

April 06, 2026

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

This is in furtherance to our intimation dated March 06, 2026, and pursuant to Regulation 44 of the Listing Regulations.

The Company conducted the postal ballot process by providing remote e-voting facilities for its members. We wish to inform you that the following resolution has been duly passed by the members of the Company with the requisite majority on April 05, 2026, being the last date for remote e-voting:

1. To approve the material related party transactions between Veranda XL Learning Solutions Private Limited and its related parties

In this regard, we hereby submit the details of voting results as “Annexure A” and the Scrutinizer’s Report dated April 06, 2026, received by the Company, as “Annexure B” for the postal ballot process conducted by the Company.

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**



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	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	05-04-2026
Start time of the meeting	
End time of the meeting	

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	04-03-2026
Date of Issuance of Report to the company	06-04-2026

Voting results	
Record date	27-02-2026
Total number of shareholders on record date	13092
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the material related party transactions between Veranda XL Learning Solutions Private Limited and its related parties				
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	0.0000	0.0000
	Poll	32507850						
	Postal Ballot (if applicable)							
	Total	32507850	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		515341	15.8277	515341	0	100.0000	0.0000
	Poll	3255949						
	Postal Ballot (if applicable)							
	Total	3255949	515341	15.8277	515341	0	100.0000	0.0000
Public- Non Institutions	E-Voting		9643836	15.9651	9642678	1158	99.9880	0.0120
	Poll	60405836						
	Postal Ballot (if applicable)							
	Total	60405836	9643836	15.9651	9642678	1158	99.9880	0.0120
Total		96169635	10159177	10.5638	10158019	1158	99.9886	0.0114
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	



**REPORT OF SCRUTINIZER – POSTAL BALLOT
(ON REMOTE E-VOTING)**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014]

6th April 2026

To
The Chairman
Veranda Learning Solutions Limited,
CIN: L74999TN2018PLC125880
G.R. Complex First floor No.807- 808,
Anna Salai, Nandanam,
Chennai -600 035

Dear Sir,

Sub: Scrutinizer Report - Passing of Resolutions through Postal Ballot

I, S Sandeep, Managing Partner of M/s. S. Sandeep & Associates, Company Secretaries having office at Flat no. 10, Second floor, Sucons Padmalaya, No. 5 Venkatnarayana Road, T Nagar, Chennai - 600017, was appointed as Scrutinizer on March 4, 2026 pursuant to section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 by the Board of Directors of Veranda Learning Solutions Limited ("the Company") for scrutinizing the Postal Ballot by way of voting by electronic means in respect of passing of the resolutions contained in the Postal ballot Notice ("Notice") dated March 04, 2026 in a fair and transparent manner.

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Act and the rules made thereunder including General Circular No. 14/2020 dated April 08, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/22 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and in accordance with the General Circular No. 9/2024 dated September 19, 2024 and General Circular No. 3/2025 dated September 22, 2025 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") relating to Postal Ballot by way of electronic voting means, Circular Nos. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021 ("SEBI Circulars") and other applicable laws and regulations.
2. My responsibility as Scrutinizer is restricted to preparing a Scrutinizer's report of the votes cast by the members for the resolution contained in the Notice, based on the data downloaded from website Kfintech Technologies Limited, i.e. <https://evoting.kfintech.com> the service provider





S.SANDEEP & ASSOCIATES
COMPANY SECRETARIES

engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e., Sunday, April 05, 2026 at 5:00 P.M. (IST).

3. The Members of the Company as on the "Cut-off date" i.e. Friday, February 27, 2026 were entitled to vote on the resolution proposed in Postal Ballot by way of electronic voting means as set-out in the Notice of Postal Ballot and their shareholding as on Cut-off date has been reckoned for the purpose of arriving at the results of the Postal Ballot.
4. The remote e-voting period remained open from, Saturday, March 07, 2026, at 9:00 A.M (IST) and ended on Sunday, April 05, 2026 at 5:00 P.M (IST).
5. On March 06, 2026, the Company had completed the dispatch of Postal Ballot notice to those Members whose name(s) appeared in the Register of Members / List of beneficial owners as on the Cut-off date, received from Depositories, Registrars and Share Transfer Agent of the Company ("RTA") and whose e-mail IDs were registered with the Depositories or with RTA. Pursuant to the MCA Circulars, the Company had dispatched the notice through e-mails only.

Further, the Company had also uploaded Postal Ballot Notice on its website (www.verandalearning.com), as well as published on the websites of the Stock Exchanges, namely BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), and on the website of Kfintech Technologies Limited (<https://evoting.kfintech.com>). As per Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of Listing Regulations, the Notice was also published by way of newspaper advertisements dated Saturday, March 07, 2026 in Financial Express (National Daily Newspaper) and Makkal Kural (Daily Newspaper of the region), regional edition informing about the completion of dispatch of Postal Ballot notice to those Members who registered their e-mail id's with the depositories or with RTA of the Company along with other related matters mentioned therein.

6. I had monitored the process of electronic voting (i.e. e-voting) through the scrutinizer's secured link provided by Kfintech Technologies Limited through its designated website <https://evoting.kfintech.com>.
7. After completion of e-voting, votes cast by the members were unblocked in the presence of two witnesses, Ms. Novina Bertina and Ms. Niveditha who are not in the employment of the Company.
8. The particulars of the report downloaded from the website of Kfintech Technologies Limited have been entered in a separate register maintained for the purpose of Postal Ballot.
9. Votes casted by the members through e-voting were reconciled with the records maintained by the RTA of the Company and authorizations lodged with the Scrutinizer/RTA/ Company.
10. This report is based on votes casted through e-voting, which was downloaded from the website of Kfintech Technologies Limited, i.e. <https://evoting.kfintech.com>
11. After ascertaining the votes casted by e-voting, I hereby submit the result as under:





S.SANDEEP & ASSOCIATES
COMPANY SECRETARIES

Item No. 1: To approve the material related party transactions between Veranda XL Learning Solutions Private Limited and its related parties

Ordinary Resolution

Particulars	Number of Voters	Number of Votes	Percentage (%)
Assent	67	10158019	99.9886
Dissent	5	1158	0.0114
Total	72	10159177	100

RESULT

As the number of votes cast in favour of the resolution is more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of Postal ballot is passed with requisite majority.

Based on the aforesaid results, the resolution as mentioned above shall be deemed to have been passed with requisite majority, on Sunday, April 05, 2026 being the last date of remote e-voting for the Members of the Company. Therefore, the Chairman or any other person authorised by him may accordingly declare the result of Postal Ballot process.

Place: Chennai
Date: 06th April 2026
UDIN: F005853H000021726

For Veranda Learning Solutions Limited

S. Balasundharam
Company Secretary & Compliance Officer

For S Sandeep & Associates



S Sandeep
Managing Partner
FCS: 5853; COP: 5987
PR No.: 6526/2025