

10th January 2025

BSE Limited

Dept of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 National Stock Exchange of India Limited

The Listing Department, Exchange Plaza, Bandra Kurla Complex, Mumbai – 400 051

Scrip Code: 543514 Symbol: VERANDA

Dear Sir/Madam,

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

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(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 January 9, 2025 along with the Consolidated Scrutinizer's Report dated January 10, 2025.

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



www.verandalearning.com

+91 44 4690 1007 G.R. Complex First floor No.807-808, Anna Salai, Nandanam, Chennai -600 035

CIN: L74999TN2018PLC125880



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
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, 09TH JANUARY, 2025 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 13th December, 2024 and corrigendum to the notice dated 03rd January, 2025 of the EGM held on 09th January, 2025.

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 03rd January,
 2025, as per the EGM notice and corrigendum to the EGM notice issued by the
 Company.

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- As prescribed in the Rules, the e-voting facility was kept open for three days from Monday, 06th January, 2025 (9:00 A.M. IST) till Wednesday, 08th January, 2025 (05:00 P.M. IST).
- 4. As on the cut-off date i.e. 03rd January, 2025, there were 11,812 Shareholders as per the BENPOS Report issued by the RTA, i.e., 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, 09th January, 2025, at 12:31 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 A SPECIAL RESOLUTION

TO APPROVE THE ISSUANCE OF EQUITY SHARES FOR CASH CONSIDERATION ON PREFERENTIAL BASIS TO INVESTORS

Voting	Voted in favour of the resolution			painst the lution	Votes invalid	
	Through e-voting at venue	Through remote e-voting	Through e-voting at venue	Through remote e-voting	Throug h e- voting at venue	Through remote e- voting
Number of Members voted	4	68	-	1	-	-
Number of Votes Cast by Members	86,865	4,34,80,111	-	60	-	-
% of total number of valid votes cast	0.2	99.8	-	0	-	-



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CONSOLIDATED RESULT ON VOTING ITEM NO: 1

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Item No. 1, as set out in the Notice of the EGM is passed in favour of the resolution with requisite majority.

ITEM NO. 2: AS A SPECIAL RESOLUTION

TO APPROVE THE ISSUANCE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH ON PREFERENTIAL BASIS (VERANDA ADMINISTRATIVE LEARNING SOLUTIONS PRIVATE LIMITED):

Voting	Voted in favour of the resolution			painst 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	68	-	1	-	-
Number of Votes Cast by Members	86,865	4,34,80,111	-	60	-	-
% of total number of valid votes cast	0.2	99.8	-	0	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 2

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Item No. 2, as set out in the Notice of the EGM is passed in favour of the resolution with requisite majority.

ITEM NO. 3: AS A SPECIAL RESOLUTION

TO APPROVE THE ISSUANCE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH ON PREFERENTIAL BASIS (BB PUBLICATION PRIVATE LIMITED):

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	Through remote e-voting	Through e-voting at venue	Through remote e-voting
			venue			

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Number of Members voted	4	68	(*)	1	-	-
Number of Votes Cast by Members	86,865	4,34,80,111	-	60	-	-
% of total number of valid votes cast	0.2	99.8	-	0	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 3

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Item No. 3, as set out in the Notice of the EGM is passed in favour of the resolution with requisite majority.

ITEM NO. 4: AS A SPECIAL RESOLUTION

TO APPROVE THE ISSUANCE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH ON PREFERENTIAL BASIS (NAVKAR DIGITAL INSTITUTE PRIVATE LIMITED):

Voting	Voted in favour of the resolution		_	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	68	-	1	-	
Number of Votes Cast by Members	86,865	4,34,80,111	-	60	-	-
% of total number of valid votes cast	0.2	99.8	-	0	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Item No. 4, as set out in the Notice of the EGM is passed in favour of the resolution with requisite majority.

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ITEM NO. 5: AS A SPECIAL RESOLUTION

ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PROMOTERS AND CERTAIN IDENTIFIED NON-PROMOTERS:

Voting	Voted in favour of the resolution			ainst 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	67	-	2	-	-
Number of Votes Cast by Members	86,865	4,34,80,110	-	61	-	-
% of total number of valid votes cast	0.2	99.8	-	0	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 5

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Item No. 5, as set out in the Notice of the EGM is passed in favour of the resolution with requisite majority.

ITEM NO. 6: AS AN ORDINARY RESOLUTION

TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS OF SUBSIDIARIES OF THE COMPANY:

Voting	Voted in favour of the resolution			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	54	-	-	-	-
Number of Votes Cast by Members	86,865	47,07,521	-	-	-	-





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% of total	1.81	98.19	-	-	-	-
number of valid						
votes cast						

CONSOLIDATED RESULT ON VOTING ITEM NO: 6

I report that the Ordinary 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 with requisite majority except the item no. 6 which was passed unanimously. I request the Chairman of the EGM to announce the results accordingly.
- 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: 10/01/2025

Counter Signed by For Veranda Learning Solutions Limited

S Balasundharam Company Secretary & Compliance Officer M. No:ACS-11114 For K Sridhar & Co., Company Secretaries

CS K Sridhar Company Secretary Membership No.: F9939

K. Sridhar

C.P. No: 12060

FRN:S2015TN300300 PR No.: 3233/2023

UDIN: F009939F003641897

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Validate

Import XML

General information ab	out company
Scrip code	543514
NSE-Symbol	VERANDA
MSEI Symbol	NA
ISIN	INE0IQ001011
Name of the company	ANDA LEARNING SOLUTIONS LIMITE
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	09-01-2025
Start time of the meeting	12:00 PM
End time of the meeting	12:30 PM

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Scrutinizer Deta	nils
Name of the Scrutinizer	K.Sridhar
Firms Name	K.Sridhar & Co
Qualification	cs
Membership Number	F9939
Date of Board Meeting in which appointed	11-12-2024
Date of Issuance of Report to the company	10-01-2025

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Voting results	
Record date	03-01-2025
Total number of shareholders on record date	11812
No. of shareholders present in the meeting either in person or through pro-	V. Service and Artist
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	6
b) Public	49
No. of resolution passed in the meeting	
Disclosure of notes on voting results	Add Notes

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	19.1 2 5.		Res	olution (1)				
	Res	Special						
Whether	promoter/promoter group are	interested in the age	enda/resolution?			No		
	-	Description of resol	ution considered	То а	approve the issuance Prefe	e of Equity Shares fo erential Basis to inve		n on-
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
	E-Voting		38772650	.99.1429	38772650	0	100.0000	0.0000
Promoter and	Poll	39107850	0	0.0000	0	0	Ó	. 0
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	Ó	0
	Total:	39107850	38772650	99.1429	38772650	. 0	100.0000	0.0000
	E-Voting		0	0.0000	0	0		, <u>, , , , , , , , , , , , , , , , , , </u>
Public-	Poll	1049243	0	0.0000	0	0	Ó	· o
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	Ò	, 0
	Total	1049243	. 0	0.0000	0	Q	0.0000	0.0000
	E-Voting		4794386	15.3541	4794326	60	99.9987	0.0013
Public- Non	Poll	31225502	0	0.0000	0	0	0	. 0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	31225502	4794386	15.3541	4794326	60	99,9987	0.0013
	Total	71382595	43567036	61.0331	43566976	60	99.9999	0.0001
					Whether resolution	is Pass or Not.	Y	es
					Disclosure of	notes on resolution	Add I	Notes

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



***		., No. 1	Rés	olution (2)					
	Reso	olution required: (Or	dinary / Special)	Special					
Whether	promoter/promoter group are i	nterested in the age	nda/resolution?	No					
Description of resolution considered					on Preferential Basis (Veranda Administrative Learning Solutions Private				
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	
	E-Voting	39107850	38772650	99.1429	38772650		100.0000	0.0000	
Promoter and	Poil		0	0.0000	0	0	0	0	
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	39107850	38772650	99.1429	38772650	0	100.0000	0.0000	
	E-Voting		0	0.0000	0	0	0	ò	
Public-	Poll	1049243	0	0.0000	0	0	, 0	О	
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	. 0	o	
	Total 7	1049243	0	0.0000	0	. 0	0.0000	0,0000	
	E-Voting		4794386	15.3541	4794326	60	99.9987	0.0013	
Public- Non	Poll	31225502	0	- 0.0000	0	0	0	O.	
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	. 0	o	
	Total	31225502	4794386	15.3541	4794326	60	99.9987	0.0013	
多 种多。这一生生	Total	71382595	43567036	61.0331	43566976	. 60	99.9999	0.0001	
				\	Whether resolution	is Pass or Not.	Y	es	
					Disclosure of	notes on resolution	Add I	Notes	

C-1	1
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	A-10,6m.
Public - Non Insitutions	



7.0			Reso	olution (3)		1.14			
	Reso	olution required: (Or	dinary / Special)	Special					
Whether	promoter/promoter group are i	nterested in the age	nda/resolution?	No					
Description of resolution considered				To approve the issuance of Equity Shares for consideration other than cash on Preferential Basis (BB Publication Private Limited)					
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	
	E-Voting		38772650	99.1429	38772650	0	100.0000	0.0000	
Promoter and	Poll	39107850	0	0.0000	o	0	. 0	0	
Promoter Group	Postal Ballot (if applicable)		0	0,000,0	0	0	. 0	0	
	Total	39107850	38772650	99.1429	38772650	0	100.0000	0.0000	
	E-Voting		0	0.0000	0	0	.0	o o	
Public-	Poll	1049243	0	70.0000	0	0	0	0	
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	. 0	0	
	Total	1049243	0	0.0000	0	. 0	0.0000	0.0000	
	E-Voting		4794386	15.3541	4794326	60	99.9987	0.0013	
Public- Non	Poll	31225502	0	0.0000	0	0	Ó	0	
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	31225502	4794386	15.3541	4794326	60	99.9987	0.0013	
	Total Total	71382595	43567036	61.0331	43566976	60	99,9999		
		-		1	Whether resolution	is Pass or Not.	Y	es	
					Disclosure of	notes on resolution	Add I	Notes	

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	



(and the			Res	olution (4)					
	Reso	olution required: (Or	dinary / Special)	Special					
Whether	promoter/promoter group are i	nterested in the age	nda/resolution?			No			
Description of resolution considered					To approve the issuance of Equity Shares for consideration other than cash on Preferential Basis (Navkar Digital Institute Private Limited)				
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	
	E-Voting		38772650	99.1429	38772650	0	100.0000	0.0000	
Promoter and	Poli	39107850	0	0.0000	0	0	. 0	. 0	
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	³ o	0	
	Total	39107850	38772650	99.1429	38772650	0	100.0000	0.0000	
	E-Voting		0	0.0000	o	0	0	. 0	
Public-	Poll	1049243	0	0.0000	0	0		. 0	
Institutions	Postal Ballot (if applicable)		0	0.0000	О	0	Q	o	
	Total	1049243	0	0.0000	0	. 0	, 0.0000	0.0000	
	E-Voting		4794386	15.3541	4794326	60	99.9987	0.0013	
Public- Non	Poll	31225502		0.0000	0	0	~ 0	0	
Institutions	Postal Ballot (if applicable)		0	0,0000	0	0	.0	. 0	
	Total	31225502	4794386	15.3541	4794326	60	99.9987	0.0013	
建筑 。	Total	71382595	43567036	61.0331	43566976	60	99,9999	0.0001	
		44		<u> </u>	Whether resolution	is Pass or Not.	Y	es	
					Disclosure of	notes on resolution	Add f	Notes	

Details of In <u>v</u> alid Votes						
Category	No. of Votes					
Promoter and Promoter Group						
Public Insitutions	international Processing and American Contract C					
Public - Non Insitutions						



			- Reso	olution (5)	2.6				
	Reso	lution required: (Or	dinary / Special)	Special					
Whether p	promoter/promoter group are i	nterested in the age	nda/resolution?			No			
Description of resolution considered				Issue of Convertible Warrants on Preferential Basis to the Promoters and Certain Identified Non-Promoters					
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	
	E-Voting		38772650	99.1429	38772650	0	100.0000	0.0000	
Promoter and	Poll	39107850	О	0.0000	0		0	0	
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	. 0	O	
	Total	39107,850	38772650	99,1429	38772650		100.0000	, 0.0000	
	E-Voting		0	0.0000	0	0	. 0	. 0	
Public-	Poll	1049243	0	0.0000	0	0	0	0	
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	٥. أ	0	
	Total	1049243	. 0	0.0000	Ó	` 0	0.0000	0.0000	
	E-Voting		4794386	15.3541	4794325	61	99.9987	0.0013	
Public- Non	Poil	31225502	0	0.0000	0		0	0	
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	. 0	. 0	
	Total	31225502	4794386	15.3541	4794325	61	99.9987	0.0013	
EE SALL	Total	71382595	43567036	61.0331	43566975	61	99.9999	0.0001	
	M 4 * 1 - WW 4 . W				Whether resolution	is Pass or Not.	Y	es	
	•				Disclosure of	notes on resolution	Add I	Votes	

Details of Invalid Votes					
Category	No. of Votes				
Promoter and Promoter Group					
Public Insitutions	mily miles representational experience				
Public - Non Insitutions					



			Reso	olution (6)					
	Reso	lution required: (Or	dinary / Special)	Ordinary					
Whether	promoter/promoter group are i	nterested in the age	nda/resolution?	Yes					
Description of resolution considered				To approve Material Related Party Transactions of Subsidiaries 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	
	E-Voting	39107850	0	0.0000	0	0	0	0	
Promoter and Promoter Group	Poll		0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0,000,0	0	0	0	0	
	Postal Ballot (if applicable)	39107850	. 0	0.0000	0	0	0.0000	0.0000	
	E-Voting	1049243	0	0.0000	0	0	0	. 0	
Public-	Poll		0	0.0000	0	0	0	. 0	
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	. 0	
	Total	1049243		0.0000	0	0	² 0.0000	0.0000	
	E-Voting		4794386	15,3541	4794386	0	100.0000	0.0000	
Public- Non	Poll	31225502	0	0.0000	0	0	, , , ,	. " 0	
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	, Q	. 0	
	Total	31225502	4794386	15.3541	4794386	0	100.0000	0.0000	
Tright Levens	Total A	71382595	4794386	6.7165	4794386	0	100.0000	0.0000	
					Whether resolution	is Pass or Not.	Υ	es	
					Disclosure of	notes on resolution	Add	Notes	

Details of Invalid Vote	·s
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	- Washing Angulary Alia Angula
Public - Non Insitutions	

