Veranda
Veranda Learning Solutions Limited

August 07, 2026

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,

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 Annual General Meeting ("AGM") held on **August 06, 2026**, along with the Consolidated Scrutinizer's Report dated August 07, 2026.

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

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Date: 2026.08.07 17:47:23 +05'30'

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

Sandeep S FCS, LLB, Registered Valuer
Managing Partner

August 07, 2026

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	Annual General Meeting ("AGM")
Day, Date & Time	Thursday, 06th August 2026 at 11.30 A.M. (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. S 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 14, 2026** for the purpose of scrutinizing the e-Voting process at the AGM, 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 AGM of the Company. My responsibility as a Scrutinizer for the e-Voting process for AGM 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 AGM.

2. Dispatch of Notice convening the AGM

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

SANDEEP COP 5987 FCS 5853 COMPANY SECRETARY

Flat No. 10, Second Floor, Sucons Padmalayo, No. 5 Venkatnarayana Road, T. Nagar, Chennai - 600 017.
+91 44 2435 1157 sandeep@sandeep-cs.in www.sandeep-cs.in

Circulars No. 03/2025, No. 20/2020, , No. 17/2020 and No.14/2020 ("relevant Circulars"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), relating to electronic voting, Circular Nos.SEBI/HO/CFD/CMD1/CIR/P/2020179 DATED May 12, 2020, SEBI/HO/CFD/CMD2 /CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/PoD2/CIR/P/2023/120 dated July 11, 2023 (" SEBI 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 AGM.

2.2. Pursuant to the Circulars issued by the Ministry of Corporate Affairs, an advertisement was published on July 16, 2026, in 'Financial Express' (English Language) and 'Makkal Kural' (Tamil Language), specifying the details of availability of the Notice on Company's website, manner of voting through remote e-Voting, etc.

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

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 AGM was completed by CDSL by E-mail on Wednesday, July 15, 2026 to members who have registered their E-mail IDs with the Company / RTA / Depositories. Further pursuant to Third Amendment to the SEBI (LODR) Regulations, 2015, physical letter providing the web-link of the Annual report was sent to the members who have not so registered.

3. Cut-off date

Voting rights were reckoned as on Thursday, July 30th 2026, 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 AGM dated July 14, 2026.

4. Remote e-Voting process

4.1. **Agency**

The Company has appointed CDSL 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 Monday, August 03, 2026 at 09:00 A.M (IST) and ended on Wednesday, August 05, 2026 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 AGM, 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.

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On the day of the AGM, 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 CDSL

5. Counting Process

5.1. On completion of the remote e-Voting on Wednesday, August 05, 2026 at 05:00 P.M (IST) and upon conclusion of the e-Voting at the AGM on Thursday, 06th August 2026, I unblocked the results of the remote e-Voting and downloaded the results in the presence of two witnesses, namely Ms. Roshni Khandelwal and Ms. Nivveditha G, who were not in employment of the company, who have signed below in confirmation of the votes being unblocked in their presence.

Roshni Khandelwal .... G. Nivveditha ....

5.2. I have scrutinized and reviewed the remote e-Voting and e-Voting at the AGM and votes cast therein based on the data downloaded from the CDSL 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 CDSL 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 AGM is given below:

<u>Item No. 1:</u>

To receive, consider and adopt (a) the Audited Standalone Financial Statement of the Company for the Financial Year Ended March 31, 2026, together with the Reports of Board of Directors and Auditors thereon and (b) the Consolidated Financial Statement of the Company for the Financial Year Ended March 31, 2026, together with the Report of Auditors (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 AGM	Number of votes cast (Shares) – e-Voting at the AGM	Total number of votes cast	% of total number of valid votes cast
76	38109677	2	2	38109679	100%

S. SANDEEP ★ COMPANY SECRETARY COP 5987 FCS 5853

(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 AGM	Number of votes cast (Shares) – e-Voting at the AGM	Total number of votes cast	% of total number of valid votes cast
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. 1 as set out in the Notice of the AGM is passed with requisite majority.

<u>Item No. 2:</u>

To appoint Ms. Kalpathi A Archana (DIN: 05331133) who retires by rotation as a director (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 AGM	Number of votes cast (Shares) – e-Voting at the AGM	Total number of votes cast	% of total number of valid votes cast
72	38085032	2	2	38085034	99.94%

(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 AGM	Number of votes cast (Shares) – e-Voting at the AGM	Total number of votes cast	% of total number of valid votes cast
4	24645	0	0	24645	0.06%

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 AGM is passed with requisite majority.

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Item No. 3:

To appoint M/s. Suresh Surana & Associates LLP, Chartered Accountants (FRN: 121750W/W100010) as Statutory Auditors 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 AGM	Number of votes cast (Shares) – e-Voting at the AGM	Total number of votes cast	% of total number of valid votes cast
76	38109677	2	2	38109679	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 AGM	Number of votes cast (Shares) – e-Voting at the AGM	Total number of votes cast	% of total number of valid votes cast
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. 3 as set out in the Notice of the AGM is passed with requisite majority.

Item No. 4:

To approve the re-appointment of Mr. Kalpathi S Suresh (DIN: 00526480) as the Chairman & Managing Director of the Company (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 AGM	Number of votes cast (Shares) – e-Voting at the AGM	Total number of votes cast	% of total number of valid votes cast
75	38109675	2	2	38109677	99.9999%

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FCS 5853
COMPANY SECRETARY

(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 AGM	Number of votes cast (Shares) – e-Voting at the AGM	Total number of votes cast	% of total number of valid votes cast
1	2	0	0	2	0.00001%

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 AGM 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 AGM.

Place: Chennai
Date: August 07, 2026
UDIN: F005853H001047476
Peer Review No.: 6526/2025

For S Sandeep and Associates

S SANDEEP COP 5987 FCS 5853 COMPANY SECRETARY

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S Sandeep
Managing Partner
FCS: 5853
COP:5897

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	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	06-08-2026
Start time of the meeting	11:30 AM
End time of the meeting	12:20 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	14-07-2026
Date of Issuance of Report to the company	07-08-2026

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Voting results

Record date	30-07-2026
Total number of shareholders on record date	12621
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	5
b) Public	44
No. of resolution passed in the meeting	**4**
Disclosure of notes on voting results	Add Notes

Resolution (1)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of Board of Directors and Auditors thereon, and (b) the Consolidated Financial Statements of the

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	32507850	32472650	99.8917	32472650	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	32507850	32472650	99.8917	32472650	0	100.0000	0.0000
Public- Institutions	E-Voting	3339154	24643	0.7380	24643	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3339154	24643	0.7380	24643	0	100.0000	0.0000
Public- Non Institutions	E-Voting	60503843	5612386	9.2761	5612386	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	60503843	5612386	9.2761	5612386	0	100.0000	0.0000
Total		96350847	38109679	39.5530	38109679	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 (2)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				Yes					
Description of resolution considered				To appoint Ms. Kalpathi A Archana (DIN: 05331133) who retires by rotation as a director.					
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**	32507850	32472650	99.8917	32472650	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	32507850	32472650	99.8917	32472650	0	100.0000	0.0000
Public-Institutions	**E-Voting**	3339154	24643	0.7380	0	24643	0.0000	100.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3339154	24643	0.7380	0	24643	0.0000	100.0000
Public- Non Institutions	**E-Voting**	60503843	5612386	9.2761	5612384	2	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	60503843	5612386	9.2761	5612384	2	100.0000	0.0000
Total		96350847	38109679	39.5530	38085034	24645	99.9353	0.0647
						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 appoint M/s. Suresh Surana & Associates LLP, Chartered Accountants (FRN: 121750W / W100010) as Statutory Auditors 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	32507850	32472650	99.8917	32472650	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	32507850	32472650	99.8917	32472650	0	100.0000	0.0000
Public- Institutions	E-Voting	3339154	24643	0.7380	24643	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3339154	24643	0.7380	24643	0	100.0000	0.0000
Public- Non Institutions	E-Voting	60503843	5612386	9.2761	5612386	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	60503843	5612386	9.2761	5612386	0	100.0000	0.0000
Total		96350847	38109679	39.5530	38109679	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 (4)

Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			To approve the re-appointment of Mr. Kalpathi S Suresh (DIN: 00526480) as the Chairman & Managing Director 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**	32507850	32472650	99.8917	32472650	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	32507850	32472650	99.8917	32472650	0	100.0000	0.0000
Public- Institutions	**E-Voting**	3339154	24643	0.7380	24643	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3339154	24643	0.7380	24643	0	100.0000	0.0000
Public- Non Institutions	**E-Voting**	60503843	5612386	9.2761	5612384	2	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	60503843	5612386	9.2761	5612384	2	100.0000	0.0000
Total		96350847	38109679	39.5530	38109677	2	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	

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