

**FORM MGT-9****EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH 2020**

*[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 <sup>th</sup> 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>	KFin Technologies Private Limited Add: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India - 500 032, Phone: 1800-419-7744

**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.	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.	Regd. Office: Flat - 21, Building- 1670, Road - 539, E. Riffa-905, Kingdom of Bahrain	NA	Subsidiary	99.50	2(87)(ii)
5.	Winspark Innovations Learning Private Limited	Regd. Office: C-406, Nirvana Courtyard, Sector-50, Gurgaon, Haryana-122018, India	U80904HR2017PTC068972	Associate	28.71	2(6)

**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 <sup>1</sup>	-	36,710,663	36,710,663	36,707,358	3,305	36,710,663	86.32	No Change
b) Central Govt	-	-	-	-	-	-	-	-
c) State Govt	-	-	-	-	-	-	-	-

<sup>1</sup> Four Equity Shares are held by Four individuals (one each) as a nominee of Mr. Dinesh Kumar Goel and One Equity Share is held by one individual as a nominee of Mrs. Monila Goel.

d) Bodies Corp	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-
<b>Sub-Total(A)(1)</b>	-	<b>36,710,663</b>	<b>36,710,663</b>	<b>3,67,07,358</b>	<b>3,305</b>	<b>36,710,663</b>	<b>86.32</b>	<b>No Change</b>
<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) FIIIs	-	-	-	-	-	-	-	-
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	3,866,357	1,952,907	5,819,264	13.68	No Change
b) Individuals								
(i) Individual shareholders holding nominal share -capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	200	200	-	200	200	0.0005	No Change
c) Others (Specify)	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2)</b>	-	<b>5,819,464</b>	<b>5,819,464</b>	<b>3,866,357</b>	<b>1,953,107</b>	<b>5,819,464</b>	<b>13.68</b>	<b>No Change</b>
<b>C) SHARES HELD BY CUSTODIAN FOR GDRS &amp; ADRS</b>	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>42,530,127</b>	<b>42,530,127</b>	<b>40,573,715</b>	<b>1,956,412</b>	<b>4,25,30,127</b>	<b>100</b>	<b>No Change</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 <sup>2</sup>	27,299,970	64.19	-	25,173,464	59.19	-	5.00
2.	Late Mr. Kanti Kumar Goyal <sup>3</sup>	4,274,600	10.05	-	-	-	-	10.05
3.	Mrs. Lata Goel	32,15,293	7.56	-	32,15,293	7.56	-	NA
4.	Mrs. Monila Goel <sup>4</sup>	1,917,500	4.51	-	6,192,100	14.56	-	10.05
5.	Mr. Kartikeya Goel	-	-	-	2,126,506	5.00	-	5.00
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

<sup>2</sup> Four Equity Shares of Mr. Dinesh Kumar Goel are being held by Four individuals (1 share each) as a nominee of Mr. Dinesh Kumar Goel

<sup>3</sup> Late Mr. Kanti Kumar Goel had demised on 30<sup>th</sup> November 2018 whose Equity Shares were transmitted in favour of Mrs. Lata Goel on 2<sup>nd</sup> July 2019

<sup>4</sup> One Equity Share of Monila Goel is being held by One individual as a nominee of Mr. Monila Goel

8.	Ms. Neha Gupta	1,100	0.0026	-	1,100	0.0026	-	NA
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**(iii) Change in Promoter's Shareholding-** Following changes have been done in the Promoters' shareholding during the period under review:

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
I.	<b>Late Mr. Kanti Kumar Goyal</b>				
	At the beginning of the year <b>01.04.2019</b>	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 (the above shares have been transferred by Late Mr. Kanti Kumar Goyal to Mrs. Lata Goel by way of transmission on 2 <sup>nd</sup> July 2019)	10.05	0	0.00
	At the End of the year (or on the date of separation, if separated during the year) <b>31.03.2020</b>	0	0	0	0

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
II.	<b>Mrs. Lata Goel</b>				

	At the beginning of the year <b>01.04.2019</b>	3,215,293	7.56	3,215,293	7.56
	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 (the above shares have been transferred by Late Mr. Kanti Kumar Goyal to Mrs. Lata Goel by way of transmission on 2 <sup>nd</sup> July 2019)	10.05	3,215,293	7.56
		4,274,600 (the above shares have been transferred by Mrs. Lata Goel to Mrs. Monila Goel as a Gift on 12 <sup>th</sup> December 2019)			
	At the End of the year (or on the date of separation, if separated during the year) <b>31.03.2020</b>	3,215,293	7.56	3,215,293	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
III.	Mrs. Monila Goel				
	At the beginning of the year <b>01.04.2019</b>	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):	4,274,600 (the above shares have been transferred by Mrs. Lata Goel to Mrs. Monila Goel as a Gift on 12 <sup>th</sup> December 2019)	10.05	6,192,100	14.56
	At the End of the year (or on the date of separation, if separated during the year) <b>31.03.2020</b>	6,192,100	14.56	6,192,100	14.56

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
IV.	<b>Mr. Dinesh Kumar Goel</b>				
	At the beginning of the year <b>01.04.2019</b>	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):	2,126,506 (the above shares have been transferred by Mr. Dinesh Kumar Goel to Mr. Kartikeya Goel as a Gift on 7 <sup>th</sup> February 2020)	5.00	25,173,464	59.19
	At the End of the year (or on the date of separation, if separated during the year) <b>31.03.2020</b>	25,173,464	59.19	25,173,464	59.19

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
V.	<b>Mr. Kartikeya Goel</b>				
	At the beginning of the year <b>01.04.2019</b>	0	0	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	2,126,506 (the above shares have been transferred by Mr. Dinesh Kumar Goel to Mr. Kartikeya Goel as a Gift on 7 <sup>th</sup> February 2020)	5.00	2,126,506	5.00
	At the End of the year (or on the date of separation, if separated during the year) <b>31.03.2020</b>	2,126,506	5.00	2,126,506	5.00

**(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 01.04.2019	3,866,357	9.09	3,866,357	9.09
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /	-	-	3,866,357	9.09

	decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year (or on the date of separation, if separated during the year) 31.03.2020	3,866,357	9.09	3,866,357	9.09
2.	<b>Q Learn</b>				
	At the beginning of the year 01.04.2019	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) 31.03.2020	1,952,907	4.59	1,952,907	4.59
3.	<b>Mr. Nitin Jain</b>				
	At the beginning of the year 01.04.2019	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) 31.03.2020	200	0.0005	200	0.0005

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

Sl. No.	For Each of the Directors and KMP	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<sup>5</sup></b>				
	At the beginning of the year 01.04.2019	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.):	2,126,506 (the above shares have been transferred by Mr. Dinesh Kumar Goel to Mr. Kartikeya Goel as a Gift on 7 <sup>th</sup> February 2020)	5.00	25,173,464	59.19
	<b>At the End of the year</b> 31.03.2020	25,173,464	59.19	25,173,464	59.19
2	<b>Mrs. Monila Goel<sup>6</sup></b>				
	At the beginning of the year 01.04.2019	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.):	4,274,600 (the above shares have been transferred by Mrs. Lata Goel to Mrs. Monila Goel as a Gift	10.05	6,192,100	14.56

<sup>5</sup> Four Equity 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

<sup>6</sup> One Equity Share is being held by Ms. Meetu Goswami as a Nominee of Mrs. Monila Goel

		on 12 <sup>th</sup> December 2019)			
	<b>At the End of the year</b> 31.03.2020	6,192,100	14.56	6,192,100	14.56

**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	1,205,143,652	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>
Change in Indebtedness during the financial year				
- Addition	Nil	Nil	Nil	Nil
- Reduction	368,524,897	Nil	Nil	368,524,897
Net Change [Increase/(Decrease)]	(368,524,897)	Nil	Nil	(368,524,897)
Indebtedness at the end of the financial year				
i) Principal Amount	836,865,045	Nil	Nil	836,865,045

ii) Interest due but not paid	670,263	Nil	Nil	670,263
iii) Interest accrued but not due		Nil	Nil	
<b>Total (i+ii+iii)</b>	<b>837,535,308</b>	<b>Nil</b>	<b>Nil</b>	<b>837,535,308</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)	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	9,468,892	59,938,800	189,346,492
	(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	9,468,892	59,978,400	189,425,692
	Ceiling as per the Act	120,000,000	20,160,000	60,000,000	200,160,000

**(ii) REMUNERATION TO OTHER DIRECTORS**

S.NO	PARTICULARS OF REMUNERATION	NAME OF DIRECTORS		(Amount in INR)
		Mr. Rajesh Mittal	Mr. Sadhu Ram Bansal	TOTAL AMOUNT
1.	<u>Independent Directors</u> Fee for attending board meetings · Commission · Others, please specify- Sitting Fees - Others	100,000 Nil Nil	100,000 Nil Nil	2,00,000 Nil Nil
	Total (1)	100,000	100,000	2,00,000
2.	<u>Other Non-Executive Directors</u> Fee for attending board committee meetings · Commission · Others, please specify	Nil Nil	Nil Nil	Nil Nil
	Total (2)	Nil	Nil	Nil
3.	Total (B) = 1+2	100,000	100,000	2,00,000
	Overall Ceiling as per the Act	INR 1 Lakh per meeting	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	1,187,528	6,344,632	7,532,160
		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)	1,187,528	6,344,632	7,532,160



**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 of  
FIITJEE Limited**

**Date: 4<sup>th</sup> September 2020**  
**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