

August 26, 2025

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

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 of the Companies (Management and Administration), Rules 2014, we are enclosing herewith the e-Voting Results of the business(s) transacted at the Extraordinary General Meeting ("EGM") held on August 25, 2025 along with the Consolidated Scrutinizer's Report dated August 25, 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

🌐 www.verandalearning.com

+91 44 4690 1007

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

CIN: L74999TN2018PLC125880



25th August 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 – 600035.

Name of the Company	Veranda Learning Solutions Limited
Meeting	Extra-Ordinary General Meeting ("EGM")
Day, Date & Time	Monday, 25 th August 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 July 28, 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.





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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 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 3rd August 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 on 2nd August 2025 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 Monday, 18th August 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 2nd August 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 Friday, 22nd August 2025 at 09:00 A.M.(IST) and ended on Sunday, 24th August 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





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to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-Voting platform provided by CSDL

5. Counting Process

5.1. On completion of the remote e-Voting on Sunday, 24th August 2025 at 05:00 P.M.(IST) and upon conclusion of the e-Voting at the EGM on Monday, 25th August 2025, I unblocked the results of the remote e-Voting on the CSDL e-Voting platform on 25th August 2025 at 01:00 P.M. and downloaded the results in the presence of two witnesses, namely Mr. Santhanakrishnan and Mr. Vikram, who were not in employment of the company, who have signed below in confirmation of the votes being unblocked in their presence.

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 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 approve the issuance of Equity Shares for consideration other than cash on preferential basis (Veranda XL Learning Solutions Private Limited) (Special Resolution)

(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
56	3,99,49,354	9	13	3,99,49,367	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
1	200	Nil	Nil	200	0%





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RESULT

As the number of votes cast in favour of the resolution was more 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 of the EGM is passed with requisite majority.

Item No. 2:

To approve material related party transactions of the company (Ordinary Resolution)

(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
39	11,76,904	8	12	11,76,916	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

RESULT

As the number of votes cast in favour of the resolution was more than the number of the votes cast against the resolution, I report that the Ordinary 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 material related party transactions of subsidiaries of the company (Ordinary Resolution)

(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
37	11,65,881	8	12	11,65,893	99.06%





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(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
2	11023	Nil	Nil	11023	0.94%

RESULT

As the number of votes cast in favour of the resolution was more than the number of the votes cast against the resolution, I report that the Ordinary Resolution with regard to Item no. 3 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

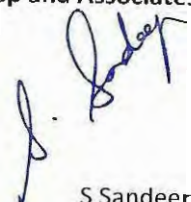
Date: 25/08/2025

UDIN: F005853G001078287

Peer Review No.: 6526/2025

For **S Sandeep and Associates**




S Sandeep
Managing Partner

General information about company	
Scrip code	543514
NSE Symbol	VERANDA
MSEI Symbol	NOTLISTED
ISIN	INE0IQ001011
Name of the company	Veranda Learning Solutions Limited
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	25-08-2025
Start time of the meeting	12:00 PM
End time of the meeting	12:25 PM

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	28-07-2025
Date of Issuance of Report to the company	25-08-2025

Voting results	
Record date	18-08-2025
Total number of shareholders on record date	12145
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	3
b) Public	37
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	<div>Add Notes</div>

Resolution (1)								
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 XL 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	38772650	99.1429	38772650	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	39107850	38772650	99.1429	38772650	0	100.0000	0.0000
Public-Institutions	E-Voting	3596736	899202	25.0005	899202	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3596736	899202	25.0005	899202	0	100.0000	0.0000
Public- Non Institutions	E-Voting	50897685	277715	0.5456	277515	200	99.9280	0.0720
	Poll							
	Postal Ballot (if applicable)							
	Total	50897685	277715	0.5456	277515	200	99.9280	0.0720
Total		93602271	39949567	42.6801	39949367	200	99.9995	0.0005
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	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
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	39107850	0	0.0000	0	0	0.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	39107850	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	3596736	899202	25.0005	899202	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3596736	899202	25.0005	899202	0	100.0000	0.0000
Public- Non Institutions	E-Voting	50897685	277714	0.5456	277714	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	50897685	277714	0.5456	277714	0	100.0000	0.0000
Total		93602271	1176916	1.2574	1176916	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	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS OF 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	39107850	0	0.0000	0	0	0.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	39107850	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	3596736	899202	25.0005	888179	11023	98.7741	1.2259
	Poll							
	Postal Ballot (if applicable)							
	Total	3596736	899202	25.0005	888179	11023	98.7741	1.2259
Public- Non Institutions	E-Voting	50897685	277714	0.5456	277714	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	50897685	277714	0.5456	277714	0	100.0000	0.0000
Total		93602271	1176916	1.2574	1165893	11023	99.0634	0.9366
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	