

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN)

L74999TN2018PLC125880

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	VERANDA LEARNING SOLUTIONS LIMITED	VERANDA LEARNING SOLUTIONS LIMITED
Registered office address	G.R Complex, First floor, No .807-808,,Anna Salai,Nandanam,Chennai City Corporation,Chennai,Tamil Nadu,India,600035	G.R Complex, First floor, No .807-808,,Anna Salai,Nandanam,Chennai City Corporation,Chennai,Tamil Nadu,India,600035
Latitude details	13.026382	13.026382
Longitude details	80.231945	80.231945

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

448217479_Photo_VLS.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****9K

(c) *e-mail ID of the company

*****tarial@verandalearning.com

(d) *Telephone number with STD code

04*****07

(e) Website	<div style="border: 1px solid black; padding: 2px;">www.verandalearning.com</div>									
iv *Date of Incorporation (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">20/11/2018</div>									
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	<div style="border: 1px solid black; padding: 2px;">Public company</div>									
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	<div style="border: 1px solid black; padding: 2px;">Company limited by shares</div>									
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)</i>	<div style="border: 1px solid black; padding: 2px;">Indian Non-Government company</div>									
vi *Whether company is having share capital (as on the financial year end date)	<input checked="" type="radio"/> Yes <input type="radio"/> No									
vii (a) Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No									
(b) Details of stock exchanges where shares are listed										
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> <tr> <td style="text-align: center;">2</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> </tbody> </table>		S. No.	Stock Exchange Name	Code	1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)	2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
S. No.	Stock Exchange Name	Code								
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)								
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)								
viii Number of Registrar and Transfer Agent	<div style="border: 1px solid black; padding: 2px; width: 100px;">1</div>									
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 20%;">Name of the Registrar and Transfer Agent</th> <th style="width: 30%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 30%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">L72400MH2017PLC444072</td> <td style="text-align: center;">KFIN TECHNOLOGIES LIMITED</td> <td>301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070</td> <td style="text-align: center;">INR000000221</td> </tr> </tbody> </table>		CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070	INR000000221	
CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent							
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070	INR000000221							
ix * (a) Whether Annual General Meeting (AGM) held	<input checked="" type="radio"/> Yes <input type="radio"/> No									
(b) If yes, date of AGM (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">29/09/2025</div>									
(c) Due date of AGM (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">30/09/2025</div>									
(d) Whether any extension for AGM granted	<input type="radio"/> Yes <input checked="" type="radio"/> No									
(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>									

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

2

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	P	Education	85	Education	3.19
2	N	Administrative and support service activities	82	Office administrative, office support and other business support activities	96.81

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

19

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U80100TN2019PTC126711		VERANDA XL LEARNING SOLUTIONS PRIVATE LIMITED	Subsidiary	76
2	U80100TN2018PTC125803		VERANDA RACE LEARNING SOLUTIONS PRIVATE LIMITED	Subsidiary	100
3	U80904TN2021PTC141652		VERANDA IAS LEARNING SOLUTIONS PRIVATE LIMITED	Subsidiary	100

4	U80200TN2011PTC176484		BRAIN4CE EDUCATION SOLUTIONS PRIVATE LIMITED	Subsidiary	100
5	U80903TN2022PTC155382		VERANDA ADMINISTRATIVE LEARNING SOLUTIONS PRIVATE LIMITED	Subsidiary	100
6	U80902TN2022PTC155059		VERANDA MANAGEMENT LEARNING SOLUTIONS PRIVATE LIMITED	Subsidiary	100
7		203399807	VERANDA LEARNING SOLUTIONS NORTH AMERICA INC	Subsidiary	100
8	U85492TN2023PTC161745		SREEDHAR CCE LEARNING SOLUTIONS PRIVATE LIMITED	Subsidiary	100
9	U72200TN2016PTC110027		BASSURE SOLUTIONS PRIVATE LIMITED	Subsidiary	90
10	U74999KL2017PTC049214		NEYYAR ACADEMY PRIVATE LIMITED	Subsidiary	76
11	U80904KL2018PTC052192		NEYYAR EDUCATION PRIVATE LIMITED	Subsidiary	76
12	U85500TN2023PTC161074		PHIRE LEARNING SOLUTIONS PRIVATE LIMITED	Subsidiary	99.98
13	U78100TN2023PTC181737		SIX PHRASE EDUTECH PRIVATE LIMITED	Subsidiary	98
14	U74120TN1986PTC013276		VERANDA K-12 LEARNING SOLUTIONS PRIVATE LIMITED	Subsidiary	76
15	U72900TN2022PTC181738		TALENTELY INNOVATIVE SOLUTIONS PRIVATE LIMITED	Subsidiary	98
16	U80903TG2016PTC113156		TAPASYA EDUCATIONAL INSTITUTIONS PRIVATE LIMITED	Subsidiary	51
17	U80904GJ2018PTC104265		NAVKAR DIGITAL INSTITUTE PRIVATE LIMITED	Subsidiary	65
18	U85500MH2020PTC350703		BB PUBLICATION PRIVATE LIMITED	Subsidiary	40.41

19	U85500MH2023PTC399202		BB VIRTUALS PRIVATE LIMITED	Subsidiary	40.41
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IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	100000000.00	74396248.00	74396248.00	74396248.00
Total amount of equity shares (in rupees)	1000000000.00	743962480.00	743962480.00	743962480.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares @ 10 each				
Number of equity shares	100000000	74396248	74396248	74396248
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1000000000.00	743962480.00	743962480	743962480

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares <div></div>	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	69197546	69197546.00	691975460	691975460	
Increase during the year	0.00	5198702.00	5198702.00	51987020.00	51987020.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	3013653	3013653.00	30136530	30136530	
v ESOPs	0	185049	185049.00	1850490	1850490	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
x Others, specify <div>Conversion of warrants into equity shares</div>	0	2000000	2000000.00	20000000	20000000	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div>Not Applicable</div>	0	0	0.00	0	0	
At the end of the year	0.00	74396248.00	74396248.00	743962480.00	743962480.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <div>Not Applicable</div>	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div>Not Applicable</div>	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE0IQ001011

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation		
	Number of shares	
	Face value per share	
After split / consolidation		
	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

2

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Secured NCD's	0	0	0.00
Senior Secured NCD's	2500	100000	250000000.00
Total	2500.00	100000.00	250000000.00

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Secured NCD's	416588000	0	416588000	0.00
Senior Secured NCD's	0	250000000	0	250000000.00

Total	416588000.00	250000000.00	416588000.00	250000000.00
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(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	416588000.00	250000000.00	416588000.00	250000000.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	416588000.00	250000000.00	416588000.00	250000000.00

v Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
convertible warrants	778817	10	250000257	2.5	62500064.25
Total	778817		250000257		62500064.25

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

410823943

ii * Net worth of the Company

7579840122

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	38469650	51.71	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others <div></div>	0	0.00	0	0.00
	Total	38469650.00	51.71	0.00	0

Total number of shareholders (promoters)

3

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	25852990	34.75	0	0.00
	(ii) Non-resident Indian (NRI)	143454	0.19	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	91833	0.12	0	0.00
6	Foreign institutional investors	637243	0.86	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	9137431	12.28	0	0.00
10	Others	63647	0.09	0	0.00
	EMPLOYEES NBFC				
	Total	35926598.00	48.29	0.00	0

Total number of shareholders (other than promoters)

11227

Total number of shareholders (Promoters + Public/Other than promoters)

11230.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	5624
2	Individual - Male	5438
3	Individual - Transgender	0
4	Other than individuals	168
	Total	11230.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
As per Annexure	As per Annexure	31/03/2025	India	637243	0.86

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**[Details of Promoters, Members (other than promoters), Debenture holders]**

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	12432	11227
Debenture holders	5	2

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	1	3	1	3	17.5	35.19
B Non-Promoter	0	4	0	6	0.00	0.00
i Non-Independent	0	0	0	1	0	0
ii Independent	0	4	0	5	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0

v Others						
Total	1	7	1	9	17.50	35.19

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
KALPATHI SUBRAMANYAM AGHORAM	00526585	Director	12829553	
KALPATHI SUBRAMANIAM GANESH	00526451	Director	12828049	
KALPATHI SUBRAMANIAN SURESH	00526480	Director	12812048	
KALPATHI ARCHANA	05331133	Director	100000	
LAKSHMINARAYANAN SESHADRI	01753098	Director	0	
REVATHI RAGHUNATHAN	01254043	Director	0	
PILLAIPAKKAM BAHUKUDUMBI SRINIVASAN	09366225	Director	0	
JITENDRA KANTILAL SHAH	01795017	Director	0	28/10/2025
ASHOK MISRA	00006051	Director	0	
ALAMELU .	07921583	Director	0	
. SARADHA	BEPPS3361Q	CFO	0	05/05/2025
SWAMINADHAN BALASUNDHARAM	AADPB9460G	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
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ASHOK MISRA	00006051	Additional Director	15/10/2024	Appointment
ASHOK MISRA	00006051	Director	07/11/2024	Change in designation
ALAMELU .	07921583	Additional Director	15/10/2024	Appointment
ALAMELU .	07921583	Director	07/11/2024	Change in designation
KASARAGOD ULLAS KAMATH	00506681	Director	28/10/2024	Cessation
JITENDRA KANTILAL SHAH	01795017	Additional Director	15/10/2024	Appointment
JITENDRA KANTILAL SHAH	01795017	Director	07/11/2024	Change in designation
SWAMINADHAN BALASUNDHARAM	AADPB9460G	Company Secretary	11/08/2024	Appointment
MUTHUKRISHNAN ANANTHARAMAKRISHNAN	ADEPA0648K	Company Secretary	11/08/2024	Cessation

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

4

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	27/09/2024	11079	40	54.61
EXTRA ORDINARY GENERAL MEETING	15/04/2024	12816	43	53.52
EXTRA ORDINARY GENERAL MEETING	07/11/2024	11197	39	54.14
EXTRA ORDINARY GENERAL MEETING	09/01/2025	11812	55	57.73

B BOARD MEETINGS

*Number of meetings held

6

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2024	8	8	100
2	07/08/2024	8	8	100
3	03/09/2024	8	8	100
4	14/11/2024	10	10	100
5	11/12/2024	10	9	90
6	13/02/2025	10	8	80

C COMMITTEE MEETINGS

Number of meetings held

17

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	28/05/2024	3	3	100
2	AUDIT COMMITTEE	07/08/2024	3	3	100
3	AUDIT COMMITTEE	02/09/2024	3	3	100
4	AUDIT COMMITTEE	14/11/2024	3	3	100
5	AUDIT COMMITTEE	29/11/2024	3	3	100
6	AUDIT COMMITTEE	11/12/2024	3	2	66.67
7	AUDIT COMMITTEE	13/02/2025	3	3	100
8	AUDIT COMMITTEE	28/03/2025	3	3	100
9	NOMINATION AND REMUNERATION COMMITTEE	26/04/2024	3	3	100
10	NOMINATION AND REMUNERATION COMMITTEE	21/05/2024	3	3	100

11	NOMINATION AND REMUNERATION COMMITTEE	05/08/2024	3	3	100
12	NOMINATION AND REMUNERATION COMMITTEE	13/09/2024	3	3	100
13	NOMINATION AND REMUNERATION COMMITTEE	15/10/2024	3	3	100
14	NOMINATION AND REMUNERATION COMMITTEE	27/12/2024	3	3	100
15	STAKHOLDER RELATIONSHIP COMMITTEE	11/03/2025	3	3	100
16	RISK MANAGEMENT COMMITTEE	03/10/2024	3	3	100
17	RISK MANAGEMENT COMMITTEE	11/03/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								29/09/2025 (Y/N/NA)
1	KALPATHI SUBRAMANYAM AGHORAM	6	6	100	0	0	0	Yes
2	KALPATHI SUBRAMANIAM GANESH	6	6	100	0	0	0	Yes
3	KALPATHI SUBRAMANIAN SURESH	6	6	100	0	0	0	Yes
4	KALPATHI ARCHANA	6	5	83	0	0	0	Yes
5	LAKSHMINARAYANAN SESHADRI	6	6	100	17	17	100	Yes
6	REVATHI RAGHUNATHAN	6	6	100	15	15	100	Yes
7	PILLAIPAKKAM BAHUKUDUMBI SRINIVASAN	6	6	100	16	15	93	Yes
8	JITENDRA KANTILAL SHAH	3	2	66	0	0	0	No

9	ASHOK MISRA	3	2	66	0	0	0	Yes
10	ALAMELU .	3	3	100	0	0	0	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	KALPATHI SUBRAMANIAN SURESH	Whole-time director	2830512				2830512.00
	Total		2830512.00	0.00	0.00	0.00	2830512.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SARADHA	CFO	11831926	0	1890000		13721926.00
2	MUTHUKRISHNAN ANANTHARAMAKRI SHNAN	Company Secretary	3175163	0	3022000		6197163.00
3	SWAMINADHAN BALASUNDHARAM	Company Secretary	1986882	0			1986882.00
	Total		16993971.00	0.00	4912000.00	0.00	21905971.00

C *Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	KALPATHI SUBRAMANYAM AGHORAM	Director	0	0		515000	515000.00
2	KALPATHI SUBRAMANIAM GANESH	Director	0	0		375000	375000.00
3	KALPATHI ARCHANA	Director	0	0		300000	300000.00

4	LAKSHMINARAYAN AN SESHADRI	Director	0	0		1175000	1175000.00
5	PILLAIPAKKAM BAHUKUDUMBI SRINIVASAN	Director	0	0		1055000	1055000.00
6	REVATHI RAGHUNATHAN	Director	0	0		840000	840000.00
7	ASHOK MISRA	Director	0	0		175000	175000.00
8	JITENDRA KANTILAL SHAH	Director	0	0		150000	150000.00
9	ALAMELU	Director	0	0		250000	250000.00
10	KASARAGOD ULLAS KAMATH	Director	0	0		250000	250000.00
	Total		0.00	0.00	0.00	5085000. 00	5085000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS

☐ Nil

1

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
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Veranda Learning Solutions Limited	BSE Limited and National Stock Exchange of India Ltd	17/03/2025	SEBI(LODR) Regulations 2015	The Stock Exchanges imposed a penalty of 46000 each on the Company for alleged non-compliance with 17 (1A) OF SEBI (LODR) Regulations,2015, relating to appointing/continuing a non-executive director aged 75+ years without prior shareholder approval via special resolution.	Nil
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B *DETAILS OF COMPOUNDING OF OFFENCES

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

11232

XIV Attachments

(a) List of share holders, debenture holders

List of Shareholders_Veranda.csv

(b) Optional Attachment(s), if any

List of Debenture holders and
Warrant Holders.pdf
VLS-MGT-8.pdf
Clarification Letter and RTA
letter.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of VERANDA LEARNING SOLUTIONS LIMITED as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the

provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

RAJIBLOCHAN SARANGI

Date (DD/MM/YYYY)

17/12/2025

Place

Chennai

Whether associate or fellow:

☒ Associate

☐ Fellow

Certificate of practice number

1*4*8

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

11114

*(b) Name of the Designated Person

SWAMINADHAN
BALASUNDHARAM

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 20 dated*

(DD/MM/YYYY) 07/08/2024 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*5*6*8*

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

1*1*4

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC0010177

eForm filing date (DD/MM/YYYY)

19/12/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company