

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

U74999TN2018PLC125880

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 SOLUTIO

(b) Registered office address

Old No 54, New No 34,
Thirumalai Pillai Road, T. Nagar
Chennai
Chennai
Tamil Nadu
600017

(c) *e-mail ID of the company

secretarial@verandalearning.co

(d) *Telephone number with STD code

04442967777

(e) Website

www.verandalearning.com

(iii) Date of Incorporation

20/11/2018

(iv)	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	Bombay	1
2	The National Stock Exchange (India) Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

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, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM

30/09/2022

(b) Due date of AGM

30/09/2022

(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

4

Pre-fill All

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

3	VERANDA IAS LEARNING SOLU	U80904TN2021PTC141652	Subsidiary	100
4	BRAIN4CE EDUCATION SOLUTI	U80200KA2011PTC094081	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	60,000,000	41,176,979	41,176,979	41,176,979
Total amount of equity shares (in Rupees)	600,000,000	411,769,790	411,769,790	411,769,790

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	60,000,000	41,176,979	41,176,979	41,176,979
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	600,000,000	411,769,790	411,769,790	411,769,790

(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	70,000,000	0	70000000	70,000,000	70,000,000	
Increase during the year	0	34,176,979	34176979	341,769,790	341,769,790	60,000,000
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	2,400,000	2400000	24,000,000	24,000,000	
iii. Bonus issue	0	28,200,000	28200000	282,000,000	282,000,000	
iv. Private Placement/ Preferential allotment	0	3,076,979	3076979	30,769,790	30,769,790	
v. ESOPs	0	0	0	0	0	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	500,000	500000	5,000,000	5,000,000	60,000,000
Conversion of Warrant						
Decrease during the year	63,000,000	0	63000000	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	63,000,000	0	63000000	0	0	
Share Consolidation						
At the end of the year	7,000,000	34,176,979	41176979	411,769,790	411,769,790	
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						
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						
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)

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	70,000,000		
	Face value per share	1		
After split / Consolidation	Number of shares	7,000,000		
	Face value per share	10		

(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	29/10/2021
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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	7,378,585	100	737,858,500
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			737,858,500

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	0	737,858,500	0	737,858,500
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	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)

(i) Turnover

121,480,000

(ii) Net worth of the Company

1,220,072,000

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	36,707,900	89.15	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	0.07	0	
10.	Others	0	0	0	
	Total	36,737,900	89.22	0	0

Total number of shareholders (promoters)

13

(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	3,323,669	8.07	0	
	(ii) Non-resident Indian (NRI)	76,900	0.19	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)	510,010	1.24	0	
10.	Others HUF	528,500	1.28	0	
	Total	4,439,079	10.78	0	0

Total number of shareholders (other than promoters)

142

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

155

**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	3	13
Members (other than promoters)	0	142
Debenture holders	0	6

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	4	1	3	29.22	58.68
B. Non-Promoter	0	0	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	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	4	1	7	29.22	58.68

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 SUBRAMAN	00526585	Director	12,033,636	
KALPATHI SUBRAMAN	00526451	Director	12,032,132	
KALPATHI SUBRAMAN	00526480	Director	12,031,632	
KALPATHI AGHORAM	05331133	Director	100,000	
LAKSHMINARAYANAN	01753098	Director	0	
REVATHI RAGHUNATH	01254043	Director	0	
PILLAIPAKKAM BAHUK	09366225	Director	0	
KASARAGOD ULLAS K	00506681	Director	0	
ANANTHARAMAKRISH	ADEPA0648K	Company Secretar	31,000	
RANGARAJAN	AARPR3008G	CFO	30,000	01/06/2022

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

14

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)
KALPATHI AGHORAM	05331133	Additional director	21/09/2021	Appointment
LAKSHMINARAYANAN	01753098	Additional director	28/10/2021	Appointment
REVATHI RAGHUNATH	01254043	Additional director	28/10/2021	Appointment
PILLAIPAKKAM BAHUK	09366225	Additional director	28/10/2021	Appointment
KALPATHI AGHORAM	05331133	Director	29/10/2021	Change in Designation
LAKSHMINARAYANAN	01753098	Director	29/10/2021	Change in Designation
REVATHI RAGHUNATH	01254043	Director	29/10/2021	Change in Designation
PILLAIPAKKAM BAHUK	09366225	Director	29/10/2021	Change in Designation
KASARAGOD ULLAS K	00506681	Additional director	28/10/2021	Appointment
KASARAGOD ULLAS K	00506681	Director	29/10/2021	Change in Designation
RANGARAJAN	00591483	Director	28/10/2021	Cessation
Koorapati Praveen Kum	00591450	Director	28/10/2021	Cessation
MUTHUKRISHNAN AN.	ADEPA0648K	Company Secretar	01/06/2021	Appointment
RANGARAJAN	AARPR3008G	CFO	29/10/2021	Appointment

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

8

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	26/07/2021	3	3	100
Extra Ordinary General Meeting	30/07/2021	3	3	100
Extra Ordinary General Meeting	06/09/2021	3	3	100
Extra Ordinary General Meeting	17/09/2021	3	3	100
Extra Ordinary General Meeting	22/09/2021	3	3	100
Extra Ordinary General Meeting	30/09/2021	3	3	100
Annual General Meeting	29/10/2021	54	6	67.49
Extra Ordinary General Meeting	22/12/2021	88	31	66.8

B. BOARD MEETINGS

*Number of meetings held

26

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/06/2021	5	5	100
2	21/06/2021	5	5	100
3	02/07/2021	5	5	100
4	06/07/2021	5	5	100
5	15/07/2021	5	5	100
6	24/07/2021	5	5	100
7	27/07/2021	5	5	100
8	28/07/2021	5	5	100
9	02/08/2021	5	5	100
10	13/08/2021	5	5	100
11	02/09/2021	5	5	100
12	04/09/2021	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

0

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					

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	
1	KALPATHI SU	26	26	100	0	0	0	Yes
2	KALPATHI SU	26	26	100	0	0	0	Yes
3	KALPATHI SU	26	26	100	0	0	0	Yes
4	KALPATHI AG	9	9	100	0	0	0	Yes
5	LAKSHMINAR	5	5	100	0	0	0	Yes
6	REVATHI RAO	5	5	100	0	0	0	Yes
7	PILLAIPAKKA	5	5	100	0	0	0	Yes
8	KASARAGOD	5	5	100	0	0	0	No

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

0

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

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
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MUTHUKRISHNAN	Company Secre	3,488,000	0	0	0	3,488,000
2	RANGARAJAN	CFO	4,553,000	0	0	0	4,553,000
	Total		8,041,000	0	0	0	8,041,000

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KALPATHI SUBRAI	Director	0	0	0	340,000	340,000
2	KALPATHI SUBRAI	Director	0	0	0	250,000	250,000
3	KALPATHI AGHOR	Director	0	0	0	250,000	250,000
4	LAKSHMINARAYAN	Director	0	0	0	250,000	250,000
5	REVATHI RAGHUN	Director	0	0	0	250,000	250,000
6	PILLAIPAKKAM BA	Director	0	0	0	250,000	250,000
7	KASARAGOD ULLA	Director	0	0	0	250,000	250,000
	Total		0	0	0	1,840,000	1,840,000

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	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:

- 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.
- 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 Attachement(s), if any

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List of attachments

List of Shareholders.pdf
List of Board Meeting.pdf
List of Transfer.pdf
Form MGT-8.pdf

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