

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

U80301KA2010PTC053882

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCV3421G

(ii) (a) Name of the company

FOUNDING YEARS LEARNING S

(b) Registered office address

No. 38/A2, Doddanakundi Industrial Area
Whitefield Road, Mahadevpura, K R Puram Hobli
Bangalore
Bangalore
Karnataka
560048

(c) *e-mail ID of the company

prashant.bohra@klayschools

(d) *Telephone number with STD code

08040931328

(e) Website

www.klayschools.com

(iii) Date of Incorporation

01/06/2010

Type of the Company	Category of the Company	Sub-category of the Company
Private 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

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

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	P1	Primary & Secondary Education services	100

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	FOUNDING YEARS EDTECH PRI +	U72900KA2020PTC136157	Subsidiary	100
2	POOJA TALWAR EDUCATION P +	U80903DL2016PTC291896	Associate	37.2
3	Founding Years Learning Solut +		Subsidiary	100
4	Peepul Capital Fund III LLC		Holding	79.88

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	42,000,000	33,899,399	33,899,399	33,899,399
Total amount of equity shares (in Rupees)	420,000,000	338,993,990	338,993,990	331,357,366

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	42,000,000	33,899,399	33,899,399	33,899,399
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	420,000,000	338,993,990	338,993,990	331,357,366

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	8,000,000	6,101,696	6,101,696	6,101,696
Total amount of preference shares (in rupees)	80,000,000	61,016,960	61,016,960	61,016,960

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
0.001% Series D Compulsorily Convertible Preference				
Number of preference shares	8,000,000	6,101,696	6,101,696	6,101,696
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	80,000,000	61,016,960	61,016,960	61,016,960

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	6,642,697	26,302,124	32944821	329,448,210	329,448,210	
Increase during the year	954,578	0	954578	9,545,780	1,909,156	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	954,578	0	954578	9,545,780	1,909,156	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
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				0	0	
NA						
Decrease during the year	0	0	0	0	0	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				0	0	
NA						
At the end of the year	7,597,275	26,302,124	33899399	338,993,990	331,357,360	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	6,101,696	0	6101696	61,016,960	61,016,960	208,983,088
i. Issues of shares	6,101,696	0	6101696	61,016,960	61,016,960	208,983,088
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
NA						
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				0	0	
NA						
At the end of the year	6,101,696	0	6101696	61,016,960	61,016,960	

ISIN of the equity shares of the company

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

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	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	200	1000000	200,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			200,000,000

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	200,000,000	0	0	200,000,000
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

389,988,287

(ii) Net worth of the Company

305,348,308

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	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others NA	0	0	0	0
	Total	0	0	0	0

Total number of shareholders (promoters)

0

(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	100,001	0.29	0	0
	(ii) Non-resident Indian (NRI)	1,117,695	3.3	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	32,681,703	96.41	6,101,696	100
10.	Others NA	0	0	0	0

	Total	33,899,399	100	6,101,696	100
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Total number of shareholders (other than promoters)

5

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

5

**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	1	0
Members (other than promoters)	4	5
Debenture holders	1	1

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	0	1	0	0	0	0
B. Non-Promoter	1	0	1	0	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	3	0	3	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	3	0	3	0	0
Total	1	4	1	3	0	0

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

6

(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)
SRIKANTH KUMAR SW	03595581	Whole-time director	0	
SANDEEP KRISHANLA	02047013	Nominee director	0	
SANDEEP NADIGADD/	00483826	Nominee director	0	
PRANAV KUMAR SURI	08380082	Nominee director	0	
KISHANLA PRASHANT	BGMPB3724M	Company Secretary	0	
KEDARNATH CHINARI	AAFPC1878D	CFO	0	15/06/2021

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

6

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)
PRIYA KRISHNAN	05146869	Director	13/12/2020	Cessation
SRIKANTH KUMAR SW	03595581	Additional director	01/04/2020	Appointment
SANDEEP NADIGADD/	00483826	Additional director	20/05/2020	Appointment
ARJUN ANANTH	01207540	Nominee director	07/05/2020	Cessation
SRIKANTH KUMAR SW	03595581	Whole-time director	15/07/2020	Change in designation from Additional
SANDEEP NADIGADD/	00483826	Nominee director	15/07/2020	Change in designation from Additional

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

4

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	15/07/2020	5	5	100
Extra-Ordinary General Meeting	15/02/2021	5	3	96.41
Adjourned Extra-Ordinary General Meeting	22/02/2021	5	3	96.41
Extra-Ordinary General Meeting	05/03/2021	5	4	99.71

B. BOARD MEETINGS

*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/05/2020	4	4	100
2	22/06/2020	5	4	80
3	30/06/2020	5	3	60
4	03/07/2020	5	3	60
5	19/10/2020	5	4	80
6	15/02/2021	4	3	75
7	01/03/2021	4	3	75
8	05/03/2021	4	3	75
9	25/03/2021	4	3	75
10	26/03/2021	4	2	50

C. COMMITTEE MEETINGS

Number of meetings held

0

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					

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	
1	SRIKANTH KU	10	10	100	0	0	0	
2	SANDEEP KR	10	8	80	0	0	0	
3	SANDEEP NA	9	1	11.11	0	0	0	
4	PRANAV KUM	10	10	100	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Srikanth Kumar Swa	Whole-time Dire	7,755,420	0	0	0	7,755,420
	Total		7,755,420	0	0	0	7,755,420

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	PRASHANT K BOH	Company Secre	576,011	0	0	0	576,011
2	KEDARNATH CHIN	CFO	6,505,187	0	0	0	6,505,187
	Total		7,081,198	0	0	0	7,081,198

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

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.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

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:

- 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.

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 Attachement(s), if any

List of attachments

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

FOUNDING YEARS LEARNING SOLUTIONS PRIVATE LIMITED

List of Shareholders as on 31/03/2021

Sl. No.	Name of Shareholder	Equity Shares			0.001% Series D Compulsorily Convertible Preference Shares			Total	
		Folio No.	No. of Shares	% shareholding	Folio No.	No. of Shares	% shareholding	No. of Shares	% shareholding
1	Priya Krishnan	003	11,17,695	3.30	NA	0	0.00	11,17,695	2.79
2	Kaizen Domestic Scheme 1	016	31,48,322	9.29	NA	0	0.00	31,48,322	7.87
3	Kaizen Private Equity	015	32,31,257	9.53	001-D	4,51,978	7.41	36,83,235	9.21
4	Peepul Capital Fund III LLC	017	2,63,02,124	77.59	002-D	56,49,718	92.59	3,19,51,842	79.88
5	Aditya Khurana	018	1,00,001	0.29	NA	0	0.00	1,00,001	0.25
Total No. of Shares			3,38,99,399	100		61,01,696	100	4,00,01,095	100

List of Debenture Holders as on 31/03/2021

Sl. No.	Name of Debenture Holder	Senior, Secured, Unlisted, Unrated, Redeemable And Non-Convertible Debentures (NCDs)		
		No. of Debentures	Nominal Value of Debenture	Outstanding amount as on 31-03-2021
1	Spark Alternative Investment Trust	200	1000000	200,000,000

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of
Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **M/s. FOUNDING YEARS LEARNING SOLUTIONS PRIVATE LIMITED**, ("the Company") as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made there under for the financial year ended on March 31, 2021. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:

1. Its status under the Act;

The Company is a Private Limited Company incorporated under the provisions of the Companies Act, 1956. The Company bears a CIN - U80301KA2010PTC053882;

2. Maintenance of registers / records & making entries therein within the time prescribed therefor;

The Company has maintained all the applicable registers/ records as prescribed under the Act and rules made thereunder and all entries therein have been duly recorded within the time prescribed.

3. Filing of forms and returns as stated in the Annual Return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;

The Company has filed the forms and returns with the Registrar of Companies and details of the forms and returns filed are stated in the **Annexure-I** to this certificate.

4. Calling, convening and holding meetings of Board of Directors and its committees and the meetings of the members of the company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. Further, the Company was not required to pass any resolution by postal ballot;

The Company has called / convened / held the meetings of Board of Directors as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book / registers maintained for the purpose and the same have been signed.

5. Closure of Register of Members / Security holders, as the case may be;

The Company is not required to close its Register of Members during the year.

6. Advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act;

The Company has not granted any loan to its directors and/or persons or firms or companies as per the Audited Balance Sheet for the Financial Year ended March 31, 2021 except that the company has provided loans to M/s Founding Years Edtech Private Limited, Wholly Owned Subsidiary of the company in compliance with section 185 of the Companies Act, 2013 as the loans are utilised by the Wholly Owned Subsidiary company for its principal business activities.

7. Contracts and arrangements with related parties which were in the ordinary course of business and on the arm's length basis as specified in the provisions of Section 188 of the Act;

The Company had entered into contracts/ arrangements with the related parties which were in the ordinary course of business and on the arm's length basis during the year under review.

8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

During the fiscal year under review, the Company issued and allotted the following shares:-

The Board of Directors approved the issue of 11,76,605 partly paid-up equity shares of face value of INR 10 through Rights Issue in its Board Meeting dated 20th May, 2020. Pursuant to which the Company allotted 9,54,578 partly paid-up equity shares to Ms. Priya Krishnan and Mr. Aditya Khurana on 30th June, 2020.

The Company approved the issue of 68,92,656, 0.001% Series D Compulsorily Convertible Preference Shares of face value of INR 10 ("Series D CCPS") on Preferential Issue basis, in the Extraordinary General Meeting held on 05th March, 2021. Pursuant to which the Company allotted 61,01,696 Series D CCPS to Kaizen Private Equity and Peepul Capital Fund III LLC on 26th March, 2021.

There was no transmission, buy back of securities, redemption of preference shares and reduction of share capital during the year.

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;

There were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares.

10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;

The Company did not declare any dividend during the year and hence compliance under Section 125 of the Act does not arise. Further, there is no amount in unclaimed/unpaid dividend account which is to be transferred to unpaid dividend account and then to Investor Education and Protection Fund.

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;

The Company has complied with 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, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

During the year under review,

- i) Mr. Srikanth Kumar Swami (DIN: 03595581) was appointed as CEO and Additional director with effect from 1st April, 2020.
- ii) Mr. Arjun Ananth (DIN: 01207540) resigned as Nominee Director with effect from 7th May, 2020.
- iii) Mr. Sandeep Nadigadda Reddy (DIN: 00483826) was appointed as Additional director with effect from 20th May, 2020.
- iv) Mr. Sandeep Nadigadda Reddy (DIN: 00483826) whose term of office as an Additional Director expired in the Annual General Meeting conducted on 15th July, 2020, was re-appointed as Nominee Director in the said Annual General Meeting.
- v) Mr. Srikanth Kumar Swami (DIN: 03595581) whose term of office as an Additional Director expired in the Annual General Meeting conducted on 15th July, 2020, was re-appointed as Whole-time Director in the said Annual General Meeting.
- vi) Mrs. Priya Krishnan (DIN: 05146869) resigned as Director with effect from 13th December, 2020.

13. Appointment/ re-appointment of auditors is as per the provisions of Section 139 of the Act;

There was no appointment/ re-appointment of auditors during the financial year. The Company has appointed of M/s B S R & Associates LLP, Chartered Accountants (Firm Registration No. 116231W/W-100024), as the Statutory Auditors of the Company, in the previous Annual General Meeting held in the year 2019, for a period of 5 (five) years as per the provisions of Companies Act. The said firm is currently the Statutory Auditors of the Company.

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;

The Company has taken the approvals from the required authorities wherever applicable.

15. Acceptance/ renewal/ repayment of deposits;

The Company has neither accepted nor renewed any deposits during the Financial Year under review.

16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

The Company has not borrowed money from its directors, members, public financial institutions, banks and others, during the Financial Year 2020-2021.

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;

The particulars of loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised as per the provisions of Section 186 of the Companies Act, 2013.

The details of the investments made and loans given by the company during year under review are as follows:-

The Company has made investments in M/s Founding Years Edtech Private Limited, Wholly Owned Subsidiary of the Company amounting to Rs. 20,00,000/-.

The Company has given loan to M/s Founding Years Edtech Private Limited, Wholly Owned Subsidiary of the company amounting to Rs. 2,20,696/-

18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company.

The Company has increased the authorised share capital of the Company to Rs. 40,00,00,000/- divided into 4,00,00,000 Equity Shares of Rs. 10/- each thereby amending the capital clause of the Memorandum of Association in compliance with the applicable provisions of the Companies Act, 2013.

Thereafter, the Company has increased the authorised share capital of the Company to Rs. 50,00,00,000/- divided into 4,20,00,000 Equity Shares of Rs. 10/- each and 80,00,000 Compulsorily Convertible Preference Shares of Rs. 10/- each thereby amending the capital clause of the Memorandum of Association in compliance with the applicable provisions of the Companies Act, 2013.

The Company has not altered its Articles of Association during the financial year ended March 31, 2021.

**For Srinivas Thatikonda & Associates,
Practicing Company Secretaries**

Srinivas Thatikonda
Proprietor
CP No. 17127
FCS: F6543
PR no. : 1115/2021

Date:
Place: Bengaluru
UDIN:

ANNEXURE – I

Forms & Returns filed by the Company in the financial year ending 31/03/2021

Sl. No.	Filed with ROC/RD/CG/CLB/NCLT	Form No.	Purpose	Date of event	Date of filing & filed within/beyond time limit	SRN
1.	ROC	DIR -12	Appointment of Mr. Srikanth Swami as an Additional Director	01/04/2020	03/04/2020 – Within Time Limit	R36343481
2.	ROC	DIR -12	Appointment of Mr. Sandeep Reddy as an Additional Director	20/05/2020	29/05/2020 – Within Time Limit	R40012015
	ROC	DIR -12	Resignation by Mr. Arjun Ananth as a Nominee Director	07/05/2020	29/05/2020 – Within Time Limit	R40012015
3.	ROC	DIR -12	Appointment of Mr. Srikanth Swami as an Whole Time Director	15/07/2020	30/07/2020 – Within Time Limit	R47959291
	ROC	DIR -12	Appointment of Mr. Sandeep Reddy as an Nominee Director	15/07/2020	30/07/2020 – Within Time Limit	R47959291
4.	ROC	DIR -12	Resignation by Ms. Priya Ananth as a Nominee Director	13/12/2020	15/12/2020 – Within Time Limit	R75070342
5.	ROC	MGT - 14	Resolutions to be filed with ROC as AGM held through OAVM.	15/07/2020	12/04/2021 – Beyond Time Limit (CFSS)	T13365556

6.	ROC	MGT - 14	Resolutions to be filed with ROC as EGM held through OAVM.	05/03/2021	19/03/2021 – Within Time Limit	T09348848
7.	ROC	MGT - 14	Resolutions to be filed with ROC as EGM held through OAVM.	22/02/2021	19/03/2021 – Within Time Limit	T09348830
8.	ROC	SH -7	Increase in Authorized Share Capital of the company	15/07/2020	11/08/2020 – Within Time Limit	R49295652
9.	ROC	SH -7	Increase in Authorized Share Capital of the company	22/02/2021	23/02/2021 – Within Time Limit	T03660529
10.	ROC	PAS -3	Allotment of equity shares through Rights Issue.	30/06/2021	29/07/2020 – Within Time Limit	R47755475
11.	ROC	PAS -3	Allotment of CCPS through Preferential Basis.	26/03/2021	26/03/2021 – Within Time Limit	T10293371
12.	ROC	DPT 3 (2014- 2019)	Initial Return of Deposits and transactions not considered as deposits.	31/03/2019	23/10/2020 – Beyond Time Limit (CFSS)	R68368141
13.	ROC	DPT 3 (2019- 20)	Annual Return of Deposits and transactions not considered as deposits.	31/03/2020	23/10/2020 – Beyond Time Limit (CFSS)	R68369149
14.	ROC	MSME - 1	Half Yearly return for October 2019 to March 2020	31/03/2020	17/12/2020 – Beyond Time Limit (CFSS)	R75513408
15.	ROC	MSME - 1	Half Yearly return for April 2019 to September 2019	30/09/2019	17/12/2020 – Beyond Time Limit (CFSS)	R75512756

16.	ROC	MSME - 1	Half Yearly return for April 2020 to September 2020	30/09/2020	30/12/2020 – Beyond Time Limit (CFSS)	R79634028
17.	ROC	AOC -4 XBRL	Form for filing XBRL document in respect of financial statement and other documents with the Registrar	15/07/2020	16/09/2020 - Beyond Time Limit (CFSS)	R56154313
18.	ROC	MGT -7	Annual Return	15/07/2020	01/10/2020 - Beyond Time Limit (CFSS)	R65042491

**For Srinivas Thatikonda & Associates,
Practicing Company Secretaries**

Srinivas Thatikonda
Proprietor
CP No. 17127
FCS: F6543
PR no. : 1115/2021

Date:
Place: Bengaluru
UDIN: