

June 11, 2025

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

**Subject: Disclosure of e-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 and Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration), Rules 2014, we are enclosing herewith the e-Voting Results of the business(es) transacted at the Extraordinary General Meeting ("EGM") held on June 10, 2025 along with the Consolidated Scrutinizer's Report dated June 10, 2025.

The aforesaid information is also hosted on the website of the Company at <https://www.verandalearning.com/web/index.php/general-meeting>

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

**Thanking you,  
For Veranda Learning Solutions Limited**

**S Balasundharam  
Company Secretary & Compliance Officer  
M. No: ACS-11114**

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

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

+91 44 4690 1007

G.R. Complex First floor No.807-  
808, Anna Salai, Nandanam,  
Chennai -600 035

CIN: L74999TN2018PLC125880



10<sup>th</sup> June 2025

**Consolidated Scrutinizer's Report**  
[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the  
Companies (Management and Administration) Rules, 2014, as amended]

To,  
The Chairman /Company Secretary  
Veranda Learning Solutions Limited,  
G.R Complex, First floor, No .807-808, Anna Salai, Nandanam,  
Chennai, Tamil Nadu, India, 600035

Name of the Company	Veranda Learning Solutions Limited
Meeting	Extra-Ordinary General Meeting ("EGM")
Day, Date & Time	Tuesday, 10 <sup>th</sup> June 2025 at 12.00 Noon (IST)
Deemed Venue	Registered Office G.R Complex, First floor, No .807-808, Anna Salai, Nandanam, Chennai 600035
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ('OAVM')



**1. Appointment as Scrutinizer**

I, S Sandeep, Managing Partner of M/s. Sandeep & Associates, Company Secretaries having office at Flat no. 10, Second floor, Sucons Padmalaya, No. 5 Venkatnarayana Road, T Nagar, Chennai - 600017, have been appointed as the Scrutinizer by the Board of Directors of Veranda Learning Solutions Limited (the "**Company**") vide resolution dated May 17, 2025 for the purpose of scrutinizing the e-Voting process at the EGM, pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014;

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder relating to e-Voting on the resolution(s) contained in the notice of the EGM of the Company. My responsibility as a Scrutinizer for the e-Voting process for EGM is restricted to make a Scrutinizer's Report of the votes cast "in favor" or "against" the resolution(s), based on the reports generated from the e-Voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency engaged to provide the facilities of remote e-Voting and e-Voting at the EGM.

**2. Dispatch of Notice convening the EGM**

2.1. In accordance with the guidelines issued by the Ministry of Corporate Affairs ("MCA") for holding General Meetings / conduction Postal Ballot process through e-Voting vide General Circulars No 09/2024 dated September 19, 2024 read with Circular No. 09/2023 dated September 25, 2023, read with Circular No.11/2022 dated December 28, 2022 read with Circular No. 02/2022 dated May 05, 2022 read with Circular No. 21/2021 dated December 14, 2021 read with Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020, Circular No.14/2020 dated April 08, 2020 ("relevant Circulars") and in accordance with Regulation 44 of the Securities Exchange Board of India (Listing



**S.SANDEEP & ASSOCIATES**  
COMPANY SECRETARIES

Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations as amended from time to time (including any statutory modifications or re-enactments thereof for the time being in force) the resolutions as set out hereunder were placed for approval of the members by passing the Ordinary and Special Resolutions through remote e-Voting and e-Voting at the EGM.

2.2. Pursuant to the Circulars issued by the Ministry of Corporate Affairs, an advertisement was published on 20<sup>th</sup> May 2025 in 'Financial Express' (English Language) and 'Makkal Kural' (Tamil Language), specifying the details of availability of the notice on Company's website, manner of registration of email ids by the members of the Company (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-Voting, etc.

2.3. The Company hosted the notice of EGM on its website, website of the agency providing the platform for remote e-Voting and e-Voting at the EGM.

2.4. The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Depositories, the dispatch of Notice of EGM was completed by CSDL by E-mail to members who have registered their E-mail IDs with the Company / RTA / Depositories.

**3. Cut-off date**

Voting rights were reckoned as on Tuesday, June 03, 2025, being the cut-off date for the purpose of deciding the entitlements of members of the Company for remote e-Voting as set out in the Notice of the EGM dated 10<sup>th</sup> June 2025.

**4. Remote e-Voting process**

**4.1. Agency**

The Company has appointed CSDL as the agency for providing the platform for remote e-Voting and e-Voting.

**4.2. Voting period**

The Remote e-Voting period commenced from Saturday, 7<sup>th</sup> June 2025 at 09:00 A.M.(IST) and ended on Monday, 9<sup>th</sup> June 2025 at 05:00 P.M.(IST) and for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the EGM, after closure of period of remote e-Voting, I referred the list providing details relating to Members who have cast their votes through remote e-Voting, such as their names, folios, DP / Client Ids, number of shares held by them.

On the day of the EGM, Company conducted e-Voting for those members, who could not participate in the remote e-Voting to cast their votes. The members of the Company were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-Voting platform provided by CSDL.








**S.SANDEEP & ASSOCIATES**  
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**5. Counting Process**

5.1. On completion of the remote e-Voting on Monday, 9<sup>th</sup> June 2025 at 05:00 P.M.(IST) and upon conclusion of the e-Voting at the EGM on Tuesday, 10<sup>th</sup> June 2025, I unblocked the results of the remote e-Voting on the CSDL e-Voting platform on 10<sup>th</sup> June 2025 at 12:48 P.M. and downloaded the results in the presence of two witnesses, namely Mr. Srihari G S and Mr. Vikram D, who were not in employment of the company, who have signed below in confirmation of the votes being unblocked in their presence.

  
.....  
(SRI HARI)

  
.....  
(VIKRAM .D)

5.2. I have scrutinized and reviewed the remote e-Voting and e-Voting at the EGM and votes cast therein based on the data downloaded from the CSDL e-Voting system.

**6. Results**

The details containing *inter alia*, list of members of the Company who have voted "for" and "against" the resolution(s) that were put to vote, were generated from the e-Voting website of the CSDL i.e. [www.evotingindia.com](http://www.evotingindia.com) and based on such reports generated, the result of the e-Voting with respect to each item on the agenda as set out in the Notice of the EGM is given below:

**Item No. 1:**

**To increase the authorized share capital of the Company and consequently alter the capital clause of the Memorandum of Association of the Company**

(i) Voted in **favour** of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes cast (Shares) – e-Voting at the EGM	Total number of votes cast	% of total number of valid votes cast
57	4,55,65,413	4	4	4,55,65,417	100.00

(ii) Voted **against** the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes cast (Shares) – e-Voting at the EGM	Total number of votes cast	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Nil







**S.SANDEEP & ASSOCIATES**  
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(iii) Invalid Votes:

Number of members voted in remote e-voting	Number of invalid votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of invalid votes cast (Shares) – e-Voting at the EGM	Total number of invalid votes cast
Nil	Nil	Nil	Nil	Nil

(iv) Votes Abstained:

Number of members abstained in remote e-voting	Number of votes abstained (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes abstained (Shares) – e-Voting at the EGM	Total number of votes abstained
Nil	Nil	Nil	Nil	Nil

**RESULT**

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 with requisite majority.

**Item No. 2:**

**To Approve the Issuance of Equity Shares for Consideration other than Cash on Preferential Basis (Veranda Administrative Learning Solutions Private Limited)**

(i) Voted in favour of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes cast (Shares) – e-Voting at the EGM	Total number of votes cast	% of total number of valid votes cast
57	4,55,65,413	4	4	4,55,65,417	100

(ii) Voted against the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes cast (Shares) – e-Voting at the EGM	Total number of votes cast	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Nil





**S.SANDEEP & ASSOCIATES**  
COMPANY SECRETARIES

(iii) Invalid Votes:

Number of members voted in remote e-voting	Number of invalid votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of invalid votes cast (Shares) – e-Voting at the EGM	Total number of invalid votes cast
Nil	Nil	Nil	Nil	Nil

(iv) Votes Abstained:

Number of members abstained in remote e-voting	Number of votes abstained (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes abstained (Shares) – e-Voting at the EGM	Total number of votes abstained
Nil	Nil	Nil	Nil	Nil

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of the votes cast against the resolution, I report that the Special Resolution with regard to Item no. 2 as set out in the Notice of the EGM is passed with requisite majority.

**Item No. 3:**

**To Approve the Issuance of Equity Shares for Consideration other than Cash on Preferential Basis (BB Publication Private Limited)**

(i) Voted in **favour** of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes cast (Shares) – e-Voting at the EGM	Total number of votes cast	% of total number of valid votes cast
57	4,55,65,413	4	4	4,55,65,417	100

(ii) Voted **against** the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes cast (Shares) – e-Voting at the EGM	Total number of votes cast	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Nil





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(iii) Invalid Votes:

Number of members voted in remote e-voting	Number of invalid votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of invalid votes cast (Shares) – e-Voting at the EGM	Total number of invalid votes cast
Nil	Nil	Nil	Nil	Nil

(iv) Votes Abstained:

Number of members abstained in remote e-voting	Number of votes abstained (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes abstained (Shares) – e-Voting at the EGM	Total number of votes abstained
Nil	Nil	Nil	Nil	Nil

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of the votes cast against 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 with requisite majority.

**Item No. 4:**

**Approval for Raising of Funds upto INR 500 Crores by Issue of Equity Shares to Qualified Institutional Buyers through Qualified Institutions Placement (QIP)**

(i) Voted in **favour** of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes cast (Shares) – e-Voting at the EGM	Total number of votes cast	% of total number of valid votes cast
57	4,55,65,413	4	4	4,55,65,417	100

(ii) Voted **against** the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes cast (Shares) – e-Voting at the EGM	Total number of votes cast	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Nil



*[Handwritten signature]*





**S.SANDEEP & ASSOCIATES**  
COMPANY SECRETARIES

(iii) Invalid Votes:

Number of members voted in remote e-voting	Number of invalid votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of invalid votes cast (Shares) – e-Voting at the EGM	Total number of invalid votes cast
Nil	Nil	Nil	Nil	Nil

(iv) Votes Abstained:

Number of members abstained in remote e-voting	Number of votes abstained (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes abstained (Shares) – e-Voting at the EGM	Total number of votes abstained
Nil	Nil	Nil	Nil	Nil

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of the votes cast against the resolution, I report that the Special Resolution with regard to Item no. 4 as set out in the Notice of the EGM is passed with requisite majority.

**Item No. 5:**

**Approval for Providing Loans under Section 185 of the Companies Act, 2013**

(i) Voted in favour of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes cast (Shares) – e-Voting at the EGM	Total number of votes cast	% of total number of valid votes cast
57	4,55,65,413	4	4	4,55,65,417	100

(ii) Voted against the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes cast (Shares) – e-Voting at the EGM	Total number of votes cast	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Nil





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(iii) Invalid Votes:

Number of members voted in remote e-voting	Number of invalid votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of invalid votes cast (Shares) – e-Voting at the EGM	Total number of invalid votes cast
Nil	Nil	Nil	Nil	Nil

(iv) Votes Abstained:

Number of members abstained in remote e-voting	Number of votes abstained (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes abstained (Shares) – e-Voting at the EGM	Total number of votes abstained
Nil	Nil	Nil	Nil	Nil

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of the votes cast against the resolution, I report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the EGM is passed with requisite majority.

**Item No. 6:**

**To Approve Material Related Party Transactions of the Company**

(i) Voted in **favour** of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes cast (Shares) – e-Voting at the EGM	Total number of votes cast	% of total number of valid votes cast
41	65,92,763	4	4	65,92,767	100

(ii) Voted **against** the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes cast (Shares) – e-Voting at the EGM	Total number of votes cast	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Nil





(iii) Invalid Votes:

Number of members voted in remote e-voting	Number of invalid votes cast (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of invalid votes cast (Shares) – e-Voting at the EGM	Total number of invalid votes cast
Nil	Nil	Nil	Nil	Nil

(iv) Votes Abstained:

Number of members abstained in remote e-voting	Number of votes abstained (Shares) – remote e-voting	Number of members voted in e-Voting at the EGM	Number of votes abstained (Shares) – e-Voting at the EGM	Total number of votes abstained
Nil	Nil	Nil	Nil	Nil

**RESULT**

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. 6 as set out in the Notice of the EGM is passed with requisite majority.

**7. Custody of Records**

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Chairman/Company Secretary, for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

Place: Chennai  
Date: 10/06/2025  
UDIN: F005853G000576445  
Peer Review No.: 6526/2025

For S Sandeep and Associates



S Sandeep  
Managing Partner

counter signed

For Veranda Learning Solutions Limited

Company Secretary & Compliance Officer




[Home](#)[Validate](#)**General information about company**

Scrip code	543514
NSE Symbol	VERANDA
MSEI Symbol	NOTLISTED
ISIN	INE01Q001011
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)	10-06-2025
Start time of the meeting	12:00 PM
End time of the meeting	12:25 PM

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For Veranda Learning Solutions Limited



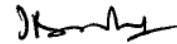
Company Secretary and Compliance Officer

[Home](#)[Validate](#)**Scrutinizer Details**

Name of the Scrutinizer	S Sandeep
Firms Name	S Sandeep & Associates
Qualification	CS
Membership Number	5853
Date of Board Meeting in which appointed	17-05-2025
Date of Issuance of Report to the company	10-06-2025

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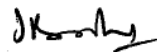
Company Secretary and Compliance Officer

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Voting results	
Record date	03-06-2025
Total number of shareholders on record date	11473
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	8
b) Public	39
No. of resolution passed in the meeting	6
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 (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTLY ALTER THE CAPITAL 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	39107850	38972650	99.6543	38972650	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	39107850	38972650	99.6543	38972650	0	100.0000	0.0000
Public- Institutions	E-Voting	1049256	11023	1.0506	11023	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1049256	11023	1.0506	11023	0	100.0000	0.0000
Public- Non Institutions	E-Voting	34239142	6581744	19.2229	6581744	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	34239142	6581744	19.2229	6581744	0	100.0000	0.0000
Total		74396248	45565417	61.2469	45565417	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For Veranda Learning Solutions Limited



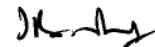
Company Secretary and Compliance Officer

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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 APPROVE THE ISSUANCE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH ON PREFERENTIAL BASIS (VERANDA ADMINISTRATIVE LEARNING SOLUTIONS PRIVATE LIMITED)				
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	39107850	38972650	99.6543	38972650		100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	39107850	38972650	99.6543	38972650	0	100.0000	0.0000
Public- Institutions	E-Voting	1049256	11023	1.0506	11023	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1049256	11023	1.0506	11023	0	100.0000	0.0000
Public- Non Institutions	E-Voting	34239142	6581744	19.2229	6581744	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	34239142	6581744	19.2229	6581744	0	100.0000	0.0000
Total		74396248	45565417	61.2469	45565417	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For Veranda Learning Solutions Limited



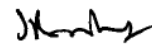
Company Secretary and Compliance Officer

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Validate

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPROVE THE ISSUANCE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH ON PREFERENTIAL BASIS (BB PUBLICATION PRIVATE LIMITED)				
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	39107850	38972650	99.6543	38972650		100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	39107850	38972650	99.6543	38972650	0	100.0000	0.0000
Public-Institutions	E-Voting	1049256	11023	1.0506	11023	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0		0.0000	0.0000
	Total	1049256	11023	1.0506	11023	0	100.0000	0.0000
Public- Non Institutions	E-Voting	34239142	6581744	19.2229	6581744	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	34239142	6581744	19.2229	6581744	0	100.0000	0.0000
Total		74396248	45565417	61.2469	45565417	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer



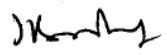
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## Resolution (4)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPROVAL FOR RAISING OF FUNDS UPTO INR 500 CRORES BY ISSUE OF EQUITY SHARES TO QUALIFIED INSTITUTIONAL BUYERS THROUGH QUALIFIED INSTITUTIONS PLACEMENT (QIP)				
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	39107850	38972650	99.6543	38972650	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	39107850	38972650	99.6543	38972650	0	100.0000	0.0000
Public- Institutions	E-Voting	1049256	11023	1.0506	11023	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1049256	11023	1.0506	11023	0	100.0000	0.0000
Public- Non Institutions	E-Voting	34239142	6581744	19.2229	6581744	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	34239142	6581744	19.2229	6581744	0	100.0000	0.0000
Total		74396248	45565417	61.2469	45565417	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For Veranda Learning Solutions Limited

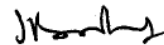
  
 Company Secretary and Compliance Officer

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Validate

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPROVAL FOR PROVIDING LOANS UNDER 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		38972650	99.6543	38972650	0	100.0000	0.0000
	Poll	39107850	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total	39107850	38972650	99.6543	38972650	0	100.0000	0.0000
Public-Institutions	E-Voting		11023	1.0506	11023	0	100.0000	0.0000
	Poll	1049256	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0		0.0000	0.0000
	Total	1049256	11023	1.0506	11023	0	100.0000	0.0000
Public- Non Institutions	E-Voting		6581744	19.2229	6581744	0	100.0000	0.0000
	Poll	34239142	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0		0.0000	0.0000
	Total	34239142	6581744	19.2229	6581744	0	100.0000	0.0000
Total		74396248	45565417	61.2469	45565417	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer

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Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS 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		0	0.0000	0	0	0.0000	0.0000
	Poll	39107850	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	39107850	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		11023	1.0506	11023	0	100.0000	0.0000
	Poll	1049256	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1049256	11023	1.0506	11023	0	100.0000	0.0000
Public- Non Institutions	E-Voting		6581744	19.2229	6581744	0	100.0000	0.0000
	Poll	34239142	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	34239142	6581744	19.2229	6581744	0	100.0000	0.0000
Total		74396248	6592767	8.8617	6592767	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer