

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 20th ANNUAL GENERAL MEETING OF THE MEMBERS OF FIITJEE LIMITED WILL BE HELD ON FRIDAY, 8TH DAY OF SEPTEMBER, 2017 AT 12:32 P.M AT CRYSTAL BALL ROOM, HOTEL RADISSON BLU PLAZA, NATIONAL HIGHWAY 8, NEW DELHI – 110037 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the audited Financial Statements (including the consolidated financial statements) for the financial year ended 31st March 2017 and the reports of the Board of Directors and the Auditors thereon

“RESOLVED THAT the Audited Financials of the Company (including the consolidated financial statements) including Profit & Loss Account of the Company for the year ended 31 March 2017 along with Cash Flow Statement, Balance Sheet of the company as on 31 March 2017, Auditor’s Report, Directors’ Report and all the relevant schedules and annexures of the audited financials of the Company for this period be and are hereby received, considered and adopted by the members.”

- 2) To appoint a Director in place of Mrs. Monila Goel (DIN: 00063791), who is retiring by rotation and being eligible, offers herself for re-appointment.

“RESOLVED THAT pursuant to the provisions of section 152(6) and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Associations of the Company, Mrs. Monila Goel (DIN: 00063791) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the company whose period of office will be liable to be retire by rotation.”

- 3) **To appoint the statutory auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time and pursuant to the recommendations of the audit committee of the Board of Directors, M/s Walker Chandiook & Co. LLP, Chartered Accountants (registration No.001076N/N500013) be and are hereby appointed as the Statutory Auditors of the Company for a period of Five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2022, at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

SPECIAL BUSINESS:

4) TO RATIFY REMUNERATION TO BE PAID TO THE COST AUDITORS OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to applicable notification or circular as may be issued by the Ministry of Corporate Affairs in this regard, the remuneration of INR 1,00,000/- (INR One Lakh Only) plus service tax and reimbursement of out of pocket expenses as approved by the Board of Directors on the recommendation of Audit Committee, to be paid to M/s. Yogesh Gupta & Associates, Cost Accountants (Firm Registration No. 000373), Cost Auditor of the Company for the financial year ending 31st March, 2018, be and hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution.”

5) TO APPROVE PAYMENT OF REMUNERATION TO MR DINESH KUMAR GOEL (DIN: 01449629), MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and Rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other provisions and rules, as may be applicable (including any statutory amendments, modifications and re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, consent of the Company be and is hereby accorded to increase the remuneration upto INR 12,00,00,000/- p.a. (Indian Rupees Twelve Crores only) from current INR 10,00,00,000/- p.a. (Indian Rupees Ten Crores only) to Mr. Dinesh Kumar Goel, Managing Director of the Company for a period of 3 year w.e.f. 20th Annual general meeting of the Company on such terms and conditions, as considered and approved by the Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company and as set out in explanatory statement annexed to the notice relating to this resolution.

RESOLVED FURTHER THAT, subject to the maximum remuneration as mentioned above, the Board, upon recommendation and approval of the NRC, is authorised to revise the remuneration structure (including the basic salary, perquisites, allowances and other benefits) of Mr Dinesh Kumar Goel of the Company, as may be considered necessary, during the period of three years and also alter or vary the terms and conditions as detailed in the Explanatory Statement.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during his tenure, the Company shall continue to pay Mr Dinesh Kumar Goel the aforesaid remuneration by way of salary, perquisites, commission, allowances and other benefits as specified in the explanatory statement in accordance with the provisions specified under the Act (including any statutory modification or re-enactment thereof, for the time being in force), as minimum remuneration.

RESOLVED FURTHER THAT in the event of any statutory modification, amendment or enactment thereof under the Act or any other applicable law, the Board in its absolute discretion may vary the remuneration structure and revise the same from time to time within the maximum limit or ceiling as stipulated in this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, including the power to execute all such deeds, documents, instruments and writings as may be required for the purpose of giving effect to this resolution, but not limited to the powers to settle all questions, difficulties or doubts that may arise in regard to the fixation remuneration of Mr Kanti Kumar Goyal, and the past actions / decisions, if any, of the Board in this regard be and is hereby adopted and ratified.”

6) TO APPROVE PAYMENT OF REMUNERATION TO MRS MONILA GOEL (DIN: 00063791), WHOLE TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and Rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other provisions and rules, as may be applicable (including any statutory amendments, modifications and re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, consent of the company be and is hereby accorded to pay the remuneration upto INR 120,00,000/- p.a. (Rupee One Crore Twenty Lacs Only) for a period commencing from 20.09.2016 till the date of 20th Annual general meeting to be held in year 2017 and INR 6,00,00,000/- p.a. (Rupees Six Crores Only) for a period of 2 years w.e.f. 20th Annual general meeting of the Company to Mrs. Monila Goel, Whole Time Director of the Company on such terms and conditions, as considered and approved by the Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company and as set out in explanatory statement annexed to the notice relating to this resolution.

RESOLVED FURTHER THAT, subject to the maximum remuneration as mentioned above, the Board, upon recommendation and approval of the NRC, is authorised to revise the remuneration structure (including the basic salary, perquisites, allowances and other benefits) of Mrs Monila Goel, Whole Time Director of the Company, as may be considered necessary, during the period of three years and also alter or vary the terms and conditions as detailed in the Explanatory Statement.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during his tenure, the Company shall continue to pay Mrs Monila Goel the aforesaid

remuneration by way of salary, perquisites, commission, allowances and other benefits as specified in the explanatory statement in accordance with the provisions specified under the Act (including any statutory modification or re-enactment thereof, for the time being in force), as minimum remuneration.

RESOLVED FURTHER THAT in the event of any statutory modification, amendment or enactment thereof under the Act or any other applicable law, the Board in its absolute discretion may vary the remuneration structure and revise the same from time to time within the maximum limit or ceiling as stipulated in this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, including the power to execute all such deeds, documents, instruments and writings as may be required for the purpose of giving effect to this resolution, but not limited to the powers to settle all questions, difficulties or doubts that may arise in regard to the fixation remuneration of Mrs Monila Goel, and the past actions / decisions, if any, of the Board in this regard be and is hereby adopted and ratified.”

7) TO APPROVE PAYMENT OF REMUNERATION TO MR KANTI KUMAR GOYAL (DIN: 01400932), WHOLE TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and Rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other provisions and rules, as may be applicable (including any statutory amendments, modifications and re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, consent of the Company be and is hereby accorded to increase the remuneration Company upto INR 51,00,000/- p.a. (Rupee Fifty One Lacs Only) for a period commencing from 20.09.2016 till the date of 20th Annual general meeting to held in year 2017 and INR 60,00,000 /- p.a. (Rupees Sixty Lacs Only) for a period of 2 years w.e.f. 20th Annual general meeting to Mr. Kanti Kumar Goyal, Whole Time Director of the Company on such terms and conditions, as considered and approved by the Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company and as set out in explanatory statement annexed to the notice relating to this resolution.

RESOLVED FURTHER THAT, subject to the maximum remuneration as mentioned above, the Board, upon recommendation and approval of the NRC, is authorised to revise the remuneration structure (including the basic salary, perquisites, allowances and other benefits) of Mr Kanti Kumar Goyal of the Company, as may be considered necessary, during the period of three years and also alter or vary the terms and conditions as detailed in the Explanatory Statement.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during his tenure, the Company shall continue to pay Mr Kanti Kumar Goyal the aforesaid remuneration by way of salary, perquisites, commission, allowances and other benefits as specified in the explanatory statement in accordance with the provisions specified under the Act (including any statutory modification or re-enactment thereof, for the time being in force), as minimum remuneration.

RESOLVED FURTHER THAT in the event of any statutory modification, amendment or enactment thereof under the Act or any other applicable law, the Board in its absolute discretion may vary the remuneration structure and revise the same from time to time within the maximum limit or ceiling as stipulated in this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, including the power to execute all such deeds, documents, instruments and writings as may be required for the purpose of giving effect to this resolution, but not limited to the powers to settle all questions, difficulties or doubts that may arise in regard to the fixation remuneration of Mr Kanti Kumar Goyal, and the past actions / decisions, if any, of the Board in this regard be and is hereby adopted and ratified.”

By order of Board of Directors

Dinesh Kumar Goel
Chairman and Managing Director
DIN. 01449629

Address: 29A, Kalu Sarai, Sarvpriya Vihar, New Delhi-110016

Place: New Delhi

Date: 06.06.2017

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**
- 2) Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxy Form is enclosed.
- 3) The instrument appointing the proxy in order to be effective must reach at the registered office of the Company not less than 48 hours before the time fixed for meeting.
- 4) Explanatory Statement as required under Section 102 of the Companies Act, 2013 and Secretarial Standard 2 is annexed hereto.
- 5) Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 6) All the documents referred in the Notice, Annual Report as well as Annual Accounts of the subsidiary companies and Register of Directors' Shareholding are open for inspection, during the business hours at the Registered Office of the Company up to and including the date of Annual General Meeting.
- 7) Route Map of the venue of the meeting forms part of this notice.
- 8) Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH SECRETARIAL STANDARD – 2 IN RESPECT OF THE SPECIAL BUSINESS(S) MENTIONED IN THE NOTICE

Item No.4

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company at the General Meeting. The Board, on the recommendation of the Audit Committee and subject to the rules to be notified by the Ministry of Corporate Affairs in this regard, has approved the appointment of Yogesh Gupta & Associates, Cost Accountants (Firm Registration No. 000373), as Cost Audit or to conduct the audit of the cost records of the Company at a remuneration of INR 100,000/- (INR One Lakh Only) plus service tax and reimbursement of out of pocket expenses for the financial year ending 31st March 2018.

Accordingly, ratification of the members is being sought for the proposal contained in the resolution set out at item no. 4 of the notice.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution either financially or otherwise.

The Board recommends and propose to pass the resolution set out at item no. 4 of the notice as an Ordinary Resolution.

Item No.5, 6 & 7

Mr. Dinesh Kumar Goel (having DIN: 01449629), is the Founder, Chairman and Managing Director of the Company and is on the Board of the Company since its inception i.e. from 1997.. He is a Mechanical Engineer, graduated from the Indian Institute of Technology, Delhi (IIT-Delhi). He has over 26 years of rich and varied experience in the education Industry. Mr. Dinesh Kumar Goel supervises the Business Strategies of the Company and monitors execution of various academic operations and projects. Under his leadership, FIITJEE Limited has grown leaps and bounds and has come up as a pioneer organisation in education Industry with strong branding.

Mr. Dinesh Kumar Goel is having excellent grasp and thorough knowledge and experience of not only education and technology but also of administration and management. His contributions have already resulted into considerable financial gains to the Company and the Company continue to get benefit in future as well. Considering his knowledge of various aspects relating to the Company's affairs and long business experience and vast roles and responsibilities, the Board of Directors is of the opinion that for recognizing his efforts, his remuneration shall be increased. As on the date, he holds 64.19% equity shares out of the total paid up share capital of the Company. The members of the Company at their meeting held on 30th December, 2013 have reappointed Mr Dinesh Kumar Goel, Managing Director of the Company for a period of five years w.e.f. September 21, 2013.

Mrs Monila Goel (DIN: 00063791), aged 46 years, was appointed as Director in the Company with effect from 20th January 2007. She has over 15 years of rich and varied experience and expertise in various operational domains in the education industry. Mrs. Monila Goel manages the accounts payable operations of the Company across the country and monitors execution of various projects and Internal Audit functions. Besides she is already providing supervision to legal department. Her contributions have already resulted into considerable financial gains to the Company and the Company continue to get benefit in future as well. As on the date, she holds 4.51% equity shares out of the total paid up share capital of the Company. The members of the Company at their meeting held on 30th December, 2013 have appointed Mrs. Monila Goel as Whole Time Director of the Company for a period of five years w.e.f. September 21, 2013.

Mr. Kanti Kumar Goyal is one of the co-promoters of the Company and on the Board of the Company since its inception i.e. from 1997. Mr. Kanti Kumar Goyal has been playing an important role as an advisor to the Chairman on administrative and operational matters. As on the date, he holds 10.05% equity shares out of the total paid up share capital of the Company. The members of the Company at their meeting held on 30th December, 2013 have appointed Mr Kanti Kumar Goyal as Whole Time Director of the Company for a period of five years w.e.f. September 21, 2013.

The Nomination and Remuneration Committee and the Board of Directors in their respective meetings have considered and approved to pay the remuneration as follows:

- a) Mr Dinesh Kumar Goel: INR 12,00,00,000/- p.a. (Indian Rupees Twelve Crores only) for a period of 3 year w.e.f. 20th Annual general meeting.
- b) Mrs Monila Goel: upto INR 120,00,000/- p.a. (Rupee One Crore Twenty Lacs Only) for a period of 1 year w.e.f. 20.09.2016 till the date of 20th Annual general meeting to be held in year 2017 and INR 6,00,00,000/- p.a. (Rupees Six Crores Only) for a period of 2 years w.e.f. 20th Annual general meeting
- c) Mr Kanti Kumar Goyal: upto INR 51,00,000/- p.a. (Rupee Fifty One Lacs Only) for a period of 1 year w.e.f. 20.09.2016 till the date of 20th Annual general meeting to held in year 2017 and INR 60,00,000 /- p.a. (Rupees Sixty Lacs Only) for a period of 2 years w.e.f. 20th Annual general meeting.

Pursuant to Section 197 of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company, in the event of no profits or inadequate profits, may continue to pay remuneration to its managerial personnel beyond ceiling specified in Section II, Part II of Schedule V without obtaining Central Government approval, subject to the approval of Shareholders by way of Special Resolution passed at the ensuing Annual General Meeting and other compliances as provided therein, including the detailed disclosures required to be made.

STATEMENT REQUIRED PURSUANT TO THE PROVISIONS OF SCHEDULE V OF THE COMPANIES ACT, 2013 IS GIVEN BELOW:**I. General Information****A) Nature of Industry**

FIITJEE Limited is operating as a teaching/ coaching Institute for engineering entrance exams primarily for Indian Institute of Technology (*IITs*) and other engineering Institutes.

B) Date of commencement of commercial production: 27th October, 1997

C) In case of new Companies, expected date of commencement of activities as per projects approved by financial institutions appearing in the prospectus: Not Applicable

D) Financials performance based on given indicators

For the financial year ended 31st March, 2017

Particulars	Amount (in Indian Rupees)
Income	5,432,556,193
Expenses	5,256,934,758
Profit before Tax and Exceptional Items	175,621,435
Exceptional Items	-
Deferred Tax	7,851,397
Income Tax (earlier years reversed)	NIL
Profit for the year	167,770,038

E) Foreign Investments or collaborations, if any.

Two foreign venture capital funds are holding 13.68% stake in aggregate in the Company.

II INFORMATION ABOUT THE APPOINTEE:**A) Background Details****Mr Dinesh Kumar Goel:**

Mr. Dinesh Kumar Goel (having DIN: 01449629), is the Founder, Chairman and Managing Director of the Company and is on the Board of the Company since its inception i.e. from 1997.. He is a Mechanical Engineer, graduated from the Indian Institute of Technology, Delhi (IIT-Delhi). He has over 26 years of rich and varied experience in the education Industry. Mr. Dinesh Kumar Goel supervises the Business Strategies of the Company and monitors execution of various academic operations and projects. Under his leadership, FIITJEE Limited has grown leaps and bounds and has come up as a pioneer organisation in education Industry with strong branding.

As on the date, he holds 64.19% equity shares out of the total paid up share capital of the Company.

During the year, he has attended six Board Meetings of the Company. Further, as per the details provided to the Company, Mr Dinesh Kumar Goel, holds Directorship, Membership on the Board of the following Companies:

Sl.No.	Name of Company	Nature of Interest
1	FIITJEE Franchise Network Ltd	Director & Member (Registered Holder)
2.	Times A and M (India) Limited	Member (Registered Holder)
3	Edfora Edtech Private Limited (Colorado tours & travels Pvt Ltd)	Director & Member
4.	USA Univquest Pvt Ltd	Director & Member (Registered Holder)
5	Edfora Infotech Pvt Ltd	Member (Registered Holder)
6	FIITJEE Ltd- CSR Committee	Member

Mrs Monila Goel:

Mrs Monila Goel (DIN: 00063791), aged 46 years, was appointed as Director in the Company with effect from 20th January 2007. She has over 15 years of rich and varied experience and expertise in various operational domains in the education industry. Mrs. Monila Goel manages the accounts payable operations of the Company across the country and monitors execution of various projects and Internal Audit functions. As on the date, she holds 4.51% equity shares out of the total paid up share capital of the Company.

During the year, she has attended five Board Meetings of the Company. Further, as per the details provided to the Company, Mrs Monila Goel, holds Directorship, Membership on the Board of the following Companies:

Sl.No.	Name of Company	Nature of Interest
1.	Times A and M (India) Limited	Manging Director and Member (Registered Holder)
2.	Edfora Edtech Private Limited (Colorado tours & travels Pvt Ltd)	Director & Member
3.	Kartikeya Infrastructure & Finsec Pvt Ltd	Director & Member

Mr Kanti Kumar Goyal: Mr Kanti Kumar Goyal (DIN: 01400932), aged 82 years, is one of the co-promoters of the Company and on the Board of the Company since its inception i.e. from 1997. Mr. Kanti Kumar Goyal has been playing an important role as an advisor to the Chairman on administrative and operational matters. As on the date, he holds 10.05% equity shares out of the total paid up share capital of the Company.

During the year, he has attended two Board Meetings of the Company. Further, as per the details provided to the Company, Mr Kanti Kumar Goyal, holds Directorship, Membership on the Board of the following Companies:

Sl.No.	Name of Company	Nature of Interest
1.	FIITJEE Franchise Network Limited	Director and Member (Registered Holder)
2.	Times A and M (India) Ltd	Member (Registered Holder)

B) Past Remuneration:

- i. **Mr Dinesh Kumar Goel:** INR 10,00,00,000 (INR ten Crores Only) per annum
- ii. **Mrs Monila Goel:** INR, 1,20,00,000 (INR One Crore Twenty Lacs Only) per annum
- iii. **Mr Kanti Kumar Goyal:** INR 51,00,000 (INR Fifty-One Lacs Only) per annum

C) Recognition and Awards: Nil**D) Job profile and their Suitability**

Mr. Dinesh Kumar Goel supervises the Business Strategies of the Company and monitors execution of various academic operations and projects.

Mrs. Monila Goel manages the accounts payable operations of the Company across the country and monitors execution of various projects and Internal Audit functions.

Mr. Kanti Kumar Goyal has been playing an important role as an advisor to the Chairman on administrative and operational matters.

Considering their expertise, qualifications, ability and experience and looking to the business requirements and financial matters of the Company and recommendation of the Nomination and Remuneration Committee, proposed remuneration of Mr Dinesh Kumar Goel, Mrs Monila Goel & Mr Kanti Kumar Goyal is in the interest of the Company.

E) Remuneration Proposed for a period of three years**Salary, perquisites and commission:**

Mr Dinesh Kumar Goel: maximum remuneration payable, including perquisites allowances and other benefits shall be of up to INR 12,00,00,000/- p.a. (INR Twelve Crores Only) per annum

Mrs Monila Goel: maximum remuneration payable, including perquisites allowances and other benefits shall be of up to INR 120,00,000/- p.a. (INR One Crore Twenty Lacs Only) for a period of 1 year w.e.f. 20.09.2016 till the date of 20th Annual general meeting to be held in year 2017 and INR 6,00,00,000/- p.a. (INR Six Crores Only) per annum for a period of 2 years w.e.f. 20th Annual general meeting.

Mr Kanti Kumar Goyal: maximum remuneration payable, including perquisites allowances and other benefits shall be of up to upto INR 51,00,000/- p.a. (Rupee Fifty One Lacs Only) for a period of 1 year w.e.f. 20.09.2016 till the date of 20th Annual general meeting to held in

year 2017 and INR 60,00,000 /- p.a. (Rupees Sixty Lacs Only) for a period of 2 years w.e.f. 20th Annual general meeting.

F) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.

The Remuneration being recommended by the Company to Mr Dinesh Kumar Goel, Mrs Monila Goel and Mr Kanti Kumar Goyal takes into consideration the business activities of the Company, their capable leadership, rich knowledge and vast experience in the field of education and finance industry, prevailing trend of executive compensation and the remuneration being paid to its managerial personnel by Companies of comparable size in the education and IIT coaching Industry.

G) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Mr Dinesh Kumar Goel is husband of Mrs Monila Goel and son of Mr Kanti Kumar Goyal, whole time director of the Company.

Mrs Monila Goel is wife of Mr Dinesh Kumar Goel, Managing Director of the Company and Mr Kanti Kumar Goyal is father of Mr Dinesh Kumar Goel, Managing Director of the Company.

III) OTHER INFORMATION:

A) Reason of inadequate Profits:

During the year the as the Company has significantly invested in human capital and expansion of infrastructure. Both has resulted in increase in cost in Financial Year 2016-17. Additionally, man power cost of the Company has significantly gone up due to increments effected during the course of year. Also, the Company have invested in increasing its faculty bench strength, in order to improve student teacher's ratio and differentiate verses competition.

B) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits:

- a. Recruitment of leadership for various departments to ensure and instil ownership/ target driven approach.
- b. Business is driven by growth in number of students and enrolments, so additional efforts have been made to increase the enrolments of the students.

Relevant documents referred to in the accompanying Notice and the explanatory statement are open for inspection by the members at Registered Address situated at 29A Kalu Sarai Sarvapriya Vihar, New Delhi – 110016 and Venue of the meeting on all working days, except Saturdays, during business hours up to the date of the Meeting

Accordingly, approval of the members is being sought for the proposal contained in the resolution set out at item no. 5 & 6 of the notice.

Except Mr Kanti Kumar Goyal and Mrs Monila Goel being appointee and Mr Dinesh Kumar Goel, being relative, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution either financially or otherwise.

The Board recommends and propose to pass the resolution set out at item no. 5,6 & 7 of the notice as special Resolution.

By order of Board of Directors

Dinesh Kumar Goel
Chairman and Managing Director
DIN. 01449629

Address: 29A, Kalu Sarai, Sarvpriya Vihar, New Delhi-110016

Place: New Delhi

Date: 06.06.2017

ATTENDANCE SLIP

(Will be handed over at the registration counter)

20TH Annual General Meeting of FIITJEE Ltd. on Friday, 8TH day of September, 2017 at 12:32 P.M at crystal ball room, hotel Radisson Blu plaza, national highway 8, New Delhi – 110037

DETAIL OF MEMBER:

1. Regd. Folio No. _____ No. of shares held _____
2. Name of member (IN BLOCK LETTERS) :
3. Address of member (IN BLOCK LETTERS) :

I, certify that I am a registered shareholder/proxy for the registered Shareholder (whose details are mentioned above) of the Company and hereby record my presence at the 20th Annual General Meeting of the Company on **Friday, 8TH day of September, 2017 at 12:32 P.M at crystal ball room, hotel Radisson Blu plaza, national highway 8, New Delhi – 110037.**

Member's/Proxy's Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. This Attendance Slip is valid only in case shares are held on the date of the meeting.

Form No. MGT 11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U80211DL1997PLC090156

Name of the Company: FIITJEE LIMITED

Registered office: 29A, KALU SARAI, SARVAPRIYA VIHAR, NEW DELHI - 110016

Name of the member(s):

Registered Address:

E-mail Id:

Folio No / Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
Email Id:
Signature:..... or failing him

2. Name:
Address:
Email Id:
Signature:..... or failing him

3. Name:
Address:
Email Id:
Signature:..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the company, to be held on the **Friday, 8TH day of September, 2017 at 12:32 P.M at crystal ball room, hotel Radisson Blu plaza, national highway 8, New Delhi – 110037** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Consideration and adoption of Audited Financial statement of the Company for the financial year ended 31stMarch, 2017, the Report of the Board and Auditors thereon.
2. Appointment of a Director in place of Mrs. Monila Goel (DIN: 00063791), who is retiring by rotation and being eligible, offers herself for re-appointment.
3. Appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants, New Delhi (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company for a period of five years.
4. Ratification of remuneration of the Cost auditors of the Company.
5. To approve increase of remuneration to Mr Dinesh Kumar Goel(01449629), Managing director of the Company.
6. To approve payment of remuneration to Mrs Monila Goel(00063791), whole time director of the Company.
7. To approve payment of remuneration to Mr Kanti Kumar Goyal(01400932), whole time director of the Company.

Signed this.....day.....2017.

Signature of shareholder
Signature of Proxy holder(s)

**Affix
Revenue
Stamp**

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP

