

28<sup>th</sup> May, 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), Please find enclosed herewith Voting Results as per aforesaid regulation and the report of the Scrutinizer dated 27th May 2022, Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration), Rules 2014.

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



**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 01<sup>st</sup> Extra Ordinary General Meeting of  
**VERANDA LEARNING SOLUTIONS LIMITED**

Having Registered Office at: Old No 54, New No 34, Thirumalai Road,  
T. Nagar, Chennai – 600017.

**01<sup>st</sup> EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF  
VERANDA LEARNING SOLUTIONS LIMITED FOR THE F.Y. 2022-23 HELD ON  
FRIDAY, 27<sup>th</sup> MAY, 2022 AT 12.00 PM AT Old No. 54, New No. 34, Thirumalai 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 Extra Ordinary General Meeting (EGM) held on 27<sup>th</sup> May, 2022 at the venue mentioned above pursuant to Section 108 of the Companies Act, 2013 (the Act) read with and Rule 21(1)I 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 30<sup>th</sup> April, 2022 of the EGM held on 27<sup>th</sup> May, 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 EGM for the resolutions contained in the Notice of the EGM. My responsibility as a scrutinizer is restricted to ensure that the voting process through remote e-voting at the EGM 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 will be entitled to vote on the resolution placed for approval of the shareholders was 20<sup>th</sup> May, 2022 as per EGM notice issued by the company.
3. As prescribed in the Rules, remote e-voting facility was kept open for Three days from Tuesday, 24<sup>th</sup> May, 2022 (9:00 AM) till Thursday, 26<sup>th</sup> May, 2022 (05.00 PM) preceding the date of the EGM.
4. As on the cut-off date i.e., 20<sup>th</sup> May, 2022, there were 13,292 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, 27<sup>th</sup> May, 2022 at 12.50 PM after conclusion of the EGM, the votes cast through remote e-voting (including votes cast at the venue) 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 EGM 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 Increase the Authorized Share Capital of the Company

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 e-voting at venue	Through remote e-voting
Number of Members voted	1	97	-	1	-	-
Number of Votes Cast by Members	7,43,113	3,81,11,425	-	1,65,000	-	-
% of total number of valid votes cast	100.00%	99.57%		0.43%	-	-

**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, we 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 Alter the Capital Clause of the Memorandum of Association of the Company

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 e-voting at venue	Through remote e-voting
Number of Members voted	1	97	-	1	-	-
Number of Votes Cast by Members	7,43,113	3,81,11,425	-	1,65,000	-	-
% of total number of valid votes cast	100.00%	99.57%		0.43%	-	-





### CONSOLIDATED RESULT ON VOTING ITEM NO: 2

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we 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 Increase the Borrowing Limits from Rs.250 Crores to Rs.1000 Crores or the aggregate of the paid up capital and free reserves and securities premium of the Company whichever is higher**

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 e-voting at venue	Through remote e-voting
Number of Members voted	1	94	-	4	-	-
Number of Votes Cast by Members	7,43,113	3,81,11,394	-	1,65,031	-	-
% of total number of valid votes cast	100.00%	99.57%		0.43%	-	-

### CONSOLIDATED RESULT ON VOTING ITEM NO: 3

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Special Resolution with regard to Item no.3 as set out in the Notice of the EGM is passed in favour of the resolution with requisite majority.

### ITEM NO. 4: AS A SPECIAL RESOLUTION

**To increase the borrowings limits by way of issuance of non-convertible debentures/bonds/other instruments up to Rs.1000 crores**

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 e-voting at venue	Through remote e-voting
Number of Members voted	1	94	-	4	-	-
Number of Votes Cast by Members	7,43,113	3,81,11,387	-	1,65,038	-	-
% of total number of valid votes cast	100.00%	99.57%		0.43%	-	-





#### CONSOLIDATED RESULT ON VOTING ITEM NO: 4

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

#### ITEM NO. 5: AS A SPECIAL RESOLUTION

To Increase the Limits to give loans, make investments, guarantees and provide security up to Rs.1000 crores under section 186 of the Companies Act, 2013

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 e-voting at venue	Through remote e-voting
Number of Members voted	1	93	-	5	-	-
Number of Votes Cast by Members	7,43,113	3,81,11,384	-	1,65,041	-	-
% of total number of valid votes cast	100.00%	99.57%		0.43%	-	-

#### CONSOLIDATED RESULT ON VOTING ITEM NO: 5

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we 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.

#### ITEM NO. 6: AS AN ORDINARY RESOLUTION

To approve the material related party transactions entered between the company and the related parties during the F.Y.2021-22

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 e-voting at venue	Through remote e-voting
Number of Members voted	1	81	-	2	-	-
Number of Votes Cast by Members	7,43,113	14,53,015	-	1,65,010	-	-
% of total number of valid votes cast	100.00%	89.80%		10.20%	-	-





**CONSOLIDATED RESULT ON VOTING ITEM NO: 6**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no.6 as set out in the Notice of the EGM is passed in favour of the resolution with requisite majority.

**ITEM NO. 7: AS A SPECIAL RESOLUTION**

To approve the material related party transactions entered between the company and the related parties during the F.Y.2021-22

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 e-voting at venue	Through remote e-voting
Number of Members voted	1	82	-	1	-	-
Number of Votes Cast by Members	7,43,113	14,53,025	-	1,65,000	-	-
% of total number of valid votes cast	100.00%	89.80%		10.20%	-	-

**CONSOLIDATED RESULT ON VOTING ITEM NO: 7**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Special Resolution with regard to Item no.7 as set out in the Notice of the EGM is passed in favour of the resolution with requisite majority.

**ITEM NO. 8: AS A SPECIAL RESOLUTION**

Approval of 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 e-voting at venue	Through remote e-voting
Number of Members voted	1	95	-	3	-	-
Number of Votes Cast by Members	7,43,113	3,81,11,414	-	1,65,011	-	-
% of total number of valid votes cast	100.00%	99.57%		0.43%	-	-





### CONSOLIDATED RESULT ON VOTING ITEM NO: 8

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Special Resolution with regard to Item no.8 as set out in the Notice of the EGM is passed in favour of the resolution with requisite majority.

### ITEM NO. 9: AS A SPECIAL RESOLUTION

To approve grant of employee stock options to the employees of Subsidiary Company(ies) of the Company under Veranda Learning Solution 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 e-voting at venue	Through remote e-voting
Number of Members voted	1	95	-	3	-	-
Number of Votes Cast by Members	7,43,113	3,81,11,414	-	1,65,011	-	-
% of total number of valid votes cast	100.00%	99.57%		0.43%	-	-

### CONSOLIDATED RESULT ON VOTING ITEM NO: 9

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Special Resolution with regard to Item no.9 as set out in the Notice of the EGM is passed in favour of the resolution with requisite majority

- Based on the voting reported in the above table, all resolutions are passed with requisite majority, I request the Chairman of the EGM to announce the results accordingly.
- 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. A 66474  
CP No. 24897  
Chennai, 27<sup>th</sup> May, 2022  
UDIN: A066474D000408475





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### General information about company

Scrip code	543514
NSE Symbol	VERANDA
MSEI Symbol	
ISIN	INEOIQ001011
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)	27-05-2022
Start time of the meeting	12:00 PM
End time of the meeting	12:30 PM

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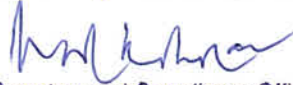
For Veranda Learning Solutions Limited

  
Company Secretary and Compliance Officer

### Scrutinizer Details

Name of the Scrutinizer	J.Bharathi
Firms Name	J.Bharathi
Qualification	CS
Membership Number	66474
Date of Board Meeting in which appointed	25-04-2022
Date of Issuance of Report to the company	27-05-2022

For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer

## Voting results

Record date	20-05-2022
Total number of shareholders on record date	13292
<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	5
b) Public	43
<b>No. of resolution passed in the meeting</b>	<b>9</b>

For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer

## Resolution (1)

Resolution required: (Ordinary / Special)		Description of resolution considered		To Increase the Authorized Share Capital of the Company						
Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary						
				No						
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		36597400	99.6094	36597400	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>36597400</b>	<b>99.6094</b>	<b>36597400</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public-Institutions	E-Voting		0	0.0000	0	0	0	0		
	Poll	4263970	0	0.0000	0	0	0	0		
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0		
	<b>Total</b>	<b>4263970</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		2422138	16.3983	2257138	165000	93.1878	6.8122		
	Poll	14770649	0	0.0000	0	0	0	0		
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0		
	<b>Total</b>	<b>14770649</b>	<b>2422138</b>	<b>16.3983</b>	<b>2257138</b>	<b>165000</b>	<b>93.1878</b>	<b>6.8122</b>		
	<b>Total</b>	<b>55775519</b>	<b>39019538</b>	<b>69.9582</b>	<b>38854538</b>	<b>165000</b>	<b>99.5771</b>	<b>0.4229</b>		
				Whether resolution is Pass or Not.		Yes				

For Veranda Learning Solutions Limited

  
 Company Secretary and Compliance Officer

### Resolution (2)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To 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		36597400	99.6094	36597400	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
	Total	36740900	36597400	99.6094	36597400	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	4263970	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4263970	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		2422138	16.3983	2257138	165000	93.1878	6.8122
	Poll	14770649	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14770649	2422138	16.3983	2257138	165000	93.1878	6.8122
	Total	55775519	39019538	69.9582	38854538	165000	99.5771	0.4229
Total					Whether resolution is Pass or Not.		Yes	

For Veranda Learning Solutions Limited

  
 Company Secretary and Compliance Officer

### Resolution (3)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To Increase the Borrowing Limits from Rs. 250 Crores to Rs. 1000 Crores or the aggregate of the paid up capital and free reserves and securities premium of the Company whichever is higher						
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	36740900	36597400	99.6094	36597400	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	36740900	36597400	99.6094	36597400	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	4263970	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4263970	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		2422138	16.3983	2257107	165031	93.1866	6.8134
	Poll	14770649	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14770649	2422138	16.3983	2257107	165031	93.1866	6.8134
	Total	55775519	39019538	69.9582	38854507	165031	99.5771	0.4229
Total		Whether resolution is Pass or Not.		Yes				

For Veranda Learning Solutions Limited

  
 Company Secretary and Compliance Officer

### Resolution (4)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To increase the borrowings limits by way of issuance of non-convertible debentures/bonds/ other instruments upto Rs. 1000 crores						
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		36597400	99.6094	36597400	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>36597400</b>	<b>99.6094</b>	<b>36597400</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	4263970	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>4263970</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		2422138	16.3983	2257100	165038	93.1863	6.8137
	Poll	14770649	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>14770649</b>	<b>2422138</b>	<b>16.3983</b>	<b>2257100</b>	<b>165038</b>	<b>93.1863</b>	<b>6.8137</b>
	<b>Total</b>	<b>55775519</b>	<b>39019538</b>	<b>69.9582</b>	<b>38854500</b>	<b>165038</b>	<b>99.5770</b>	<b>0.4230</b>
		<b>Whether resolution is Pass or Not.</b>		<b>Yes</b>				

For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer

Resolution (5)									
Resolution required: (Ordinary / Special)			Special						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description of resolution considered			To increase the limits to give loans, make investments, guarantees and provide security upto Rs. 1000 crores under section 186 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		36597400	99.6094	36597400	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>36597400</b>	<b>99.6094</b>	<b>36597400</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public-Institutions	E-Voting		0	0.0000	0	0	0	0	
	Poll	4263970	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>	<b>4263970</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		2422138	16.3983	2257097	165041	93.1861	6.8139	
	Poll	14770649	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>	<b>14770649</b>	<b>2422138</b>	<b>16.3983</b>	<b>2257097</b>	<b>165041</b>	<b>93.1861</b>	<b>6.8139</b>	
	<b>Total</b>	<b>55775519</b>	<b>39019538</b>	<b>69.9582</b>	<b>38854497</b>	<b>165041</b>	<b>99.5770</b>	<b>0.4230</b>	
			Whether resolution is Pass or Not. Yes						

For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer



### Resolution (6)

Resolution required: (Ordinary / Special)		Description of resolution considered		To approve the material related party transactions entered between the company and the related parties during the F. Y. 2021-22		Whether resolution is Pass or Not.		
Whether promoter/promoter group are interested in the agenda/resolution?		Description of resolution considered		To approve the material related party transactions entered between the company and the related parties during the F. Y. 2021-22		Whether resolution is Pass or Not.		
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	36740900	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	36740900	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	4263970	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	4263970	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		2361138	15.9853	2196128	165010	93.0114	6.9886
	Poll	14770649	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	14770649	2361138	15.9853	2196128	165010	93.0114	6.9886
	<b>Total</b>	55775519	2361138	4.2333	2196128	165010	93.0114	6.9886
Whether resolution is Pass or Not.								Yes

For Veranda Learning Solutions Limited



Company Secretary and Compliance Officer

## Resolution (7)

Resolution required: (Ordinary / Special)		Description of resolution considered		Approval of Material Related Party Transactions						
Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary Yes						
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			0.0000	0	0	0	0		
	Poll	36740900		0.0000	0	0	0	0		
	Postal Ballot (if applicable)			0.0000	0	0	0	0		
	<b>Total</b>	36740900	0	0.0000	0	0	0.0000	0.0000		
Public-Institutions	E-Voting			0.0000	0	0	0	0		
	Poll	4263970		0.0000	0	0	0	0		
	Postal Ballot (if applicable)			0.0000	0	0	0	0		
	<b>Total</b>	4263970	0	0.0000	0	0	0.0000	0.0000		
Public- Non Institutions	E-Voting			15.9853	2196138	165000	93.0118	6.9882		
	Poll	14770649		0.0000	0	0	0	0		
	Postal Ballot (if applicable)			0.0000	0	0	0	0		
	<b>Total</b>	14770649	2361138	15.9853	2196138	165000	93.0118	6.9882		
	<b>Total</b>	55775519	2361138	4.2333	2196138	165000	93.0118	6.9882		
				Whether resolution is Pass or Not.					Yes	

For Veranda Learning Solutions Limited

  
 Company Secretary and Compliance Officer

### Resolution (8)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Approval of '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		36597400	99.6094	36597400	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
	Total	36740900	36597400	99.6094	36597400	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	4263970	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4263970	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		2422138	16.3983	2257127	165011	93.1874	6.8126
	Poll	14770649	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14770649	2422138	16.3983	2257127	165011	93.1874	6.8126
	Total	55775519	39019538	69.9582	38854527	165011	99.5771	0.4229
		Whether resolution is Pass or Not.				Yes		

For Veranda Learning Solutions Limited

*M. K. Anwar*

Company Secretary and Compliance Officer

### Resolution (9)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To approve grant of employee stock options to the employees of Subsidiary Company(ies) of the Company under 'Veranda Learning Solution Limited- Employee Stock Option Plan 2022'						
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	(1)	(2)					
	Poll	36740900	36597400	99.6094	36597400	0	- 100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	36740900	36597400	99.6094	36597400	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	4263970	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	4263970	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		2422138	16.3983	2257127	165011	93.1874	6.8126
	Poll	14770649	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	14770649	2422138	16.3983	2257127	165011	93.1874	6.8126
	<b>Total</b>	55775519	39019538	69.9582	38854527	165011	99.5771	0.4229
		<b>Whether resolution is Pass or Not.</b>				Yes		

For Veranda Learning Solutions Limited

  
 Anil Kumar  
 Company Secretary and Compliance Officer