

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
From 01.04.2019 to 31.03.2020

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

<b>I.</b>	<b>REGISTRATION AND OTHER DETAILS:</b>	
i)	CIN	U72200KA2010PTC054447
ii)	Registration Date	July 14, 2010
iii)	Name of the Company	eDreams Edusoft Private Limited*
iv)	Category / Sub-Category of the Company	Public Company* /Limited by Shares
v)	Address of the Registered office and contact details	No. 4 , Enzyme JNC Business Centre, 1st Floor, Kempegowda Service Road, Domlur , Bangalore -560071,Karnataka P: +080 – 40998150
vi)	Whether listed company	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited Karvy Selenium Tower B, Plot Nos. 31 & 32, Financial District Nanakramguda Serilingampally Mandal, Hyderabad 500032 P: +91 40 6716 1717
<b>II.</b>	<b>PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>	
	All the business activities contributing 10% or more of the total turnover of the company shall be stated	As per Attachment A
<b>III.</b>	<b>PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>	
		As per Attachment B
<b>IV.</b>	<b>SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)</b>	
i)	Category-wise Share Holding	As per Attachment C
ii)	Shareholding of Promoters	As per Attachment D
iii)	Change in Promoters' Shareholding (please specify, if there is no change)	As per Attachment E
iv)	Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment F
v)	Shareholding of Directors and Key Managerial Personnel	As per Attachment G
<b>V.</b>	<b>INDEBTEDNESS</b>	
	Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Attachment H
<b>VI.</b>	<b>REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>	
A.	Remuneration to Managing Director, Whole-time Directors and/or Manager	As per Attachment I
B.	Remuneration to other directors	As per Attachment J
C.	Remuneration to Key Managerial Personnel other than MD / Manager / WTD	As per Attachment K
<b>VII.</b>	<b>PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES</b>	
		As per Attachment L

\* The Company, being a subsidiary of Indiavidual Learning Private Limited, is a public company, in terms of the provisions of the Companies Act, 2013.

**Attachment A**

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company are given below: -

<b>Sr. No.</b>	<b>Name and Description of main products/services</b>	<b>NIC Code of the product/service*</b>	<b>% to total turnover of the company#</b>
1.	Development of Software, Software packages in field of Education	62099	100%

\* As per National Industrial Classification - 2008, Ministry of Statistics and Programme Implementation

# On the basis of revenue from operations

**Attachment B****III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES****(a) Particulars of Holding Company**

<b>Sl. No.</b>	<b>Name of Company</b>	<b>Address of Company</b>	<b>CIN / GLN</b>	<b>Holding / Subsidiary / Associate</b>	<b>% of Shares held</b>	<b>Applicable section</b>
1.	Indiavidual Learning Private Limited*	Bizzhub Workspaces(Aspire), 1st Floor, Plot No. 36 100 Feet Road, Sony World Junction, Koramangala, Bangalore -560095, Karnataka	U80301KA2012PTC107575	Holding	90.46% #	2(46)

\* Indiavidual Learning Private Limited is subsidiary of Reliance Industries Limited.

# 5 (five) shares held by five nominees of Indiavidual Learning Private Limited (Holding Company) jointly with it, the beneficial interest of which is with the Holding Company.

**(b) Particulars of Subsidiary Companies and Associate Companies - NIL**

## Attachment C

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## i) Category-wise Share Holding

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2019)				No. of Shares held at the end of the year (As on 31.03.2020)				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A</b>	<b>Promoters</b>									
<b>(1)</b>	<b>Indian</b>									
a)	Individual / HUF	0	600000	600000	75.01	0	0	0	0	(75.01)
b)	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c)	State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d)	Bodies Corporate*	0	0	0	0.00	1734055	1734055	90.46	90.46	
e)	Banks / FI	0	0	0	0.00	0	0	0	0	0
f)	Any other...	0	0	0	0.00	0	0	0	0	0
	<b>Sub - Total (A) (1)</b>	<b>0</b>	<b>600000</b>	<b>600000</b>	<b>75.01</b>	<b>0</b>	<b>1734055</b>	<b>1734055</b>	<b>90.46</b>	<b>15.45</b>
<b>(2)</b>	<b>Foreign</b>									
a)	NRIs – Individuals	0	0	0	0	0	0	0	0	0
b)	Other – Individuals	0	0	0	0	0	0	0	0	0
c)	Bodies Corp.	0	0	0	0	0	0	0	0	0
d)	Banks / FI	0	0	0	0	0	0	0	0	0
e)	Any other...	0	0	0	0	0	0	0	0	0
	<b>Sub - Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	<b>0</b>	<b>600000</b>	<b>600000</b>	<b>75.01</b>	<b>0</b>	<b>1734055</b>	<b>1734055</b>	<b>90.46</b>	<b>15.45</b>
<b>B</b>	<b>Public Shareholding</b>									
<b>1</b>	<b>Institutions</b>									
a)	Mutual Funds	0	0	0	0.00	0	0	0	0	0
b)	Banks / FI	0	0	0	0.00	0	0	0	0	0
c)	Central Govt	0	0	0	0.00	0	0	0	0	0
d)	State Govt(s)	0	0	0	0.00	0	0	0	0	0
e)	Venture Capital Funds	0	0	0	0.00	0	0	0	0	0
f)	Insurance Companies	0	0	0	0.00	0	0	0	0	0
g)	FIs	0	0	0	0.00	0	0	0	0	0
h)	Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0	0
(i)	Others (specify)	0	0	0	0.00	0	0	0	0	0
	<b>Sub - Total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Non-institutions</b>									
a)	Bodies Corp.	0	0	0	0	0	0	0	0	0
i)	Indian	0	253	0	0.032	0	0	0	0	(0.032)
ii)	Overseas	0	1214	1214	0.16	0	0	0	0	(0.16)
b)	Individuals	0	0	0	0	0	0	0	0	0
l)	Individual shareholders holding nominal share capital up to Rs. 1 lakh**	0	0	0	0	0	5	5	0.01	0.01
ll)	Individual shareholders holding nominal share capital	0	198404	198404	24.80	0	182805	182805	9.54	(15.26)

Attachment C

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2019)				No. of Shares held at the end of the year (As on 31.03.2020)				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
	in excess of Rs. 1 lakh									
c)	Others – Specify	0	0	0	0	0	0	0	0	0
	<b>Sub - Total (B) (2)</b>		<b>199871</b>	<b>199871</b>	<b>24.99</b>	<b>0</b>	<b>182810</b>	<b>182810</b>	<b>9.59</b>	<b>(15.41)</b>
	<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>0</b>	<b>199871</b>	<b>199871</b>	<b>24.99</b>	<b>0</b>	<b>182810</b>	<b>182810</b>	<b>9.59</b>	<b>(15.41)</b>
C.	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>799871</b>	<b>799871</b>	<b>100</b>	<b>0</b>	<b>1916865</b>	<b>1916865</b>	<b>100</b>	<b>100</b>

\*Indiavidual Learning Private Limited became the Promoter of the Company w.e.f. December 16, 2019 and Shri Rajeev Kumar Pathak, Ms. Nandani Pathak and Ms. Parul Pathak were Promoters upto December 15, 2019.

\*\* 5 (five) shares are held by five nominees of Indiavidual Learning Private Limited (Holding Company) jointly with it, the beneficial interest of which is with the Holding Company.

**Attachment D**

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 31.03.2019)			Shareholding at the end of the year (As on 31.03.2020)			% change in share holding during 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	
1	Nandini Pathak#	60,000	7.50	0.00	0	0	0.00	(7.50)
2	Parul Pathak #	500	0.07	0.00	0	0	0.00	(0.07)
3	Rajeev Pathak#	539500	67.44	0.00	0	0	0.00	(67.44)
4	Indiavidual Learning Private Limited*##	0	0	0	1734060	90.46	0.00	90.46
	<b>Total</b>	<b>6,00,000</b>	<b>75.01</b>	<b>0.00</b>	<b>1734060</b>	<b>90.46</b>	<b>0.00</b>	<b>15.45</b>

\*Indiavidual Learning Private Limited is subsidiary of Reliance Industries Limited.

# Indiavidual Learning Private Limited became the Promoter of the Company w.e.f. December 16, 2019 and Shri Rajeev Kumar Pathak, Ms. Nandani Pathak and Ms. Parul Pathak ceased to become Promoters w.e.f. December 15, 2019.

## 5 (five) shares are held by five nominees of Indiavidual Learning Private Limited (Holding Company) jointly with it, the beneficial interest of which is with the Holding Company.

**Attachment E**

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**iii) Change in Promoters' Shareholding**

Particulars	Shareholding at the beginning of the year (As on 01.04.2019)		Cumulative Shareholding during the year (01.04.2019 - 31.03.2020)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	600000*	75.01		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	As given below		As given below	
At the end of the year	1734060##	90.46	1734060	90.46

Increase / Decrease in Promoters Shareholding during the year					Cumulative Shareholding	
Date	Increase / Decrease	Reason	No of Shares	% of total shares of the company	No. of shares	% of total shares of the company
16.12.2019	Decrease	Transfer of shares during the year	417195	21.76	417195	21.76
16.12.2019	Increase	Transfer of shares during the year	1734060	90.46	1734060	90.46

\* Individual Learning Private Limited became the promoter of the Company with effect from December 16, 2019 and Ms. Nandani Pathak, Ms. Parul Pathak and Mr. Rajeev Kumar Pathak were promoters of the Company upto December 15, 2019.

## 5 (five) shares are held by five nominees of Individual Learning Private Limited (Holding Company) jointly with it, the beneficial interest of which is with the Holding Company.

**Attachment F**

Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative shareholding During the Year From 01.04.2019 to 31.03.2020	
		No. of Shares at the beginning (01.04.2019) / end of the year (31.03.2020)	% of total shares of the Company				No of shares	% of total shares
1	Balaji Narasimhan	15,853	1.98	01.04.2019	Decrease	Transfer of shares during the year	0	0
		0	0	31.03.2020				
2	Sitalakshmi Gautham	19960	2.50	01.04.2019	Decrease	Transfer of shares during the year	0	0
		0	0	31.03.2020				
3	Ramesh Sethuraman	13307	1.66	01.04.2019	Decrease	Transfer of shares during the year	0	0
		0	0	31.03.2020				
4	Haris Poonthala	35340	4.42	01.04.2019	Decrease	Transfer of shares during the year	0	0
		0	0	31.03.2020				
5	Suryaprakash	15658	1.96	01.04.2019	Decrease	Transfer of shares during the year	0	0
		0	0	31.03.2020				
6	Girish Paranjpe	12236	1.53	01.04.2019	Decrease	Transfer of shares during the year	0	0
		0	0	31.03.2020				
7	Vinaya Chandran	9975	1.25	01.04.2019	Decrease	Transfer of shares during the year	0	0
		0	0	31.03.2020				
8	Parasakthi T	7984	0.99	01.04.2019	Decrease	Transfer of shares during the year	0	0
		0	0	31.03.2020				
9	Deepa C Sirur	6653	0.83	01.04.2019	Decrease	Transfer of shares during the year	0	0
		0	0	31.03.2020				



10.	Naveen Mishra	1400	0.17	01.04.2019	Increase	Allotment of ESOP's	0	0
		3500	0.42	27.05.2019				
		3600	0.19	05.09.2019	Increase	Allotment of ESOP's		
		0	0	16.09.2019	Decrease	Transfer of shares during the year		
11.	*Jointly by Anwar Sheikh and Indiavidual Learning Private Limited	0	0	01.04.2019	Increase	Transfer of shares during the year	1	0
		1	0	31.03.2020				
12.	*Jointly by Keyur V Faldu and Indiavidual Learning Private Limited	0	0	01.04.2019	Increase	Transfer of shares during the year	1	0
		1	0	31.03.2020				
13.	*Jointly By Nikunj Jitendra Karia and Indiavidual Learning Private Limited	0	0	01.04.2019	Increase	Transfer of shares during the year	1	0
		1	0	31.03.2020				

\*5 (five) shares are held by five nominees of Indiavidual Learning Private Limited (Holding Company) jointly with it, the beneficial interest of which is with the Holding Company.

## Attachment G

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name	Shareholding		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.19 to 31.03.20)	
		No. of Shares at the beginning (01.04.2019)/ end of the year (31.03.2020)	% of total shares of the Company				No. of Shares	% of total shares of the Company
<b>DIRECTORS</b>								
1	Rajeev Kumar Pathak##	539500	67.45	01.04.2019	Decrease	Transfer of shares during the year	182805	9.54
		182805	9.54	31.03.2020				
2	Darashaw Keki Mehta@	1003	0.12	01.04.2019	Increase	Conversion of Preference shares into equity shares	0	0
		58720	3.06	05.09.2019				
		59723	3.11	16.09.2019				
3	Dhananjaya Sudhanva@	0	0	01.04.2019	Increase	Conversion of Preference shares into equity shares	0	0
		63025	3.28	05.09.2019				
		63025	3.28	16.09.2019				
4	Girish Shrikrishna Paranjape@	12236	1.52	01.04.2019	Decrease	Transfer of shares during the year	0	0
		0	0	31.03.2020				
5	Nandini Pathak@	60,000	7.50	01.04.2019	Decrease	Transfer of shares during the year	0	0
		0	0	31.03.2020				
6	Aditi Avasthi*\$	0	0	01.04.2019	Increase	Transfer of shares	1	0
		1	.001	31.03.2020				

						during the year		
7	Sampathkumar Ranganathan Pudhukottai*	0	0	01.04.2019	Increase	Transfer of shares during the year	1	0
	\$	1	.001	31.03.2020				
<b>KEY MANAGERIAL PERSONNEL (KMP)</b>								
1.	Rajeev Kumar Pathak ##	539500	67.45	01.04.2019	Decrease	Transfer of shares during the year	182805	9.54
		182805	9.54	31.03.2020				

\* Shares are held for the benefit of Individual Learning Private Limited, Holding Company

\$ Appointed as Additional director w.e.f. December 16, 2019 and regularized in extra ordinary general meeting held on December 24, 2019

@ Ceased as Director w.e.f. December 16, 2019

## Resigned from post of Managing Director and appointed as Director w.e.f. October 16, 2019.

## Attachment H

## V. INDEBTEDNESS

(Amount in Rs. Thousands)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year (01.04.2019)</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
Addition	3811	-	-	3811
Reduction	3811	-	-	3811
Exchange Difference	-	-	-	
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year (31.03.2020)</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

## Attachment I

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Rs. In Thousands)

Sl. no.	Particulars of Remuneration	Name of MD/WTD/Manager Shri Rajeev Kumar Pathak (till October 15, 2019)	Total Amount
1	Gross salary		
	a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3915	
	b. Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	
	c. Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	
		-	
2	Stock Option	-	
3	Sweat Equity	-	
4	Commission	-	
	- as % of profit	-	
	- others, specify...	-	
5	Others, please specify	-	
	<b>Total (A)</b>	<b>3915</b>	
	Ceiling as per the Act		

Attachment J

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

<b>A. Remuneration to other directors:</b>		<b>(Amount in Rs. Thousands)</b>	
<b>Sl. no.</b>	<b>Particulars of Remuneration</b>	<b>Name of Directors</b>	<b>Total Amount</b>
1	Independent Directors	<b>N.A.</b>	
	· Fee for attending board / committee meetings		
	· Commission		
	· Others, please specify		
	<b>Total (1)</b>		
2	Other Non-Executive Directors		
	· Fee for attending board / committee meetings		
	· Commission		
	· Others, please specify (Salary)		
	<b>Total (2)</b>		
	<b>Total (B)=(1+2)</b>		
	Total Managerial Remuneration		
	<b>Overall Ceiling as per the Act</b>	Sitting fee Rs. 1,00,000/- per meeting of the Board/ Committee thereof	

**Attachment K****VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****B. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD****(Amount in Rs. Thousands)**

<b>Sl. no.</b>	<b>Particulars of Remuneration</b>	<b>Key Managerial Personnel</b>	<b>Total Amount</b>
1	Gross salary		<b>NIL</b>
	a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	b. Value of perquisites u/s 17(2) of the Income-tax Act, 1961		
	c. Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	- as % of profit		
	- others, specify		
5	Others, please specify		
	<b>Total</b>		

**Attachment L**

**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>	NIL				
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					