

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

Refer instruction kit for filing the form

All fields marked in * are mandatory

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L72200HR2001PLC099478

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

Original

(d) SRN of MGT-7 filed earlier for the same financial years

iii.

Particulars	As on filing date	As on the financial year end date
Name of the company	NIIT LEARNING SYSTEMS LIMITED	NIIT LEARNING SYSTEMS LIMITED
Registered office address	Plot No. 85 Sector 32, Institutional Area,NA,Gurugram,Gurgaon,Haryana,India,1220 01	Plot No. 85 Sector 32, Institutional Area,NA,Gurugram,Gurgaon,Haryana,India,1220 01
Latitude details (as on filing date)	28.44	
Longitude details (as on filing date)	77.03	

(b) *Permanent Account Number (PAN) of the company

AACCM9500C

(c) *e-mail ID of the company

*****K.BANSAL@NIITMTS.COM

(d) *Telephone number with STD code

+911244293000

(e) Website

WWW.NIITMTS.COM

iv *Date of Incorporation (DD/MM/YYYY)

16/07/2001

v (a) *Class of Company (as on the financial year end date)
(Private company/Public company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Non-government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
3		#N/A
4		#N/A

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301,THE CENTRIUM, 3RD FLOOR, 57,LAL BAHADU	INR000000221

ix *(a) Whether Annual General Meeting (AGM) held

Yes

(b) If yes, date of AGM (DD/MM/YYYY)

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	85	Education	100
2		#N/A		#N/A	
3		#N/A		#N/A	
4		#N/A		#N/A	
5		#N/A		#N/A	
6		#N/A		#N/A	
7		#N/A		#N/A	
8		#N/A		#N/A	
9		#N/A		#N/A	
10		#N/A		#N/A	
11		#N/A		#N/A	
12		#N/A		#N/A	
13		#N/A		#N/A	
14		#N/A		#N/A	
15		#N/A		#N/A	

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

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

11

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/ Associate/Joint Venture	% of shares held
1			NIIT (USA) Inc.	Subsidiary	100
2			St. Charles Consulting Group LLC, USA	Subsidiary	100
3			StackRoute Learning Inc., USA	Subsidiary	100
4			Eagle Training, Spain S.L	Subsidiary	100
5			NIIT Brazil LTDA	Subsidiary	100
6			NIIT Mexico, S.de.R.L de.C.V	Subsidiary	100
7			NIIT (Ireland) Limited	Subsidiary	100
8			NIIT Learning Solutions (Canada) Limited	Subsidiary	100
9			NIIT Limited, UK	Subsidiary	100
10			NIIT West Africa Limited	Subsidiary	100
11			NIIT Malaysia Sdn. Bhd.	Subsidiary	100

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorized Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	600000000	136125349	136125349	136125349
Total amount of equity shares (in rupees)	1200000000.00	272250698.00	272250698.00	272250698.00

Number of classes

1

Class of shares	Authorized Capital	Issued capital	Subscribed Capital	Paid Up capital
1				
Number of equity shares	600000000	136125349	136125349	136125349
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	1200000000.00	272250698.00	272250698.00	272250698.00

(b) Preference share capital

Number of classes

0

(c) Unclassified share capital

Particulars	Authorized Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year		135388721	135388721.00	270777442	270777442	
Increase during the year	0.00	736628.00	736628.00	1473256.00	1473256.00	0.00
i Public Issues	0	0	0.00	0	0	0
ii Rights Issue	0	0	0.00	0	0	0
iii Bonus Issue	0	0	0.00	0	0	0
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	0
v ESOPs	0	736628	736628.00	1473256	1473256	0
vi Sweat equity shares allotted	0	0	0.00	0	0	0
vii Conversion of Preference share	0	0	0.00	0	0	0
viii Conversion of Debentures	0	0	0.00	0	0	0
ix GDRs/ADRs	0	0	0.00	0	0	0
x Others, specify	0	0	0.00	0	0	0
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0.00
i Buy-back of shares	0	0	0.00	0	0	0
ii Shares forfeited	0	0	0.00	0	0	0
iii Reduction of share capital	0	0	0.00	0	0	0
iv Others, specify	0	0	0.00	0	0	0
At the end of the year	0.00	136125349.00	136125349.00	272250698.00	272250698.00	0.00
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0.00
i Issues of shares	0	0	0.00	0	0	0
ii Re-issue of forfeited shares	0	0	0.00	0	0	0
iii Others, specify	0	0	0.00	0	0	0
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0.00
i Redemption of shares	0	0	0.00	0	0	0
ii Shares forfeited	0	0	0.00	0	0	0
iii Reduction of share capital	0	0	0.00	0	0	0
iv Others, specify	0	0	0.00	0	0	0
At the end of the year	0.00	0.00	0.00	0.00	0.00	0.00

ISIN of the equity shares of the company

INE342G01023

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

0

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)

(a) Non-convertible debentures

1

1

1

1

Total	0.00		0.00		0.00
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4834816740

6422051834

A Promoters

	Total	46893627.00	34.45	0.00	0.00
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18

	Total	89231722.00	65.57	0.00	0.00
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71416

71434.00

11

5

4	23/10/2024	8	7	87.50
5	22/01/2025	8	8	100.00
6	24/02/2025	8	7	87.50
7	25/03/2025	8	6	75.00

C COMMITTEE MEETINGS

Number of meetings held

18

S.No.	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	22/05/2024	4	3	75.00
2	Audit Committee	01/08/2024	4	3	75.00
3	Audit Committee	23/10/2024	4	3	75.00
4	Audit Committee	22/01/2025	4	4	100.00
5	Audit Committee	24/02/2025	4	4	100.00
6	Audit Committee	25/03/2025	4	3	75.00
7	Stakeholders Relationship Committee	21/05/2024	4	4	100.00
8	Stakeholders Relationship Committee	31/07/2024	4	4	100.00
9	Stakeholders Relationship Committee	22/10/2024	4	4	100.00
10	Stakeholders Relationship Committee	21/01/2025	4	4	100.00
11	Nomination & Remuneration Committee	21/05/2024	4	3	75.00
12	Nomination & Remuneration Committee	13/06/2024	4	3	75.00
13	Nomination & Remuneration Committee	01/07/2024	4	4	100.00
14	Nomination & Remuneration Committee	22/10/2024	4	3	75.00
15	Risk Management Committee	17/05/2024	6	6	100.00
16	Risk Management Committee	03/12/2024	6	6	100.00
17	Corporate Social Responsibility Committee	21/05/2024	5	5	100.00
18	Corporate Social Responsibility Committee	31/07/2024	5	5	100.00

D ATTENDANCE OF DIRECTORS

S.No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 14/08/2025
		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	
1	RAJENDRA SINGH PAWAR	7	7	100.00	6	6	100.00	
2	VIJAY KUMAR THADANI	7	7	100.00	14	14	100.00	
3	SAPNESH KUMAR LALLA	7	7	100.00	8	8	100.00	
4	RAVINDER SINGH	7	7	100.00	18	18	100.00	
5	SANGITA SINGH	7	1	14.29	10	3	30.00	
6	RAVINDRA BABU GARIKIPATI	7	6	85.71	0	0	0.00	
7	LEHER VIJAY THADANI	7	7	100.00	6	6	100.00	
8	PARTHASARATHY VANKIPURAM SRINIVASA	7	7	100.00	12	12	100.00	

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Yes

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Vijay Kumar Thadani	Managing director	9730798			18106046	27836844.00
2	Sapnesh Kumar Lalla	Whole-time director	11311023			7199969	18510992.00
3							0.00
4							0.00
5							0.00
6							0.00
7							0.00
8							0.00
9							0.00
10							0.00
11							0.00
12							0.00
13							0.00
14							0.00
15							0.00
Total			21041821.00	0.00	0.00	25306015.00	46347836.00

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

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Sanjay Mal	CFO	21118282			1308900	22427182.00
2	Deepak Bansal	Company Secretary	5198919			332655	5531574.00
3							0.00
4							0.00
5							0.00
6							0.00
7							0.00
8							0.00
9							0.00
10							0.00
11							0.00
12							0.00
13							0.00
14							0.00
15							0.00
Total			26317201.00	0.00	0.00	1641555.00	27958756.00

C *Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Rajendra S Pawar	Director	4999998	0		860000	5859998.00
2	Ravinder Singh	Director		2700000		1600000	4300000.00
3	Sangita Singh	Director		1200000		280000	1480000.00
4	Ravindra Babu Garikipati	Director		2700000		480000	3180000.00
5	Leher Vijay Thadani	Director		2700000		720000	3420000.00
6	Dr. Parthasarathy Vankip	Director		2700000		1440000	4140000.00

accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

DSC BOX

Name

Date (DD/MM/YYYY)

Place

Whether associate or fellow:

Certificate of practice number

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

(a) DIN/PAN/Membership number of Designated Person

(b) Name of the Designated Person

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made there under in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 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.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

DSC BOX

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

***To be digitally signed by**

DSC BOX

*Whether associate or fellow:

*Membership number

Certificate of practice number

CLARIFICATION(S) NOTE ON FORM MGT-7

In the Form MGT-7, we have given information as on March 31, 2025. For certain points, the following parawise clarification is provided hereunder for information:

Para No. of Form	Heading/ Sub-heading of Form	Remark
VI (a)	Share Holding Pattern - Promoters	<p>A Composite Scheme of Arrangement under Section 230 to 232 and other applicable provisions of the Companies Act 2013 between NIIT Limited (Transferor Company) and NIIT Learning Systems Limited (Transferee Company) was approved by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT") vide Order dated May 19, 2023. Subsequently, the Scheme become effective on May 24, 2023, with effect from the Appointed Date i.e., April 1, 2022.</p> <p>Pursuant to the Composite Scheme of Arrangement, Promoter of the Company changed. This table includes shareholding of Promoter and Promoter Group, after the Composite Scheme of Arrangement.</p> <p>Mr. Rajendra Singh Pawar and Mr. Vijay Kumar Thadani are the only promoters of the Company.</p> <p>In the joint holdings of</p> <ul style="list-style-type: none">(a) Rajendra Singh Pawar and Neeti Pawar;(b) Neeti Pawar & Rajendra Singh Pawar;(c) Vijay Kumar Thadani and Renuka Vijay Thadani; and(d) Renuka Vijay Thadani & Vijay Kumar Thadani <p>the second holder is for purpose of convenience only and do not hold any beneficial interest.</p>
X	Remuneration of Directors and Key Managerial Personnel	Remuneration of Directors, CFO and Company Secretary does not include the perquisite value of stock option if any exercised during the financial year.
-	Details of Designated Person	Pursuant to Rule 9(4) of the Companies (Management and Administration Rules) 2014, Company Secretary shall be deemed to be the designated person responsible for furnishing and extending co-operation for providing information to the Registrar or any other authorized officer with respect to beneficial interest in shares of the Company.