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]

सत्यमेव जयते

Form language
(●) English ( ) Hindi

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

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): 01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY): 31/03/2026

(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, Chennai City Corporation, Tamil Nadu, India, 600035	G.R Complex, First floor, No 807-808, Anna Salai, Nandanam, Chennai, Chennai City Corporation, 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:

(b) *Permanent Account Number (PAN) of the company: AARCA5869K

(c) *e-mail ID of the company: secretarial@verandalearning.com

(d) *Telephone number with STD code: 04446901007

(e) Website |

iv *Date of Incorporation (DD/MM/YYYY) | 20/11/2018

v (a) *Class of Company (as on the financial year end date) | Public Company
(Private company/Public Company/One Person Company)

(b) *Category of the Company (as on the financial year end date) | Company limited by shares
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date) | Indian non-government company
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)

vi *Whether company is having share capital (as on the financial year end date) ◉ Yes ○ No

vii (a) Whether shares listed on recognized Stock Exchange(s) ◉ Yes ○ No

(b) Details of stock exchanges where shares are listed

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 1

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-400070	INR000000221

ix * (a) Whether Annual General Meeting (AGM) held ◉ Yes ○ No

(b) If yes, date of AGM (DD/MM/YYYY) | 31/07/2026

(c) Due date of AGM (DD/MM/YYYY) | 30/09/2026

(d) Whether any extension for AGM granted ○ Yes ◉ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension |

(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 Services	85	Engage in skill training	2.83%
2	N	Management Support Services	82	Engage in planning, strategising and liaisoning for various stakeholders	97.17%

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

i *No. of Companies for which information is to be given: 16

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	U80100TN2019PTC126711		VERANDA XL LEARNING SOLUTIONS PRIVATE LIMITED	Subsidiary	100
2	U80100TN2018PTC125803		VERANDA RACE LEARNING SOLUTIONS PRIVATE LIMITED	Subsidiary	100
3	U80904TN2021PTC141652		VERANDA IAS LEARNING SOLUTIONS PRIVATE LIMITED	Subsidiary	100
4	U80903TN2022PTC155382		VERANDA ADMINISTRATIVE LEARNING SOLUTIONS PRIVATE LIMITED	Subsidiary	100
5		203399807	VERANDA LEARNING SOLUTIONS NORTH AMERICA INC	Subsidiary	100
6	U72200TN2016PTC110027		BASSURE SOLUTIONS PRIVATE LIMITED	Subsidiary	100
7	U85500TN2023PTC161074		PHIRE LEARNING SOLUTIONS PRIVATE LIMITED	Subsidiary	99.98

8	U74999KL2017PTC049214		NEYYAR ACADEMY PRIVATE LIMITED	Subsidiary	100
9	U80904KL2018PTC052192		NEYYAR EDUCATION PRIVATE LIMITED	Subsidiary	100
10	U74120TN1986PTC013276		VERANDA K-12 LEARNING SOLUTIONS PRIVATE LIMITED	Subsidiary	100
11	U80903TG2016PTC113156		TAPASYA EDUCATIONAL INSTITUTIONS PRIVATE LIMITED	Subsidiary	51
12	U80904GJ2018PTC104265		NAVKAR DIGITAL INSTITUTE PRIVATE LIMITED	Subsidiary	65
13	U85500MH2020PTC350703		BB PUBLICATION PRIVATE LIMITED	Subsidiary	51
14	U85500MH2023PTC399202		BB VIRTUALS PRIVATE LIMITED	Subsidiary	100
15	U85306TN2025PLC183247		J.K SHAH COMMERCE EDUCATION LIMITED	Subsidiary	100
16	U80100DL2009PLC195637		SNVA VERANDA LTD	Associates	42.09

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	110000000	9,61,69,635	9,61,69,635	9,61,69,635
Total amount of equity shares (in rupees)	1100000000	96,16,96,350	96,16,96,350	96,16,96,350

Number of classes: 1

Class of shares Equity Shares @ 10 each	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	11,00,00,000	9,61,69,635	9,61,69,635	9,61,69,635
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	110,00,00,000	96,16,96,350	96,16,96,350	96,16,96,350

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes: 0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares	0	0	0	0
Nominal value per share (in rupees)	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

(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	74396248	74396248	74,39,62,480	74,39,62,480	
Increase during the year		21773387	21773387	21,77,33,870	21,77,33,870	
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	5350974	5350974	5,35,09,740	5,35,09,740	
v ESOPs	0	551240	551240	55,12,400	55,12,400	
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	
x Others, specify		0				
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 QIP	0	15871173	15871173	158711730	158711730	
At the end of the year	0	96169635	96169635	96,16,96,350	96,16,96,350	
(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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
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 Nil	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 Nil	0	0	0.00		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: 1

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Non-convertible debentures	0	0	0
Total			

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
Non-convertible debentures	25,00,00,000	0	25,00,00,000	0
Total				

(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	25,00,00,000	0	25,00,00,000	0
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	25,00,00,000	0	25,00,00,000	0

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

(a) *Turnover | 29,89,38,000

(b) * Net worth of the Company | 12,17,56,67,000

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	3,06,69,650	31.90	0	0
	(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	0	0.00

10	Others	0	0.00	0	0.00
	Total	3,06,69,650	31.90	0	0.00

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	3,71,98,852	38.70	0	0.00
	(ii) Non-resident Indian (NRI)	4,43,126	0.46	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	22,78,972	2.37	0	0.00
7	Mutual funds	152	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	2,49,46,883	25.92	0	0.00

10	Others Employee/AIF/Trust/KMP	6,32,000	0.65	0	0.00
	Total	6,54,99,985	68.10	0.00	0

Total number of shareholders (other than promoters) | 3

Total number of shareholders (Promoters + Public/Other than promoters) | 13,518

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

Sl.No	**Category**	
1	Individual - Female	3012
2	Individual - Male	6401
3	Individual - Transgender	-
4	Other than individuals	3805
	Total	13218

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	31/03/2026	India	22,78,972	2.37

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)	11227	13515
Debenture holders	2	0

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	10.62	21.38
B Non-Promoter	0	6	0	5	0.00	0.00
i Non-Independent	0	1	0	0	0	0
ii Independent	5	5	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	0	0	0	0	0	0
Total	1	4	1	4		

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 11

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	1,02,29,553	
KALPATHI SUBRAMANIAM GANESH	00526451	Director	1,02,29,049	
KALPATHI SUBRAMANIAN SURESH	00526480	Director	1,02,12,048	
KALPATHI ARCHANA	05331133	Director	1,00,000	
LAKSHMINARAYANAN SESHADRI	01753098	Director	-	
REVATHI RAGHUNATHAN	01254043	Director	-	

PILLAIPAKKAM BAHUKUDUMBI SRINIVASAN	09366225	Director	-	
ASHOK MISRA	00006051	Director	-	
ALAMELU	07921583	Director	-	
SWAMINADHAN BALASUNDHARAM	AADPB9460G	Company Secretary	1000	
MOHASIN KHAN SP	CWHPM0769B	CFO	-	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year 3

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)
JITENDRA KANTILAL SHAH	01795017	Director	28/10/2025	Cessation
MOHASIN KHAN SP	CWHPM0769B	CFO	06/05/2025	Appointment
SARADHA	BEPPS3361Q	CFO	05/05/2025	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: 3

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
Extra Ordinary General Meeting	10/06/2025	11473	47	52.34
Extra Ordinary General Meeting	25/08/2025	12145	40	0.29
Annual General Meeting	29/09/2025	12584	41	34.49

B BOARD MEETINGS

*Number of meetings held: 10

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	05.05.2025	10	9	90.00
2	17.05.2025	10	10	100.00
3	28.05.2025	10	7	70.00
4	28.07.2025	10	10	100.00

5	05.08.2025	10	9	90.00
6	05.09.2025	10	9	90.00
7	11.09.2025	10	9	90.00
8	25.09.2025	10	8	80.00
9	28.10.2025	10	9	90.00
10	06.02.2026	9	9	100.00

C COMMITTEE MEETINGS

Number of meetings held: 14

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	08.04.2025	3	3	100
2	AUDIT COMMITTEE	05.05.2025	3	3	100
3	AUDIT COMMITTEE	28.05.2025	3	3	100
4	AUDIT COMMITTEE	28.07.2025	3	3	100
5	AUDIT COMMITTEE	04.08.2025	3	3	100
6	AUDIT COMMITTEE	05.09.2025	3	3	100
7	AUDIT COMMITTEE	11.09.2025	3	3	100
8	AUDIT COMMITTEE	28.10.2025	3	3	100
9	AUDIT COMMITTEE	05.02.2025	3	3	100
10	NOMINATION AND REMUNERATION COMMITTEE	05.05.2025	3	3	100
11	NOMINATION AND REMUNERATION COMMITTEE	11.09.2025	3	3	100
12	RISK MANAGEMENT COMMITTEE	30.09.2025	3	3	100
13	RISK MANAGEMENT COMMITTEE	26.03.2026	3	3	100
14	STAKHOLDER RELATIONSHIP COMMITTEE	26.03.2026	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	08.06.2026 (Y/N/NA)
1	KALPATHI SUBRAMANYAM AGHORAM	10	9	90	-	-	-	

2	KALPATHI SUBRAMANIAM GANESH	10	10	100	-	-	-	
3	KALPATHI SUBRAMANIAN SURESH	10	10	100	-	-	-	
4	KALPATHI ARCHANA	10	7	70	-	-	-	
5	LAKSHMINARAYANAN SESHADRI	10	10	100	14	14	100	
6	REVATHI RAGHUNATHAN	10	10	100	12	12	100	
7	PILLAIPAKKAM BAHUKUDUMBI SRINIVASAN	10	10	100	14	14	100	
8	ASHOK MISRA	10	10	100	-	-	-	
9	ALAMELU	10	10	100	-	-	-	

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	11,59,000	NIL	NIL	NIL	11,59,000
	Total		11,59,000	0.00	0.00	0.00	11,59,000

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	14,13,000	-			14,13,000
2	SWAMINADHAN BALASUNDHARAM	Company Secretary	44,61,000	-			44,61,000
3	MOHASIN KHAN SP	CFO	40,81,000	-			40,81,000
	Total		99,55,000				99,55,000

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

5

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	LAKSHMINARAYAN AN SESHADRI	Director	-			14,75,000	14,75,000
2	PILLAIPAKKAM BAHUKUDUMBI SRINIVASAN	Director	-	-	-	14,25,000	14,25,000
3	REVATHI RAGHUNATHAN	Director	-	-	-	13,00,000	13,00,000
4	ASHOK MISRA	Director	-	-	-	87,50,000	87,50,000
5	ALAMELU	Director	-	-	-	8,00,000	8,00,000

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

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

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: 13518

XIV Attachments

(a) List of share holders, debenture holders

(b) Optional Attachment(s), if any

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 o 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) 31/03/2026

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

Date (DD/MM/YYYY)

Place: Chennai

Whether associate or fellow:

(●) Associate ( ) Fellow

Certificate of practice number: 11114

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

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

*(b) Name of the Designated Person: BALASUNDHARAM SWAMINADHAN

Declaration

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

(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

00526480

***To be digitally signed by**

◉ Company Secretary ○ Company secretary in practice

*Whether associate or fellow:

◉ Associate ○ Fellow

Membership number 11114

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)

eForm filing date (DD/MM/YYYY)

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