

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L74999TN2018PLC125880

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AARCA5869K

(ii) (a) Name of the company

VERANDA LEARNING SOLUTIONS

(b) Registered office address

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

(c) *e-mail ID of the company

secretarial@verandalearning.com

(d) *Telephone number with STD code

04442967777

(e) Website

www.verandalearning.com

(iii) Date of Incorporation

20/11/2018

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	The National Stock Exchange of (India) Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

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	P2	Higher education, technical & vocational education	100

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

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

7

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ERANDA XL LEARNING SOLUTI +	U80100TN2019PTC126711	Subsidiary	76
2	VERANDA RACE LEARNING SOI +	U80100TN2018PTC125803	Subsidiary	100

3	VERANDA IAS LEARNING SOLU +	U80904TN2021PTC141652	Subsidiary	100
4	BRAIN4CE EDUCATION SOLUTI +	U80200KA2011PTC094081	Subsidiary	100
5	VERANDA ADMINISTRATIVE LE +	U80903TN2022PTC155382	Subsidiary	100
6	VERANDA MANAGEMENT LEAF +	U80902TN2022PTC155059	Subsidiary	100
7	VERANDA LEARNING SOLUTIO +		Subsidiary	100

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	100,000,000	69,197,546	69,197,546	69,197,546
Total amount of equity shares (in Rupees)	1,000,000,000	691,975,460	691,975,460	691,975,460

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES OF RS.10/- EACH				
Number of equity shares	100,000,000	69,197,546	69,197,546	69,197,546
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000,000	691,975,460	691,975,460	691,975,460

(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				
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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	61,572,051	61572051	615,720,510	615,720,510	
Increase during the year	0	7,625,495	7625495	76,254,950	76,254,950	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	7,578,743	7578743	75,787,430	75,787,430	0
v. ESOPs	0	46,752	46752	467,520	467,520	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
0						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0		
0						
At the end of the year	0	69,197,546	69197546	691,975,460	691,975,460	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
0						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
0						
At the end of the year	0	0	0	0	0	

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		(i)	(ii)	(iii)
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

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	4,165,880	100	416,588,000
Partly convertible debentures	0		0
Fully convertible debentures	0		0
Total			416,588,000

Details of debentures

Class of 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	4,165,880	0	0	4,165,880
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(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
Share Warrants	2,000,000	10	20,000,000	307	153,500,000
Total	2,000,000		20,000,000		153,500,000

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

(i) Turnover

394,085,000

(ii) Net worth of the Company

6,156,739,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	37,083,150	53.59	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	30,000	0.04	0	
10.	Others 0	0	0	0	
	Total	37,113,150	53.63	0	0

Total number of shareholders (promoters)

19

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	22,722,915	32.84	0	
	(ii) Non-resident Indian (NRI)	144,547	0.21	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	201,500	0.29	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,244,289	10.47	0	
10.	Others	1,771,145	2.56	0	
	Total	32,084,396	46.37	0	0

Total number of shareholders (other than promoters)

12,180

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

12,199

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

Details	At the beginning of the year	At the end of the year
Promoters	19	19
Members (other than promoters)	11,552	12,180
Debenture holders	5	5

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	17.55	35.3
B. Non-Promoter	0	5	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & 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	8	1	7	17.55	35.3

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

10

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KALPATHI SUBRAMANIAM 	00526585	Director	12,162,886	
KALPATHI SUBRAMANIAM 	00526451	Director	12,161,382	
KALPATHI SUBRAMANIAM 	00526480	Director	12,145,382	
KALPATHI AGHORAM 	05331133	Director	100,000	
LAKSHMINARAYANAN 	01753098	Director	0	
REVATHI RAGHUNATH 	01254043	Director	0	
PILLAIPAKKAM BAHU 	09366225	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KASARAGOD ULLAS I	00506681	Director	0	
SARADHA	BEPPS3361Q	CFO	0	
MUTHUKRISHNAN AN	ADEPA0648K	Company Secretar	27,800	

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

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
VARUN BAJPAI	00058339	Director	26/12/2023	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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-Ordinary General Meeting	07/08/2023	11,879	38	59.65
Annual General Meeting	29/09/2023	13,017	38	59.31

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/05/2023	9	8	88.89
2	29/05/2023	9	8	88.89
3	14/07/2023	9	8	88.89
4	09/08/2023	9	7	77.78
5	07/09/2023	9	7	77.78
6	09/11/2023	9	7	77.78

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
7	12/01/2024	8	8	100
8	07/02/2024	8	8	100
9	21/03/2024	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

29

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/04/2023	3	3	100
2	Audit Committee	29/05/2023	3	3	100
3	Audit Committee	14/07/2023	3	3	100
4	Audit Committee	09/08/2023	3	3	100
5	Audit Committee	07/09/2023	3	3	100
6	Audit Committee	09/11/2023	3	3	100
7	Audit Committee	10/11/2023	3	3	100
8	Audit Committee	07/02/2024	3	3	100
9	Audit Committee	21/03/2024	3	3	100
10	Nomination and	17/11/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		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	
1	KALPATHI SU	9	9	100	5	4	80	
2	KALPATHI SU	9	9	100	0	0	0	
3	KALPATHI SU	9	9	100	5	2	40	

4	KALPATHI AG	9	7	77.78	0	0	0	
5	LAKSHMINAR	9	9	100	20	20	100	
6	REVATHI RAO	9	9	100	12	12	100	
7	PILLAIPAKKA	9	9	100	14	14	100	
8	KASARAGOD	9	5	55.56	3	3	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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 SUBRAJ	Executive Director	1,137,000	0	0	0	1,137,000
	Total		1,137,000	0	0	0	1,137,000

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Saradha Govindara	CFO	11,956,000	0	685,000	0	12,641,000
2	M Anantharamakris	Company Secretary	7,062,000	0	0	0	7,062,000
	Total		19,018,000	0	685,000	0	19,703,000

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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	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	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. 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.

Name

Whether associate or fellow

Associate Fellow

Certificate of practice number

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 all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the 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.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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

B. BOARD MEETINGS

Number of Meetings Held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/05/2023	9	8	88.89
2	29/05/2023	9	8	88.89
3	14/07/2023	9	8	88.89
4	09/08/2023	9	7	77.78
5	07/09/2023	9	7	77.78
6	09/11/2023	9	7	77.78
7	12/01/2024	8	8	100
8	07/02/2024	8	8	100
9	21/03/2024	8	8	100

A. COMMITTEE MEETINGS

Number of meetings held

20

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	27/04/2023	3	3	100
2	AUDIT COMMITTEE	29/05/2023	3	3	100
3	AUDIT COMMITTEE	14/07/2023	3	3	100
4	AUDIT COMMITTEE	09/08/2023	3	3	100
5	AUDIT COMMITTEE	07/09/2023	3	3	100
6	AUDIT COMMITTEE	09/11/2023	3	3	100
7	AUDIT COMMITTEE	10/11/2023	3	3	100
8	AUDIT COMMITTEE	07/02/2024	3	3	100
9	AUDIT COMMITTEE	21/03/2024	3	3	100
10	NOMINATION AND REMUNERATION COMMITTEE	17/11/2023	3	3	100
11	COMPENSATION COMMITTEE	23/09/2023	3	3	100
12	STAKEHOLDERS RELATIONSHIP COMMITTEE	19/03/2024	3	3	100
13	RISK MANAGEMENT COMMITTEE	06/03/2023	6	6	100
14	RISK MANAGEMENT COMMITTEE	28/09/2023	3	3	100
15	RISK MANAGEMENT COMMITTEE	19/03/2024	3	3	100
16	ALLOTMENT COMMITTEE	26/08/2023	4	3	75
17	ALLOTMENT COMMITTEE	23/09/2023	4	3	75
18	FINANCE & INVESTMENT COMMITTEE	27/04/2023	5	4	80
19	FINANCE & INVESTMENT COMMITTEE	08/05/2023	5	4	80
20	FINANCE & INVESTMENT COMMITTEE	11/01/2024	5	4	80