



VERANDA LEARNING SOLUTIONS LIMITED

CIN: L74999TN2018PLC125880

Registered Office: Old No 54, New No 34, Thirumalai Pillai Road, T. Nagar,
Chennai – 600017, Tamil Nadu, India.

Website: www.verandalearning.com; **Tel No.:** +91 44 42967777,

Email: anantharamakrishnan.m@verandalearning.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

1.Name and Address of Member : S.No.

2. Name(s) of joint holders, if any:

**3. Registered folio No./ DP Id :
No./ Client Id No.***

***(Applicable to Members holding
shares in dematerialised form)**

4. Number of equity shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution, as applicable, to be passed through postal ballot for the special business stated in the Notice of Postal Ballot of the Company dated January 23, 2023, by conveying my/our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:

Item No.	Description of the Resolution	No. of Equity shares	I/We assent to the Resolution (FOR) Please tick (✓)	I/We dissent to the Resolution (AGAINST) Please tick (✓)
1.	Special Resolution: Appointment of Mr. Varun Bajpai (DIN: 00058339) as a Non-Executive Independent Director			

Place:

Date:

Signature of the Member

Note:

1. Please read the instructions printed overleaf before filling the form and for e-Voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. Last date for receipt of physical Postal Ballot Forms by Scrutinizer or casting vote through remote e-Voting is 5:00 p.m. (IST) on Thursday, February 23, 2023. All Postal Ballot Forms received after this period will be treated as if reply from such Member(s) has not been received.

INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it through courier or registered post or speed post to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours, i.e., 5:00 p.m. (IST) on Thursday, February 23, 2023. Postage will be borne and paid by the Company.
2. Alternatively, a Member may vote through electronic mode as per the instructions for e-Voting provided in the 'Notes' to the Postal Ballot Notice sent herewith. If votes are cast by same Member through physical ballot form as well as through e-Voting, then vote casted only through e-Voting shall be taken as valid.
3. The Postal Ballot Form through courier or registered post or speed post shall be sent to the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark (✓) in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark (✓) in the column, 'I dissent to the resolution'.
6. The Scrutinizer's decision on the validity of postal ballot form shall be final. Few of the grounds where votes of Members will be considered invalid are as follows:
 - a) if the Postal Ballot Form has not been signed by or on behalf of the Member;
 - b) if the Member's signature does not match with specimen signature available with the Company;
 - c) if the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - d) if the Postal Ballot Form is incomplete or incorrectly filled;

- e) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
- f) if the form other than the one issued by the Company is used;

7. There will be only one Postal Ballot Form for every folio/demat account irrespective of the number of joint holder(s).

8. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / Authority Letter attested specimen signatures, etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney / Authority Letter, along with attested specimen signatures, should be mailed to the Scrutinizer at sridhark@akshayacs.com with a copy marked to evoting@kfintech.com.

9. Members are requested NOT to send any other paper along with the Postal Ballot Form to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.

10. A Member need not use all the votes or cast all the votes in same manner.

11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the cut-off date, i.e. Friday, January 13, 2023.

12. The Scrutinizer's decision on the validity of the postal ballot form shall be final. Unsigned, incomplete or incorrect Postal Ballot Forms will be rejected.

13. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right as on the cut-off date should treat the Notice for information purpose only.