

**FORM MGT-9**

**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31 MARCH 2018**

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

**I. REGISTRATION AND OTHER DETAILS:**

| S.No. | PARTICULARS   | DETAILS   |
|-------|---|---|
| 1.    | CIN   | U80211DL1997PLC090156   |
| 2.    | Registration Date   | 13 October 1997   |
| 3.    | Name of the Company   | FIITJEE LIMITED   |
| 4.    | Category / Sub-Category of the Company                                    | Public Company<br>Company Limited by Shares                             |
| 5.    | Address of the Registered office and contact details                      | 29A, Kalu Sarai, Sarvapriya Vihar, New Delhi-110016<br>Ph: 011-46106000 |
| 6.    | Whether listed company  | No  |
| 7.    | Name, Address and Contact details of Registrar and Transfer Agent, if any | 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                            | 97.91%                             |

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

| S . N o | Name of the Company  | Address of the Company   | CIN/GLN               | Holding/ Subsidiary/Associate | % of Shares Held | Applicable Section |
|---------|--|--|-----------------------|-------------------------------|------------------|--------------------|
| 1       | Times A & M (India) Limited                                  | 7/2, Ground Floor, Vasisht House, Begumpur, Kalu Sarai, New Delhi-110017 | U74899DL1998PLC094768 | Subsidiary                    | 100              | 2(87)(ii)          |
| 2       | USA Univquest Private Limited                                | 29-A, ICES House, Kalu Sarai, Sarvapriya Vihar New Delhi -110016         | U80904DL2013PTC253746 | Subsidiary                    | 100              | 2(87)(ii)          |
| 3       | Megacosm Cognitions Private Limited (Acquired on 26.06.2017) | 57, Kalu Sarai, Begumpur, Malviya Nagar, New Delhi – 110017              | U52609DL2016PTC301680 | Subsidiary                    | 100              | 2(87)(ii)          |

|   |  |   |                       |            |      |           |
|---|--|---|-----------------------|------------|------|-----------|
| 4 | FIITJEE Franchise Network Limited            | 29-A, Kalu Sarai, Sarvapriya Vihar, New Delhi-110016                                  | U80903DL2002PLC115562 | Subsidiary | 100  | 2(87)(ii) |
| 5 | FIITJEE India W.L.L. Bahrain                 | Regd. Office: Flat - 21, Building- 1670, Road - 539, E. Riffa-905, KINGDOM OF BAHRAIN | NA                    | Subsidiary | 99.5 | 2(87)(ii) |
| 6 | FIITJEE US INC ( incorporated on 21.09.2017) | 4534, Laird Circle, Santa Clara, CA- 95054, USA                                       | NA                    | Subsidiary | 100  | 2(87)(ii) |

**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>         |   |            |            |   |            |            |                   |                          |
| g) NRIs-Individuals      | -   | -          | -          | -   | -          | -          | -                 | -                        |
| h) Other-Individuals     | -   | -          | -          | -   | -          | -          | -                 | -                        |

|                                  |   |   |   |   |   |   |   |   |
|----------------------------------|---|---|---|---|---|---|---|---|
| i) Bodies Corp.                  | - | - | - | - | - | - | - | - |
| j) Banks / FI                    | - | - | - | - | - | - | - | - |
| k) 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     | 0.0005        |
| (ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh |   | -                 | -                 |   | -                  | -                  | -          | -             |
| c) Others (Specify)  | - | -                 | -                 | - | -                  | -                  | -          | -             |
| <b>Sub-total (B)(2)</b>  |   | 5,819,264         | 5,819,264         |   | 5,819,464          | 5,819,464          | 13.68      | 0.0005        |
| <b>C) SHARES HELD BY CUSTODIAN FOR GDRS &amp; ADRS</b>                             | - | -                 | -                 | - | -                  | -                  | -          | -             |
| <b>Grand Total (A+B+C)</b>   | - | <b>42,529,927</b> | <b>42,529,927</b> | - | <b>4,25,30,127</b> | <b>4,25,30,127</b> | <b>100</b> | <b>0.0005</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                            | -   | -  |
| 2.    | Mr Kanti Kumar Goyal  | 4,274,600                                 | 10.05                            | -   | 4,274,600                           | 10.05                            | -   | -  |
| 3.    | Mrs Lata Goel         | 2,325,693                                 | 5.47                             | -   | 2,325,693                           | 5.47                             | -   | -  |
| 4.    | Mrs Monila Goel       | 1,917,500                                 | 4.51                             | -   | 1,917,500                           | 4.51                             | -   | -  |
| 5.    | Mrs Mamta Goel        | 889,600                                   | 2.09                             | -   | 889,600                             | 2.09                             | -   | -  |
| 6.    | Mr Naveen Goel        | 1,100                                     | 0.00                             | -   | 1,100                               | 0.00                             | -   | -  |
| 7.    | Mrs Madhu Gupta       | 1,100                                     | 0.00                             | -   | 1,100                               | 0.00                             | -   | -  |
| 8.    | Ms Neha Gupta         | 1,100                                     | 0.00                             | -   | 1,100                               | 0.00                             | -   | -  |

\*One Equity share each is held by Mr. Anil Gupta and Mr. Partha Halder on behalf of Mr. Dinesh Kumar Goel in the Company.

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

| S.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 |
| -     | -   | -                                | -                                       | -                                |
| -     | -   | -                                | -                                       | -                                |
| -     | -   | -                                | -                                       | -                                |
| -     | -   | -                                | -                                       | -                                |

There is no Change in Promoter's Shareholding during the Financial Year 2017-18

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

| S. 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>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):   |  |         |           |         |
|    | <b>At the End of the year (or on the date of separation, if separated during the year)</b>   | 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): | -  | -       | -         | -       |
|    | <b>At the End of the year (or on the date of separation, if separated during the year)</b>   | 1,952,907  | 4.59%   | 1,952,907 | 4.59%   |
| 3. | <b>Mr. Nitin Jain</b>  |  |         |           |         |
|    | At the beginning of the year   | 0  | 0.00%   | 0         | 0.00%   |
|    | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc): | 200 equity shares were allotted on 31 March 2018 under | 0.0005% | 200       | 0.0005% |

|  |  |             |         |     |         |
|--|--|-------------|---------|-----|---------|
|  |  | ESOP scheme |         |     |         |
|  | <b>At the End of the year (or on the date of separation, if separated during the year)</b> | 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 |
| <b>1</b> | <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.): | NIL                                       | NIL                              | NIL                                     | NIL                              |
|          | <b>At the End of the year</b>  | 27,299,970                                | 64.19%                           | 27,299,970                              | 64.19%                           |
| <b>2</b> | <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.): | NIL                                       | NIL                              | NIL                                     | NIL                              |
|          | <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): | NIL       | NIL   | NIL       | NIL   |
|    | <b>At the End of the year</b>   | 19,17,500 | 4.51% | 19,17,500 | 4.51% |

\*Note: One Share is held by Mr. Partha Halder, Whole Time Director of the Company as a Nominee of Dinesh Kumar Goel.

#### V. INDEBTEDNESS:

##### (i) Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in INR)

| Particulars   | Secured Loans<br>Excluding<br>deposits | Unsecured<br>Loans | Deposits   | Total<br>Indebtedness |
|---|--|--------------------|------------|-----------------------|
| Indebtedness at the beginning of the financial year |  |                    |            |                       |
| i) Principal Amount                                 | 341,881,516                            | 580,753,800        | Nil        | 922,635,316           |
| ii) Interest due but not paid                       | 1,400,244                              | Nil                | Nil        | 1,400,244             |
| iii) Interest accrued but not due                   | Nil                                    | Nil                | Nil        | Nil                   |
| <b>Total (i+ii+iii)</b>                             | <b>343,281,760</b>                     | <b>580,753,800</b> | <b>Nil</b> | <b>924,035,560</b>    |
| Change in Indebtedness during the financial year    |  |                    |            |                       |
| - Addition  | 303,800,497                            | Nil                | Nil        | 303,800,497           |
|   | (59,325,370)                           | Nil                | Nil        | (59,325,370)          |

|   |                    |                    |            |                      |
|---|--------------------|--------------------|------------|----------------------|
| - Reduction                                   |                    |                    |            |                      |
| Net Change [Increase/(Decrease)]              | 244,475,126        | Nil                | Nil        | 244,475,126          |
| Indebtedness at the end of the financial year |                    |                    |            |                      |
| i) Principal Amount                           | 586,356,643        | 580,753,800        | 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>587,526,016</b> | <b>580,753,800</b> | <b>Nil</b> | <b>1,168,279,816</b> |

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**  
**(i) Remuneration to Managing Director, Whole-time Directors and/or Manager**

(Amount in INR)

| S. N O | PARTICULARS OF REMUNERATION   | NAME OF MD/ WTD/ MANAGER   |                             |                        |                        | TOTAL AMOUNT       |
|--------|---|----------------------------|-----------------------------|------------------------|------------------------|--------------------|
|        |   | Mr. Dinesh Kumar Goel (MD) | Mr. Kanti Kumar Goyal (WTD) | Mr Partha Halder (WTD) | Mrs. Monila Goel (WTD) |                    |
| 1.     | Gross salary<br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961<br>(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | 110,888,887                | 5,578,240                   | 13,269,310             | 38,133,333             | 167,869,770        |
| 2.     | Stock Option  | -                          | -                           | -                      | -                      | -                  |
| 3.     | Sweat Equity  | -                          | -                           | -                      | -                      | -                  |
| 4.     | Commission<br>- as % of profit<br>- Others, specify   | -                          | -                           | -                      | -                      | -                  |
| 5.     | Others, please specify  | -                          | -                           | -                      | -                      | -                  |
| 6.     | Total (A)   | <b>110,888,887</b>         | <b>5,578,240</b>            | <b>13,269,310</b>      | <b>38,133,333</b>      | <b>167,869,770</b> |
| 7.     | Ceilings As per Act   | 110,888,887                | 5,590,000                   | 30,000,000             | 38,133,333             | -                  |

**Remuneration to other directors**

(Amount in INR)

| S.No. | PARTICULARS OF REMUNERATION                       | NAME OF DIRECTORS      |                               | TOTAL AMOUNT     |
|-------|---|------------------------|-------------------------------|------------------|
|       |   | Mr. Rajesh Mittal      | Mr. Narender Kumar Mansukhani |                  |
| 1.    | <u>Independent Directors</u>                      |                        |                               |                  |
|       | -Fee for attending board committee meetings       | 2,400,000              | 1,800,000                     | 4,200,000        |
|       | · Commission                                      | Nil                    | Nil                           | Nil              |
|       | · Others, please specify- Foreign Travelling fees | 277,384                | Nil                           | 277,384          |
|       | - Others  |                        |                               |                  |
|       | Total (1)   | 2,677,384              | 1,800,000                     | 4,477,384        |
|       | <u>Other Non-Executive Directors</u>              |                        |                               |                  |
|       | -Fee for attending board committee meetings       | Nil                    | Nil                           | Nil              |
|       | · Commission                                      |                        |                               |                  |
|       | · Others, please specify                          |                        |                               |                  |
|       | Total (2)   | Nil                    | Nil                           | Nil              |
|       | Total (B) = 1+2                                   | 2,677,384              | 1,800,000                     | 4,477,384        |
|       | <b>Total Managerial Remuneration</b>              | <b>2,677,384</b>       | <b>1,800,000</b>              | <b>4,477,384</b> |
|       | Overall Ceiling as per the Act                    | INR 1 Lakh per meeting | INR 1 Lakh per meeting        |                  |

**(IV) Remuneration to Key Managerial Personnel other than MD / Manager /Whole time Director**

(Amount in INR)

| S.N<br>O | PARTICULARS<br>OF<br>REMUNERATION   | CS  |  |   | CFO |  | Total Amount     |
|----------|---|---|--|---|-----|--|------------------|
|          |   | Ms. Anuradha<br>Aggarwal (i.e.<br>08.03.2018) | Mr. Sachin<br>Rastogi (till<br>06.06.2017) | Mr Rajeev Babbar<br>(w.e.f. 08.03.2018) |     |  |                  |
| 1.       | Gross salary  |   |  |   |     |  |                  |
|          | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 71,071  | 2,777,795                                  | 396,872                                 |     |  | <b>3,245,738</b> |
|          | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | 0   | 35,910                                     | 0                                       |     |  | <b>35,910</b>    |
|          | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | 0   | 0  | 0                                       |     |  | <b>0</b>         |
| 2.       | Stock Option  | -   | -  | -                                       |     |  | -                |
| 3.       | Sweat Equity  | -   | -  | -                                       |     |  | -                |
| 4.       | Commission  | -   | -  | -                                       |     |  | -                |
|          | - as % of profit  |   |  |   |     |  |                  |
|          | - Others, specify...  |   |  |   |     |  |                  |
| 5.       | Others, please specify  | -   | -  | -                                       |     |  | -                |
| 6.       | <b>Total (A)</b>  | <b>71,071</b>                                 | <b>2,813,705</b>                           | <b>396,872</b>                          |     |  | <b>3,281,648</b> |

**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) |
|-------------------------------------|------------------------------|-------------------|--|-----------------------------|------------------------------------|
| <b>A. Company</b>                   |                              |                   |  |                             |                                    |
| Penalty                             | Nil                          | Nil               | Nil  | Nil                         | Nil                                |
| Punishment                          | Nil                          | Nil               | Nil  | Nil                         | Nil                                |
| Compounding                         | Nil                          | Nil               | Nil  | Nil                         | Nil                                |
| <b>B. Directors</b>                 |                              |                   |  |                             |                                    |
| Penalty                             | Nil                          | Nil               | Nil  | Nil                         | Nil                                |
| Punishment                          | Nil                          | Nil               | Nil  | Nil                         | Nil                                |
| Compounding                         | Nil                          | Nil               | Nil  | Nil                         | Nil                                |
| <b>C. Other Officers in Default</b> |                              |                   |  |                             |                                    |
| Penalty                             | Nil                          | Nil               | Nil  | Nil                         | Nil                                |
| Punishment                          | Nil                          | Nil               | Nil  | Nil                         | Nil                                |
| Compounding                         | Nil                          | Nil               | Nil  | Nil                         | Nil                                |

**For and behalf of Board of Directors**

**Place: New Delhi**  
**Date: 29.08.2018**

**Dinesh Kumar Goel**  
**Managing Director**  
**DIN: 01449629**  
**Add: 29A, Kalu Sarai,**  
**Sarvapriya Vihar,**  
**New Delhi – 110016**

**Partha Halder**  
**Whole-time Director**  
**DIN: 02728905**  
**Add: 29A, Kalu Sarai,**  
**Sarvapriya Vihar,**  
**New Delhi – 110016**