

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

L74899HR1981PLC107123

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACN0085D

(ii) (a) Name of the company

NIIT LIMITED

(b) Registered office address

Plot No. 85 Sector 32, Institutional Area NA
Gurugram
Gurgaon
Haryana
122001

(c) *e-mail ID of the company

arpita.malhotra@niit.com

(d) *Telephone number with STD code

01244293000

(e) Website

www.niit.com

(iii) Date of Incorporation

02/12/1981

(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	BSE LIMITED	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

27/09/2023

(b) Due date of AGM

30/09/2023

(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	P4	Educational support services	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

11

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NIIT INSTITUTE OF FINANCE BA	U80903DL2006PLC149721	Subsidiary	80.72
2	RPS CONSULTING PRIVATE LIM	U72200KA2006PTC041205	Subsidiary	90

3	NIIT GC Limited, Mauritius		Subsidiary	100
4	NIIT China (Shanghai)Limited		Subsidiary	100
5	Chongqing An Dao Education		Subsidiary	65
6	Chengmai NIIT Information Tech		Subsidiary	100
7	Guizhou NIIT Information Tech		Subsidiary	100
8	NIIT (Guizhou) Education Tech		Subsidiary	100
9	Ningxia NIIT Education Techno		Subsidiary	100
10	PT NIIT Indonesia (Under Liqui		Subsidiary	100
11	NIIT Institute of Process Excell		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	411,000,000	134,570,360	134,564,360	134,564,360
Total amount of equity shares (in Rupees)	822,000,000	269,140,720	269,128,720	269,128,720

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	411,000,000	134,570,360	134,564,360	134,564,360
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	822,000,000	269,140,720	269,128,720	269,128,720

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	352,500,000	0	0	0
Total amount of preference shares (in rupees)	600,000,000	0	0	0

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	350,000,000	0	0	0
Nominal value per share (in rupees)	1	1	1	1
Total amount of preference shares (in rupees)	350,000,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	2,500,000	0	0	0
Nominal value per share (in rupees)	100			
Total amount of preference shares (in rupees)	250,000,000	0		

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	296,314	133,570,933	133867247	267,734,494	267,734,494	
Increase during the year	0	717,816	717816	1,435,632	1,435,632	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	697,113	697113	1,394,226	1,394,226	
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		20,703	20703	41,406	41,406	
Dematerialization of Shares						

Decrease during the year	20,703	0	20703	41,406	41,406	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	20,703		20703	41,406	41,406	
Dematerialization of Shares						
At the end of the year	275,611	134,288,749	134564360	269,128,720	269,128,720	

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

INE161A01038

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(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		05/08/2022	
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	

Number of Shares/ Debentures/ Units Transferred			Amount per Share/ Debenture/Unit (in Rs.)		
Ledger Folio of Transferor					
Transferor's Name					
	Surname		middle name		first name
Ledger Folio of Transferee					
Transferee's Name					
	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	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

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	0	0	0
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**

577,095,857

(ii) Net worth of the Company

4,630,736,603

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	1,436,753	1.07	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	17,151	0.01	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)	0	0	0	
10.	Others Trust	45,439,873	33.77	0	
	Total	46,893,777	34.85	0	0

Total number of shareholders (promoters)

20

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	31,534,493	23.43	0	
	(ii) Non-resident Indian (NRI)	1,769,389	1.31	0	
	(iii) Foreign national (other than NRI)	68,788	0.05	0	
2.	Government				
	(i) Central Government	15,000	0.01	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	373,719	0.28	0	
4.	Banks	6,094	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	11,922,526	8.86	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,472,013	5.55	0	
10.	Others Trust, IEPF, Clearing Member	34,508,561	25.64	0	
	Total	87,670,583	65.13	0	0

Total number of shareholders (other than promoters)

97,265

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

97,285

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	20	20
Members (other than promoters)	107,285	97,265
Debenture holders	0	0

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	1	1	1	0.12	0.12
B. Non-Promoter	2	8	2	8	0.01	0.01
(i) Non-Independent	2	2	2	2	0.01	0.01
(ii) Independent	0	6	0	6	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	3	9	3	9	0.13	0.13

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

14

(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)
VIJAY KUMAR THADAI	00042527	Managing Director	155,000	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PARAPPIL RAJENDRA	00042531	Whole-time director	881,602	
RAJENDRA SINGH PA	00042516	Director	155,000	
SAPNESH KUMAR LAL	06808242	Whole-time director	473,052	
LEHER VIJAY THADAN	03477205	Director	0	24/05/2023
UDAI SINGH PAWAR	03477177	Director	7,500	
ANAND SUDARSHAN	00827862	Director	0	
GEETA MATHUR	02139552	Director	0	
RAVINDER SINGH	08398231	Director	432	24/05/2023
AVANI VISHAL DAVDA	07504739	Director	0	
SANGITA SINGH	07694463	Director	0	24/05/2023
RAVINDRA BABU GAR	00984163	Director	0	
SANJAY MAL	AAFPM6063L	CFO	118,704	24/05/2023
DEEPAK BANSAL	ABTPB4125B	Company Secretary	4,000	24/05/2023

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

0

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)

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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	05/08/2022	108,828	199	43.69
NCLT/Court Convened Meeting	15/11/2022	110,673	93	33.85

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/05/2022	12	12	100
2	16/06/2022	12	10	83.33
3	28/07/2022	12	12	100
4	30/09/2022	12	11	91.67
5	28/10/2022	12	9	75
6	04/11/2022	12	12	100
7	22/12/2022	12	11	91.67
8	31/01/2023	12	12	100
9	28/03/2023	12	12	100

C. COMMITTEE MEETINGS

Number of meetings held

21

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	Audit Committee	23/05/2022	4	4	100
2	Audit Committee	28/07/2022	4	4	100
3	Audit Committee	30/09/2022	4	4	100
4	Audit Committee	28/10/2022	4	4	100
5	Audit Committee	04/11/2022	4	4	100
6	Audit Committee	22/12/2022	4	4	100
7	Audit Committee	31/01/2023	4	4	100
8	Audit Committee	28/03/2023	4	4	100
9	Nomination and Remuneration Committee	23/05/2022	4	4	100
10	Nomination and Remuneration Committee	16/06/2022	4	4	100

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	27/09/2023
								(Y/N/NA)
1	VIJAY KUMAR	9	9	100	17	17	100	Yes
2	PARAPPIL RAJENDRA	9	8	88.89	3	3	100	Yes
3	RAJENDRA S	9	9	100	6	6	100	Yes
4	SAPNESH KUMAR	9	9	100	3	2	66.67	Yes
5	LEHER VIJAY	9	9	100	0	0	0	Not Applicable
6	UDAI SINGH	9	8	88.89	0	0	0	Yes
7	ANAND SUDAN	9	9	100	21	21	100	Yes
8	GEETA MATHUR	9	9	100	15	14	93.33	Yes
9	RAVINDER SINGH	9	9	100	21	21	100	Not Applicable
10	AVANI VISHA	9	9	100	0	0	0	Yes
11	SANGITA SIN	9	6	66.67	0	0	0	Not Applicable
12	RAVINDRA B	9	7	77.78	0	0	0	Yes

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VIJAY KUMAR THAKUR	Managing Director	26,927,670	0	0	5,793,906	32,721,576
2	PARAPPIL RAJENDRA	Whole-Time Director	20,253,200	0	0	3,960,527	24,213,727
3	SAPNESH KUMAR	Whole-Time Director	14,781,101	0	13,892,235	1,347,211	30,020,547
	Total		61,961,971	0	13,892,235	11,101,644	86,955,850

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
1	SANJAY MAL	CFO	21,576,961	0	8,852,000	1,305,163	31,734,124
2	DEEPAK BANSAL	Company Secre	4,434,872	0	0	256,100	4,690,972
	Total		26,011,833	0	8,852,000	1,561,263	36,425,096

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajendra Singh Pav	Non-Executive I	0	0	0	11,348,996	11,348,996
2	Leher Vijay Thadan	Non-Executive I	0	1,000,000	0	720,000	1,720,000
3	Anand Sudarshan	Non-Executive I	0	2,400,000	0	1,960,000	4,360,000
4	Geeta Mathur	Non-Executive I	0	2,400,000	0	1,820,000	4,220,000
5	Ravinder Singh	Non-Executive I	0	1,600,000	0	1,800,000	3,400,000
6	Avani Vishal Davda	Non-Executive I	0	1,600,000	0	720,000	2,320,000
7	Sangita Singh	Non-Executive I	0	1,600,000	0	480,000	2,080,000
8	Ravindra Babu Gari	Non-Executive I	0	1,600,000	0	560,000	2,160,000
9	Udai Singh Pawar	Non-Executive I	0	1,000,000	0	640,000	1,640,000
	Total		0	13,200,000	0	20,048,996	33,248,996

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

(In case of 'No', submit the details separately through the method specified in instruction kit)

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

9670

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

Attach

Attach

Attach

Attach

List of attachments

MGT-8_NIIT.pdf

Share Transfer Details.pdf

CommitteMeetings Annexure.pdf

Explanation on MGT 7 2023.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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