

#### 8th November 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** 

### Dear Sir/Madam,

Sub: <u>Intimation of e-Voting Results and Scrutinizer Report under Regulation</u> 44 of the SEBI (<u>Listing Obligations and Disclosure Requirements</u>) Regulations 2015.

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, we are enclosing herewith the e-Voting Results of the business(es) transacted at the Extraordinary General Meeting (EGM) held on November 7, 2024 along with the Consolidated Scrutinizer's Report dated November 8, 2024.

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

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

Encl:a/a

 ${\buildrel \buildrel {\buildrel \buildrel \b$ 

mww.verandalearning.com

+91 44 4296 7777

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

CIN: L74999TN2018PLC125880



# 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 20 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: G.R Complex, First floor,
No. 807-808, Anna Salai, Nandanam, Chennai - 600035

EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF VERANDA LEARNING SOLUTIONS LIMITED HELD ON THURSDAY, 07<sup>th</sup> NOVEMBER, 2024 AT 12:00 NOON IST THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM")

I, CS Sridhar K, 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 & corrigendum to 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 20 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 15th October, 2024 and corrigendum to the notice dated 24th October, 2024 of the EGM held on 07th November, 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:

- 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.
- The cut-off date for the purposes of identifying the shareholders who are entitled to vote on the resolution placed for approval of the shareholders is 01<sup>st</sup> November.
   2024, as per the EGM notice and corrigendum to the EGM notice issued by the company.

E-mail: cs.ksridhar@outlook.com

- As prescribed in the Rules, the e-voting facility was kept open for three days from Monday, 04<sup>th</sup> November, 2024 (9:00 A.M. IST) till Wednesday, 06<sup>th</sup> November, 2024 (05:00 P.M. IST).
- 4. As on the cut-off date i.e. 01st November, 2024, there were 11,197 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.
- On Thursday, 07<sup>th</sup> November, 2024, at 12:30 PM 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

# Appointment of Prof. Jitendra Kantilal Shah (DIN: 01795017) as Non - Executive Non Independent Director of the Company

Voting		favour of the olution		gainst the lution	Votes	s invalid
	Through e-voting at venue	Through remote e-voting	Through e-voting at venue	Through remote e-voting	Throug h e- voting at	Through remote e-voting
Number of Members voted	4	65	-	1	venue -	-
Number of Votes Cast by Members	4	3,90,74,114	-	1	-	-
% of total number of valid votes cast	0%	100%	-	0%	-	-

## CONSOLIDATED RESULT ON VOTING ITEM NO: 1

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.



E-mail: cs.ksridhar@outlook.com

### ITEM NO. 2: AS A SPECIAL RESOLUTION

## Reappointment of Mr. Lakshminarayanan Seshadri (DIN: 01753098) as Non - Executive Independent Director of the Company.

Voting		avour of the olution		gainst the lution	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	4	66	- ,	-	-	-
Number of Votes Cast by Members	4	3,90,74,115	-	-	-	-
% of total number of valid votes cast	0%	100%	-	-	-	*

#### CONSOLIDATED RESULT ON VOTING ITEM NO: 2

I report that the Special Resolution with regard to Item No. 2, as set out in the Notice of the EGM is passed unanimously.

### **ITEM NO. 3: AS A SPECIAL RESOLUTION**

## Reappointment of Mrs. Revathi Raghunathan (DIN: 01254043) as Non - Executive Independent Director of the Company.

Voting		favour of the solution		gainst the lution	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	4	66	-	-				
Number of Votes Cast by Members	4	3,90,74,115	-	-	-	-		
% of total number of valid votes cast	0%	100%	-	-	-	-		





E-mail: cs.ksridhar@outlook.com

## CONSOLIDATED RESULT ON VOTING ITEM NO: 3

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 A SPECIAL RESOLUTION

# Reappointment of Mr. P.B Srinivasan (DIN: 09366225) as Non - Executive Independent Director of the Company

Voting		favour of the solution	_	gainst the lution	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	4	66	-	-	-	_
Number of Votes Cast by Members	4	4 3,90,74,115		-	-	
% of total number of valid votes cast	0%	100%	-	-	-	•

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

I report that the Special Resolution with regard to Item No. 4, as set out in the Notice of the EGM is passed unanimously.

E-mail: cs.ksridhar@outlook.com

## ITEM NO. 5: AS A SPECIAL RESOLUTION

# Appointment of Mr. Ashok Misra (DIN: 00006051) as Non - Executive Independent Director of the Company.

Voting		avour of the		gainst the lution	Votes	
C	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	4	66	-	-	_	-
Number of Votes Cast by Members	4	3,90,74,115	-	-	-	-
% of total number of valid votes cast	0%	100%	-	-	-	-

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

I report that the Special Resolution with regard to Item No. 5, as set out in the Notice of the EGM is passed unanimously.

## ITEM NO. 6: AS A SPECIAL RESOLUTION

# Appointment of Ms. N Alamelu (DIN: 07921583) as Non - Executive Independent Director of the Company.

Voting		avour of the blution		jainst the lution	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	4	66	-	-	-	-
Number of Votes Cast by Members	4	3,90,74,115	_	-	-	•
% of total number of valid votes cast	0%	100%	-	•	-	- RI



E-mail: cs.ksridhar@outlook.com

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

I report that the Special Resolution with regard to Item No. 6, as set out in the Notice of the EGM is passed unanimously.

- 8. Based on the voting reported in the above table, all the resolutions are passed unanimously except the item no. 1 which was 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: 08/11/2024 For K Sridhar & Co., **Company Secretaries** 

**CS K Sridhar** 

**Company Secretary** Membership No.: F9939

C.P. No: 12060

FRN:S2015TN300300

PR No.: 3233/2023

UDIN: F009939F001967433

Counter Signed For Veranda Learning Solutions Limited

Import XML Validate Home

Scrip code	543514
NSE Symbol	VERANDA
MSEI Symbol	NA
ISIN	INE0IQ001011
Name of the company	Veranda Learning Solutions Limite
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	07-11-2024
Start time of the meeting	12:00 PM
End time of the meeting	12:30 PM

Prev

Next

For Veranda Learning Solutions Limited

Company Secretary and Compliance Officer

Home

Validate

Scrutinizer Deta	ils
Name of the Scrutinizer	K.Sridhar
Firms Name	K.Sridhar & Co
Qualification	CS
Membership Number	F9939
Date of Board Meeting in which appointed	15-10-2024
Date of Issuance of Report to the company	08-11-2024

Prev

Next

For Veranda Learning Solutions Limited

JAmhe

Home Validate

Voting results	
Record date	01-11-2024
Total number of shareholders on record date	11197
No. of shareholders present in the meeting either in person or through pro-	xy
a) Promoters and Promoter group	
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	36
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	Add Notes

Prev

For Veranda Learning Solutions Limited

Company Secretary and Compliance

			Total	Institutions Posta	Public- Non Poll	E-Voting	Total	Institutions Posta	Public- Poll	E-Voting	Total	듐	Promoter and Poll	E-Voting			Category	Whether promot	
		Total		Postal Ballot (if applicable)		ing		Postal Ballot (if applicable)		ing		Postal Ballot (if applicable)		ing			Mode of voting	Resolution required: (Ordinal Y.) Specially Whether promoter/promoter group are interested in the agenda/resolution?  Description of resolution considered	
		71382595	31251973		31251973		1021772		1021772		39108850		39108850		(1)		No. of shares held	Resolution required: (Ordinary / Special) are interested in the agenda/resolution?  Description of resolution considered	
		39074119	401469	0		401469	0	0	0	0	38672650	0	0	38672650	(2)		No. of votes polled		Reso / Special)
		54.7390	1.2846	0.0000	0.0000	1.2846	0.0000	0.0000	0.0000	0.0000	98.8847	0.0000	0.0000	98.8847	(3)=[(2)/(1)] 100	191-1/21/1111*100	% of Votes polled on outstanding shares	Appointment of Pro	Resolution (1)
Disclosure o	Whether resolution is Pass or Not.	39074118	401468			401468	0	0	0	0	38672650		0	38672650		(4)	No. of votes – in favour	of. Jitendra Kantilal S	
Disclosure of notes on resolution	on is Pass or Not.	8	00	0	0	8				i i					1	(5)	No. of votes – against	No al Shah (DIN: 01795017) ; Director of the Company	Ordinary
		1 100.0000	1 99.9998	0	0	1 99.9998	0.0000	0	0		TOO.OOG			100.000		(6)=[(4)/(2)]*100	% of votes in favour on votes polled	No Appointment of Prof. Jitendra Kantilal Shah (DIN: 01795017) as Non - Executive Non Independent Director of the Company	
Add Notes	Yes	0.0000	98 0.0002	0	0	0.000									-	(7)=[(5)/(2)]*100	% of Votes against on votes polled	e Non Independent	

Company Secretary and Compliance Company

Add Notes		Disclosure of notes on resolution	Disclosure of					
Yes		n is Pass or Not.	Whether resolution is Pass or Not					
0.0000	100.0000	0	39074119	54.7390	39074119	71382595	Total	
	100.0000	0	401469	1.2846	401469	31251973	Total	
	0	0	0	0.0000	0		Postal Ballot (if applicable)	Institutions
	0	0	0	0.0000	0	31251973	Poll	Public- Non
0.000	100.0000	0	401469	1.2846	401469		E-Voting	
	0.0000	0	0	0.0000	0	1021772	Total	
	0	0	0	0.0000	0		Postal Ballot (if applicable)	Institutions
0	0	0	0	0.0000	0	1021772	Poll	Public-
0	0	0	0	0.0000	0		E-Voting	
0.0000	100.0000	0	38672650	98.8847	38672650	39108850	Total	
0	0	0	0	0.0000	0		Postal Ballot (if applicable)	Promoter Group
0	0	0	0	0.0000	0	39108850	Poll	Promoter and
0.0000	100.0000	0	38672650	98.8847	38672650		E-Voting	
(7)=[(5)/(2)]*100	(6)=[(4)/(2)]*100	(5)	(4)	(3)=[(2)/(1)]*100	(2)	(1)		
% of Votes against on votes polled	% of votes in favour on votes polled	No. of votes – against	No. of votes – in favour	% of Votes polled on outstanding shares	No. of votes polled	No. of shares held	Mode of voting	Category
1 - Executive	(: 01753098) as Non	Reappointment of Mr. Lakshminarayanan Seshadri (DIN: 01753098) as Non - Executive Independent Director of the Company.	nt of Mr. Lakshminar Independe	Reappointme	ution considered	Description of resolution considered		
,		<b>2</b> 0			nda/resolution?	interested in the age	Whether promoter/promoter group are interested in the agenda/resolution?	Whethe
		Special			dinary / Special)	Resolution required: (Ordinary / Special)	Res	
			THE PROPERTY OF THE PARTY OF TH	Resolution (2)	Reso			

				Institutions	Public- Non			Institutions	Public-			Promoter Group	Promoter and			Category		Whether p		
		Total	Total	Postal Ballot (if applicable)	Poll	E-Voting	Total	Postal Ballot (if applicable)	Poll	E-Voting	Total	Postal Ballot (if applicable)	Poll	E-Voting		Mode of voting		Whether promoter/promoter group are interested in the agenda/resolution?	Resol	
		71382595	31251973		31251973		1021772		1021772		39108850		39108850		(1)	No. of shares held	Description of resolution considered	terested in the age	Resolution required: (Ordinary / Special)	
		39074119	401469	0	0	401469	0	0	0	0	38672650	0	0	38672650	(2)	No. of votes polled	ition considered	nda/resolution?	dinary / Special)	Resc
		9 54.7390	1.2846	0.0000	0.0000	1.2846	0.0000	0.0000	0.0000	0.0000	98.8847	0.0000	0.0000	98.8847	(3)=[(2)/(1)]*100	% of Votes polled on outstanding shares	Reappointment o			Resolution (3)
Disclosure o	Whether resolution is Pass or Not	0 39074119	6 401469			401469	0	0	0	0	38672650	0	0	38672650	(4)	No. of votes – in favour	Mrs. Revathi Raghu Dir			
Disclosure of notes on resolution	on is Pass or Not.	9	9	0	0							0	0	0	(5)	No. of votes – against	ghunathan (DIN: 0125404 Director of the Company.	No	Special	
		0 100.0000	0 100.0000	0	0	0 100.0000	0.0000	0	0		100.000		0	100.0000	(6)=[(4)/(2)]*100	favour on votes polled	Reappointment of Mrs. Revathi Raghunathan (DIN: 01254043) as Non -Executive Independent Director of the Company.			
Add Notes	Yes	0.0000	0.0000	0	0	0.0000					0.000			0.0000	(2)/(c)]=(1)		tive independent			

JA-N

Add Notes		Disclosure of notes on resolution	Disclosure o					
ies		n is Pass or Not.	Whether resolution is Pass or Not.					
8	100.000	9 0		54.7390	39074119	71382595	Total	
				1.2846	401469	31251973	Total	
0 0000							Postal Ballot (if applicable)	institutions
0	0	0			<b>.</b>		Poll	Public- Non
0	0	0	0	0.0000	0	31251973		:
0.0000	100.0000	0	401469	1.2846	401469		F-Voting	
0.0000	0.0000	0	0	0.0000	0	1021772	Total	
	0	0	0	0.0000	0		Postal Ballot (if applicable)	Institutions
0	0	0	0	0.0000	0	1021772	Poll	Public-
0	0	0	0	0.0000	0		E-Voting	
0.0000	100.0000	0	38672650	98.8847	38672650	39108850	Total	
0	0	0	0	0.0000	0		Postal Ballot (if applicable)	Promoter Group
0	0	0	0	0.0000	0	39108850	Poll	Promoter and
0.0000	100.0000	0	38672650	98.8847	38672650		E-Voting	
(7)=[(5)/(2)]*100	(6)=[(4)/(2)]*100	(5)	(4)	(3)=[(2)/(1)]*100	(2)	(1)		
% of Votes against on votes polled	% of votes in favour on votes polled	No. of votes – f	No. of votes – in favour	% of Votes polled on outstanding shares	No. of votes polled	No. of shares held	Mode of voting	Category
ndent Director of	- Executive Indeper	Reappointment of Mr. P.B Srinivasan (DIN: 09366225) as Non - Executive Independent Director of the Company	Vr. P.B Srinivasan (DI	Reappointment of I		Description of resolution considered		
		No			nda/resolution?	nterested in the age	Whether promoter/promoter group are interested in the agenda/resolution?	Whether
		Special			dinary / Special)	Resolution required: (Ordinary / Special)	Resc	
				Resolution (4)	Reso			The state of the s



			-	Institutions	Public- Non F			Institutions	Public-			Promoter Group				Category		Whether		
		Total	Total	Postal Ballot (if applicable)	Poll	E-Voting	Total	Postal Ballot (if applicable)	Poll	E-Voting	Total	Postal Ballot (if applicable)	Poll	E-Voting		Mode of voting		Whether promoter/promoter group are interested in the agenda/resolution?	Re	
		71382595	31251973		31251973		1021772		1021772		39108850		39108850		(1)	No. of shares held	Description of resolution considered	interested in the ag	Resolution required: (Ordinary / Special)	
		39074119	401469	0	0	401469	0	0	0	0	38672650	0	0	38672650	(2)	No. of votes polled	lution considered	enda/resolution?	ordinary / Special)	
	<	54.7390	1.2846	0.0000	0.0000	1.2846	0.0000	0.0000	0.0000	0.0000	98.8847	0.0000	0.0000	98.8847	(3)=[(2)/(1)]*100	% of Votes polled on outstanding shares	Appointment of Mr.			(c) monday
Disclosure of r	Whether resolution is Pass or Not.	39074119	401469	0	0	401469	0	0	0	0	38672650	0	0	38672650	(4)	No. of votes – in favour	1r. Ashok Misra (DIN			
Disclosure of notes on resolution	is Pass or Not.	0	0	0	0	0	0	0	0	0	0	0	0	0	(5)	No. of votes – against	: 00006051) as Non Company.	No	Special	
Add Notes	~	100.0000	100.0000	0	0	100.0000	0.0000	0	0	0	100.0000	0	0	100.0000	(6)=[(4)/(2)]*100	% of votes in favour on votes polled	- Executive Indepen			
lotes	Yes	0.0000	0.0000	0	0	0.0000	0.0000	0	0	0	0.0000	0	0	0.0000	(7)=[(5)/(2)]*100	% of Votes against on votes polled	Ashok Misra (DIN: 00006051) as Non - Executive Independent Director of the Company.			

otes	Add Notes	Disclosure of notes on resolution	Disclosure of n					
Š	Yes	is Pass or Not.	Whether resolution is Pass or Not					
0.0000	100.0000	0	39074119	54.7390	39074119	71382595	Total	
0.0000	100.0000	0	401469	1.2846	401469	31251973	Total	
0	0	0	0	0.0000	0		Postal Ballot (if applicable)	Institutions
0	0	0	0	0.0000	0	31251973	Poll	Public- Non
0.0000	100.0000	0	401469	1.2846	401469		E-Voting	
0.0000	0.0000	0	0	0.0000	0	1021772	Total	
0	0	0	0	0.0000	0		Postal Ballot (if applicable)	Institutions
0	0	0	0	0.0000	0	1021772	Poll	Public-
0	0	0	0	0.0000	0		E-Voting	
0.0000	100.0000	0	38672650	98.8847	38672650	39108850	Total	
0	0	0	0	0.0000	0		Postal Ballot (if applicable)	Promoter Group
0	0	0	0	0.0000	0	39108850	Poll	Promoter and
0.0000	100.0000	0	38672650	98.8847	38672650		E-Voting	
(7)=[(5)/(2)]*100	(6)=[(4)/(2)]*100	(5)	(4)	(3)=[(2)/(1)]*100	(2)	(1)		
% of Votes against on votes polled	% of votes in favour on votes polled	No. of votes – against	No. of votes – in favour	% of Votes polled on outstanding shares	No. of votes polled	No. of shares held	Mode of voting	Category
ent Director of the	Appointment of Ms. N Alamelu (DIN: 07921583) as Non - Executive Independent Director of the Company.	07921583) as Non - Company.	Ms. N Alamelu (DIN: เ	Appointment of N	lution considered	Description of resolution considered		
		No			enda/resolution?	re interested in the ag	Whether promoter/promoter group are interested in the agenda/resolution?	Wheth
		Special			rdinary / Special)	Resolution required: (Ordinary / Special)	20	,
				Resolution (6)	Res			