

April 24, 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
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Dear Sir/Madam,

Sub: Outcome of remote e-voting and e-voting at the Meeting of the Equity Shareholders of the Company convened as per the directions of the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT")

In continuation to our letter dated March 23, 2026 and pursuant to the Order dated March 18, 2026 ("Order") passed by the Hon'ble NCLT and in compliance with applicable provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), each as amended from time to time, we would like to inform that the Meeting of the Equity Shareholders of the Company ("Meeting") was held on Friday, April 24, 2026 at 11.00 A.M. (I.S.T) through video conferencing ("VC")/ other audio visual means ("OAVM") to transact the business contained in the Notice dated March 21, 2026 ("Notice"), for approval to the Composite Scheme of Arrangement amongst the Company, Veranda XL Learning Solutions Private Limited, J.K. Shah Commerce Education Limited and their respective shareholders ("the Scheme"). The Company also facilitated the live webcast of the proceedings of the Meeting. We would like to inform you that the business contained in the Notice was transacted and passed by the Equity Shareholders with requisite majority.

The Hon'ble NCLT, vide its Order dated March 18, 2026, had appointed Ms. Vinita Varshini, Advocate, as the Scrutinizer for remote e-voting and e-voting at the Meeting.

In this regard, we hereby submit the details of voting results as "Annexure A" and the Scrutinizer's Report dated April 24, 2026, received by the Company, as "Annexure B".

The aforesaid information is also hosted on the website of the Company viz. <https://www.verandalearning.com/web/index.php/composite-scheme-arrangement>

You are requested to kindly take the above information on record.

**Thanks & Regards,
For Veranda Learning Solutions Limited**

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

Annexure A

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	Court Convened Meeting
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-04-2026
Start time of the meeting	11:00 AM
End time of the meeting	11:30 AM

Scrutinizer Details

Name of the Scrutinizer	Vinita Varshini
Firms Name	Vinita Varshini
Qualification	Advocate
Membership Number	
Date of Board Meeting in which appointed	18-03-2026
Date of Issuance of Report to the company	24-04-2026

Voting results	
Record date	17-04-2026
Total number of shareholders on record date	13587
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	8
b) Public	34
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for Composite Scheme of Arrangement between Veranda Learning Solutions Limited (Amalgamated and Demerged Company) and Veranda XL Learning Solutions Private Limited (Amalgamating Company) and J.K.Shah Commerce Education Limited (Resulting Company) and their respective shareholders and creditors pursuant to Sections 230 to 232 and other applicable provisions 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	32507850	32502650	99.984	32502650	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		32507850	32502650	99.984	32502650	0	100
Public- Institutions	E-Voting	2884932	27380	0.9491	27380	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2884932	27380	0.9491	27380	0	100
Public- Non Institutions	E-Voting	60776853	31181002	51.3041	31181000	2	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		60776853	31181002	51.3041	31181000	2	100
Total		96169635	63711032	66.2486	63711030	2	100	0
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Textual Information(1)		

Text Block

Textual Information(1)

The resolution was passed by majority in number representing three-fourth in value of the shareholders casting their vote through e-voting.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Madras High Court.

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Scrutinizer's Report

(Voting through remote e-voting / e-voting, CDSL)

(Pursuant to the order passed by the National Company Law Tribunal, Division Bench- I,
Chennai, dated March 18, 2026)

In the matter of Composite Scheme of Arrangement amongst Veranda Learning Solutions Limited (Amalgamated Company/ Demerged Company), Veranda XL Learning Solutions Private Limited (Amalgamating Company), J.K.Shah Commerce Education Limited (Resulting Company) and their respective Shareholders and Creditors

To,

Shri. Anil Sharma,

Chairman appointed by the Hon'ble NCLT, Division Bench- I, Chennai

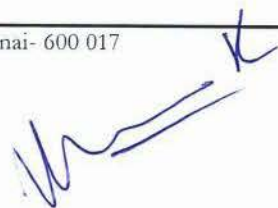
For the Equity Shareholders Meeting of Veranda Learning Solutions Limited

Ref: Common Order dated March 18, 2026 passed by the Hon'ble NCLT, Division Bench-I, in C.A. (CAA)/12/CHE/2026, C.A. (CAA)/13/CHE/2026 and C.A. (CAA)/14/CHE/2026, in relation to the proposed Composite Scheme of Arrangement.

Sub: Scrutinizer's Report on the Meeting of Equity Shareholders of Veranda Learning Solutions Limited, convened on April 24, 2026 at 11:00 A.M. through e-voting via the CDSL platform, pursuant to the directions of the Hon'ble National Company Law Tribunal, Chennai Bench, in the matter of the Composite Scheme of Arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Dear Sir,

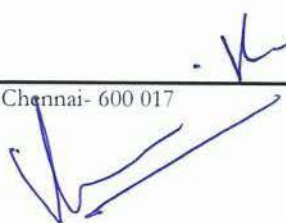
1. I, Vinita Varshini. K, Advocate was appointed as a Scrutiniser for the meeting of the Equity Shareholders of Veranda Learning Solutions Limited by the National Company Law Tribunal, Chennai Bench ("NCLT" or "Tribunal") vide Order dated March 18, for the purpose of scrutinizing the e-voting on the resolution contained in the Notice of meeting of Equity Shareholders of Veranda Learning Solutions Limited. The same was convened as per the directions in relation to the Hon'ble NCLT and other applicable provisions of the Companies Act, 2013 ("the Act").
2. It is the responsibility of the Company to ensure compliance with respect to the provisions of the Companies Act, 2013 and other relevant rules relating to remote e-voting through CDSL by the Equity Shareholders of the Company on the resolution contained in the notice. Further my responsibility as Scrutinizer herein is restricted to ensure that the voting process of the meeting is conducted in a fair and transparent manner and to prepare the scrutinizer



report being the report containing the total votes casted 'In favour' and "against" on the said resolution based on the auto generated Final voting report downloaded from my login in the e-voting India website of CDSL.

I DO SUBMIT MY REPORT AS HEREUNDER:

3. In compliance with the aforesaid common order dated March 18, 2026 passed by the Hon'ble NCLT, the Company has completed the service and dispatch of the notice dated March 21,2026, along with the explanatory statement under Sections 230 to 232 and Section 102 of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The said notice, setting out the relevant facts and annexures, was sent to the equity shareholders of the Company whose names appeared in the Register of Members / list of beneficial owners as on March 20, 2026 on March 23, 2026 at their registered email addresses. Additionally, the notice was made available for download on the website of the Company, the websites of the recognized stock exchanges, SEBI, and Central Depository Services (India) Limited ("CDSL").
4. The notice of the meeting under sub-section (3) of section 230 of the Companies Act, 2013 was advertised in "Financial Express" (English) and "Makkal Kural" (Tamil) on March 24,2026 and was also placed on the website of the company and the recognized stock exchanges where the securities of the company are listed.
5. The Equity Shareholders as on April 17, 2026 (Cut-off date for Equity Shareholders) were entitled to vote on the resolution set out in the Notice through remote e-voting and voting at the meeting.
6. The voting period for remote e-voting commenced on Monday, April 20, 20026 at 09:00 A.M (I.S.T) and ended on Thursday, April 23, 2026 at 05:00 PM (I.S.T). The remote e-voting module was disabled by CDSL for voting thereafter.
7. The Equity Shareholders meeting was convened on Friday, April 24, 2026, at 11:00 AM by the directions of the common order referred above through CDSL. The requisite quorum for the meeting was present.
8. The Company has also provided e-voting facility for those Equity Shareholders who had not cast their vote on the resolution earlier by availing the remote e-voting facility prior to the meeting. The remote e-voting module was kept open for voting for a period of 15 minutes after the conclusion of the meeting.



9. After the closure of the voting at the Meeting, the report on the e-voting done at the Meeting and the votes cast under remote e-voting facility prior to the Meeting were unblocked and counted.
10. There were no proxies since the meeting is conducted through e-voting / remote e-voting.
11. The resolution as set out in the notice is reproduced below:

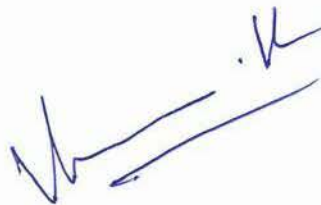
“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder, including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, and other circulars issued by SEBI applicable to schemes of arrangement (“SEBI Scheme Circular”), and all other applicable laws, regulations, rules, notifications and circulars (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Observation Letters issued by BSE Limited and National Stock Exchange of India Limited on January 19, 2026 and January 20, 2026, respectively, the Memorandum and Articles of Association of Veranda Learning Solutions Limited (“VLS” or “Amalgamated Company” or “Demerged Company” or the “Company”), and subject to the sanction of the Hon’ble National Company Law Tribunal, Chennai Bench (“Hon’ble Tribunal” or “NCLT”) and such other approvals, permissions and sanctions of the Central Government, SEBI, the Registrar of Companies, Stock Exchanges and other Regulatory or Governmental Authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble Tribunal, or by any Statutory or Regulatory Authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the proposed arrangement embodied in the Composite Scheme of Arrangement amongst Veranda Learning Solutions Limited (“VLS” or “Amalgamated Company” or “Demerged Company”), Veranda XL Learning Solutions Private Limited (“VXLS” or “Amalgamating Company”), J.K. Shah Commerce Education Limited (“JSCCEL” or “Resulting Company”) and their respective

shareholders and creditors ("Scheme"), as annexed to this Notice of the NCLT convened Meeting of the equity shareholders, be and is hereby approved.

RESOLVED FURTHER THAT *the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper, desirable or expedient for giving effect to this resolution and for the purpose of implementing and giving effect to the Scheme and for any matters connected therewith or incidental thereto, including: (i) accepting such modifications and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal or its appellate authority(ies) and/or by any Regulatory / Governmental Authorities, while sanctioning the Scheme or otherwise; (ii) settling and resolving any questions, difficulties or doubts that may arise in this regard, including passing such accounting entries and making such adjustments in the books of account as considered necessary; and (iii) finalizing, signing, executing and filing all necessary applications, petitions, affidavits, documents and writings and doing all acts, deeds and things as may be necessary in connection therewith, without being required to seek any further consent/approval of the Equity shareholders of the Company and the equity shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution.*

RESOLVED FURTHER THAT *the Board may delegate all or any of its powers herein conferred to any Director(s) and/or Key Managerial Personnel(s) of the Company to give effect to these Resolutions, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of VLS"*

12. The results of the voting seeking approval of Equity Shareholders of the Company to the proposed Composite Scheme is as under



i. Votes in favour of the resolution

Mode of voting	Number of Equity Shareholders who voted (In favour)	Number of valid votes cast by them (Number of shares) (In favour)	% total number of valid votes cast (In favour)
Remote e-voting	128	63711026	100
E-voting at the meeting	3	4	0
Total	131	63711030	100

ii. Votes against the resolution

Mode of voting	Number of Equity Shareholders who voted (against)	Number of valid votes cast by them (Number of shares) (against)	% total number of valid votes cast (against)
Remote e-voting	1	2	0
E-voting at the meeting	0	0	0
Total	1	2	0

iii. Invalid votes

Mode of voting	Number of members voted	Number of votes declared invalid
Remote e-voting	0	0
E-voting at the meeting	0	0
Total	0	0

As mentioned in the Notice to the equity shareholders, in accordance with the provisions of Section 230 to 232 of the Act, the Composite Scheme shall be considered approved by the equity shareholders only if the aforesaid resolution has been approved by majority of persons representing three-fourth in value of the equity shareholders through remote e-voting prior to the Meeting and e-voting during the Meeting.

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13. In view of the above scrutiny, I hereby certify that the resolution has been passed with requisite majority (in terms of the Act) by the Equity Shareholders of the Company.
14. The list of Equity Shareholders who voted "IN FAVOUR", "AGAINST" and all other relevant electronic records relating to the remote e-voting and e-voting at the meeting have been emailed to your good self and handed over to Mr. S Balasudharam, Company Secretary of the Company for safekeeping.
15. Based on the above information, you may accordingly declare the results.



Signature of the Scrutiniser

Name: Vinita Varshini. K, Advocate

Date: April 24, 2026

Place: Chennai