

01<sup>st</sup> October, 2022

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

**Dear Sir/Madam,**

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and 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 01st October 2022.

The aforesaid information is also hosted on the website of the Company viz [www.verandalearning.com](http://www.verandalearning.com).

Request you to kindly take the same on record.

**Thanking you,**

**For Veranda Learning Solutions Limited**

**M. Anantharamakrishnan**  
**Company Secretary & Compliance Officer**

✉ [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: U74999TN2018PLC125880



**BHARATHI .J**  
COMPANY SECRETARY

13/88 AVM AVENUE 4<sup>th</sup> STREET,  
VIRUGAMBAKKAM, CHENNAI – 600092.  
☎ : 9884 222316  
✉ : csbharathij@gmail.com

**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 04<sup>th</sup> Annual General Meeting of  
**VERANDA LEARNING SOLUTIONS LIMITED**  
Having Registered Office at: Old No 54, New No 34, Thirumalai Pillai Road,  
T. Nagar, Chennai 600017.

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF VERANDA  
LEARNING SOLUTIONS LIMITED HELD ON FRIDAY, 30<sup>th</sup> SEPTEMBER, 2022 AT  
11.00 AM AT Old No. 54, New No. 34, Thirumalai Pillai Road, T. Nagar, Chennai -  
600017 (through Video Conferencing \ Other Audio Video Means).**

I, **CS BHARATHI J**, Practicing Company Secretary, was appointed as Scrutinizer by the Board of Directors of M/s. VERANDA LEARNING SOLUTIONS LIMITED (U74999TN2018PLC125880) ("the Company") for the purpose of scrutinizing the voting by remote e-voting (including e-voting at the venue of the meeting) at the Company's Annual General Meeting (AGM) held on 30<sup>th</sup> September, 2022 at the venue mentioned above 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 08<sup>th</sup> September, 2022 of the AGM held on 30<sup>th</sup> September, 2022.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting by remote e-voting at the AGM for the resolutions contained in the Notice of the AGM. My responsibility as a scrutinizer is restricted to ensure that the voting process through remote e-voting at the AGM 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") a 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 22<sup>nd</sup> September, 2022 as per AGM notice issued by the company.
3. As prescribed in the Rules, remote e-voting facility was kept open for Three days from Tuesday, 27<sup>th</sup> September, 2022 (9:00 AM) (IST) till Thursday, 29<sup>th</sup> September, 2022 (05.00 PM) (IST) preceding the date of the AGM.
4. As on the cut-off date i.e 22<sup>nd</sup> September, 2022, there were 12,459 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 Friday, 30<sup>th</sup> September, 2022 at 11.58 PM after conclusion of the AGM, the votes cast through electronic means (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 Notice of the AGM are as under:

**CONSOLIDATED REPORT ON RESULT OF VOTING, THROUGH ELECTRONIC MEANS:**

**ITEM NO. 1: AS AN ORDINARY RESOLUTION**

To Receive, Consider and Adopt the Audited Standalone and Consolidated Financial Statements of the Company, Report of the Board of Directors and Auditors Report thereon for the Financial Year Ended March 31, 2022





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 remote e-voting	Through remote e-voting
Number of Members voted	-	65	-	-	-	-
Number of Votes Cast by Members	-	3,67,03,885	-	-	-	-
% of total number of valid votes cast	-	100%	-	-	-	-

**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 AGM was passed unanimously.

**ITEM NO.2: AS AN ORDINARY RESOLUTION**

Mr. Kalpathi S Ganesh, Director (DIN: 00526451), who retires by rotation and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company to liable to retire by rotation

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 remote e-voting	Through remote e-voting
Number of Members voted	-	65	-	-	-	-
Number of Votes Cast by Members	-	3,67,03,885	-	-	-	-
% of total number of valid votes cast	-	100%	-	-	-	-







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

I report that the Ordinary Resolution with regard to Item No.2, as set out in the Notice of the AGM was passed unanimously.

### **ITEM NO. 3: AS A SPECIAL RESOLUTION**

To grant of employee stock options to the employees of associate company(ies) of the Company under Veranda learning solutions Limited- employee stock option plan 2022.

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 remote e-voting	Through remote e-voting
Number of Members voted	-	65	-	-	-	-
Number of Votes Cast by Members	-	3,67,03,885	-	-	-	-
% of total number of valid votes cast	-	100%	-	-	-	-

### **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 AGM was passed unanimously.

8. Based on the voting reported in the above table, all resolutions are passed with requisite majority, I request the Chairman of the AGM to announce the results accordingly.





**BHARATHI .J**  
COMPANY SECRETARY

13/88 AVM AVENUE 4<sup>th</sup> STREET,  
VIRUGAMBAKKAM, CHENNAI – 600092.

☎ : 9884 222316

✉ : csbharathij@gmail.com

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

Thanking You,

**BHARATHI J**  
**Mem No. A66474**  
**CP No. 24897**



**Date: 01<sup>st</sup> October, 2022**  
**Place: Chennai**  
**UDIN: A066474D001113289**

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### General information about company

Scrip code	543514
NSE Symbol	VERANDA
MSEI Symbol	NA
ISIN	INE01Q001011
Name of the company	Veranda Learning Solutions Ltd
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2022
Start time of the meeting	11:00 AM
End time of the meeting	11:50 AM

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For Veranda Learning Solutions Limited

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

Company Secretary and Compliance Officer

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### Scrutinizer Details

Name of the Scrutinizer	J.BHARATHI
Firms Name	J.BHARATHI
Qualification	CS
Membership Number	66474
Date of Board Meeting in which appointed	08-09-2022
Date of Issuance of Report to the company	01-10-2022

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For Veranda Learning Solutions Limited

*[Handwritten Signature]*  
Company Secretary and Compliance Officer



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## Voting results

Record date	22-09-2022
Total number of shareholders on record date	12459
<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	26
<b>No. of resolution passed in the meeting</b>	<b>3</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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For Veranda Learning Solutions Limited

  
Company Secretary and Compliance Officer

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Resolution required: (Ordinary / Special)		Description of resolution considered		Whether resolution is Pass or Not.		Add Notes		
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
		Resolution required: (Ordinary / Special) Ordinary No To Receive, Consider and Adopt the Audited Standalone and Consolidated Financial Statements of the Company, Report of the Board of Directors and Auditors Report thereon for the Financial Year Ended March 31, 2022						
Promoter and Promoter Group	E-Voting		36497400	99.3373	36497400	0	100.0000	0.0000
	Poll	36740900	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>36740900</b>	<b>36497400</b>	<b>99.3373</b>	<b>36497400</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	2845358	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>2845358</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		206485	1.2754	206485	0	100.0000	0.0000
	Poll	16189261	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>16189261</b>	<b>206485</b>	<b>1.2754</b>	<b>206485</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
	<b>Total</b>	<b>55775519</b>	<b>36703885</b>	<b>65.8064</b>	<b>36703885</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
		Disclosure of notes on resolution Yes						

\* this fields are optional

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



For Veranda Learning Solutions Limited

Company Secretary and Compliance Officer

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**Resolution (2)**

Resolution required: (Ordinary / Special)		Description of resolution considered		Mr. Kalpathi S Ganesn, Director (UIN: UDS28451), who retires by rotation and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company to liable to retire by rotation						
Whether promoter/promoter group are interested in the agenda/resolution?		No		Ordinary						
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		36497400	99.3373	36497400	0	100.0000	0.0000		
	Poll	36740900	0	0.0000	0	0	0	0		
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0		
	<b>Total</b>	<b>36740900</b>	<b>36497400</b>	<b>99.3373</b>	<b>36497400</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public- Institutions	E-Voting		0	0.0000	0	0	0	0		
	Poll	2845358	0	0.0000	0	0	0	0		
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0		
	<b>Total</b>	<b>2845358</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>		
Public- Non Institutions	E-Voting		206485	1.2754	206485	0	100.0000	0.0000		
	Poll	16189261	0	0.0000	0	0	0	0		
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0		
	<b>Total</b>	<b>16189261</b>	<b>206485</b>	<b>1.2754</b>	<b>206485</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
	<b>Total</b>	<b>5575519</b>	<b>36703885</b>	<b>65.8064</b>	<b>36703885</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
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 Institutions	
Public - Non Institutions	



For Veranda Learning Solutions Limited

*[Signature]*

Company Secretary and Compliance Officer



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**Resolution (3)**

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To grant of employee stock options to the employees of associate company(ies) of the Company under Veranda Learning solutions Limited- employee stock option plan 2022.						
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		36497400	99.3373	36497400	0	100.0000	0.0000
	Poll	36740900	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>36740900</b>	<b>36497400</b>	<b>99.3373</b>	<b>36497400</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	2845358	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>2845358</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		206485	1.2754	206485	0	100.0000	0.0000
	Poll	16189261	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>16189261</b>	<b>206485</b>	<b>1.2754</b>	<b>206485</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
	<b>Total</b>	<b>5575519</b>	<b>36703885</b>	<b>65.8064</b>	<b>36703885</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
		<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 Institutions	
Public - Non Institutions	



For Veranda Learning Solutions Limited

*[Signature]*

Company Secretary and Compliance Officer