

**FORM MGT-9**

**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH 2019**

*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS:**

<b>Sr. No</b>	<b>PARTICULARS</b>	<b>DETAILS</b>
1.	<b>CIN</b>	U80211DL1997PLC090156
2.	<b>Registration Date</b>	13 October 1997
3.	<b>Name of the Company</b>	FIITJEE LIMITED
4.	<b>Category / Sub-Category of the Company</b>	Public Company Company Limited by Shares
5.	<b>Address of the Registered office and contact details</b>	29A, Kalu Sarai, Sarvapriya Vihar, New Delhi-110016 Phone: 011-46106000
6.	<b>Whether listed company (Yes/No)</b>	No
7.	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	NA

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

**All the business activities contributing 10 % or more of the total turnover of the Company shall be stated**

Sr. No	Name and Description of main products/ Services	NIC Code of the Product/ service	% to total turnover of the company
1.	Academic tutoring services/ Education	85491	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

S. No	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	FIITJEE USA Holding Inc. (Incorporated on 17 <sup>th</sup> October 2018)	3411, Silverside Road, Suite 104, Tatnall Building, Wilmington, Delaware, United States-19810	NA	Subsidiary	100	2(87)(ii)
2.	Megacosm Cognitions Private Limited	57, Kalu Sarai, Begumpur, Malviya Nagar, New Delhi – 110017	U52609DL2016PTC301680	Subsidiary	100	2(87)(ii)
3.	FIITJEE Franchise Network Limited	29-A, Kalu Sarai, Sarvapriya Vihar, New Delhi-110016	U80903DL2002PLC115562	Subsidiary	100	2(87)(ii)

4.	FIITJEE India W.L.L. Bahrain	Regd. Office: Flat - 21, Building- 1670, Road - 539, E. Riffa-905, Kingdom of Bahrain	NA	Subsidiary	99.50	2(87)(ii)
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**IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS % TO TOTAL EQUITY):**
**(I) Category wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTER</b>								
<b>1) Indian</b>								
a) Individual/HUF	-	36,710,663	36,710,663	-	36,710,663	36,710,663	86.32	No Change
b) Central Govt	-	-	-	-	-	-	-	-
c) State Govt	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-
<b>Sub-Total(A)(1)</b>		36,710,663	36,710,663		36,710,663	36,710,663	86.32	No Change
<b>2.Foreign</b>								
a) NRIs-Individuals	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-

c) Bodies Corp.	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(2)</b>	-	-	-	-	-	-	-	-
<b>B. PUBLIC HOLDING</b>								
<b>1. Institutions</b>								
a) Mutual Funds	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1)</b>	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>								
a) Bodies Corp.								
(i) Indian	-	-	-	-	-	-	-	-
(ii) Overseas	-	5,819,264	5,819,264	-	5,819,264	5,819,264	13.68	No Change
b) Individuals							-	

(i) Individual shareholders holding nominal share -capital upto Rs. 1 lakh	-	200	200	0.0005	200	200	0.0005	No Change
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-
c) Others (Specify)	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2)</b>	-	5,819,464	5,819,464	13.68	5,819,464	5,819,464	13.68	No Change
<b>C) SHARES HELD BY CUSTODIAN FOR GDRS &amp; ADRS</b>	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>4,25,30,127</b>	<b>4,25,30,127</b>	<b>100</b>	<b>4,25,30,127</b>	<b>4,25,30,127</b>	<b>100</b>	-

**(ii) Shareholding of Promoters**

S. No	Promoters Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	% change in shareholding during the year
1.	*Mr. Dinesh Kumar Goel	27,299,970	64.19	-	27,299,970	64.19	-	NA
2.	**Late Mr. Kanti Kumar Goyal	4,274,600	10.05	-	4,274,600	10.05	-	NA
3.	Mrs. Lata Goel	2,325,693	5.47	-	32,15,293	7.56	-	2.09
4.	***Mrs. Monila Goel	1,917,500	4.51	-	1,917,500	4.51	-	NA
5.	Mrs. Mamta Goel	889,600	2.09	-	0	0	-	2.09
6.	Mr. Naveen Goel	1,100	0.0026	-	1,100	0.0026	-	NA
7.	Mrs. Madhu Gupta	1,100	0.0026	-	1,100	0.0026	-	NA
8.	Ms. Neha Gupta	1,100	0.0026	-	1,100	0.0026	-	NA

\* 4 Shares of Mr. Dinesh Kumar Goel are being held by 4 individuals (1 share each) as a nominee of Mr. Dinesh Kumar Goel

\*\* Late Mr. Kanti Kumar Goel had demised on 30 November 2018 whose shares are transmitted in favour of Mrs. Lata Goel on 2<sup>nd</sup> July 2019.

\*\*\*1 Share of Monila Goel is being held by 1 individual as a nominee of Mr. Monila Goel

**(iii) Change in Promoter's Shareholding**

Sr. No	For each shareholder	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total shares of the Company
1	Mrs. Lata Goel				
	At the beginning of the year	2,325,693	5.47	2,325,693	5.47
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	889,600 (the above shares have been transferred by Mrs. Mamta Goel to Mrs. Lata Goel as a Gift on 23 September 2018)	2.09	32,15,293	7.56
	At the End of the year (or on the date of separation, if separated during the year)	32,15,293	7.56	32,15,293	7.56

Sr. No	For each shareholder	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total shares of the Company
1	Mrs. Mamta Goel				
	At the beginning of the year	889,600	2.09	889,600	2.09

Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	889,600 (the above shares have been transferred by Mrs. Mamta Goel to Mrs. Lata Goel as a gift on 23 September 2018)	2.09	0	0
At the End of the year (or on the date of separation, if separated during the year)	0	0	0	0

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Matrix Partners India Investment Holdings, LLC</b>				
	At the beginning of the year	3,866,357	9.09	3,866,357	9.09
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	-	-	3,866,357	9.09
	At the End of the year (or on the date of separation, if separated during the year)	3,866,357	9.09	3,866,357	9.09
2.	<b>Q Learn</b>				
	At the beginning of the year	1,952,907	4.59	1,952,907	4.59
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	-	-	1,952,907	4.59



	At the End of the year (or on the date of separation, if separated during the year)	1,952,907	4.59	1,952,907	4.59
3.	<b>Mr. Nitin Jain</b>				
	At the beginning of the year	200	0.0005	200	0.0005
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	200	0.0005
	At the End of the year (or on the date of separation, if separated during the year)	200	0.0005	200	0.0005

**(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>*Mr. Dinesh Kumar Goel</b>				
	At the beginning of the year	27,299,970	64.19	27,299,970	64.19

	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	27,299,970	64.19
	<b>At the End of the year</b>	27,299,970	64.19	27,299,970	64.19
2	<b>**Mr. Kanti Kumar Goyal</b>				
	At the beginning of the year	4,274,600	10.05	4,274,600	10.05
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	4,274,600	10.05
	<b>At the End of the year</b>	4,274,600	10.05	4,274,600	10.05
3.	<b>***Mrs. Monila Goel</b>				
	At the beginning of the year	1,917,500	4.51	1,917,500	4.51
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	1,917,500	4.51
	<b>At the End of the year</b>	19,17,500	4.51	19,17,500	4.51

*\*Note: 4 Shares are being held by Mr. Partha Halder, Mr. Anil Gupta, Mr. Ram Lubhaya Trikha and Mr. Manish Anand (1 share each) as a Nominee of Mr. Dinesh Kumar Goel.*

*\*\* Late Mr. Kanti Kumar Goel had demised on 30 November 2018 whose shares are transmitted in favour of Mrs. Lata Goel on 2<sup>nd</sup> July 2019.*

*\*\*\*Note: 1 Share is being held by Ms. Meetu Goswami as a Nominee of Mrs. Monila Goel.*

**V. INDEBTEDNESS:**

**(i) INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT**

(Amount in INR)

Particulars	Secured Loan	Unsecured Loan	Deposits	Total
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,167,110,443	Nil	Nil	1,167,110,443
ii) Interest due but not paid	1,169,373	Nil	Nil	1,169,373
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>1,168,279,816</b>	<b>Nil</b>	<b>Nil</b>	<b>1,168,279,816</b>
Change in Indebtedness during the financial year				
- Addition	148,848,078	Nil	Nil	148,848,078
- Reduction	(111,067,690)	Nil	Nil	(111,067,690)
Net Change [Increase/(Decrease)]	377,80,388	Nil	Nil	377,80,388

Indebtedness at the end of the financial year				
i) Principal Amount	1,205,143,652	Nil	Nil	1,205,143,652
ii) Interest due but not paid	916,552	Nil	Nil	916,552
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>1,206,060,204</b>	<b>Nil</b>	<b>Nil</b>	<b>1,206,060,204</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**
**(i) REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER**
**(Amount in INR)**

S.NO	PARTICULARS OF REMUNERATION	NAME OF MD/WTD/MANAGER				TOTAL AMOUNT
		Mr. Dinesh Kumar Goel (MD)	Late Mr. Kanti Kumar Goyal (WTD)	Mr Partha Halder (WTD)	Mrs. Monila Goel (WTD)	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	119,938,800	3,487,400	12,014,688	59,938,800	195,379,688
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	39,600	-	-	39,600	79,200
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2.	Stock Option	-	-	-	-	-

3.	Sweat Equity	-	-	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
6.	Total (A)	119,978,400	3,487,400	12,014,688	59,978,400	195,458,888
	Ceiling as per the Act	120,000,000	6,000,000	30,000,000	60,000,000	216,000,000

**(ii) REMUNERATION TO OTHER DIRECTORS****(Amount in INR)**

S.NO	PARTICULARS OF REMUNERATION	NAME OF DIRECTOR	TOTAL AMOUNT
		<b>Mr. Rajesh Mittal</b>	
1.	<u>Independent Directors</u> Fee for attending board committee meetings · Commission · Others, please specify- Sitting Fees - Others	2,400,000 Nil	2,400,000 Nil
	Total (1)	2,400,000	2,400,000

	<u>Other Non-Executive Directors</u> Fee for attending board committee meetings · Commission · Others, please specify	Nil	Nil
	Total (2)	Nil	Nil
	Total (B) = 1+2	2,400,000	2,400,000
	Total Managerial Remuneration	2,400,000	2,400,000
	Overall Ceiling as per the Act	INR 1 Lakh per meeting	INR 1 Lakh per meeting

**(iii) REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER /WHOLE TIME DIRECTOR**

(Amount in INR)

S.NO	PARTICULARS OF REMUNERATION	DETAILS		
		CS	CFO	Total Amount
		<b>Ms. Anuradha Aggarwal</b>	<b>Mr. Rajeev Babbar</b>	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	1,057,842	5,546,855	6,604,697
		0	0	0
		0	0	0
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-
5.	Others, please specify	-	-	-
6.	Total (C)	1,057,842	5,546,855	6,604,697

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the companies Act	Brief description	Details of Penalty/Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
A. Company/ B. Directors/ C. Other Officers in Default					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

**By Order of the Board  
For FIITJEE Limited**

**Date: 28<sup>th</sup> August, 2019  
Place: New Delhi**

**Dinesh Kumar Goel**  
**Managing Director**  
**DIN: 01449629**  
7/2, Vashisht House  
Begumpur, Sarvapriya Vihar  
Hauz Khas,  
New Delhi-110017

**Partha Halder**  
**Whole- time Director**  
**DIN: 02728905**  
7/2, Vashisht House  
Begumpur, Sarvapriya Vihar  
Hauz Khas,  
New Delhi-110017



