

15th April 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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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) 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 15th April 2024.

The aforesaid information is also hosted on the website of the Company viz 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. Anantharamkrishnan
Company Secretary & Compliance Officer
M. No- ACS- 7187**



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 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

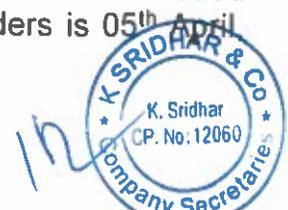
**EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
VERANDA LEARNING SOLUTIONS LIMITED HELD ON MONDAY, 15TH APRIL,
2024 AT 11.00 AM AT OLD NO 54, NEW NO 34, THIRUMALAI PILLAI ROAD, T.
NAGAR CHENNAI 600017 THROUGH VIDEO - CONFERENCING ("VC")/OTHER
AUDIO-VISUAL MEANS ("OAVM")**

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 21st March 2024 of the EGM held on 15th April 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 resolutions placed for approval of the shareholders is 05th April 2024, 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, 12th April, 2024 (9:00 AM IST) till Sunday, 14th April, 2024 (05.00 PM IST).
4. As on the cut-off date i.e. 05th April, 2024, there were 12,816 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, 15th April, 2023, at 11:38 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 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

"To consider and approve the Material Related Party Transaction(s) between the Company, the Company subsidiaries and the Company step-down subsidiaries for issuance of guarantees and/or creation of security / encumbrance, to secure the senior, unlisted, redeemable, non-convertible debentures ('Debentures') to be issued by the Company, Veranda Race Learning Solutions Private Limited ('Race') and Veranda XL Learning Solutions Private Limited ('Veranda XL')"

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	-	44	-	1	-	-
Number of Votes Cast by Members	-	379421	-	44	-	-
% of total number of valid votes cast	-	99.99	-	0.01	-	-



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

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.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 Consider and approve to dispose of the shares/control held in the present or future material subsidiaries 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	-	59	-	1	-	-
Number of Votes Cast by Members	-	37152071	-	44	-	-
% of total number of valid votes cast	-	99.99	-	0.01	-	-

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 A SPECIAL RESOLUTION

To Consider and approve to sale, disposal, leasing of assets exceeding 20% of the assets held in the present or future material subsidiaries 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	-	60	-	-	-	-





K SRIDHAR & Co

Company Secretaries

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Tel: 044 - 2825 4525

E-mail: cs.ksridhar@outlook.com

Number of Votes Cast by Members	-	37152115	-	-	-	-
% of total number of valid votes cast	-	100	-	-	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 3

As all votes are cast in favour of the resolution, 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 AN ORDINARY RESOLUTION

To Consider and approve material related party transactions between veranda XL Learning Solutions Private Limited (Lender) and Veranda Administrative Learning Solutions Private Limited (Borrower)

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	-	45	-	-	-	-
Number of Votes Cast by Members	-	379465	-	-	-	-
% of total number of valid votes cast	-	100	-	-	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

As all votes are cast in favour of the resolution, I report that the Ordinary 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

To approve Creation of Security, furnishing guarantee, and to grant loan to any person in whom the director of the Company is interested pursuant to Section 185 of the Companies Act 2013.

Voting	Voted in favour of the resolution	Voted against the resolution	Votes invalid
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K SRIDHAR & Co

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	Through Postal Ballot	Through e-voting	Through Postal Ballot	Through e-voting	Through Postal Ballot	Through e-voting
Number of Members voted	-	56	-	2	-	-
Number of Votes Cast by Members	-	37149436	-	104	-	-
% of total number of valid votes cast	-	99.99	-	0.01	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 5

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. 5 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,

Place: Chennai
Date: 15/04/2024

For K Sridhar & Co.,
Company Secretaries



CS K Sridhar
Company Secretary
Membership No.: F9939
C.P. No: 12060
UDIN: F009939F000122183
FRN: S2015TN300300
PR No.: 3233/2023

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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	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	15-04-2024
Start time of the meeting	11:00 AM
End time of the meeting	11:30 AM

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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	9939
Date of Board Meeting in which appointed	21-03-2024
Date of Issuance of Report to the company	15-04-2024

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For Veranda Learning Solutions Limited
[Signature]
Company Secretary and Compliance Officer

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Voting results	
Record date	05-04-2024
Total number of shareholders on record date	12816
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	7
b) Public	36
No. of resolution passed in the meeting	5
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?				Yes				
Description of resolution considered				To consider and approve the material related party transaction(s) between the Company, the Company's subsidiaries and the Company's step-down subsidiaries for issuance of guarantees and/or creation of security/encumbrance to secure the senior unlisted redeemable non-				
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	37113150	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	37113150	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1657417	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1657417	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		379465	1.2471	379421	44	99.9884	0.0116
	Poll	30426979	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	30426979	379465	1.2471	379421	44	99.9884	0.0116
Total		69197546	379465	0.5484	379421	44	99.9884	0.0116
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

 Company Secretary and Compliance Officer

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Resolution (2)								
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 dispose of the shares/control held in the present or future material subsidiaries 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	37113150	36772650	99.0825	36772650	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		36772650	99.0825	36772650	0	100.0000	0.0000
Public-Institutions	E-Voting	1657417	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		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	30426979	379465	1.2471	379421	44	99.9884	0.0116
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		379465	1.2471	379421	44	99.9884	0.0116
Total		69197546	37152115	53.6899	37152071	44	99.9999	0.0001
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

[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 consider and approve to sale, disposal, leasing of assets exceeding 20% of the assets held in the present or future material subsidiaries 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	37113150	36772650	99.0825	36772650	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		37113150	36772650	99.0825	36772650	0	100.0000
Public-Institutions	E-Voting	1657417	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		1657417	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	30426979	379465	1.2471	379465	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		30426979	379465	1.2471	379465	0	100.0000
Total		69197546	37152115	53.6899	37152115	0	100.0000	0.0000
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

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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider and approve material related party transaction between veranda XL Learning Solutions Private Limited (Lender) and Veranda Administrative Learning Solutions Private Limited (Borrower)				
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	37113150	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	37113150	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1657417	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1657417	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		379465	1.2471	379465	0	100.0000	0.0000
	Poll	30426979	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	30426979	379465	1.2471	379465	0	100.0000	0.0000
Total		69197546	379465	0.5484	379465	0	100.0000	0.0000
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
Anil Kumar
 Company Secretary and Compliance Officer

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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve creation of security ,furnishing guarantees and to grant loan to any person in whom the director of the Company is interested pursuant to Section 185 of the Companies Act, 2013				
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		36772650	99.0825	36772650	0	100.0000	0.0000
	Poll	37113150	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	37113150	36772650	99.0825	36772650	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1657417	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1657417	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		376890	1.2387	376786	104	99.9724	0.0276
	Poll	30426979	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	30426979	376890	1.2387	376786	104	99.9724	0.0276
Total		69197546	37149540	53.6862	37149436	104	99.9997	0.0003
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

[Signature]
Company Secretary and Compliance Officer