is passed in favour of the resolution with requisite majority.

9. The said report is based on relevant records including documents and information made available to me by Kfin E-Voting platform and by the Company through electronic medium.





K SRIDHAR & Co
Company Secretaries

44/38, Veerabadran Street, 2nd Floor,
Nungambakkam, Chennai - 600034.
Tel: 044 - 2825 4525
E-mail: sridhark@akshayacs.com

10. I am herewith handing over all the records and other paper / documents relating to the postal ballot and e-voting for safe custody to the Company.

Thanking You,

Place: Chennai
Date: 24/02/2023

For K Sridhar & Co.,
Company Secretaries



CS K Sridhar
Company Secretary
Membership No.: F9939
C.P. No: 12060
UDIN: F009939D003195583

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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 Ltd
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	23-02-2023
Start time of the meeting	
End time of the meeting	

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For Veranda Learning Solutions Limited

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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	21-01-2023
Date of Issuance of Report to the company	24-02-2023

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A handwritten signature in blue ink, appearing to read "M. Sridhar".

Company Secretary and Compliance Officer

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Voting results	
Record date	13-01-2023
Total number of shareholders on record date	11781
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	Add Notes

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A handwritten signature in blue ink, appearing to be "R. N. Srinivasan".

Company Secretary and Compliance Officer

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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				Appointment of Mr. Varun Bajpai (DIN: 00058339) as a Non Executive Independent Director				
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	36740900	36397400	99.0651	36397400	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		36740900	36397400	99.0651	36397400	0	100.0000
Public- Institutions	E-Voting	2514965	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2514965	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	22316186	72030	0.3228	71578	452	99.3725	0.6275
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		22316186	72030	0.3228	71578	452	99.3725
Total	Total	61572051	36469430	59.2305	36468978	452	99.9988	0.0012
Whether resolution is Pass or Not.							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