

NOTICE OF 24TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY-FOURTH (24TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF FIITJEE LIMITED (“THE COMPANY”) WILL BE HELD ON TUESDAY, 30TH DAY OF NOVEMBER 2021 AT 02:00 P.M. VIA ZOOM MEETING OR OTHER AUDIO-VISUAL MEANS (OAVM) FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1) TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (BOTH STANDALONE AND THE CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions under the Companies Act, 2013 read with rules made thereunder, the Audited Financial Statements of the Company (both standalone and consolidated) for the financial year ended 31st March 2021, comprising of Balance Sheet of the Company as on 31st March 2021, Statement of Profit & Loss Account for the year ended 31st March 2021 along with Cash Flow Statement, together with the Report of the Board of Directors and the Auditor’s thereon and all the relevant schedules and annexures of the Audited Financials of the Company for this period be and are hereby considered and adopted by the Members.”

- 2) TO RE-APPOINT MRS. MONILA GOEL (DIN: 00063791) AS A DIRECTOR OF THE COMPANY, WHO IS LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR THE RE-APPOINTMENT AS THE DIRECTOR.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Associations of the Company,

Prepared by Suruchi Badola (Assistant Manager)	Checked by Archana Sharma (Company Secretary)	Reviewed by Mayank Kumar (Associate Controller-F&A)	Verified by Surojit Modak (Sr. VP-F&A)	Approved by Rajeev Babbar (Group CFO)
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Mrs. Monila Goel (DIN: 00063791) who is liable to retire by rotation at this Annual General Meeting and is being eligible, offers herself for the re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and matters and take all such steps as may be necessary to give effect to the above said resolution.”

SPECIAL BUSINESS:

3) TO RATIFY THE REMUNERATION TO BE PAID M/S YOGESH GUPTA & ASSOCIATES (FRN: 000373) AS THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2021-2022.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the Act) and Rule 6(2) of the Companies (Cost records and Audit Rules) 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), the members be and hereby ratify the remuneration of INR 1,00,000 (Indian Rupees One Lakh Only) plus GST excluding out of pocket expenses, as approved by the Board of Directors, payable to M/s Yogesh Gupta & Associates, Cost Accountants (Firm Registration No. 000373), as the Cost Auditors of the Company for financial year commencing on 01st April 2021 and ending on 31st March 2022.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and matters and take all such steps as may be necessary to give effect to the above said resolution.”

**By order of Board of Directors of
FIITJEE Limited**

Place: New Delhi

Date: 05th November 2021

(Archna Sharma)

Company Secretary

Regd. office: 29A, Kalu Sarai,

Sarvapriya Vihar, New Delhi-110016

CIN: U80211DL1997PLC090156

Website: www.fitjee.com

E-mail: cs@fitjee.com

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Suruchi Badola
(Assistant Manager)

Checked by
Archna Sharma
(Company Secretary)

Reviewed by
Mayank Kumar
(Associate Controller-F&A)

Verified by
Surojit Modak
(Sr. VP-F&A)

Approved by
Rajeev Babbar
(Group CFO)

NOTES:

- 1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5th May 2020 read with circulars dated 13th January 2021 (collectively referred to as 'MCA Circulars') permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'. However, the Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through Zoom meeting /Other Audio Video Means and participate thereat and cast their votes through e-voting. The deemed venue for the 24th e-AGM shall be the Registered Office of the Company
- 2) As per the Companies Act, 2013, a member entitled to attend and vote at the e-AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 24th e-AGM is being held through Zoom meeting /OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 24th e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 3) Those Shareholders whose email IDs are not registered, are requested to register their email ID with the Company at cs@fiitjee.com by providing their Name as registered with the company, Address, email ID, PAN, Folio Number and Number of shares held by them.
- 4) The facility of joining the e-AGM through Zoom meeting/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM. The facility of participation at the AGM through Zoom meeting /OAVM will be made available for all members without any restriction.
- 5) Below is the process to join zoom meeting:
 - 5.1. click on the Zoom link that will be provided to each member on their respective email id
 - 5.2. alternatively go to <https://otago.zoom.us/join> and enter the Meeting ID that will be provided by the Company on respective member email id in the appropriate field and click 'Join' (the Meeting ID will be a 9 or 10 digit number)
 - 5.3. **If joining from mobile device-** If you are joining from a mobile device (Android smartphone/tablet, Apple iPhone/iPad) then it will simply prompt you to download the Zoom Cloud Meetings app from the App/Play Store. Once app is downloaded, enter the Meeting ID that will be provided by the Company on respective member email id in the appropriate field and click 'Join'.

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(Assistant Manager)

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(Company Secretary)

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Verified by
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(Sr. VP-F&A)

Approved by
Rajeev Babbar
(Group CFO)

- 5.4. **If joining from a computer-** When entering a Zoom meeting for the first time from a computer, you will need to download a small application file. This process is easy to complete on all commonly used browsers.
- 5.5. **Raising Your Hand-** As the non-speaker if you wish to ask a question or make a point during a meeting it is good protocol to use the 'Raise Hand' facility. If the tool bar is not showing at the bottom of the Zoom window, place your cursor over the Zoom window so it appears and select the 'Participants' icon.
A window listing other participants will appear, there is also a 'Raise Hand' icon, click the icon to make it known to the Host that you would like to raise your hand.
If you wish to lower your hand, click the 'Lower hand' icon that will have replaced the 'Raise hand' icon
- 5.6. **Using Chat-** You can use the 'Chat' facility to send text chat to all participants or privately to specific participants.
Click on the 'Chat' icon in the tool bar, again hover your mouse over the Zoom window if you cannot see the tool bar.
A chat window will then open. Select 'Everyone' or the name of the person you wish to send a chat message to.
- 5.7. To leave a meeting from Zoom, select 'End' then 'Leave Meeting'.
- 5.8. To fully exit the Zoom app from the desktop, right-click the Zoom icon in the system tray (bottom-right corner) and click Exit.
- 6) The attendance of the Members attending the e-AGM through Zoom meeting/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
- 7) Corporate shareholders (i.e. other than individuals etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote. The said resolution/authorisation shall be sent to the Company Secretary by email through its registered email address to archna.sharma@fiitjee.com with a copy marked to cs@fiitjee.com.
- 8) A Statement pursuant to section 102 of the Act forms a part of this Notice. The Board of Directors, at their meeting held on 05th November 2021 has decided that the special business set out under item no. 3 being considered unavoidable, be transacted at the 24th e-AGM of the Company.
- 9) The Company has been maintaining, inter alia, the following statutory registers at its corporate office:
- Register of contracts or arrangements in which directors are interested under section 189 of the Act.

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Suruchi Badola
(Assistant Manager)

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(Associate Controller-F&A)

Verified by
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(Sr. VP-F&A)

Approved by
Rajeev Babbar
(Group CFO)

- Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of e-AGM.

- 10) Details of Directors retiring by rotation/ seeking appointment or re-appointment in the ensuing AGM as required pursuant to the provisions of Schedule V to the Act and Secretarial Standard on General meetings (“Secretarial Standard - 2”), as applicable, are provided in the Notice.
- 11) Equity Shares of the Company are under Compulsory Demat segment. The members holding Equity Shares in physical form are requested to contact any of the Depository Participants (“DPs”) in their vicinity having connectivity with National Securities Depository Limited (NSDL) for getting their shares dematerialised. Further, Ministry of Corporate Affairs has mandated that securities of Public unlisted companies can be transferred by shareholders only in dematerialised form from the cut-off date i.e. 2nd October 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form. In case any clarification is required in that regard, the undersigned may be contacted in person or by communication addressed to the registered Office of the Company.
- 12) Members may also note that the relevant annexures as mentioned in the Board Report of the Company for the financial year 2020-2021 will also be available on the Company’s website viz. <https://www.fiiitjee.com>.
- 13) Since the e-AGM will be held through Zoom meeting/OAVM Facility, the Route Map is not annexed in this Notice

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(Sr. VP-F&A)

Approved by
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(Group CFO)

AN EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 3

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, regarding the re-appointment of the Cost Auditor the remuneration payable must be ratified by the shareholders of the Company at the General Meeting. The Board, without recommendation of the Audit Committee as the constitution of Audit Committee is not proper and subject to the rules to be notified by the Ministry of Corporate Affairs in this regard, has approved the appointment of M/s Yogesh Gupta & Associates, Cost Accountants (Firm Registration No. 000373), as Cost Auditor to conduct the audit of the cost records of the Company at a remuneration of INR 1,00,000/- (INR One Lakh Only) plus GST and reimbursement of out of pocket expenses for the financial year ending 31st March 2022.

Accordingly, ratification of the members is being sought for the proposal contained in the resolution set out at item no. 3 of the notice and the Board recommends and propose to pass the said item by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution either financially or otherwise.

**By order of Board of Directors of
FIITJEE Limited**

**Place: New Delhi
Date: 05th November 2021**

**(Archna Sharma)
Company Secretary
Regd. office: 29A, Kalu Sarai,
Sarvapriya Vihar, New Delhi-110016
CIN: U80211DL1997PLC090156
Website: www.fitjee.com
E-mail: cs@fitjee.com**

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INFORMATION OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 24TH ANNUAL GENERAL MEETING

Name of the Director	Mrs. Monila Goel
Age	50 Years
Qualification and Experience	B.Tech with experience 20 years
Terms and conditions of appointment	Her appointment was approved in the Board Meeting held on 8 th March 2018 for the period of 5 years starting from 08/03/2018 to 07/03/2023.
Details of present remuneration and last drawn	INR 5,49,83,500 per annum
No. of shares held in Company	61,92,099 Shares
Relationship with another Directors/KMP/ Manger	Wife of Mr. Dinesh Kumar Goel, Chairman of the FIITJEE Limited
No. of Board meetings attended	Two (2) out of Four (4) Meetings held during the F.Y. 2020-2021
Directorships held in other entities	(1) Kartikeya Infrastructure & Finsec Private Limited (2) Edfora Edtech Private Limited (3) Global Univquest Private Limited (4) Karfa Fashions Private Limited (5) FIITJEE Hostels Suites and Campuses Private Limited (6) FIITJEE Limited (7) FIITJEE USA INC (8) FIITJEE USA Holdings INC (9) FIITJEE eSchool Private Limited

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