

# 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

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

L74899DL1981PLC015865

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

8, Balaji Estate, First Floor  
Guru Ravi Das Marg, Kalkaji  
New Delhi  
Delhi  
110019



(c) \*e-mail ID of the company

deepak.bansal@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 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2021

(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

22

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	MINDCHAMPION LEARNING SY +	U72200DL2001PLC111674	Subsidiary	100
2	NIIT INSTITUTE OF FINANCE BA +	U80903DL2006PLC149721	Subsidiary	80.72

3	NIIT (USA) Inc., USA		Subsidiary	100
4	Eagle International Institute In +		Subsidiary	100
5	Eagle Training Spain, S.L.U.		Subsidiary	100
6	NIIT Limited, UK		Subsidiary	100
7	NIIT (Ireland) Ltd., Ireland		Subsidiary	100
8	NIIT Learning Solutions (Canac +		Subsidiary	100
9	NIIT Malaysia Sdn Bhd, Malaysi +		Subsidiary	100
10	NIIT GC Limited, Mauritius		Subsidiary	100
11	NIIT West Africa Limited		Subsidiary	100
12	NIIT China (Shanghai) Limited, +		Subsidiary	100
13	Chongqing An Dao Education +		Subsidiary	65
14	Chengmai NIIT Information Te +		Subsidiary	100
15	Guizhou NIIT Information Tech +		Subsidiary	100
16	NIIT (Guizhou) Education Tech +		Subsidiary	100
17	Ningxia NIIT Education Techno +		Subsidiary	100
18	PT NIIT Indonesia		Subsidiary	100
19	NIIT Institute of Process Excell +	U72300DL2008PLC176254	Subsidiary	100
20	NIIT Yuva Jyoti Limited	U80904DL2011PLC219784	Subsidiary	100
21	Stackroute Learning Inc., USA		Subsidiary	100
22	Chongqing NIIT Education Cor +		Subsidiary	60

#### 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	142,350,984	142,344,984	142,344,984
Total amount of equity shares (in Rupees)	822,000,000	284,701,968	284,689,968	284,689,968

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	411,000,000	142,350,984	142,344,984	142,344,984
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	822,000,000	284,701,968	284,689,968	284,689,968

**(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
Cumulative Redeemable Preference Shares				
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
Redeemable Preference Shares				
Number of preference shares	2,500,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	250,000,000	0	0	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
<b>Equity shares</b>				
<b>At the beginning of the year</b>	141,508,401	283,016,802	283,016,802	
<b>Increase during the year</b>	836,583	1,673,166	1,673,166	48,770,136.2
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	836,583	1,673,166	1,673,166	48,770,136.2
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
<b>At the end of the year</b>	142,344,984	284,689,968	284,689,968	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	

<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
<b>At the end of the year</b>	0	0	0	

(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

22/09/2020

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

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

**(iv) \*Indebtedness including 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
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			71,106,933
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			<b>71,106,933</b>

**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
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

3,680,855,683.01

**(ii) Net worth of the Company**

10,625,920,445.87

**VI. (a) \*SHARE HOLDING PATTERN - 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	1,476,432	1.04	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	47,111,054	33.1	0	
	<b>Total</b>	48,604,637	34.15	0	0

**Total number of shareholders (promoters)**

20

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	35,201,822	24.73	0	
	(ii) Non-resident Indian (NRI)	1,559,956	1.1	0	
	(iii) Foreign national (other than NRI)	81,819	0.06	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	850,465	0.6	0	
4.	Banks	8,189	0.01	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	11,142,301	7.83	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,588,644	5.33	0	
10.	Others NBFC ,Trust, Alternate Invest	37,292,151	26.2	0	
	<b>Total</b>	93,740,347	65.87	0	0

**Total number of shareholders (other than promoters)**

83,723

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

83,743

**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)	61,319	83,723
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

<b>A. Promoter</b>	1	1	1	1	0.11	0.11
<b>B. Non-Promoter</b>	1	4	1	4	0.33	0.11
(i) Non-Independent	1	0	1	0	0.33	0.11
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	<b>2</b>	<b>5</b>	<b>2</b>	<b>5</b>	<b>0.44</b>	<b>0.22</b>

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 10

**(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	
PARAPPIL RAJENDRA 	00042531	Whole-time director	473,556	
RAJENDRA SINGH PA 	00042516	Director	155,000	
ANAND SUDARSHAN	00827862	Director	0	
GEETA MATHUR	02139552	Director	0	
RAVINDER SINGH	08398231	Director	613	
ASHISH KASHYAP	00677965	Director	0	
SAPNESH KUMAR LAL 	ACTPL7467K	CEO	254,729	
SANJAY MAL	AAFPM6063L	CFO	97,984	
DEEPAK BANSAL	ABTPB4125B	Company Secretar	0	

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

2

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)
AMIT ROY	AAAPR1156Q	CFO	04/06/2020	Cessation
SANJAY MAL	AAFPM6063L	CFO	05/06/2020	Appointment

## 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

1

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	22/09/2020	64,786	163	35.73

### B. BOARD MEETINGS

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	04/06/2020	7	7	100
2	24/06/2020	7	7	100
3	31/07/2020	7	7	100
4	30/10/2020	7	6	85.71
5	07/12/2020	7	7	100
6	24/12/2020	7	7	100
7	05/02/2021	7	7	100
8	25/03/2021	7	6	85.71

### C. COMMITTEE MEETINGS

Number of meetings held

18

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	04/06/2020	4	4	100
2	Audit Committee	31/07/2020	4	4	100
3	Audit Committee	30/10/2020	4	4	100
4	Audit Committee	05/02/2021	4	4	100
5	Audit Committee	25/03/2021	4	4	100
6	Nomination and Remuneration	04/06/2020	4	4	100
7	Nomination and Remuneration	24/06/2020	4	4	100
8	Nomination and Remuneration	06/07/2020	4	4	100
9	Nomination and Remuneration	29/10/2020	4	4	100
10	Nomination and Remuneration	07/12/2020	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	
		(Y/N/NA)						
1	VIJAY KUMAR	8	8	100	12	12	100	
2	PARAPPIL RAJ	8	8	100	2	2	100	
3	RAJENDRA S	8	8	100	7	7	100	
4	ANAND SUDAN	8	8	100	18	18	100	
5	GEETA MATHUR	8	8	100	13	13	100	
6	RAVINDER SINGH	8	8	100	18	18	100	
7	ASHISH KASHYAP	8	6	75	0	0	0	

**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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VIJAY KUMAR THAKUR	MANAGING DIRECTOR	2,930,400			1,219,263	4,149,663
2	PARAPPIL RAJENDRAN	WHOLE TIME DIRECTOR	3,013,116			4,207,841	7,220,957
	Total		5,943,516			5,427,104	11,370,620

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SAPNESH KUMAR	CEO	7,425,767	0	2,974,600	594,125	10,994,492
2	AMIT ROY	CFO	818,135	0	0	31,967	850,102
3	SANJAY MAL	CFO	11,378,060	0	7,941,770	519,237	19,839,067
4	DEEPAK BANSAL	Company Secretary	3,236,810	0	0	208,482	3,445,292
	Total		22,858,772	0	10,916,370	1,353,811	35,128,953

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Anand Sudarshan	Non-Executive Director	0	2,400,000	0	1,640,000	4,040,000
2	Geeta Mathur	Non-Executive Director	0	2,400,000	0	1,380,000	3,780,000
3	Ravinder Singh	Non-Executive Director	0	1,600,000	0	1,440,000	3,040,000
4	Ashish Kashyap	Non-Executive Director	0	1,100,000	0	480,000	1,580,000
5	Rajendra Singh Pawan	Non-Executive Director	0	0	0	2,801,048	2,801,048
	Total		0	7,500,000	0	7,741,048	15,241,048

#### 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

PI & Associates Company Secretaries

Whether associate or fellow

Associate  Fellow

Certificate of practice number

16276

**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

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 Attachment(s), if any

**List of attachments**

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**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**



Explanation on MGT 7	Remarks
VI. (a) SHARE HOLDING PATTERN - Promoters	<p>This table include shareholding of Promoter and Promoter Group.</p> <p>Also, Rajendra Singh Pawar and Vijay Thadani are the only promoters of the Company.</p> <p>In the joint holdings of</p> <ul style="list-style-type: none"> <li>(a) Rajendra Singh Pawar and Neeti Pawar;</li> <li>(b) Mrs Neeti Pawar &amp; Rajendra Singh Pawar;</li> <li>(c) Vijay Kumar Thadani and Renuka Vijay Thadani; and</li> <li>(d) Renuka Vijay Thadani &amp; Vijay Kumar Thadani</li> </ul> <p>the second holder is for purpose of convenience only and do not hold any beneficial interest.</p>
IX. A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS	<p>During FY 2020-21, the members approved by passing Special Resolution through Postal Ballot under section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014 on February 10, 2021 permitting the Company to buyback 9,875,000 fully paid-up equity shares of face value of Rs.2 each, representing 6.978% of the issued and paid-up equity share capital of the Company as on March 31, 2020, on a proportionate basis, from the eligible shareholders holding equity shares as on February 24, 2021 (“the record date”), by way of Tender Offer through stock exchange mechanism in accordance with the provisions of Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 at a price of Rs. 240 per equity share for an aggregate amount of up to Rs. 2,370 million (excluding fees, taxes, and expenses incurred in this regard).</p>