

08th October, 2022

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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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) 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 06th October 2022.

The aforesaid information is also hosted on the website of the Company viz 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

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34, Thirumalai Road, T.Nagar,
Chennai, Tamil Nadu-600017

CIN: U74999TN2018PLC125880



BHARATHI .J
COMPANY SECRETARY

13/88 AVM AVENUE 4th STREET,
VIRUGAMBAKKAM, CHENNAI – 600092.

☎ : 9884 222316

✉ : csbharathij@gmail.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 Extra Ordinary General Meeting of
VERANDA LEARNING SOLUTIONS LIMITED
Old No 54, New No 34, Thirumalai Pillai Road
T. Nagar Chennai 600017.

EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF VERANDA LEARNING SOLUTIONS LIMITED HELD ON THURSDAY, 06TH OCTOBER, 2022 AT 11.00 AM AT OLD NO. 54, NEW NO. 34, THIRUMALAI PILLAI 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 06th October, 2022 at the venue mentioned above 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 14th September, 2022 read with corrigendum to the notice of EGM dated 30th September 2022 (hereinafter collectively referred to as "Notice of EGM") of the EGM held on 06th October, 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") a 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 and 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 23rd September, 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 Monday, 03rd October, 2022 (9:00 AM) (IST) till Wednesday, 05th October, 2022 (05.00 PM) (IST) preceding the date of the EGM.
4. As on the cut-off date i.e., 23rd September 2022, there were 12,494 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 Thursday, 06th October, 2022 at 11.37 AM 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:

ITEM NO. 1: AS A SPECIAL RESOLUTION

Issue Of Equity Shares on Preferential basis to Non-Promoters as modified by the Corrigendum Notice dated 30th September 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	3	56	-	-	-	-
Number of Votes Cast by Members	3,01,051	3,66,07,233	-	-	-	-
% of total number of valid votes cast	100.00%	100.00%	-	-	-	-





CONSOLIDATED RESULT ON VOTING ITEM NO: 1

As the all-votes cast are in favour of the resolution, I report that the Resolution with regard to Item No.1, as set out in the Notice of the EGM was passed unanimously.

ITEM NO.2: AS A SPECIAL RESOLUTION

To Issue of Convertible warrants on Preferential basis to persons belonging to Promoter category

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	3	42	-	1	-	-
Number of Votes Cast by Members	3,01,051	1,78,733	-	100	-	-
% of total number of valid votes cast	100.00%	99.94%	-	0.05%		

CONSOLIDATED RESULT ON VOTING ITEM NO: 2

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 Resolution with regard to Item no. 2, as set out in the Notice of the EGM was passed as special resolution.

ITEM NO. 3: AS AN ORDINARY RESOLUTION

Approval of Material Related Party Transactions

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	3	43	-	-	-	-
Number of Votes Cast by Members	3,01,051	1,78,833	-	-	-	-
% of total number of valid votes cast	100.00%	100.00%	-	-	-	-





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CONSOLIDATED RESULT ON VOTING ITEM NO: 3

As the all-votes cast are in favour of the resolution, I report that the Ordinary Resolution with regard to Item no. 3, as set out in the Notice of the EGM was passed unanimously.

8. 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.
9. 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. A66474
CP No. 24897



Date: 06th October, 2022
Place: Chennai
UDIN: A066474D001148258

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General information about company

Scrip code	543514
NSE Symbol	VERANDA
MSEI Symbol	NA
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)	06-10-2022
Start time of the meeting	11:00 AM
End time of the meeting	11:37 AM

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Scrutinizer Details

Name of the Scrutinizer	J.BHARATHI
Firms Name	J.BHARATHI
Qualification	CS
Membership Number	66474
Date of Board Meeting in which appointed	14-09-2022
Date of Issuance of Report to the company	06-10-2022

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Voting results

Record date	23-09-2022
Total number of shareholders on record date	12494
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	4
b) Public	34
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	Add Notes

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Resolution (1)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Issue of Equity Shares on Preferential Basis to Non-Promoters as modified by the Corrigendum Notice dated 30th September 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		36397400	99.0651	36397400	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	36397400	99.0651	36397400	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	2839425	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2839425	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		510884	3.1545	510884	0	100.0000	0.0000
	Poll	16195194	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	16195194	510884	3.1545	510884	0	100.0000	0.0000
	Total	55775519	36908284	66.1729	36908284	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 Institutions	
Public - Non Institutions	

For Veranda Learning Solutions Limited



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Resolution (2)

Resolution required: (Ordinary / Special)		Special							
Whether promoter/promoter group are interested in the agenda/resolution?		Yes							
Description of resolution considered		Issue of Convertible Warrants on Preferential Basis to Persons Belonging to Promoter Category							
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		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	
Total		36740900	0	0.0000	0	0	0.0000	0.0000	
Public- Institutions	E-Voting		0	0.0000	0	0	0	0	
	Poll	2839425	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
Total		2839425	0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting		479874	2.9631	479774	100	99.9792	0.0208	
	Poll	16195194	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
Total		16195194	479874	2.9631	479774	100	99.9792	0.0208	
Total		55775519	479874	0.8604	479774	100	99.9792	0.0208	
		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	

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Resolution (3)

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 Poll Postal Ballot (if applicable)	36740900	0	0.0000	0	0	0	0
	Total	36740900	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting Poll Postal Ballot (if applicable)	2839425	0	0.0000	0	0	0	0
	Total	2839425	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting Poll Postal Ballot (if applicable)	16195194	479884	2.9631	479884	0	100.0000	0.0000
	Total	16195194	479884	2.9631	479884	0	100.0000	0.0000
	Total	55775519	479884	0.8604	479884	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 Institutions	
Public - Non Institutions	

For Veranda Learning Solutions Limited



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